

# SUMMIT SECURITIES LIMITED

Corporate Identification Number: L65921MH1997PLC194571  
Registered Office: 213, Bezzola Complex, B Wing, 71, Sion-Trombay Road, Chembur, Mumbai - 400071  
Tel No.: +91-22-25292152/54/55 Fax No: +91-22-25297423  
Website : [www.summitsecurities.net](http://www.summitsecurities.net) Email : [investors@summitsecurities.net](mailto:investors@summitsecurities.net) ; [summitsec@gmail.com](mailto:summitsec@gmail.com)

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August 29, 2019

## National Stock Exchange of India Limited

Exchange Plaza, 5<sup>th</sup> Floor  
Plot No C/1, G Block  
Bandra Kurla Complex  
Bandra East  
Mumbai 400 051

## BSE Limited

Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

**Symbol: SUMMITSEC**

**Security Code: 533306**

**Security ID: SUMMITSEC**

**Sub: Submission of Annual Report for FY 2018-19 pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015**

Dear Sir,

This is to inform that the Twenty Second Annual General Meeting (AGM) of Summit Securities Limited is scheduled to be held on Wednesday, September 25, 2019 at 11.00 a.m. at The Auditorium, Textiles Committee, next to Trade Plaza (TATA Press), P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025, inter alia to transact the business stated in the Notice of this AGM dated August 2, 2019.

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 30(2) read with Part A of Schedule III of the said Regulations, we submit herewith a copy of the Annual Report for FY 2018-19 including the Notice of this AGM, which is being sent through the permitted modes to the members of the Company.

The aforesaid Annual Report for FY 2018-19 including the Notice of this AGM is also available on the website of the Company viz. [www.summitsecurities.net](http://www.summitsecurities.net).

Kindly take the same on record and acknowledge the receipt.

Thanking you

Yours faithfully  
For Summit Securities Limited



Jiya Gangwani  
Company Secretary  
Encl: As above



**SUMMIT SECURITIES LIMITED**  
**ANNUAL REPORT 2018-19**

**BOARD OF DIRECTORS:**

|                     |          |
|---------------------|----------|
| RAMESH D. CHANDAK   | Chairman |
| A. N. MISRA         | Director |
| A. V. NERURKAR      | Director |
| H. C. DALAL         | Director |
| H. N. SINGH RAJPOOT | Director |
| PREM KAPIL          | Director |
| SNEHA RANADE        | Director |

**COMPANY SECRETARY :**

JIYA GANGWANI

**REGISTERED OFFICE :**

213, Bezzola Complex,  
B Wing, 71, Sion-Trombay Road,  
Chembur, Mumbai 400 071.  
Phone: +91-22-25292152/54/55  
Fax: +91-22-25297423  
E-mail: [investors@summitsecurities.net](mailto:investors@summitsecurities.net)  
Website: [www.summitsecurities.net](http://www.summitsecurities.net)

**AUDITORS :**

M/s. CHATURVEDI & SHAH LLP,  
CHARTERED ACCOUNTANTS

**REGISTRAR AND SHARE TRANSFER AGENTS :**

TSR DARASHAW CONSULTANTS PRIVATE LIMITED  
6-10, Haji Moosa Patrawala Industrial Estate  
20, Dr. E. Moses Road, Mahalaxmi,  
Mumbai 400 011.  
Phone: +91-22-6656 8484  
Fax: +91-22-6656 8494  
E-mail: [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com)

**BANKERS :**

HDFC BANK LIMITED  
ICICI BANK LIMITED  
KOTAK MAHINDRA BANK LIMITED

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**NOTICE**

NOTICE is hereby given that the Twenty Second Annual General Meeting of the members of Summit Securities Limited will be held on Wednesday, September 25, 2019 at 11.00 a.m. at The Auditorium, Textiles Committee, next to Trade Plaza (TATA Press), P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Auditors and the Board of Directors thereon.
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. H. N. Singh Rajpoot (DIN: 00080836), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, has offered himself for re-appointment.

**SPECIAL BUSINESS:**

3. To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 16, 17 and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’) as amended from time to time, the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee, Mr. Hemendra Chimanlal Dalal (DIN: 00206232), who was appointed as an Independent Director of the Company and holds office upto September 26, 2019 and who has given a declaration that he meets the criteria of independence as stipulated in Section 149(6) of the Act, the applicable provisions under the Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his re-appointment as an Independent Director of the Company, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from September 27, 2019 upto September 26, 2024.

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(1A) of the Listing Regulations, consent of the members be and is

hereby also accorded for continuation of Directorship of Mr. Hemendra Chimanlal Dalal as an Independent Director of the company on attaining the age of seventy five (75) years or more during his aforesaid tenure as an Independent Director of the Company.”

4. To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 16, 17 and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’) as amended from time to time, the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee, Mr. Prem Kapil (DIN: 06921601), who was appointed as an Independent Director of the Company and holds office upto September 26, 2019 and who has given a declaration that he meets the criteria of independence as stipulated in Section 149(6) of the Act, the applicable provisions under the Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his re-appointment as an Independent Director of the Company, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from September 27, 2019 upto September 26, 2024.

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(1A) of the Listing Regulations, consent of the members be and is hereby also accorded for continuation of Directorship of Mr. Prem Kapil as an Independent Director of the company on attaining the age of seventy five (75) years or more during his aforesaid tenure as an Independent Director of the Company.”

5. To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 16, 17 and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’) as amended from time to time, the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee, Ms. Sneha Ranade (DIN: 06878346), who was appointed as an Independent Director of the Company and holds office upto

September 26, 2019 and who has given a declaration that she meets the criteria of independence as stipulated in Section 149(6) of the Act, the applicable provisions under the Listing Regulations and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her re-appointment as an Independent Director of the Company, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from September 27, 2019 upto September 26, 2024.”

6. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 16, 17 and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’) as amended from time to time, the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee, Mr. Ramesh Chandak (DIN: 00026581), a Non-Executive Director of the Company who has given a declaration that he meets the criteria of independence as stipulated in Section 149(6) of the Act, the applicable provisions under the Listing Regulations and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his appointment as an Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from September 27, 2019 upto September 26, 2024.

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(1A) of the Listing Regulations, consent of the members be and is hereby also accorded for continuation of Directorship of Mr. Ramesh Chandak as an Independent Director of the company on attaining the age of seventy five (75) years or more during his aforesaid tenure as an Independent Director of the Company.”

7. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule V to the Act (including any statutory modification or re-enactment thereof), the re-appointment of Mr. Rohin Bomanji as the Manager of the Company, for a period of 3 years with effect from August 5, 2019 upto August 4, 2022, upon

such terms and conditions of appointment and remuneration as decided by the Board of Directors, based on recommendations by the Nomination and Remuneration Committee subject to the overall limits including remuneration as prescribed under Schedule V to the Act be and is hereby approved.”

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. **THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Pursuant to Section 105 of the Companies Act, 2013 (‘the Act’), a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company. Provided that a member holding more than ten (10) percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. During the business hours of the Company, proxies are open for inspection for the period beginning before twenty four (24) hours from the commencement of the meeting and ending with the conclusion of the meeting, provided that an advance notice of not less than three (3) days is given to the Company.
4. Proxy, in prescribed Form MGT-11 is enclosed herewith. The Proxy shall not have a right to speak at the meeting and shall not be entitled to vote, except on a poll.
5. An Explanatory Statement pursuant to Section 102 of the Act, which sets out details relating to the Special Business at the Annual General Meeting (‘AGM’), is annexed hereto.
6. Brief details of the Directors who are seeking appointment/re-appointment, as required under Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’) and Clause 1.2.5 of Secretarial Standard - 2 (SS-2) on “General Meetings” are annexed hereto.
7. In case of joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Pursuant to provisions of Section 91 of the Act, the Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, September 18, 2019 upto Wednesday, September 25, 2019 (both days inclusive).
9. Only registered Members carrying the attendance slip and the holders of valid proxies registered with the Company will be permitted to attend the



- Meeting. Corporate Members intending to send their representatives are requested to send a certified true copy of the resolution authorizing the representative to attend and vote at the AGM.
10. Pursuant to the provisions of Section 125 of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective September 7, 2016 issued by the Ministry of Corporate Affairs ('MCA'), the unpaid/unclaimed amounts inter alia including sale proceeds of fractional shares which remain unpaid/unclaimed for the period of seven years are required to be transferred by the Company to the Investor Education and Protection Fund ('IEPF') constituted by the Central Government. Accordingly, the unpaid/unclaimed amounts of sale proceeds of fractional shares distributed through fractional entitlement warrants in the year 2011-12, consequent to the scheme of amalgamation ('amalgamation') between erstwhile Summit Securities Limited (erstwhile Summit) and Brabourne Enterprises Limited (Brabourne) and Octav Investments Limited (Octav) and CHI Investments Limited (CHI) and the Company (Formerly known as RPG Itochu Finance Limited) in the year 2009-10, have been transferred to IEPF in the financial year 2018-19. The details of the amounts transferred by the Company to IEPF have been uploaded on the website of the Company i.e. [www.summitsecurities.net](http://www.summitsecurities.net) and also on the website of MCA i.e. [www.iepf.gov.in](http://www.iepf.gov.in).
  11. Consolidation of Folios:  
The members holding shares in the same name or in the same order of names, under different folios, are requested to notify the relevant details of their said holdings to TSR Darashaw Consultants Private Limited at 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011 for consolidation of their shareholding into a single folio.
  12. Change in address/ email address/contact numbers etc.:  
Members are requested to notify immediately any change in their address:  
a) If the shares are held in physical form to:
    - (i) The Company at its Registered Office at:  
Summit Securities Limited  
213, Bezzola Complex,  
B Wing, 71, Sion-Trombay Road,  
Chembur, Mumbai - 400 071  
E-mail: [investors@summitsecurities.net](mailto:investors@summitsecurities.net)
    - OR
    - (ii) The Registrar and Share Transfer Agents of the Company at the following address:  
TSR Darashaw Consultants Private Limited  
6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011  
E-mail: [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com)
  - b) If the shares are held in demat form: to the respective Depository Participants.
  13. **Green Initiative:**  
To support the "Green Initiative", members holding shares in:
    - a) Physical form are requested to convert their holdings into dematerialised mode to avoid loss of shares and fraudulent transactions and also in terms of SEBI notification dated June 8, 2018.
    - b) Dematerialised form are requested to register their email address with their Depository Participant(s) (DP) and members holding shares in physical form are requested to register their email address with the Company at [investors@summitsecurities.net](mailto:investors@summitsecurities.net) or with the Registrar and Share Transfer Agents viz. TSR Darashaw Limited, by sending a duly signed request.
  14. Pursuant to Regulation 40 of the Listing Regulations, as amended, with effect from April 1, 2019, transfer of securities of the Company would be carried out in dematerialized form only, except in case of transmission or transposition of securities.
  15. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents.
  16. The Company after compliance with the due procedure laid down under Clause 5A of the erstwhile Listing Agreement entered into with the Stock Exchanges, now Regulation 39 of the Listing Regulations, has transferred the shares covered under the share certificates, which remained unclaimed by members, to a "Suspense Demat Account" opened with Keynote Capitals Limited, Depository Participant. Members who wish to claim their equity shares are therefore, requested to write to the Company or to the Registrar and Share Transfer Agents., viz., TSR Darashaw Consultants Private Limited alongwith requisite documentary proof to claim their shares.
  17. Electronic copy of the Notice of the Twenty Second Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting alongwith Attendance Slip, Proxy Form and the copy of the Annual Report for FY 2018-19 is being sent to all the members whose email address is registered with the Company, RTA or Depository Participant, unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copy of the Annual Report for FY 2018-19 is being sent in permitted mode.
  18. Annual Report for FY 2018-19 and the Notice of the Twenty Second AGM circulated to the members will also be available on the Company's website at [www.summitsecurities.net](http://www.summitsecurities.net). Further, relevant documents referred to in this notice are open for inspection at the Registered Office of the Company on all working days (except Saturdays) between 11.00 a.m. and 1.00 p.m. up to the date of ensuing AGM.
  19. In compliance with Secretarial Standards SS-2, route map giving prominent landmarks for ease in locating the venue of AGM is annexed hereto.

20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.

21. **Voting through electronic means:**

Pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard - 2 (SS-2) on "General Meetings" issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members, facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by Central Depository Services (India) Limited ('CDSL'). The remote e-voting period will commence at 9:00 a.m. on **Sunday, September 22, 2019** and will end at 5:00 p.m. on **Tuesday, September 24, 2019**. The Company has appointed Mr. P. N. Parikh or failing him Mr. Mitesh Dhaliwala or failing him Ms. Sarvari Shah of M/s. Parikh Parekh & Associates, Company Secretaries, to act as the Scrutinizer, to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner. The Company has made necessary arrangements with CDSL to facilitate remote e-voting. The members desiring to vote through remote e-voting mode may refer to the detailed procedure on e-voting given hereinafter.

The facility for voting through physical Ballot Form shall also be made available at the ensuing AGM and members attending the ensuing AGM who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the ensuing AGM. Members have an option to vote either through remote e-voting or through physical Ballot Form at the AGM. If a member has opted for remote e-voting, then he/she should not vote at the AGM. However, in case members cast their vote both via physical ballot at AGM and remote e-voting then remote e-voting shall prevail and voting done through physical ballot at the AGM shall be treated as invalid. The members who cast their vote by remote e-voting, may attend and participate at the AGM, however, shall not be entitled to cast their vote at the AGM.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on **Wednesday, September 18, 2019** ("the cut-off date"). Any person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

Any person who acquires the shares of the Company post dispatch of the Notice of this AGM but holding the shares prior to the cut-off date, may follow the same procedure as mentioned below for e-voting.

The Scrutinizer shall, immediately after the conclusion of voting at the Twenty Second Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall counter sign the same.

The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.summitsecurities.net](http://www.summitsecurities.net) and on the website of CDSL e-voting after declaration of results by the Chairman or a person authorized by him in writing and shall also be communicated to the Stock Exchanges where the shares of the Company are listed, within 48 (Forty Eight) hours after the AGM. The results shall also be displayed on the notice board at the Registered Office of the Company.

The instructions for members for voting electronically are as under:-

- (i) The remote e-voting period commences at 9:00 a.m. on Sunday, September 22, 2019 and ends at 5:00 p.m. on Tuesday, September 24, 2019. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date Wednesday, September 18, 2019 (record date), may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on "Shareholders / Members" tab.
- (iv) Now Enter your User ID:
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next, enter the Image Verification as displayed and click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form |   |
|--|---|
| PAN*   | <ul style="list-style-type: none"> <li>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department. (Applicable for both demat shareholders as well as physical shareholders.)</li> <li>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the folio/demat account number in the PAN field.</li> <li>In case the folio number is less than 8 (eight) digits enter the applicable number of 0's (Zero's) before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar and folio number is 100 then enter RA00000100 in the PAN field.</li> </ul> |
| Dividend Bank Details OR Date of Birth (DOB)               | <ul style="list-style-type: none"> <li>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat Account or in the Company records in order to log in.</li> </ul>   |
|  | <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</li> </ul>  |

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for "Summit Securities Limited" on which you choose to vote.

**Electronic Voting Sequence Number ('EVSN'): 190808031.**

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box

will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on "Forgot Password" option and enter the details as prompted by the system.

(xviii) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non-Individual Members and Custodians:

- Non-individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### By Order of the Board of Directors

Date : August 2, 2019

Place : Mumbai

Jiya Gangwani

Company Secretary

Summit Securities Limited

CIN: L65921MH1997PLC194571

Registered Office:

213, Bezzola Complex, B Wing,

71, Sion-Trombay Road, Chembur, Mumbai 400071

Tel No.: +91-22-25292152/54/55

Fax No: +91-22-25297423

Website : [www.summitsecurities.net](http://www.summitsecurities.net)

Email : [investors@summitsecurities.net](mailto:investors@summitsecurities.net)



**ANNEXURE TO THE NOTICE:****EXPLANATORY STATEMENT pursuant to Section 102 of the Companies Act, 2013 to the accompanying Notice dated August 2, 2019.****Item No. 3, 4 and 5:**

As per Section 149(10) of the Companies Act, 2013 ('the Act'), an independent director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such appointment in the Boards' Report. Further, as per Section 149(11) of the Act, no independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for re-appointment after the expiration of three years of ceasing to become an independent director.

Pursuant to Section 149, 152 read with Schedule IV and other applicable provisions of the Act and Clause 49 of the erstwhile Listing Agreement, Mr. Hemendra Chimanlal Dalal, Mr. Prem Kapil and Ms. Sneha Ranade were appointed as Independent Directors of the Company to hold office for a term of five consecutive years with effect from the date of 17th Annual General Meeting of the Company held on September 27, 2014.

Accordingly, the term of Mr. Dalal, Mr. Kapil and Ms. Ranade as Independent Director's of the Company ends on September 26, 2019.

The Company has received a notice as required under Section 160 of the Act from a member proposing re-appointment of Mr. Dalal, Mr. Kapil and Ms. Ranade as Independent Directors of the Company.

The Company has received a declaration from Mr. Dalal, Mr. Kapil and Ms. Ranade interalia confirming that they meet the criteria of independence as provided in Section 149 (6) of the Act and Rules framed thereunder, Regulation 16(1)(b) read with Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'). In the opinion of the Board, they fulfill the conditions specified in the Act and Listing Regulations for appointment as Independent Directors and are independent of the management of the Company.

Other details as required pursuant to Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, as applicable is provided as an annexure to the Notice. Details of Board Meetings attended during the year, remuneration drawn etc. are available in the Corporate Governance section of the Annual Report.

A copy of the draft letter of appointment of Mr. Dalal, Mr. Kapil and Ms. Ranade, setting out the terms and conditions of appointment is available for inspection during business hours on all working days upto the date of the AGM.

Based on the skills, expertise and experience of the aforesaid directors, evaluation of their performance and recommendations of the Nomination and Remuneration Committee, the Board recommends the appointment of Mr. Dalal, Mr. Kapil and Ms. Ranade as Independent Directors for a term upto 5 consecutive years with effect from September 27, 2019 upto September 26, 2024 and their office shall not be liable to retire by rotation.

Further, in terms of Regulation 17 (1A) of SEBI Listing Regulations, approval of members by way of special resolution to continue the directorship of Non-Executive

Directors who have attained or would attain the age of seventy-five (75) years. Mr. Hemendra Chimanlal Dalal and Mr. Prem Kapil, if re-appointed for a period of five years, shall attain the age of seventy-five (75) years during their tenure of proposed re-appointment as Independent Director(s). Accordingly, the approval of members' for re-appointment of Mr. Dalal and Mr. Kapil is also sought by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the special resolution(s) set out at Item Nos. 3, 4 and 5 except Mr. Dalal, Mr. Kapil and Ms. Ranade being the appointee(s) themselves.

**Item No. 6:**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Ramesh Chandak as an Independent Director with effect from September 27, 2019 pursuant to provisions of Section 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013, Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold office for a period of 5 (five) years with effect from September 27, 2019. His appointment is subject to the approval of members.

The Company has received a notice as required under Section 160 of the Act from a member proposing appointment of Mr. Ramesh Chandak as an Independent Director of the Company.

The Company has received a declaration from Mr. Chandak interalia confirming that he meets the criteria of independence as provided in Section 149 (6) of the Act and Rules framed thereunder, Regulation 16(1)(b) read with Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'). In the opinion of the Board, he fulfills the conditions specified in the Act and Listing Regulations for appointment as Independent Director and is independent of the management of the Company.

Details as required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and Clause 1.2.5 of Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, as applicable is provided as an annexure to the Notice. Details of Board Meetings attended during the year, remuneration drawn etc. are available in the Corporate Governance section of the Annual Report.

A copy of the draft letter of appointment of Mr. Chandak, setting out the terms and conditions of appointment is available for inspection during business hours on all working days upto the date of the AGM.

Based on the skills, expertise and experience of Mr. Chandak, evaluation of his performance and upon recommendations of the Nomination and Remuneration Committee, the Board recommends the appointment of Mr. Chandak as Independent Director for a term of five consecutive years with effect from September 27, 2019 upto September 26, 2024 and his office shall not be liable to retire by rotation.

Further, in terms of Regulation 17 (1A) of SEBI Listing Regulations, approval of members by way of special resolution to continue the directorship of Non-Executive Directors who have attained or would be attaining the age of seventy-five (75) years. Mr. Ramesh Chandak, if appointed for a period of five years, shall attain the age of seventy-five (75) years during his tenure of proposed

appointment as an Independent Director. Accordingly, the approval of Members' for appointment of Mr. Chandak is also sought by way of Special Resolution in this regard.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6, except Mr. Chandak being an appointee himself.

#### Item No. 7:

Pursuant provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V to the Act (including any statutory modification of re-enactment thereof), Mr. Rohin Bomanji has been re-appointed as the Manager of the Company by the Board of Directors at their meeting held on August 2, 2019 subject to the approval of the members, for a period of three years with effect from August 5, 2019 upto August 4, 2022 at a remuneration of ₹ 6,000 per annum including any additional or increments as may be decided in accordance with the Nomination and Remuneration Policy of the Company subject to overall limits prescribed under Schedule V to the Act.

Copy of the letter of appointment of Mr. Rohin Bomanji as a Manager of the Company is available for inspection, without any fee by the members, at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Details as required pursuant to Clause 1.2.5 of Secretarial Standard (SS-2) on General Meetings issued by the Institute of Company Secretaries of India is as under:

Mr. Bomanji aged 58 years holds a Bachelor's degree in Commerce from the University of Hyderabad and has over 36 years of rich experience in the field of accounting

and finance in the corporate sector. Mr. Rohin Bomanji was appointed as the Manager of the Company by the Members on September 28, 2016 effective August 5, 2016 for a period of 3 years at a remuneration of ₹ 6,000/- per annum.

Mr. Bomanji does not hold any shares in the Company.

Section 196(4) of the Act inter alia provides for the appointment, remuneration and terms and conditions of the appointment of the manager approved by the Board of Directors at a meeting shall be subject to approval by a resolution at the next General Meeting of the Company. The Board of Directors accordingly, recommends the resolution set out at Item No. 7 of the accompanying Notice for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 except Mr. Bomanji himself as Manager.

#### By Order of the Board of Directors

Date : August 2, 2019

Place : Mumbai

Jiya Gangwani  
Company Secretary

Summit Securities Limited

CIN: L65921MH1997PLC194571

#### Registered Office:

213, Bezzola Complex, B Wing,

71, Sion-Trombay Road, Chembur, Mumbai 400071

Tel No.: +91-22-25292152/54/55

Fax No: +91-22-25297423

Website : [www.summitsecurities.net](http://www.summitsecurities.net)

Email : [investors@summitsecurities.net](mailto:investors@summitsecurities.net)

## ROUTE MAP FOR THE TWENTY SECOND ANNUAL GENERAL MEETING

**Venue:** The Auditorium, Textiles Committee, next to Trade Plaza (TATA Press), P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025.

**Prominent Landmark:** Siddhi Vinayak Temple

**Source:** Google Maps.



**Annexure to the Notice**

**Details of Directors' seeking Appointment/Re-appointment at the Twenty-Second Annual General Meeting  
[Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard-2 (SS-2) on General Meetings]**

| Particulars  | Name of the Director   |  |  |   |   |
|--|--|--|--|---|---|
|  | Mr. H. N. Singh Rajpoot  | Mr. H. C. Dalal  | Mr. Prem Kapil   | Ms. Sneha Ranade  | Mr. Ramesh Chandak  |
| <b>Date of First Appointment on the Board</b>  | February 11, 2010  | November 8, 2012   | August 13, 2014  | May 23, 2014  | September 29, 1999  |
| <b>Age</b>   | 62 years   | 73 years   | 72 years   | 30 years  | 73 years  |
| <b>Qualification</b>   | <ul style="list-style-type: none"> <li>Graduate in Science,</li> <li>Masters in Economics,</li> <li>Company Secretary,</li> <li>Graduate in Law and</li> <li>Cost Accountant.</li> </ul>   | <ul style="list-style-type: none"> <li>Graduate in Commerce</li> </ul>   | <ul style="list-style-type: none"> <li>Graduate in Arts (with Economics, English &amp; Geography as majors),</li> <li>Certification courses in Corporate Communications &amp; Media Relations, Public Relations and Leadership programme.</li> </ul> | <ul style="list-style-type: none"> <li>Chartered Accountant,</li> <li>Company Secretary and</li> <li>Graduate in Law.</li> </ul>  | <ul style="list-style-type: none"> <li>Chartered Accountant,</li> <li>Masters in Commerce and</li> <li>Completed Advanced Management Programme on Leading Change and Organisational Renewal.</li> </ul>   |
| <b>Expertise</b>   | Mr. Rajpoot has over 41 years of experience in corporate laws, securities laws, finance and commercial functions with corporates of repute, such as National Textile Corporation of UP Limited, Kanpur, Pradeshiya Industrial and Investment Corporation of UP Limited, Lucknow, a state level financial institution and CEAT Limited, to name a few. He has been actively involved in the functioning of professional bodies and industry forums. | Mr. H.C. Dalal, has more than 48 years of Corporate Experience working as Executive in various capacities in the areas of Auditing, Accounts, Taxation, Banking, Finance, Budgeting, Projects, MIS Analysis, Mergers, etc. Earlier he served as a Director on the Board of RPG Cables Limited. | Mr. Kapil has over 45 years of rich experience in fields of Shop Floor Management, Cable Testing, Sales and Marketing, Planning, Purchase, Public Relations and Corporate Communication, admin and CSR Activities.                                   | Ms. Ranade has a good experience in the field of Corporate Law and Finance. Presently working as the Company Secretary of Raychem-RPG Private Limited, a joint venture between TE Connectivity, USA and RPG Enterprises, India. | Mr. Chandak specializes in individualized leadership coaching and Strategic Planning and Management, Focusing on strategy implementation and international sales to improve profitability across the enterprise. With a successful career spanning over 40 years across various manufacturing and infrastructure industries in India, USA, and Malaysia, he has acquired a solid experience in Succession Planning and Performance Management Strategy. |
| <b>Other Directorships</b>   | <ul style="list-style-type: none"> <li>Duncan Investments and Industries Limited</li> <li>FGP Limited</li> <li>RPG Ventures Limited</li> <li>RPG Industries Private Limited</li> <li>Janpragati Electoral Trust</li> <li>Sudarshan Electronics &amp; T.V. Limited</li> <li>Elasto Consulting Private Limited</li> <li>Mantle Advisors Private Limited</li> <li>Carnival Investments Limited</li> </ul>   | <ul style="list-style-type: none"> <li>FGP Limited</li> <li>STEL Holdings Limited</li> </ul>   | <ul style="list-style-type: none"> <li>FGP Limited</li> <li>STEL Holdings Limited</li> </ul>   | <ul style="list-style-type: none"> <li>Instant Holdings Limited</li> <li>Recon Cathodic Protection Private Limited</li> </ul>   | <ul style="list-style-type: none"> <li>KEC International Limited</li> <li>Ram Ratna Wires Limited</li> <li>Anand Rathi Wealth Services Limited</li> <li>Prince Pipes and Fitting Limited</li> <li>Parag Milk Foods Limited</li> <li>Indianivesh Fund Managers Private Limited</li> <li>Global Procurement Consultants Limited</li> </ul>  |
| <b>Membership/ Chairmanship of Committees of the Board in other public Companies</b><br>(Audit Committee -AC, Stakeholders Relationship Committee-SRC, Nomination and Remuneration Committee-NRC, Corporate Social Responsibility Committee-CSR, IT Strategy Committee-ITSC, Finance Committee – FC) | <ul style="list-style-type: none"> <li>FGP Limited – SRC, Chairman, NRC Member and AC, Member</li> <li>Carnival Investments Limited – AC, Chairman and NRC, Member.</li> </ul>   | <ul style="list-style-type: none"> <li>FGP Limited – AC, Chairman, NRC, Member and SRC, Member</li> <li>STEL Holdings Limited – AC, Member, CSR, Member and NRC, Member</li> </ul>   | <ul style="list-style-type: none"> <li>FGP Limited – NRC, Chairman and AC, Member</li> <li>STEL Holdings Limited – AC, Member</li> </ul>   | <ul style="list-style-type: none"> <li>Instant Holdings Limited – AC, Member, ALMC, Member, ITSC, Chairperson and CSR, Chairperson</li> </ul>   | <ul style="list-style-type: none"> <li>Parag Milk Foods Limited – AC, Chairman and NRC, Member</li> <li>Prince Pipes and Fittings Limited – SRC, Chairman and AC, Member</li> <li>Anand Rathi Wealth Services Limited – SRC, Chairman and NRC, Member</li> <li>Ram Ratna Wires Limited – AC, Member and NRC, Member</li> <li>KEC International Limited – SRC, Chairman, CSR, Chairman, RMC, Member, FC, Member, AC, Member and NRC, Member</li> </ul>   |
| <b>Number of shares held in the Company</b>  | 1 equity share   | Nil  | Nil  | Nil   | Nil   |
| <b>Relationship with other directors and KMPs</b>  | None of the Directors are related to any other Director or KMP of the Company.   |  |  |   |   |

Note: For other details such as number of meetings of the Board attended during the year, remuneration drawn etc., please refer to the Corporate Governance Report section of the Annual Report.

**DIRECTORS' REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Dear Members,

Your Directors are pleased to present their Twenty Second Report together with Audited Financial Statements for the financial year ended March 31, 2019:

**FINANCIAL HIGHLIGHTS:**

The summary of financial performance of the Company for the year under review is as given below:

(₹ in Lakhs)

|   | Standalone                        |                                   | Consolidated                      |                                   |
|---|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|   | For the Year ended March 31, 2019 | For the Year ended March 31, 2018 | For the Year ended March 31, 2019 | For the Year ended March 31, 2018 |
| <b>Total Income</b>                                   | <b>1478</b>                       | <b>8607</b>                       | <b>11334</b>                      | <b>14148</b>                      |
| <b>Profit before Depreciation &amp; Tax</b>           | <b>1277</b>                       | <b>8450</b>                       | <b>11022</b>                      | <b>13811</b>                      |
| (-) Depreciation                                      | 2                                 | 1                                 | 2                                 | 1                                 |
| <b>Profit/(Loss) before Tax</b>                       | <b>1275</b>                       | <b>8449</b>                       | <b>11020</b>                      | <b>13810</b>                      |
| Add: Excess/(Short) Provision of Tax of earlier years | 3                                 | -                                 | 3                                 | -4                                |
| (-) Tax for Current Year                              | 6                                 | 901                               | 54                                | 1677                              |
| <b>Profit/(Loss) after Tax</b>                        | <b>1272</b>                       | <b>7548</b>                       | <b>10969</b>                      | <b>12129</b>                      |
| Appropriation:  |                                   |                                   |                                   |                                   |
| Less: Transfer to Special Reserve                     | 255                               | 1509                              | 916                               | 3895                              |
| Add: Balance brought forward                          | 10593                             | 4554                              | 18704                             | 10470                             |
| Profit/(Loss) at the end of the year                  | 11610                             | 10593                             | 28757                             | 18704                             |

**FINANCIAL PERFORMANCE:**Revenue:

The total revenue for FY 2018-19 was ₹ 1478 lakhs as compared to revenue of ₹ 8607 lakhs of the previous year, due to lower sales of long-term investments, which was ₹ 85 lakhs for FY 2018-19 as compared to ₹ 7398 lakhs in the previous year for standalone financial statements and ₹ 11334 lakhs for FY 2018-19 as compared to ₹ 14148 lakhs in the previous year for consolidated financial statements. The cashflow arising from the profits for the year has been redeployed into business investments.

Expenses:

The total expenses for FY 2018-19 were ₹ 203 lakhs as compared to expenses of ₹ 158 lakhs for the previous year. The increase is mainly on account of CSR contribution of ₹ 19 lakhs for the FY 2018-19 as against Nil in the previous year and increase in professional fees, postage and courier expenses and miscellaneous expenses.

Profit After Tax:

Profit after Tax (PAT) for FY 2018-19 was ₹ 1272 lakhs in comparison to PAT of ₹ 7548 lakhs during the previous year mainly due to lower profit on sale of long-term investments of ₹ 85 lakhs for FY 2018-19 as compared to ₹ 7398 lakhs

in the previous year for standalone financial statements. Profit on sale of long-term investments is ₹ 7558 lakhs for FY 2018-19 as compared to ₹ 10751 lakhs in the previous year for consolidated financial statements.

Amounts proposed to be carried to reserves:

An amount of ₹ 255 lakhs has been transferred to Special Reserve as per the statutory requirements.

**DIVIDEND:**

With a view to conserve resources and based on the cash balance position of the Company, your Directors consider it prudent not to recommend any dividend for the year under review.

**MANAGEMENT DISCUSSION AND ANALYSIS:****a. Industry Structure & Developments, Opportunities and Future Outlook:**

Global economy showed signs of a slowdown and continued to face geo-political issues with rising US-China trade disputes and tariffs and overall protectionism. Global GDP growth moved slightly downwards to 3.6 percent during the last year from 3.8 percent in the prior year. The global expansion has faded on the backdrop of weakening financial



market sentiment, trade policy uncertainty and concerns about China’s outlook.

The United States showed relatively strong fundamentals towards growth, bolstered by fiscal stimulus; however, activity in the Euro Area has been weaker than expected, owing to slowing net exports. In Emerging Markets, growth has stalled owing to softening external demand, tighter external financing conditions and policy uncertainties.

Indian economy faced a challenging year with most sectors performing below expectation owing to muted demand and challenging liquidity position. The capex cycle is yet to kick-in and the NBFC crisis that Indian markets face is augmenting the issue further.

The Company, being a Non-Banking Financial Company (‘NBFC’) registered with RBI as a Non-Deposit Accepting NBF, derives major revenue from its investments. Sectoral policy changes by the Government, therefore, have direct impact on the profitability of the Company, as the value of the stocks, shares and bonds depends on the prevailing capital markets scenario. The future success of the Company continues to depend on its ability to anticipate the volatility of the financial markets, minimising risks and increasing returns through prudent investment decisions.

The investments of the Company are typically long term in nature and predominantly in the equity markets. All investments decisions are reviewed by the Board of Directors on a periodic basis.

**b. Risks, Threats and Concerns:**

Risk management can be construed as the identification, assessment, and prioritization of risks followed by co-ordinated and economical application of resources to minimize, monitor, and control the probability and/or impact of unfortunate events or to maximize the realization of opportunities.

The Risk Management Committee (‘RMC’) of the Board of Directors manages and monitors the Company’s risks, as detailed herein below under the heading “Risk Management Process”.

**c. Internal control systems and their adequacy:**

The Company has an adequate internal audit and control system commensurate with its size and nature of business to ensure operational efficiency, accuracy and promptness in financial reporting and compliance of various laws and regulations. The Audit Committee of the Board of Directors reviews the Internal Audit Report and the adequacy and effectiveness of internal controls periodically.

**d. Human Resources:**

Employee relations continued to remain cordial during the year under review. As on March 31, 2019, there were eight (8) employees including Key Managerial Personnel (‘KMP’) of the Company.

**e. Details of change in return on Net Worth as compared to the immediately previous financial**

**year along with a detailed explanation thereof:**

Return on Net Worth for FY 2018-19: 2.37%

Return on Net Worth for FY 2017-18: 14.42%

Change in return on Net Worth as compared to immediately preceding previous financial year: (12.05%).

**f. Details of significant changes (i.e. change of 25% or more as compared to immediately previous financial year) in Key Financial Ratios, along with detailed explanations therefor:**

| Particulars                 | As on          |                | % Change       |
|-----------------------------|----------------|----------------|----------------|
|                             | March 31, 2019 | March 31, 2018 |                |
| Debtors Turnover            | Not Applicable | Not Applicable | Not Applicable |
| Inventory Turnover          | Not Applicable | Not Applicable | Not Applicable |
| Interest Coverage Ratio     | Not Applicable | Not Applicable | Not Applicable |
| Current Ratio               | 3.01           | 2.22           | 35.59%         |
| Debt Equity Ratio           | 0.0069         | 0.0072         | -4.17%         |
| Operating Profit Margin (%) | 86.28          | 98.20          | -12.14%        |
| Net Profit Margin (%)       | 86.05          | 87.95          | -2.16%         |

There is significant change in one ratio i.e., Current Ratio due to increase in Bank Fixed Deposits during the year.

**CAUTIONARY STATEMENT:**

Statements in the Management Discussion and Analysis describing the Company’s objectives, projections, estimates and expectations may constitute “forward looking statements” within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

**MATERIAL CHANGES AND COMMITMENTS:**

There are no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year on March 31, 2019 to which the financial statements relate and the date of this report.

**CONSOLIDATED FINANCIAL STATEMENTS:**

In accordance with Section 129(3) of the Companies Act, 2013 (‘the Act’) and Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘the Listing Regulations’) the Consolidated Financial Statements of the Company and its subsidiaries, including the statement containing salient features of the financial statements of all the subsidiary companies of the Company as set out in prescribed Form AOC-1, forms part of this Annual Report 2018-19.

The Consolidated Financial Statements have been prepared in accordance with the Accounting Standards issued by the Institute of Chartered Accountants of India.

**SUBSIDIARY COMPANIES:**

There was no change in the subsidiaries, joint ventures or associates during the year under review.

Further, the Financial Statements of the subsidiaries are uploaded on the website of the Company in accordance with Section 136 of the Act. The Financial Statements of these subsidiaries and the other related information will be made available to any Member of the Company seeking such information and also available for inspection at the Registered Office of the Company.

As required under Regulation 16(1)(c) of the Listing Regulations, the Company has formulated the Policy on Materiality of Subsidiaries and the same is published on the Company's web-site at the link:

[http://www.summitsecurities.net/files/corporate\\_governance/PolicyonMaterialSubsidiary.pdf](http://www.summitsecurities.net/files/corporate_governance/PolicyonMaterialSubsidiary.pdf).

**RISK MANAGEMENT PROCESS:**

Though, the requirements of constitution of the Risk Management Committee contained in Regulation 21 of the Listing Regulations are not yet applicable to the Company, the Board of Directors has constituted the Risk Management Committee of the Board of Directors ('RMC') in terms of the Guidelines on Corporate Governance issued by the Reserve Bank of India (RBI) in the year 2010. The terms of reference of the RMC are in accordance with the aforesaid Guidelines, the Act and Listing Regulations as well.

RMC has formulated a Risk Management Policy. This policy defines a process to ensure that a structured, disciplined and consistent risk strategy, providing guidance for risk activity within the Company by embedding Enterprise Risk Management within the culture of the business is in place.

One of the element in the Risk Management Process as defined in the Risk Management Policy is identification and assessment of risks. The identified risks pertaining to the nature of business carried out by the Company comprise of Business Risks, Finance Risks, Regulatory Risks, Environment Risks, Information Technology Risks etc. Risk mitigation measures are also reviewed alongside the identified risks. A report on risk evaluation and mitigation covering the elements of risks, impact and likelihood, mitigation measures and risk assessment is periodically presented before the RMC for review and also placed before the Board of Directors for information.

**RELATED PARTY TRANSACTIONS:**

The Company had formulated a Policy on Related Party Transactions for purpose of identification and monitoring of Related Party Transactions. The Policy on Related Party Transactions was revised pursuant to requirements under the Act and Listing Regulations as amended in 2018 and approved by the Board of Directors. The Policy is uploaded on the Company's website under the link: [http://www.summitsecurities.net/files/corporate\\_governance/RelatedPartyTransactionPolicy.pdf](http://www.summitsecurities.net/files/corporate_governance/RelatedPartyTransactionPolicy.pdf).

The Company has not entered into any transaction with related parties during the year under review which requires reporting in Form AOC-2 in terms of the Section

134(3) and 188(1) of the Act read with Rule 8(1) of the Companies (Accounts) Rules, 2014.

There are no relationships between the Directors inter-se nor any relationship between the Key Managerial Personnel (KMP) inter-se.

None of the Directors nor KMP had any pecuniary relationships or transactions vis-a-vis the Company except the sitting fees paid to Directors and remuneration paid to KMPs.

**EXTRACT OF THE ANNUAL RETURN:**

Pursuant to Section 134(3)(a) of the Act read with Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in Form MGT-9 for the year ended March 31, 2019 is given as **Annexure A** to this report and is also published on the Company's website [www.summitsecurities.net](http://www.summitsecurities.net).

**PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:**

The Company is registered as a non-banking financial company not accepting public deposits, with the Reserve Bank of India and having its principal business of making investments, the Company is accordingly exempted from the relevant provisions under Section 186 (11) of the Act.

**PUBLIC DEPOSITS:**

The Company has not accepted any deposits within the meaning of sub-section (31) of Section 2 and Section 73 of the Act and the Rules framed thereunder.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:**a. Directors :

In accordance with the provisions of the Act, and Articles of Association of the Company, Mr. H. N. Singh Rajpoot (DIN: 00080836), Non-Executive Director, retires by rotation and being eligible, has offered himself for re-appointment.

Mr. H. C. Dalal (DIN: 00206232), Mr. Prem Kapil (DIN: 06921601) and Ms. Sneha Ranade (formerly known as Ms. Sneha Karmarkar) having (DIN: 06878346) were appointed as Independent Directors of the Company at the Seventeenth (17<sup>th</sup>) Annual General Meeting (AGM) of the Company held on September 27, 2014 to hold office for a term of five (5) consecutive years with effect from the date of the 17<sup>th</sup> AGM of the Company i.e., from September 27, 2014 upto September 26, 2019. Accordingly, their term as the Independent Directors of the Company concludes at the ensuing Twenty Second (22<sup>nd</sup>) AGM.

Further, Mr. H. C. Dalal, Mr. Prem Kapil and Ms. Sneha Ranade are qualified to be Independent Director(s) pursuant to Section 149 (6) of the Act and applicable provisions under the Listing Regulations.

Accordingly, it is proposed to re-appoint Mr. H. C. Dalal, Mr. Prem Kapil and Ms. Sneha Ranade as Non-Executive Independent Directors for a second term of five (5) years with effect from September 27, 2019 up to September 26, 2024 and they shall not be liable to retire by rotation. Their re-appointment for

second term of five years is being placed before the shareholders for their approval at the ensuing annual general meeting.

Mr. Ramesh Chandak (DIN: 00026581), Non-Executive Director, has qualified to be an Independent Director pursuant to Section 149(6) of the Act and applicable provisions of the Listing Regulations. Accordingly, it is proposed to appoint Mr. Chandak as a Non-Executive Independent Director for a term of five (5) consecutive years with effect from September 27, 2019 up to September 26, 2024 and he shall also not be liable to retire by rotation.

Further, considering Mr. H. C. Dalal, Mr. Kapil and Mr. Chandak attain the age of seventy-five years and pursuant to provisions of Regulation 17(1A) of the Listing Regulations, Board recommends special resolution(s) for appointment / re-appointment of aforesaid directors.

b. Key Managerial Personnel:

Mr. Rohin Bomanji was appointed as the Manager of the Company by the Members at the 19<sup>th</sup> AGM held on September 28, 2016 for a period of 3 years w.e.f. August 5, 2016. The present term of Mr. Bomanji as Manager is completing on August 4, 2019. Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on August 2, 2019 have approved the re-appointment of Mr. Rohin Bomanji as Manager of the Company for a period of three (3) years w.e.f. August 5, 2019 upto August 4, 2022, subject to approval of members at the ensuing AGM.

Pursuant to the provisions of sub-section (51) of Section 2 and Section 203 of the Act read with the rules framed thereunder, the following persons were Key Managerial Personnel of the Company as on March 31, 2019:

1. Mr. Rohin Bomanji, Manager;
2. Mr. Paras Mal Rakhecha, Chief Financial Officer; and
3. Ms. Jiya Gangwani, Company Secretary.

Further, there was no change in the Key Managerial Personnel of the Company during the year under review.

Accordingly, the Board recommends the re-appointment of Mr. Rohin Bomanji as Manager of the Company at the ensuing AGM.

c. Declarations from Independent Directors:

In terms of the provisions of sub-section (6) of Section 149 of the Act and Regulation 16 and other applicable provisions under Listing Regulations including amendment thereof, the Company has received declarations from all the Independent Directors of the Company that they meet with the criteria of independence as provided in the Act and Listing Regulations. There has been no change in the circumstances affecting their status as an Independent Director during the year. Further the

Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses, if any, incurred by them for the purpose of attending meetings of the Company.

d. Familiarisation Programme for Independent Directors:

Pursuant to the Code of Conduct for Independent Directors specified under the Act and Regulation 25(7) of the Listing Regulations, the Company familiarises its Independent Directors on their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates and business model of the Company, etc. The note on this familiarisation programme is also posted on the Company's website under the link: <http://www.summitsecurities.net/files/Note on Familiarisation Prog for Ind.pdf>.

**MEETINGS OF THE BOARD OF DIRECTORS:**

The Board of Directors met four times during the year ended March 31, 2019, the details of the same are mentioned in the Corporate Governance Report, which forms part of this Annual Report.

**BOARD COMMITTEES:**

The Board Committees comprise of mandatory committees as per the Act and Listing Regulations viz., Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and the Stakeholders Relationship Committee. The non-mandatory Board committees comprise of the Risk Management Committee, Asset Liability Management Committee and IT Strategy Committee constituted as per applicable RBI guidelines. Details of composition of these committees alongwith number of meetings held during the year and other related details are set out in the Corporate Governance Report which forms part of this Report.

**AUDIT COMMITTEE:**

The detailed composition and terms of reference of the Audit Committee is set out in the Corporate Governance Report which forms part of this Report.

There have been no situations where the Board has not accepted any recommendations of the Audit Committee.

**ANNUAL PERFORMANCE EVALUATION OF BOARD, ITS COMMITTEES AND DIRECTORS:**

The Annual Evaluation as required under the Act and the Listing Regulations has been carried out by the Board of its own performance, the performance of each individual Director (including chairperson of Board) and its Committees. For this purpose, an Evaluation Questionnaire was prepared considering the criteria for evaluation in accordance with the Company's "Nomination and Remuneration Policy", approved by the Board on recommendation of the Nomination and Remuneration Committee, taking into account the applicable provisions under the Act and the rules made thereunder, the Listing Regulations read with the Circulars issued by SEBI in this regard, which interalia covered various aspects such

as participation in meetings, contribution to strategic decision making, core governance and compliance, etc. The aforesaid Evaluation Questionnaire was circulated to all the Directors and their responses were received in a sealed envelope addressed to the Chairman of the Board of Directors and results thereof were then discussed in the next meeting of the Board of Directors.

#### REMUNERATION POLICY:

During the year under review, the "Policy on Appointment, Training, Evaluation and Remuneration of Directors and Senior Management Personnel" was renamed to "Nomination and Remuneration Policy" and revised by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, considering the provisions of the Act and the Listing Regulations as amended in 2018. The Policy inter alia covers the requirements specified under Section 178(3) of the Act comprising of criteria for determining qualifications, positive attributes and independence of a director, etc. The Detailed Policy duly modified in terms of the Listing Regulations, as amended during the year is given as **Annexure B** and is also posted on the Company's website under the link: [http://www.summitsecurities.net/files/corporate\\_governance/Nomination\\_and\\_Remuneration\\_Policy.pdf](http://www.summitsecurities.net/files/corporate_governance/Nomination_and_Remuneration_Policy.pdf).

#### DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3)(c) of the Act, your Directors to the best of their knowledge and belief confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures, if any;
- (b) such accounting policies have been selected and applied consistently and such judgements and estimates have been made that are reasonable and prudent to give a true and fair view of the state of affairs of the Company in the Balance Sheet as at March 31, 2019 and the Statement of Profit and Loss for the financial year ended March 31, 2019;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts have been prepared on a going concern basis;
- (e) the proper internal financial controls were in place and that such internal financial controls were adequate and were operating effectively;
- (f) the systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

#### WHISTLE BLOWER POLICY:

During the year under review, based on the recommendations of the Audit Committee, the Board of Directors revised the Whistle Blower Policy considering the

provisions of the Act and Listing Regulations as amended in 2018 and renamed the existing Whistle Blower Policy to Whistle Blower Policy and Vigil Mechanism. The Policy is also posted in the Company's website at the link: [http://www.summitsecurities.net/files/corporate\\_governance/Whistle\\_BlowerPolicy.pdf](http://www.summitsecurities.net/files/corporate_governance/Whistle_BlowerPolicy.pdf).

#### PARTICULARS OF EMPLOYEES:

- a. During the year under review, no employee was in receipt of remuneration which in aggregate was equal to or more than the limit specified under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- b. Statement containing the Disclosures pursuant to Section 197(12) of the Act and Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **Annexure C** to this Report.

#### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company is a Non-Banking Financial Company and engaged in investments and financial activities and, as such, its operations do not account for substantial energy consumption. However, the Company adopts all possible measures to conserve energy and at the same time several environment friendly measures are adopted by the Company.

The provisions relating to research and development and technology absorption are not applicable to the Company. During the year under review, there have been no transactions in the Company relating to foreign exchange earnings and outgo.

#### CORPORATE SOCIAL RESPONSIBILITY:

During the year under review, the Board had constituted a Corporate Social Responsibility ("CSR") Committee, in terms of the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, inter alia to formulate and recommend to the Board the Corporate Social Responsibility Policy as specified in the Act, to recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company as per the CSR Policy, to monitor the CSR Policy of the Company from time to time and to carry out any other function as may be assigned to the CSR Committee. Details of the composition of the CSR Committee have been disclosed separately as part of the Corporate Governance Report. In accordance with Schedule VII of the Act, the Company had adopted a CSR Policy outlining various CSR activities to be undertaken by the Company in the areas of health, water, sanitation, promoting education, skill development etc. The CSR policy of the Company is available on the Company's website at the link: [http://www.summitsecurities.net/files/corporate\\_governance/CSR\\_Policy.pdf](http://www.summitsecurities.net/files/corporate_governance/CSR_Policy.pdf).

The report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached as **Annexure D**.



**STATUTORY AUDITORS:**

M/s. Chaturvedi & Shah, Chartered Accountants were re-appointed as the Statutory Auditors of the Company at the Twenty First AGM of the Company held on September 27, 2018 to hold office from the conclusion of the Twenty First AGM till the conclusion of the Twenty Sixth AGM. During the year under review, the firm of M/s. Chaturvedi & Shah, Chartered Accountants, Statutory Auditors had been converted into an LLP with same Firm Registration Number and accordingly known as M/s. Chaturvedi & Shah LLP, Chartered Accountants. M/s. Chaturvedi & Shah LLP, Chartered Accountants have confirmed that they are eligible to act as the Statutory Auditors of the Company for FY 2019-20.

**INTERNAL AUDITORS:**

M/s. Dinesh Jain & Co., Chartered Accountants were the Internal Auditors of the Company for the FY 2018-19.

Based on the recommendations of the Audit Committee, the Board of Directors at their meeting held on May 15, 2019, appointed M/s. V. S. Somani & Co., Chartered Accountants as the Internal Auditors of the Company for FY 2019-20.

**SECRETARIAL AUDITORS:**

M/s. Parikh Parekh & Associates, Company Secretaries were appointed as the Secretarial Auditors for conducting the Secretarial Audit in accordance with Section 204 of the Act for the year ended March 31, 2019. The Secretarial Audit Report prepared in accordance with sub-section (3) of Section 134 and Section 204(1) of the Act in the prescribed Form MR-3 by M/s. Parikh, Parekh & Associates, Company Secretaries is attached as **Annexure E** to this Report.

**EXPLANATION AND COMMENTS ON AUDITORS' REPORT AND SECRETARIAL AUDIT REPORT:**

There are no qualification, reservations or adverse remark or disclaimer made either by the Statutory Auditor in Auditors Report or by the Company Secretary in Practice (Secretarial Auditor) in the Secretarial Audit Report.

Further, the Statutory Auditors have not reported any instances of fraud to the Central Government and Audit Committee as per the provisions of Section 143(12) of the Act read with Rule 13 of the Companies (Audit and Auditors) Rules, 2014.

**CORPORATE GOVERNANCE:**

A report on Corporate Governance along with a certificate from the Auditors of the Company stipulated pursuant to Regulation 34 of the Listing Regulations are annexed as **Annexure F** to this Report.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS:**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

**CHANGE IN THE NATURE OF BUSINESS:**

During the year under review, there was no change in the nature of business.

**INTERNAL FINANCIAL CONTROL:**

Details in respect of adequacy on internal financial controls with reference to the financial statements are stated in the Management Discussion and Analysis section of this Report.

**MAINTENANCE OF COST RECORDS:**

The provisions of Section 148(1) of the Act are not applicable to the Company.

**DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has in place a policy on Prevention of Sexual Harassment of Women at Workplace in accordance with the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee ('ICC') had been set up to redress complaints. During the year under review, no complaints were received by ICC.

**SECRETARIAL STANDARDS:**

The Institute of Company Secretaries of India has currently mandated compliance with the Secretarial Standards on board meetings and general meetings. During the year under review, the Company has complied with the applicable Secretarial Standards.

**ACKNOWLEDEMENTS:**

The Board of Directors wishes to place on record its gratitude for the continued support and co-operation extended by the Government authorities, banks, members and employees of the Company.

**On behalf of the Board of Directors**

**Ramesh D. Chandak**

Chairman

Place : Mumbai

Date : August 2, 2019

DIN: 00026581

## FORM NO. MGT 9

## EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2019.

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; Administration ) Rules, 2014]

## I. REGISTRATION AND OTHER DETAILS:

|     |  |  |
|-----|--|--|
| i   | CIN  | L65921MH1997PLC194571  |
| ii  | Registration Date  | January 30, 1997   |
| iii | Name of the Company  | Summit Securities Limited  |
| iv  | Category/Sub-category of the Company                                       | Company Limited by Shares<br>Indian Non-Government Company   |
| v   | Address of the Registered office & contact details                         | 213, Bezzola Complex,<br>B Wing,71, Sion-Trombay Road,<br>Chembur,Mumbai- 400 071<br>Tel No : +91-22-25292152   Fax: +91-22-25297423<br>E-mail: <a href="mailto:investors@summitsecurities.net">investors@summitsecurities.net</a><br>Website: <a href="http://www.summitsecurities.net">www.summitsecurities.net</a>                                  |
| vi  | Whether listed company   | Yes on BSE Limited and National Stock Exchange of India Limited  |
| vii | Name, Address & contact details of the Registrar & Transfer Agent, if any. | TSR Darashaw Consultants Private Limited;<br>6-10, Haji Moosa Patrawala Industrial Estate,<br>20, Dr. E. Moses Road, Mahalaxmi,<br>Mumbai – 400 011.<br>Tel: 022-66568484; Fax: 022-66568494<br>Email: <a href="mailto:csg-unit@tsrdarashaw.com">csg-unit@tsrdarashaw.com</a><br>Website: <a href="http://www.tsrdarashaw.com">www.tsrdarashaw.com</a> |

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

| Name & Description of main products/ services | NIC Code of the Product /service | % to total turnover of the company |
|---|----------------------------------|------------------------------------|
| Investments in Securities                     | 64990                            | 100%                               |

## III. PARTICULARS OF HOLDING , SUBSIDIARY &amp; ASSOCIATE COMPANIES:

| Sl. No. | Name & Address of the Company  | CIN/GLN               | Holding/ Subsidiary/ Associate | % of Shares held | Applicable Section |
|---------|--|-----------------------|--------------------------------|------------------|--------------------|
| 1.      | Instant Holdings Limited ('Instant')<br>213, Bezzola Complex, "B" Wing,<br>71, Sion-Trombay Road, Chembur,<br>Mumbai - 400071. | U65990MH2005PLC152062 | Subsidiary Company             | 100%             | 2(87)              |
| 2.      | Sudarshan Electronics & T.V. Limited<br>213, Bezzola Complex, "B" Wing,<br>71, Sion-Trombay Road, Chembur,<br>Mumbai - 400071. | U32100MH1979PLC021889 | Subsidiary Company of Instant  | -                | 2(87)              |

**IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as % to total Equity) :**
**(i) Category wise Shareholding**

| Category of Shareholders  | No. of Shares held at the beginning of the year i.e. April 01, 2018 |                 |                    |                   | No. of Shares held at the end of the year i.e. March 31, 2019 |               |                    |                   | % change during the year |
|---|---|-----------------|--------------------|-------------------|---|---------------|--------------------|-------------------|--------------------------|
|   | Demat   | Physical        | Total              | % of Total Shares | Demat   | Physical      | Total              | % of Total Shares |                          |
| <b>A. PROMOTERS:</b>  |   |                 |                    |                   |   |               |                    |                   |                          |
| <b>(1) Indian:</b>  |   |                 |                    |                   |   |               |                    |                   |                          |
| a) Individual/HUF   | 3,682   | 0               | 3,682              | 0.03              | 3,702   | 0             | 3,702              | 0.03              | 0.00                     |
| b) Central Government   | 0   | 0               | 0                  | 0.00              | 0   | 0             | 0                  | 0.00              | 0.00                     |
| c) State Government(s)  | 0   | 0               | 0                  | 0.00              | 0   | 0             | 0                  | 0.00              | 0.00                     |
| d) Bodies Corporate   | 80,46,789   | 0               | 80,46,789          | 73.81             | 80,46,849   | 0             | 80,46,849          | 73.81             | 0.00                     |
| e) Bank/FI  | 0   | 0               | 0                  | 0.00              | 0   | 0             | 0                  | 0.00              | 0.00                     |
| f) Any Other: (Specify)   |   |                 |                    |                   |   |               |                    |                   |                          |
| f-1) Trusts   | 16,162  | 0               | 16,162             | 0.15              | 16,162  | 0             | 16,162             | 0.15              | 0.00                     |
| <b>SUB TOTAL: (A)(1)</b>  | <b>80,66,633</b>  | <b>0</b>        | <b>80,66,633</b>   | <b>73.99</b>      | <b>80,66,713</b>  | <b>0</b>      | <b>80,66,713</b>   | <b>73.99</b>      | <b>0.00</b>              |
| <b>(2) Foreign:</b>   |   |                 |                    |                   |   |               |                    |                   |                          |
| a) NRI- Individuals   | 0   | 0               | 0                  | 0.00              | 0   | 0             | 0                  | 0.00              | 0.00                     |
| b) Other Individuals  | 0   | 0               | 0                  | 0.00              | 0   | 0             | 0                  | 0.00              | 0.00                     |
| c) Bodies Corp.   | 0   | 0               | 0                  | 0.00              | 0   | 0             | 0                  | 0.00              | 0.00                     |
| d) Banks/FI   | 0   | 0               | 0                  | 0.00              | 0   | 0             | 0                  | 0.00              | 0.00                     |
| e) Any other...   | 0   | 0               | 0                  | 0.00              | 0   | 0             | 0                  | 0.00              | 0.00                     |
| <b>SUB TOTAL: (A)(2)</b>  | <b>0</b>  | <b>0</b>        | <b>0</b>           | <b>0.00</b>       | <b>0</b>  | <b>0</b>      | <b>0</b>           | <b>0.00</b>       | <b>0.00</b>              |
| <b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>                        | <b>80,66,633</b>  | <b>0</b>        | <b>80,66,633</b>   | <b>73.99</b>      | <b>80,66,713</b>  | <b>0</b>      | <b>80,66,713</b>   | <b>73.99</b>      | <b>0.00</b>              |
| <b>B. PUBLIC SHAREHOLDING:</b>  |   |                 |                    |                   |   |               |                    |                   |                          |
| <b>(1) Institutions:</b>  |   |                 |                    |                   |   |               |                    |                   |                          |
| a) Mutual Funds   | 85,526  | 339             | 85,865             | 0.79              | 85,526  | 339           | 85,865             | 0.79              | 0.00                     |
| b) Banks/FI   | 1,925   | 436             | 2,361              | 0.02              | 539   | 413           | 952                | 0.01              | -0.01                    |
| c) Cental Government  | 0   | 538             | 538                | 0.00              | 0   | 538           | 538                | 0.00              | 0.00                     |
| d) State Governments(s)   | 0   | 0               | 0                  | 0.00              | 0   | 0             | 0                  | 0.00              | 0.00                     |
| e) Venture Capital Fund   | 0   | 0               | 0                  | 0.00              | 0   | 0             | 0                  | 0.00              | 0.00                     |
| f) Insurance Companies  | 3,34,486  | 5               | 3,34,491           | 3.07              | 3,34,486  | 5             | 3,34,491           | 3.07              | 0.00                     |
| g) Foreign Institutional Investors  | 7   | 951             | 958                | 0.01              | 39,685  | 951           | 40,636             | 0.37              | 0.36                     |
| h) Foreign Venture Capital Funds  | 0   | 0               | 0                  | 0.00              | 0   | 0             | 0                  | 0.00              | 0.00                     |
| i) Others (specify)   | 0   | 0               | 0                  | 0.00              | 0   | 0             | 0                  | 0.00              | 0.00                     |
| <b>SUB TOTAL (B)(1):</b>  | <b>4,21,944</b>   | <b>2,269</b>    | <b>4,24,213</b>    | <b>3.89</b>       | <b>4,60,236</b>   | <b>2,246</b>  | <b>4,62,482</b>    | <b>4.24</b>       | <b>0.35</b>              |
| <b>(2) Non Institutions:</b>  |   |                 |                    |                   |   |               |                    |                   |                          |
| a) Bodies Corporates:   |   |                 |                    |                   |   |               |                    |                   |                          |
| i) Indian   | 6,01,546  | 2,013           | 6,03,559           | 5.54              | 5,55,406  | 1,993         | 5,57,399           | 5.11              | -0.42                    |
| ii) Overseas  | 0   | 99,122          | 99,122             | 0.91              | 99,019  | 103           | 99,122             | 0.91              | 0.00                     |
| b) Individuals:   |   |                 |                    |                   |   |               |                    |                   |                          |
| i) Individual shareholders holding nominal share capital upto ₹1 lacs           | 9,71,380  | 98,365          | 10,69,745          | 9.81              | 9,75,570  | 92,399        | 10,67,969          | 9.80              | -0.02                    |
| ii) Individuals shareholders holding nominal share capital in excess of ₹1 lacs | 4,95,422  | 0               | 4,95,422           | 4.54              | 4,57,801  | 0             | 4,57,801           | 4.20              | -0.35                    |
| c) Others (specify):  |   |                 |                    |                   |   |               |                    |                   |                          |
| (i) Trusts  | 7,320   | 0               | 7,320              | 0.07              | 7,319   | 0             | 7,319              | 0.07              | 0.00                     |
| (ii) Unclaimed Securities Suspende Account                                      | 25,451  | 0               | 25,451             | 0.23              | 25,421  | 0             | 25,421             | 0.23              | 0.00                     |
| (iii) Director and Relatives  | 0   | 101             | 101                | 0.00              | 2   | 1             | 3                  | 0.00              | 0.00                     |
| (iv) Non-Resident Indian (NRI)  | 28,265  | 97              | 28,362             | 0.26              | 33,063  | 103           | 33,166             | 0.30              | 0.04                     |
| (v) HUF   | 42,079  | 0               | 42,079             | 0.39              | 50,083  | 0             | 50,083             | 0.46              | 0.07                     |
| (vi) Clearing Members   | 31,987  | 0               | 31,987             | 0.29              | 66,273  | 0             | 66,273             | 0.61              | 0.31                     |
| (vii) LLP   | 4,843   | 0               | 4,843              | 0.04              | 5,118   | 0             | 5,118              | 0.05              | 0.00                     |
| (viii) BC- NBFC   | 2,857   | 0               | 2,857              | 0.03              | 2,907   | 0             | 2,907              | 0.03              | 0.00                     |
| (ix) Other  | 82  | 5               | 87                 | 0.00              | 0   | 5             | 5                  | 0.00              | 0.00                     |
| <b>SUB TOTAL: (B)(2)</b>  | <b>22,11,232</b>  | <b>1,99,703</b> | <b>24,10,935</b>   | <b>22.12</b>      | <b>22,77,982</b>  | <b>94,604</b> | <b>23,72,586</b>   | <b>21.76</b>      | <b>-0.35</b>             |
| <b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>                             | <b>26,33,176</b>  | <b>2,01,972</b> | <b>28,35,148</b>   | <b>26.01</b>      | <b>27,38,218</b>  | <b>96,850</b> | <b>28,35,068</b>   | <b>26.01</b>      | <b>0.00</b>              |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                          | <b>0</b>  | <b>0</b>        | <b>0</b>           | <b>0.00</b>       | <b>0</b>  | <b>0</b>      | <b>0</b>           | <b>0.00</b>       | <b>0.00</b>              |
| <b>Grand Total (A)+(B)+(C)</b>  | <b>1,06,99,809</b>  | <b>2,01,972</b> | <b>1,09,01,781</b> | <b>100.00</b>     | <b>1,08,04,931</b>  | <b>96,850</b> | <b>1,09,01,781</b> | <b>100.00</b>     | <b>0.00</b>              |

## (ii) Share Holding of Promoters:

| Sl. No. | Shareholder's Name                                       | Shareholding at the beginning of the year i.e. 01.04.2018 |                                  |   | Shareholding at the end of the year i.e. 31.03.2019 |                                  |   | % change in share holding during the year |
|---------|--|---|----------------------------------|---|---|----------------------------------|---|---|
|         |  | No. of Shares   | % of total shares of the company | % of shares Pledged/ encumbered to total shares | No. of Shares                                       | % of total shares of the company | % of shares Pledged/ encumbered to total shares |   |
| 1.      | ANANT VARDHAN GOENKA                                     | 1,318   | 0.01                             | 0.00  | 1,318   | 0.01                             | 0.00  | 0.00                                      |
| 2.      | HARSH VARDHAN GOENKA                                     | 2,153   | 0.02                             | 0.00  | 2,153   | 0.02                             | 0.00  | 0.00                                      |
| 3.      | HARSH VARDHAN GOENKA (Trustee, Monitor Portfolio Trust)  | 16,157  | 0.15                             | 0.00  | 16,157  | 0.15                             | 0.00  | 0.00                                      |
| 4.      | HARSH VARDHAN GOENKA (Trustee, Crystal India Tech Trust) | 1   | 0.00                             | 0.00  | 1   | 0.00                             | 0.00  | 0.00                                      |
| 5.      | HARSH VARDHAN GOENKA (Trustee, Nucleus Life Trust)       | 1   | 0.00                             | 0.00  | 1   | 0.00                             | 0.00  | 0.00                                      |
| 6.      | HARSH VARDHAN GOENKA (Trustee, Stellar Energy Trust)     | 1   | 0.00                             | 0.00  | 1   | 0.00                             | 0.00  | 0.00                                      |
| 7.      | HARSH VARDHAN GOENKA (Trustee, Secura India Trust)       | 1   | 0.00                             | 0.00  | 1   | 0.00                             | 0.00  | 0.00                                      |
| 8.      | HARSH VARDHAN GOENKA (Trustee, Prism Estates Trust)      | 1   | 0.00                             | 0.00  | 1   | 0.00                             | 0.00  | 0.00                                      |
| 9.      | RAMA PRASAD GOENKA                                       | 211   | 0.00                             | 0.00  | 211   | 0.00                             | 0.00  | 0.00                                      |
| 10.     | STEL HOLDINGS LIMITED                                    | 69,815  | 0.64                             | 0.00  | 69,815  | 0.64                             | 0.00  | 0.00                                      |
| 11.     | JUBILEE INVESTMENTS AND INDUSTRIES LTD **                | 2,285   | 0.02                             | 0.00  | 2,285   | 0.02                             | 0.00  | 0.00                                      |
| 12.     | RPG CELLULAR INVESTMENTS AND HOLDINGS PVT LTD            | 2,90,799  | 2.67                             | 0.00  | 0   | 0.00                             | 0.00  | -2.67                                     |
| 13.     | SWALLOW ASSOCIATES LLP                                   | 73,29,731   | 67.23                            | 0.00  | 76,20,530   | 69.90                            | 0.00  | 2.67                                      |
| 14.     | CARNIWA INVESTMENTS LTD                                  | 3,54,159  | 3.25                             | 0.00  | 3,54,159  | 3.25                             | 0.00  | 0.00                                      |
| 15.     | MALA GOENKA  | 0   | 0.00                             | 0.00  | 10  | 0.00                             | 0.00  | 0.00                                      |
| 16.     | RADHA ANANT GOENKA                                       | 0   | 0.00                             | 0.00  | 10  | 0.00                             | 0.00  | 0.00                                      |
| 17.     | ATLANTUS DWELLINGS AND INFRASTRUCTURE LLP                | 0   | 0.00                             | 0.00  | 10  | 0.00                             | 0.00  | 0.00                                      |
| 18.     | CHATTARPATI APARTMENTS LLP                               | 0   | 0.00                             | 0.00  | 10  | 0.00                             | 0.00  | 0.00                                      |
| 19.     | EKTARA ENTERPRISES LLP                                   | 0   | 0.00                             | 0.00  | 10  | 0.00                             | 0.00  | 0.00                                      |
| 20.     | MALABAR COASTAL HOLDINGS LLP                             | 0   | 0.00                             | 0.00  | 10  | 0.00                             | 0.00  | 0.00                                      |
| 21.     | SOFREAL MERCANTRADE PVT LTD                              | 0   | 0.00                             | 0.00  | 10  | 0.00                             | 0.00  | 0.00                                      |
| 22.     | VAYU UDAAN AIRCRAFT LLP                                  | 0   | 0.00                             | 0.00  | 10  | 0.00                             | 0.00  | 0.00                                      |
|         | <b>Total</b>   | <b>80,66,633</b>  | <b>73.99</b>                     | <b>0.00</b>                                     | <b>80,66,713</b>                                    | <b>73.99</b>                     | <b>0.00</b>                                     | <b>0.00</b>                               |

\*\* Jubilee Investments & Industries Limited merged with RPG Cellular Investments and Holdings Private Limited ('RCIHPL') pursuant to the Scheme of Amalgamation between RPG Communication & Holdings Private Limited, KTL Industrial Finance Company Limited, Kocilim Breweries Private Limited, Yield Investments Private Limited and Jubilee Investments & Industries Limited with RCIHPL duly sanctioned by the Honorable High Court of Calcutta on June 11, 2009. RCIHPL merged with Swallow Associates Limited ('SAL') pursuant to the Scheme of Amalgamation and Arrangement between SAL and Blue Niles Holdings Limited, South Asia Electricity Holdings Limited, Kestral Investments Limited, Petrochem International Limited and RCIHPL duly sanctioned by the Honorable High Court of Judicature at Bombay w.e.f. March 27, 2012. Further, SAL has been converted into a Limited Liability Partnership with effect from October 31, 2012 and now is known as Swallow Associates LLP ('Swallow').



**(iii) Change in Promoters' Shareholding (please specify, if there is no change):**

| Sl. No. |   | Share holding at the beginning of the year |                                  | Date       | Increase/ (Decrease) in Shareholding | Reason            | Cumulative Share holding during the year |                                  |
|---------|---|--|----------------------------------|------------|--------------------------------------|-------------------|--|----------------------------------|
|         |   | No. of Shares                              | % of total shares of the company |            |                                      |                   | No of shares                             | % of total shares of the company |
|         | At the beginning of the Year  | 80,66,633                                  | 73.99                            | 01.04.2018 | -                                    | -                 | 80,66,633                                | 73.99                            |
|         | Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for Increase/ Decrease (e.g. allotment/ transfer/bonus/ sweat equity etc) |  |                                  |            |                                      |                   |  |                                  |
| 1.      | Mala Goenka   | -  | -                                | 13.04.2018 | Increase                             | Market Purchase   | 10                                       | 0.00                             |
| 2.      | Radha Anant Goenka  | -  | -                                | 13.04.2018 | Increase                             | Market Purchase   | 10                                       | 0.00                             |
| 3.      | Atlantus Dwellings and Infrastructure LLP   | -  | -                                | 13.04.2018 | Increase                             | Market Purchase   | 10                                       | 0.00                             |
| 4.      | Chattarpati Apartments LLP  | -  | -                                | 13.04.2018 | Increase                             | Market Purchase   | 10                                       | 0.00                             |
| 5.      | Ektara Enterprises LLP  | -  | -                                | 13.04.2018 | Increase                             | Market Purchase   | 10                                       | 0.00                             |
| 6.      | Malabar Coastal Holdings LLP  | -  | -                                | 13.04.2018 | Increase                             | Market Purchase   | 10                                       | 0.00                             |
| 7.      | Sofreal Mercantrade Pvt Limited   | -  | -                                | 13.04.2018 | Increase                             | Market Purchase   | 10                                       | 0.00                             |
| 8.      | Vayu Udaan Aircraft LLP   | -  | -                                | 13.04.2018 | Increase                             | Market Purchase   | 10                                       | 0.00                             |
| 9.      | RPG Cellular Investments And Holdings Pvt Ltd *   | 2,90,799                                   | 2.67                             | 29.03.2019 | Decrease                             | Inter-DP transfer | -  | -                                |
| 10.     | Swallow Associates LLP  | 73,29,731                                  | 67.23                            | 29.03.2019 | Increase                             | Inter-DP transfer | 76,20,530                                | 69.90                            |
|         | At the end of the Year  | 80,66,633                                  | 73.99                            |            |                                      |                   | 80,66,713                                | 73.99                            |

**Note:** \* Off market Inter DP transfer of 2,90,799 shares held by erstwhile RPG Cellular Investments and Holdings Pvt. Ltd. to Swallow Associates LLP.

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs) (Refer Note 1):**

| Sl. No. | For Each of the Top 10 Shareholders      | Shareholding at the beginning of the year |                                  | Cumulative Shareholding at the end of the year |                                  |
|---------|--|---|----------------------------------|--|----------------------------------|
|         |  | No. of shares                             | % of total shares of the company | No. of shares                                  | % of total shares of the company |
| 1.      | Life Insurance Corporation of India      | 2,97,152                                  | 2.73                             | 2,97,152                                       | 2.73                             |
| 2.      | VLS Finance Limited                      | 1,81,561                                  | 1.67                             | 1,58,554                                       | 1.45                             |
| 3.      | SMIFS Capital Markets Limited            | 1,56,500                                  | 1.44                             | 1,56,500                                       | 1.44                             |
| 4.      | Reliance Financial Limited               | 1,33,500                                  | 1.22                             | 1,33,500                                       | 1.22                             |
| 5.      | Chinappa M B                             | 1,61,910                                  | 1.49                             | 1,17,809                                       | 1.08                             |
| 6.      | Kevin Dsilva                             | 98,061                                    | 0.90                             | 1,01,061                                       | 0.93                             |
| 7.      | Societe Ceat D Investissementen Asie S A | 99,019                                    | 0.91                             | 99,019   | 0.91                             |
| 8.      | Seetha Kumari                            | 91,500                                    | 0.84                             | 91,500   | 0.84                             |
| 9.      | SBI Mutual Fund                          | 85,188                                    | 0.78                             | 85,188   | 0.78                             |
| 10.     | Metrica Asia Event Driven Master Fund    | -   | -                                | 39,678   | 0.36                             |

**Note:** 1. The shares of the Company are traded on daily basis. Hence, the date wise increase/decrease in the shareholding of the above shareholders is not provided.

2. The shareholdings of the above shareholders are consolidated based on the name of the first named holder of the shares, consolidated on basis of the PAN, irrespective of sub-accounts.

**(v) Shareholding of Directors and Key Managerial Personnel (KMP):****Name: Mr. H. N. Singh Rajpoot**

| Sr. No. | For Each of the Directors & KMP  | Shareholding at the end of the year |                                  | Cumulative Shareholding during the year |                                  |
|---------|--|-------------------------------------|----------------------------------|---|----------------------------------|
|         |  | No. of shares                       | % of total shares of the company | No of shares                            | % of total shares of the company |
| 1.      | At the beginning of the year i.e. April 1, 2018  | 101                                 | 0.00                             | 101                                     | 0.00                             |
| 2.      | Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity, etc.) | -100                                | 0.00                             | 1                                       | 0.00                             |
| 3.      | At the end of the year i.e. March 31, 2019   | 1                                   | 0.00                             | 1                                       | 0.00                             |

**Note:** Apart from above no other Director or KMP held any shares in the Company at the beginning and at the end of the FY 2018-19.**V. INDEBTEDNESS:****Indebtedness of the Company including interest outstanding/accrued but not due for payment:**

Amount in ₹

|  | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| <b>Indebtedness at the beginning of the financial year</b> |                                  |                 |          |                    |
| i) Principal Amount  | None                             |                 |          |                    |
| ii) Interest due but not paid                              |                                  |                 |          |                    |
| iii) Interest accrued but not due                          |                                  |                 |          |                    |
| <b>Total (i+ii+iii)</b>                                    |                                  |                 |          |                    |
| <b>Change in Indebtedness during the financial year</b>    |                                  |                 |          |                    |
| Additions  | None                             |                 |          |                    |
| Reduction  |                                  |                 |          |                    |
| <b>Net Change</b>  |                                  |                 |          |                    |
| <b>Indebtedness at the end of the financial year</b>       |                                  |                 |          |                    |
| i) Principal Amount  | None                             |                 |          |                    |
| ii) Interest due but not paid                              |                                  |                 |          |                    |
| iii) Interest accrued but not due                          |                                  |                 |          |                    |
| <b>Total (i+ii+iii)</b>                                    |                                  |                 |          |                    |

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:****A. Remuneration to Managing Director, Whole time Director and/or Manager:**

Amount in ₹

| Sl. No. | Particulars of Remuneration   | Mr. Rohin Bomanji (Manager)               | Total Amount |
|---------|---|---|--------------|
| 1.      | <b>Gross salary</b>   |   |              |
|         | (a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961 | 6,000                                     | 6,000        |
|         | (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961                  | 0   | 0            |
|         | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961   | 0   | 0            |
| 2.      | Stock option  | 0   | 0            |
| 3.      | Sweat Equity  | 0   | 0            |
| 4.      | Commission  | 0   | 0            |
|         | - as % of profit  | 0   | 0            |
|         | - others (specify)  | 0   | 0            |
| 5.      | Others, please specify  | 0   | 0            |
| 6.      | Total (A)   | 6,000                                     | 6,000        |
| 7.      | Ceiling as per the Act  | As per Section 197 of Companies Act, 2013 |              |

**B. Remuneration to other Directors:**

Amount in ₹

| Sl. No. | Particulars of Remuneration                        | Name of the Directors    |                         |                  |                    |                   | Total Amount |
|---------|--|--------------------------|-------------------------|------------------|--------------------|-------------------|--------------|
| 1.      | Independent Directors                              | Mr. H. C. Dalal          | Mr. Prem Kapil          | Ms. Sneha Ranade | Mr. Abhay Nerurkar | Mr. R. D. Chandak |              |
|         | (a) Fee for attending board and committee meetings | 37,000                   | 23,000                  | 36,000           | 37,000             | 20,000            | 1,53,000     |
|         | (b) Commission                                     | Nil                      | Nil                     | Nil              | Nil                | Nil               | Nil          |
|         | (c) Others, please specify                         | Nil                      | Nil                     | Nil              | Nil                | Nil               | Nil          |
|         | Total (1)  | 37,000                   | 23,000                  | 36,000           | 37,000             | 20,000            | 1,53,000     |
| 2.      | Other Non Executive Directors                      | Mr. A . N. Misra         | Mr. H. N. Singh Rajpoot |                  |                    |                   |              |
|         | (a) Fee for attending board and committee meetings | 18,000                   | 41,000                  |                  |                    |                   | 59,000       |
|         | (b) Commission                                     | Nil                      | Nil                     |                  |                    |                   | Nil          |
|         | (c) Others, please specify.                        | Nil                      | Nil                     |                  |                    |                   | Nil          |
|         | Total (2)  | 18,000                   | 41,000                  |                  |                    |                   | 59,000       |
|         | Total (B) = (1+2)                                  |                          |                         |                  |                    |                   | 2,12,000     |
|         | Total Managerial Remuneration                      |                          |                         |                  |                    |                   | 2,12,000     |
|         | Overall Ceiling as per the Act                     | ₹ 1,00,000/- per meeting |                         |                  |                    |                   |              |

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:**

Amount in ₹

| Sl. No. | Particulars of Remuneration  | Key Managerial Personnel              |                              |              |
|---------|--|---------------------------------------|------------------------------|--------------|
| 1.      | Gross Salary   | Ms. Jiya Gangwani (Company Secretary) | Mr. Paras Mal Rakhecha (CFO) | Total Amount |
|         | a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 | 18,47,605                             | 44,76,395                    | 63,24,000    |
|         | b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | 0                                     | 0                            | 0            |
|         | c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961              | 0                                     | 0                            | 0            |
| 2.      | Stock options  | 0                                     | 0                            | 0            |
| 3.      | Sweat Equity   | 0                                     | 0                            | 0            |
| 4.      | Commission   | 0                                     | 0                            | 0            |
|         | - as % of Profit   | 0                                     | 0                            | 0            |
|         | - others, specify  | 0                                     | 0                            | 0            |
| 5.      | Others please specify  | 0                                     | 0                            | 0            |
|         | Total  | 18,47,605                             | 44,76,395                    | 63,24,000    |

**VII PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:**

| Type                                | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority (RD/ NCLT/ Court) | Appeal made if any (give details) |
|-------------------------------------|------------------------------|-------------------|--|-----------------------------|-----------------------------------|
| <b>A. COMPANY</b>                   |                              |                   |  |                             |                                   |
| Penalty/ Punishment/ Compounding    |                              |                   | None   |                             |                                   |
| <b>B. DIRECTORS</b>                 |                              |                   |  |                             |                                   |
| Penalty/ Punishment/ Compounding    |                              |                   | None   |                             |                                   |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |  |                             |                                   |
| Penalty/ Punishment/ Compounding    |                              |                   | None   |                             |                                   |

On behalf of the Board of Directors

 Ramesh D. Chandak  
 Chairman  
 DIN: 00026581

 Place : Mumbai  
 Date : August 2, 2019

## Nomination and Remuneration policy

### 1 INTRODUCTION:

This policy has been formulated in terms of the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the appointment and remuneration of the Directors, Key Managerial Personnel (KMP), Senior Management Personnel (SMP) and other employees and Board diversity.

### 2 OBJECTIVE:

This Policy sets out the guiding principles on:

- (i) appointment and remuneration of the Directors, KMP and SMP;
- (ii) qualifications, positive attributes and independence for appointment of a Director and assessment of independence of Independent Director;
- (iii) performance evaluation of all the directors;
- (iv) core skills/expertise/competencies required of the Board of Directors of the Company;
- (v) Board diversity.

### 3 DEFINITIONS:

- (i) **“Applicable Laws”** means the Companies Act, 2013 and Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time.
- (ii) **“Board”** means Board of Directors of the Company.
- (iii) **“Company”** means Summit Securities Limited.
- (iv) **“Directors”** means Directors of the Company.
- (v) **“Independent Director”** (ID) shall have the same meaning as defined under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- (vi) **“Key Managerial Personnel”** (KMP) means:
  - a) the Chief Executive Officer (CEO) or the Managing Director (MD) or the Manager;
  - b) the Company Secretary (CS);
  - c) the Whole-time Director (WTD);
  - d) the Chief Financial Officer (CFO); and
  - e) Such other officer, not more than one level below the directors who is in whole time employment and designated as KMP by the Board
- (vii) **“Non-Executive Directors”** (NED) means a member of a Company's Board of Directors who is not in whole time employment of the Company.
- (viii) **“Senior Management Personnel”** (SMP) mean persons working one level below CEO/ MD/ WTD/ Manager including Company Secretary and Chief Financial Officer or persons as may be defined as SMP in the Applicable Laws from

time to time.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Applicable Laws as may be amended from time to time, shall have the meaning respectively assigned to them therein.

### 4 DIVERSITY IN THE BOARD OF DIRECTORS

Diversity refers to the variety of attributes of diverse nature between people and encompasses acceptance, respect and an understanding that each individual is unique. These aspects can include age, gender, ethnicity, physical abilities, marital status, ideologies, background, knowledge and skills with a view to achieving a sustainable development, the Company shall aim to increase diversity at the Board level, as an essential element in terms of:

- Experience of diverse nature;
- Gender in having the right representation of female members to ensure compliance with applicable laws.
- Qualifications, Knowledge and core skills/expertise/competencies required of the Board of Directors in context of company's business/sector.

### 5 REQUIREMENTS RELATING TO DIRECTORS

#### A. Appointment of Directors:

The Company shall appoint those persons who possess requisite qualifications & experience and positive attributes within overall framework of diversity as described in this Policy.

#### B. Qualifications & Experience:

- (i) Any person to be appointed as a Director on the Board of Directors of the Company, including Independent Director shall, in addition to a formal professional qualification, possess appropriate skills, experience and knowledge in one or more fields viz. sciences, actuarial sciences, banking, finance, economics, law, management, sales, marketing, administration, research, corporate governance or technical operations.
- (ii) Any person to be appointed as a Director on the Board of the Company shall be such person who shall be able to provide policy directions to the Company, including directions on good corporate governance.

#### C. Positive attributes:

The person to be appointed as a Director of the Company shall, in addition to the formal qualifications and relevant experience described in this Policy, shall also possess the attributes such as integrity, leadership, business orientation, commitment, proven track record and such other attributes, which in the opinion of the NRC, are in the interest of the Company.



**D. Disqualification:**

Any person to be appointed as Director shall not possess the disqualifications prescribed under the Applicable Laws.

**E. Evaluation:**

- (i) The NRC shall facilitate the Board to undertake evaluation of performance of all Directors on yearly basis including making recommendations to the Board on appropriate performance criteria for the Directors and formulating criteria and framework for evaluation of every Director's performance.
- (ii) The Board shall evaluate, every year, the performance of the individual directors including Chairman, IDs, independence of IDs, its own performance and of its Committees.

**F. Familiarization Programme:**

The Company shall familiarise the independent directors of the company with their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company through various programmes.

**6 REQUIREMENT RELATING TO SENIOR MANAGEMENT PERSONNEL INCLUDING KEY MANAGERIAL PERSONNEL**

**A. Appointment of KMP and SMP:**

- (i) Based on the recommendation of NRC, the appointment of the MD, CEO, WTD, Manager, CFO and the CS shall be approved by the Board of Directors by means of a resolution.
- (ii) KMP shall not hold office in more than one company except in its subsidiary company at the same time.
- (iii) The appointments of SMP shall be approved by MD, if any or the Department Head on recommendation of the Human Resources Department (HRD). Remuneration payable to SMP shall be recommended by the NRC and approved by the Board.

**B. Qualifications & experience:**

- (i) Any person to be appointed as KMP or as SMP shall possess relevant educational or professional qualifications, experience and domain knowledge required for performing the job for which they are appointed.
- (ii) There shall be no discrimination on account of gender, race and religion in terms of appointment as KMP or SMP.

**C. Positive Attributes:**

- (i) KMP and the SMP shall also possess attributes like decision making skills, leadership skills, integrity and proven track record and shall demonstrate commitment to the organisation.

- (ii) KMP and SMP shall meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture for good decision making.

**D. Performance Evaluation:**

- (i) Evaluation of all the SMPs and KMPs shall be carried out by the Departmental Head, excluding himself/herself and the MD/CEO/WTD, if any.
- (ii) The evaluation process adopted by the Company shall always consider the appropriate benchmarks set as per industry standards, performance of the Industry, the Company and of the individual KMP/SMP.
- (iii) Evaluation of performance shall be carried out at least once in a year, in accordance with the existing evaluation process of the Company.

**7 REMUNERATION:**

**Guiding Principles:**

- (i) The terms of employment and remuneration of MD, WTD, KMPs and SMPs shall be competitive in order to ensure that the Company can attract and retain competent talent
- (ii) This Policy shall ensure that:
  - (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors/KMPs and SMPs of the quality required to run the Company successfully.
  - (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
  - (c) Remuneration to directors, KMP and SMP involves a balance between fixed and variable pay reflecting short and long term performance objectives and goals set by the Company.
  - (d) Remuneration package is linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.
- (iii) While determining the remuneration and incentives for the MD/ WTD and KMP's, the following shall be considered:
  - (a) Pay and employment conditions with peers / elsewhere in the competitive market
  - (b) Benchmarking with the industry practices
  - (c) Performance of the individual
  - (d) Company Performance
- (iv) For the benchmarking with Industry practice, criteria of size, complexity, data transparency and geographical area shall also be given due consideration.
- (v) The pay structures shall be appropriately aligned across levels in the Company.

**8 Remuneration Policy:****A. MD/WTD/CEO/Manager:**

- (i) The remuneration to the MD/CEO/Manager/WTD at the time of his/her appointment shall be recommended by the NRC and subsequently approved by the Board of Directors. Such remuneration shall be subject to approval of the shareholders of the Company or the Central Government wherever required and shall not exceed the limits mentioned under applicable laws.
- (ii) Annual increment/ subsequent variation in remuneration to the MD/CEO/Manager/WTD shall be approved by the NRC/ Board of Directors, within the overall limits approved by the shareholders of the Company or the Central Government, as the case may be.

**B. NEDs:**

- (i) NEDs shall be entitled to such sitting fees as may be decided by the Board of Directors from time to time for attending the meeting of the Board and of the Committee thereof.
- (ii) NEDs shall also be entitled for payment of commission as recommended by NRC and approved by the Board of Directors and wherever required approval of the shareholders shall be obtained.
- (iii) IDs shall not be eligible for any Stock Options, pursuant to any Stock Option Plan adopted by the Company.
- (iv) The NEDs shall be eligible for remuneration of such professional services rendered if in the opinion of the NRC, the NED possesses the requisite qualification for rendering such professional services.

**C. SMPs & KMPS (other than MD/WTD/ CEO / Manager):**

- (i) Remuneration packages shall be designed in such manner that:
  - (a) Motivates delivery of key business strategies, creates a strong performance-orientated environment and rewards achievement of the Company's objectives & goals over the short and long-term.
  - (b) Attracts high-flier executives in a competitive global market and remunerate executives fairly and responsibly.
- (ii) Remuneration shall be competitive and shall include salary comprising of both fixed and variable components, performance incentives and other benefits as per the Policy of the Company, considering relevant qualification, experience and performance of the individual as well as the prevailing market conditions.
- (iii) The remuneration to the KMPs and SMPs, at the time of his/her appointment, shall be

recommended by the NRC and approved by the Board considering relevant qualification, experience and performance of the individual as well as the prevailing market conditions. The remuneration may be a combination of fixed and variable pay.

- (iv) Remuneration shall be evaluated annually and annual increase shall be decided considering the performance of the individual and also of the Company. Industry practices/ trends shall also be given due consideration. Annual increment /subsequent variation in remuneration to the KMPs/SMPs shall be approved by the NRC/Board of Directors.
- (v) Remuneration can be reset at any time considering the benchmark of international and domestic companies, which are similar in size and complexity to the Company. Benchmark information shall be obtained from internationally recognized compensation service consultancies.
- (vi) NRC may consider grant of Stock Options to KMPs & SMPs pursuant to any Stock Option Plan adopted by the Company, if any.

**D. DIRECTOR AND OFFICERS LIABILITY INSURANCE:**

- (i) The Company may provide an insurance cover to Directors, KMPs & SMPs for indemnifying them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust and the premium paid on the same shall not be treated as a part of remuneration paid to them.
- (ii) The premium paid by the Company for such insurance cover, called for Directors and Officers Liability Insurance Policy, taken for the above purpose shall be paid by the Company without any charge to the Directors, KMPs and SMPs.

**9 AMENDMENTS TO THE POLICY:**

The Board of Directors may amend this Policy, as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail notwithstanding the provisions hereunder from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

**10 EFFECTIVE DATE:**

This revised policy will be deemed to be effective from February 6, 2019 and supersedes the original policy approved by the Board of Directors at its meeting held on August 13, 2014, and revised on February 2, 2015 and November 9, 2016 respectively.

**Statement containing the Disclosures pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

**(i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:**

No director has received remuneration from the Company apart from sitting fees for attending the meetings of the Board, Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee held from time to time.

Based on the sitting fees for attending the meetings held during the F.Y. 2018-19 attended by each Director, the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year is as under:

| Sr. No. | Name of Director        | Ratio |
|---------|-------------------------|-------|
| 1.      | Mr. Ramesh D. Chandak   | 0.03  |
| 2.      | Mr. H. N. Singh Rajpoot | 0.07  |
| 3.      | Mr. A. N. Misra         | 0.03  |
| 4.      | Mr. H. C. Dalal         | 0.07  |
| 5.      | Mr. Prem Kapil          | 0.04  |
| 6.      | Ms. Sneha Ranade        | 0.06  |
| 7.      | Mr. Abhay Nerurkar      | 0.07  |

**(ii) The percentage increase/(decrease) in remuneration of each Director, Chief Financial Officer (CFO), Chief Executive Officer (CEO), Company Secretary (CS) or Manager, if any, in the financial year:**

As stated above, none of the Directors received remuneration apart sitting fees for attending the meetings of the Board, Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee, where they are members. There has been no increase in the amount of sitting fee paid per meeting for attending the meetings

during the year under review as compared to the financial year 2017-18.

Further, there has been no increase in remuneration of Manager during the year under review.

The percentage increase in remuneration of CFO and CS during the year under review as compared to the previous year is 14.30% and 21.40% respectively.

**(iii) The percentage increase in the median remuneration of the employees in the financial year: 22.48%**

**(iv) The number of permanent employees on the rolls of the Company:**

As on March 31, 2019, the Company has eight employees on its rolls, including Key Managerial Personnel of the Company.

**(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Average percentage increase made in the salaries of employees other than the Manager during the previous FY 2018-19 was 16.15%

The increment given to each employee is based on criterias such as performance of the company and of the individual employee during the financial year.

There was no increase made in the remuneration of Manager during the year under review.

**(vi) Affirmation that the remuneration is as per the remuneration policy of the company:**

Remuneration paid during the year ended March 31, 2019 is as per Remuneration Policy of the Company.

**On behalf of the Board of Directors**

Ramesh D. Chandak  
Chairman  
DIN: 00026581

Place : Mumbai  
Date : August 2, 2019

**ANNUAL REPORT ON CSR ACTIVITIES FOR THE YEAR ENDED MARCH 31, 2019****1. A brief outline of the Company's CSR Policy, including review of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs:**

Summit Securities Limited ('the Company') has framed a Policy on Corporate Social Responsibility. The purpose is to support communities to lead purposeful, healthy & dignified lives, thereby driving "holistic empowerment" and overall well-being of the community. Our vision is to bring about a long-term sustainable change in the lives of less privileged through implementation of initiatives that have a clear societal impact.

The Company proposes to undertake CSR activities as envisaged in the CSR policy of the Company particularly relate to:-

- (i) Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
- (ii) Promoting education including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- (iii) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- (iv) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro-forestry, conservation of natural resources and maintaining quality of soil, air and water;
- (v) Web-link: [http://www.summitsecurities.net/files/corporate\\_governance/CSR\\_Policy.pdf](http://www.summitsecurities.net/files/corporate_governance/CSR_Policy.pdf).

**2. The Composition of CSR Committee:**

- (i) Mr. H. C. Dalal, Chairman (Non-Executive, Independent Director)
- (ii) Mr. H. N. Singh Rajpoot, Member (Non-Executive, Non-Independent Director)
- (iii) Mr. A. V. Nerurkar, Member (Non-Executive, Independent Director)

**3. Average net profit of the Company for last three financial years: ₹ 938.78 Lakhs.****4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): ₹ 18.78 Lakhs.****5. Details of CSR spent during the financial year:**

(a) Total amount to be spent for the financial year: ₹ 18.78 Lakhs.

(b) Amount unspent, if any: Nil\*

(\*During the financial year, the Company had given the amount of ₹ 18.78 Lakhs to RPG Foundation, the Implementing Agency)

**(c) Manner in which the amount spent during the financial year is detailed below:**

| (1)<br>S. No.    | (2)<br>CSR Project or activity identified | (3)<br>Sector in which the project is covered | (4)<br>Projects or programs<br>(1) Local area or other<br>(2) Specify the State and District where projects or Programs was undertaken | (5)<br>Amount outlay (budget) project or programs wise | (6)<br>Amount spent on the projects or programs<br>Sub-heads:<br>(1) Direct expenditure on projects or programs<br>(2) Overheads | (7)<br>Cumulative expenditure up to the reporting period | (8)<br>Amount spent Direct or through Implementing Agency |
|------------------|---|---|--|--|--|--|---|
| Not Applicable** |   |   |  |  |  |  |   |

\*\* The Company had given the amount of ₹ 18.78 Lakhs to RPG Foundation, the Implementing Agency. However, at the end of the year, ₹ 18.78 Lakhs remained unspent with the Implementing Agency.

**6. Reasons for not spending the prescribed amount: Not Applicable.****7. Responsibility statement of CSR Committee:**

We hereby confirm that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

H. N. Singh Rajpoot  
Director  
DIN: 00080836

Place : Mumbai  
Date : August 2, 2019

H. C. Dalal  
Chairman, CSR Committee  
DIN: 00206232



**FORM No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

(Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,  
The Members,  
Summit Securities Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Summit Securities Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2019, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2019 according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,

2015 and amendments from time to time;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;(Not applicable to the Company during the audit period)
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;(Not applicable to the Company during the audit period)
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;(Not applicable to the Company during the audit period)
- (vi) Other laws applicable specifically to the Company namely:-
  1. The Reserve Bank of India Act, 1934
  2. Directions issued under The Reserve Bank of India Act, 1954

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above.

We further report that:

The Board of Directors of the Company is constituted with proper balance of Non-Executive Directors and Independent Directors. The changes in the composition of

the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines etc.

We further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

**For Parikh Parekh & Associates**  
Company Secretaries

Signature: **Shalini Bhat**  
Partner  
FCS No: 6484  
CP No: 6994

Place : Mumbai  
Date : May 15, 2019

This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.

**'Annexure A'**

To,

The Members  
Summit Securities Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Parikh Parekh & Associates**  
Company Secretaries

Signature: **Shalini Bhat**  
Partner  
FCS No:6484  
CP No: 6994

Place : Mumbai  
Date : May 15, 2019

## CORPORATE GOVERNANCE REPORT

### I. COMPANY PHILOSOPHY:

Corporate Governance is the set of systems, principles and processes by which a Company is governed. It is an ethically driven business process that is committed to values and conduct of the organization in order to attain the objects of the Company. Our philosophy on Corporate Governance envisages attainment of the highest levels of transparency, accountability and equity in all facets of its operations and in all interactions with its stakeholders, including shareholders, employees, the Government and the society in general. As a result, our philosophy extends beyond what is stated under this Report and it has been the Company's constant endeavor to attain the highest levels of Corporate Governance.

This Report is in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and forms part of the Boards' Report to the Members of the Company.

### II. BOARD OF DIRECTORS:

In terms of the Company's Corporate Governance Policy, all statutory and other significant and material information including information mentioned in Regulation 17 read with Schedule II of the Listing Regulations are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company with due compliance of applicable laws and as trustees of stakeholders.

#### 1. Composition:

As on March 31, 2019, the Board of Directors comprised of Seven (7) members, all of whom are Non-Executive Directors including the Chairman.

The Directors are eminent professionals with experience in industry/business/finance/law and bring with them the reputation of independent judgment and experience, which they exercise.

All the Independent Directors of the Company have confirmed that they meet with the criteria of independence laid down under the Companies Act, 2013 ('the Act') and the Listing Regulations. All such declarations are placed before the Board. Further, pursuant to Section 164(2) of the Act, all the Directors have also provided annual declarations that he/she has not been disqualified to act as a Director.

None of the Directors on the Board is a member of more than Ten (10) committees or Chairman of more than Five (5) committees across all listed entities in which he/she is a Director as stipulated in Regulation 26(1) of the Listing Regulations. Further, none of the Independent Directors on the Board is serving as an Independent Director in more than seven (7) listed companies and none of the Directors on the Board is a Director in more than Eight (8) listed companies. The necessary declarations regarding Committee positions have been made by all the Directors.

None of the Directors is related to any other Director on the Board in terms of definition of 'relative' given under the Act.

#### 2. Board Meetings held during the year and attendance thereat:

During the year under review, Four (4) meetings of the Board were held on May 23, 2018, August 2, 2018, October 31, 2018 and February 6, 2019. Details of Directors and their attendance at the said Board Meetings and also at the Twenty First Annual General Meeting is as given below:

| Name                    | Director Identification Number | Category of Directorship                  | No. of Board Meetings attended during the year | Attendance at Twenty First AGM held on September 27, 2018 | No. of Directorships in other Public Limited Companies (as on March 31, 2019) | No. of Committee positions held in other Public Limited Companies* (as on March 31, 2019) |          | List of directorships of other listed entities and the category of such directorship   |
|-------------------------|--------------------------------|---|--|---|---|---|----------|--|
|                         |                                |   |  |   |   | Chairman  | Member** |  |
| Mr. Ramesh D. Chandak   | 00026581                       | Non- Executive, Non-Independent, Chairman | 4  | Yes   | 6   | 4   | 3        | <ul style="list-style-type: none"> <li>• Parag Milk Foods Ltd., Independent Director</li> <li>• KEC International Ltd., Independent Director***</li> <li>• Ram Ratna Wires Ltd., Additional Director, Independent</li> </ul> |
| Mr. A. N. Misra         | 00350790                       | Non- Executive, Non-Independent           | 3  | No  | 2   | None  | None     | Not Applicable   |
| Mr. H. N. Singh Rajpoot | 00080836                       | Non- Executive, Non-Independent           | 4  | Yes   | 5   | 2   | 1        | <ul style="list-style-type: none"> <li>• FGP Limited, Non-Executive, Non-Independent Director</li> </ul>   |

| Name                  | Director Identification Number | Category of Directorship    | No. of Board Meetings attended during the year | Attendance at Twenty First AGM held on September 27, 2018 | No. of Directorships in other Public Limited Companies (as on March 31, 2019) | No. of Committee positions held in other Public Limited Companies* (as on March 31, 2019) |          | List of directorships of other listed entities and the category of such directorship   |
|-----------------------|--------------------------------|-----------------------------|--|---|---|---|----------|--|
|                       |                                |                             |  |   |   | Chairman  | Member** |  |
| Mr. H.C. Dalal        | 00206232                       | Non- Executive, Independent | 4  | Yes   | 2   | 1   | 2        | <ul style="list-style-type: none"> <li>• FGP Limited, Non-Executive, Independent Director</li> <li>• STEL Holdings Limited, Non-Executive, Independent Director</li> </ul> |
| Mr. Prem Kapil        | 06921601                       | Non-Executive, Independent  | 4  | Yes   | 2   | None  | 2        | <ul style="list-style-type: none"> <li>• FGP Limited, Non-Executive, Independent Director</li> <li>• STEL Holdings Limited, Non-Executive, Independent Director</li> </ul> |
| Ms. Sneha Ranade      | 06878346                       | Non-Executive, Independent  | 4  | Yes   | 1   | None  | 1        | Not Applicable   |
| Mr. Abhay V. Nerurkar | 00045309                       | Non-Executive, Independent  | 4  | Yes   | 1   | None  | None     | Not Applicable   |

**Note:**

\* The Committee positions pertain to position held in Audit Committee and Stakeholders Relationship Committee in other public limited companies.

\*\* Membership in a Committee is exclusive of Chairmanship held, if any, by the Director.

\*\*\* Appointed as Independent Director w.e.f. May 8, 2019.

**Details of skills/expertise/competence of the Board of Directors:**

Pursuant to the Schedule V point C(2)(h) of the Listing Regulations, the Board of Directors have identified the following core skills/expertise/competencies as required in the context of the Company's business and sector for the Company to function effectively and those actually available with the Board:

- **Global Business:** Understanding of global business dynamics across various geographies, industries and regulatory jurisdictions;
- **Strategy and Planning:** Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments;
- **Governance:** Experience in developing governance framework, serving the best interests of all stakeholders, driving board and management accountability, building long-term effective stakeholder engagements and sustaining corporate ethics and values.

**III. COMMITTEES OF THE BOARD:****(i) Audit Committee:****a. Composition and Attendance:**

The Company has complied with the

requirements of Regulation 18 of the Listing Regulations and Section 177 of the Act in respect of the composition of the Audit Committee.

At present, the Audit Committee of Board of Directors of the Company consists of 4 members, Mr. H. N. Singh Rajpoot, Mr. H. C. Dalal, Ms. Sneha Ranade and Mr. Abhay Nerurkar. Mr. Abhay Nerurkar is the Chairman of the Audit Committee. All the members of the Audit Committee are Non-Executive Directors and have sound knowledge of finance, accounts, company law and general management.

During the year under review, Four (4) meetings of the Audit Committee were held on May 23, 2018, August 2, 2018, October 31, 2018 and February 6, 2019. These meetings were attended by all the members of the Audit Committee.

The Company Secretary functions as the Secretary to the Audit Committee.

The Audit Committee Meetings are also generally attended by the representatives of Statutory Auditors, Internal Auditors, the Chief Financial Officer and the Manager of the Company.

In accordance with Regulation 18(1)(d) of the listing regulations, the Chairman



of the Audit Committee had attended the Twenty First Annual General Meeting of the Company held on September 27, 2018.

b. Terms of reference:

The role, powers, functions and the terms of reference of the Audit Committee specified by the Board are in conformity with the requirements of the Listing Regulations and Section 177 of the Act.

During the year under review, the terms of reference of Audit Committee were revised in view of the requirements under the Listing Regulations and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2015, as amended in 2018 and interalia include the following:

- i. To recommend the appointment/re-appointment/re-placement, remuneration and terms of appointment of the Statutory Auditors and the Internal Auditors of the Company.
- ii. To review and monitor independence and performance of the Statutory and Internal auditors and reviewing, with the management adequacy of the internal control systems;
- iii. To approve or ratify transactions of the Company with Related Parties, including any subsequent modifications.
- iv. To examine Financial Statements and Auditor's report thereon and for this purpose, to call, if necessary, the comments of the Auditors about the following:
  - (i) Internal Control systems
  - (ii) Scope of audit, including observations of Auditors
- v. To scrutinize inter-corporate loans and investments made by the Company.
- vi. To carry out valuation of undertakings and the assets of the Company as and when necessary.
- vii. To evaluate the internal financial control systems.
- viii. To evaluate the Risk Management Systems.
- ix. To monitor, end use of funds raised through public offers (including public issue, rights issue, preferential issue, qualified institutional placement etc.) and related matters.
- x. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- xi. To review effectiveness of the audit process and adequacy of the internal audit function including structure/

staffing and reporting process and frequency of the internal audit.

- xii. To recommend the Financial Statement to the Board for approval, after carrying out the procedure mentioned at iv. above.
- xiii. To give personal hearing to the Auditors and key managerial personnel when, if necessary, while reviewing the Auditor's Report.
- xiv. To oversee the Company's financial reporting process and disclosure of the financial information to ensure that the financial statements are correct, sufficient and creditable.
- xv. To review the Annual Financial Statements and auditor's report with the Management before submitting the same to the Board particularly the following:
  - a) Matters required to be included in the Director, Responsibility Statement to be included in the Board's Report in terms of Clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
  - b) Changes, if any, in accounting policies and practices and reasons for the same.
  - c) Major accounting entries involving estimates based on the exercise of judgment by management.
  - d) Significant adjustments made in the financial statements arising out of audit findings
  - e) Compliance with listing and other legal requirements relating to financial statements.
  - f) Disclosure of any related party transactions.
  - g) Qualifications/ modified opinions in draft Audit Report.
- xvi. To review with the Management the quarterly financial statements before submitting the same to the Board.
- xvii. To discuss with the Internal Auditors any significant findings and follow-up thereof.
- xviii. To review findings of the internal investigation, including the matters of suspected frauds or irregularities or failure of internal control systems of material nature and reporting the matter to the Board.
- xix. To discuss with the Statutory Auditors the nature and scope of audit before commencement of the audit and also after completion of audit, to ascertain any internal area of concern.

- xx. To look into the reasons for substantial defaults for payment to the deposit holders, debenture holders and creditors.
- xxi. Review the functioning of the Vigil Mechanism/Whistle Blower Mechanism for the Directors and employees to report their genuine concerns or grievances and provide mechanism for adequate safeguards against victimization.
- xxii. Approval of appointment of CFO (i.e. the whole-time Finance Director or any other persons heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
- xxiii. Reviewing financial statements, in particular the investments made by the Company's unlisted subsidiaries.
- xxiv. Reviewing the utilization of loans and /or advances existing loans and/ or advances from/investment made by the Company in its subsidiary exceeding ₹ 100 crore or 10% of the total gross assets of the subsidiary, whichever is lower including existing loans/ advances /investment or such other limit as may be prescribed from time to time.
- xxv. Review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
- xxvi. To carry out any other function, as may be assigned to Audit Committee pursuant to any amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, RBI guidelines and the applicable provisions of the Companies Act, 2013 as amended or re-enacted from time to time.
- xxvii. To review the following information/ document:
- (i) Management discussion and analysis of financial condition and results of operation;
  - (ii) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - (iii) Management letter of internal control weakness issued by the statutory auditors;
  - (iv) Internal audit reports relating to internal control weakness; and
- (v) The appointment, removal and terms of remuneration of the Internal Auditor.
- (vi) Statement of deviations:
- (a) Review the quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) Review the annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7).
- xxviii. To investigate into any matter specified under serial nos. i. to xxvii. above and for this purpose to obtain advise of external professionals, if necessary, and accord them full access to the information contained in the records of the Company.

**(ii) Nomination and Remuneration Committee:**

a. Composition and attendance:

The Company has complied with the requirements of Regulation 19 of the Listing Regulations and Section 178 of the Act in respect of the composition of the Nomination and Remuneration Committee ('NRC').

At present, the NRC consists of Four (4) members, Mr. H. N. Singh Rajpoot, Mr. H.C. Dalal, Mr. Prem Kapil and Mr. Abhay V. Nerurkar. All the members of the NRC are Non-Executive Directors. Mr. Prem Kapil is the Chairman of NRC.

During the year under review, Three (3) meetings of NRC were held on May 23, 2018, October 31, 2018 and February 6, 2019. These meetings were attended by all the members of the NRC.

b. Terms of reference:

During the year under review, the terms of reference of NRC were revised to align the same with the requirements of SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2018 and the Companies (Amendment) Act, 2017. The revised terms of reference of NRC inter alia include the matters specified under Regulation 19 of the Listing Regulations read with Part D of Schedule II thereof, as well as Section 178 of the Act which inter alia include the following matters:

- (i) To ensure that the general character of the management or the proposed management of the Company shall not be prejudicial to the interest of its

- present and/or future depositors, if any.
- (ii) To ensure fit and proper criteria status of existing/proposed directors.
  - (iii) To lay down criteria such as qualification, positive attributes and independence for appointment persons as directors or in the senior management.
  - (iv) To identify persons who are qualified to become directors and who may be appointed in senior management positions, as per the criteria laid down, and recommend to the Board of Directors their appointment and removal.
  - (v) To recommend to the Board the appointment and removal of the Directors, including Independent Directors;
  - (vi) To formulate the criteria for effective evaluation of performance of Board of Directors, its Committees, Chairperson and individual Directors to be carried out either by the Board or by NRC or through an independent external agency and review its implementation and compliance;
  - (vii) To recommend to the Board a policy relating to the remuneration for directors, including Managing Director(s) and Whole-time Director(s), Senior Management Personnel (SMP), Key Managerial Personnel (KMP) and other employees. While formulating the policy, the NRC shall ensure that:
    - a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
    - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
    - c. Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
  - (viii) To recommend to the Board, remuneration payable to Directors, KMPs and SMPs in accordance with the Nomination and Remuneration Policy;
    - a. To devise and recommend to the Board for approval a policy on diversity of board of directors;
    - b. To opine as per Section 197(4)(b) whether the Director possess the requisite qualification.
    - c. Recommending to the Board, appointment and removal of KMPs and SMPs in accordance with the criteria laid down.
    - d. To determine whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
    - e. To carry out any other function, as may be assigned or delegated to Nomination and Remuneration Committee by (i) the Board of Directors (ii) the virtue of the applicable provisions of the Companies Act, 2013 (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (iv) RBI guidelines and any other applicable provisions of Laws, as amended or re-enacted from time to time.
  - c. Performance evaluation criteria for independent directors:
 

The Annual Performance Evaluation as required under the Companies Act, 2013 read with relevant rules made thereunder and Regulation 17(10) and other applicable regulations of the Listing Regulations has been carried out by the Board of its own performance, of each individual Director and its Committees.

For this purpose, an Evaluation Questionnaire was prepared considering the criteria for evaluation in accordance with the Company's "Nomination and Remuneration Policy", approved by the Board on recommendation of the Nomination and Remuneration Committee, taking into account the applicable provisions under the Act and the rules made thereunder, the Listing Regulations read with the circulars issued by SEBI in this regard, which interalia covered various aspects such as participation in meetings, contribution to strategic decision making, core governance and compliance, etc. The aforesaid Evaluation Questionnaire was circulated to all Directors and their responses were received in sealed envelopes addressed to the Chairman of the Board and results thereof were discussed at the next meeting of the Board of Directors.

**Directors Remuneration:**

- Payments to Non-Executive Directors and details of remuneration paid to all the Directors:

The Non-executive Directors do not receive any commission on profits. They are entitled to sitting fees for attending every Board meeting. Further, members of the Board who are members on the Audit Committee and/or Stakeholders Relationship Committee and/or Nomination and Remuneration Committee and/or Corporate Social Responsibility Committee, receive sitting fees for attending the meetings of the same. The sitting fees paid to the directors are within the limits prescribed under the Companies Act, 2013 and Rules made thereunder.

During the year under review, no remuneration except sitting fees was paid to the Directors of the Company. The details pertaining to the sitting fees for meetings attended by the Directors during F.Y. 2018-19 are enumerated below:

| Name of Director         | Sitting Fees for 2018-19<br>(All figures in ₹) |
|--------------------------|--|
| Mr. Ramesh D. Chandak    | 20,000   |
| Mr. H. N. Singh Rajpoot* | 41,000   |
| Mr. A. N. Misra*         | 18,000   |
| Mr. H. C. Dalal *        | 37,000   |
| Mr. Prem Kapil*          | 23,000   |
| Ms. Sneha Ranade*        | 36,000   |
| Mr. Abhay Nerurkar*      | 37,000   |

\*Includes sitting fees for attending meetings of Audit Committee and/or Stakeholders Relationship Committee and/or Nomination and Remuneration Committee and/or Corporate Social Responsibility Committee.

- Shareholding of Directors:

As on March 31, 2019, following shares of the Company were held by the Directors of the Company:

| Name of Director        | No of shares held |
|-------------------------|-------------------|
| Mr. H. N. Singh Rajpoot | 1                 |

**Independent Directors Meeting:**

As per sub-regulation (3) and (4) of Regulation 25 of the Listing Regulations as well as pursuant to Section 149(8) of the Act read with Schedule IV and in accordance with the Nomination and Remuneration Policy, the Independent Directors have at their meeting held on February 27, 2019:

- Reviewed the performance of Non-Independent Directors, the Chairman of the Company, Committees and the Board as a whole;
- Assessed the quality, quantity and timeliness

of the flow of information between the company management and the Board.

All Independent Directors were present at the said meeting.

**Familiarization Programme for Independent Directors:**

Details of familiarisation programme imparted to independent directors is disclosed in the website of the company at the link [http://www.summitsecurities.net/files/Note\\_on\\_Familiarisation\\_Prog\\_for\\_Ind.pdf](http://www.summitsecurities.net/files/Note_on_Familiarisation_Prog_for_Ind.pdf).

**(iii) Stakeholders Relationship Committee:**

- a. Composition and attendance:

The Company has complied with the requirements of Regulation 20 of the Listing Regulations and Section 178 of the Act in respect of the composition of the Stakeholders Relationship Committee ('SRC').

At present, the SRC of the Board of Directors of the Company consists of Three (3) members all being Non-Executive Directors, Mr. H. N. Singh Rajpoot, Ms. Sneha Ranade and Mr. A. N. Misra. Mr. H. N. Singh Rajpoot, Non-Executive Director is the Chairman of the SRC.

During the year under review, Four (4) meetings of the SRC were held on May 23, 2018, August 2, 2018, October 31, 2018 and February 6, 2019.

Attendance at the SRC Meetings held during the year ended March 31, 2019:

| Name of members         | No. of meetings attended |
|-------------------------|--------------------------|
| Mr. H. N. Singh Rajpoot | 4                        |
| Mr. A. N. Misra         | 3                        |
| Ms. Sneha Ranade        | 4                        |

- b. Terms of Reference:

During the year under review, the terms of reference of SRC were revised to align the same with the requirements of SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2018. The revised functions and powers of the SRC inter alia include reviewing and addressing the complaints, queries of all investors and to ensure that the same are expeditiously responded to and redressed accordingly. Further, the SRC also reviews and deals with responses to the letters received by it from the Statutory Authorities such as the Stock Exchanges, Securities and Exchange Board of India and the Ministry of Corporate Affairs pertaining to shareholder grievances. The Committee also reviews the measures taken for effective exercise of voting rights by shareholders, adherence to the service



standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent and various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

- c. The status of the Complaints received from investors is as follows:

Shareholders/ Investors Complaints:

| Particulars of the Complaints                       | Number of Complaints |
|---|----------------------|
| Complaints pending as on April 1, 2018              | Nil                  |
| Complaints received during the year                 | 8                    |
| Complaints disposed off during the year             | 8                    |
| Complaints remained unresolved as on March 31, 2019 | Nil                  |

**(iv) Corporate Social Responsibility Committee:**

- a. Composition and attendance:

The Company has complied with the requirements of Section 135 of the Act and the rules made thereunder in respect of the constitution and composition of the Corporate Social Responsibility Committee ('CSR Committee'). The Board of Directors had at their meeting held on May 23, 2018, constituted the CSR Committee.

At present, the CSR Committee of the Board of Directors of the Company consists of Three (3) members all being Non-Executive Directors, Mr. H. N. Singh Rajpoot, Mr. H. C. Dalal and Mr. A. V. Nerurkar. Mr. H. C. Dalal is the Chairman of the CSR Committee.

During the year under review, Two (2) meetings of the CSR Committee were held on August 2, 2018 and October 31, 2018. These meetings were attended by all members of the CSR Committee.

- b. Terms of reference:

- i. The CSR Committee shall formulate and recommend to the Board the Corporate Social Responsibility Policy (CSR Policy) as specified in Schedule VII of the Act read with Companies (Corporate Social Responsibility) Rules, 2014.

- ii. To recommend to the Board the amount

of expenditure to be incurred on the activities undertaken by the Company as per the CSR Policy within the overall limit specified in Section 135 (5) of the Act, as amended from time to time, but not less than 2% of the average net profits of the Company during the (3) three immediately preceding financial years, (calculated pursuant to Section 198 of the Act) or any other sum, as may be prescribed under Section 135 of the Act from time to time.

- iii. To monitor the CSR Policy of the Company from time to time.

- iv. To carry out any other function, as may be assigned to the CSR Committee pursuant to any amendments to the provisions of the Companies Act, 2013 and the rules made thereunder.

**(v) Risk Management Committee:**

Constitution of Risk Management Committee ('RMC') is a non-mandatory requirement considering the provisions of the Listing Regulations. RMC was constituted in terms of the guidelines of corporate governance issued by the Reserve Bank of India ('RBI') in the year 2010. Presently, the terms of reference of RMC are in accordance with Regulation 21 of the Listing Regulations read with applicable provisions of the Act and Rules made thereunder.

- a. Composition and attendance:

At present, the RMC of the Board of Directors of the Company consists of Four (4) members all being Non-Executive Directors, Mr. H. N. Singh Rajpoot, Mr. H. C. Dalal, Mr. Abhay Nerurkar and Mr. A. N. Misra. Mr. H. C. Dalal is the Chairman of the RMC.

During the year under review, Two (2) meetings of the RMC were held on August 2, 2018 and February 6, 2019.

Attendance at the RMC Meetings held during the year ended March 31, 2019:

| Name of members         | No. of meetings attended |
|-------------------------|--------------------------|
| Mr. H. N. Singh Rajpoot | 2                        |
| Mr. A. N. Misra         | 1                        |
| Mr. H. C. Dalal         | 2                        |
| Mr. Abhay Nerurkar      | 2                        |

- b. Terms of reference:

During the year under review, the terms of reference of RMC were revised to align the same with the requirements of SEBI (Listing Obligations and Disclosure Requirements)

(Second Amendment) Regulations, 2018. The revised scope and duties of the RMC interalia include:

- (i) Identifying, evaluating and monitoring key risks including strategic, operational, financial, cyber security and compliance risks.
- (ii) Framing, implementing, monitoring and reviewing the risk management and mitigation plan, Risk Management Policy, systems and framework of the Company.
- (iii) Overall managing the integrated risk in accordance with the provisions of the notifications issued by the RBI.
- (iv) Laying down the procedure to inform the Board about the risk management and minimization procedure.
- (v) Carrying out any other function, as may be assigned to the RMC pursuant to any amendments to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and notifications issued by the RBI from time to time.

**(vi) Asset Liability Management Committee:**

The Board of Directors had constituted the Asset Liability Management Committee ('ALMC') in terms of the guidelines of corporate governance issued by the RBI in the year 2010.

a. Composition and attendance:

At present, ALMC consists of Three (3) members all being Non-Executive Directors, Mr. H. N. Singh Rajpoot, Mr. H. C. Dalal and Mr. Abhay Nerurkar. Mr. H. N. Singh Rajpoot is the Chairman of the ALMC.

During the year Two (2) meetings of the ALMC were held on May 23, 2018 and October 31, 2018. These meetings were attended by all the members of the ALMC.

b. Terms of reference:

The terms of reference of the ALMC interalia include to monitor the asset liability gap and strategize action to mitigate the risk associated and other matters as may be provided in accordance with the RBI Notifications/Circulars issued from time to time as applicable to the Company.

**(vii) IT Strategy Committee:**

The Board of Directors had constituted the IT Strategy Committee ('ITSC') of the Company at their meeting held on August 7, 2017 in terms of the Information Technology framework for the NBFC sector issued by the RBI on June 8, 2017.

a. Composition and attendance:

During the year under review, Mr. Hemal Shah had resigned as the Chief Information Officer (CIO) of the Company w.e.f. October 31, 2018 and Mr. Pragnesh Mistry was appointed as the CIO w.e.f. November 1, 2018.

At present, ITSC consists of Four (4) members, Mr. H. N. Singh Rajpoot, Mr. Pragnesh Mistry, Ms. Sneha Ranade and Mr. Abhay Nerurkar. Ms. Sneha Ranade is the Chairperson of the ITSC.

During the year under review, Two (2) meetings of the ITSC were held on May 23, 2018 and October 31, 2018. These meetings were attended by all the members of the ITSC.

b. Terms of reference:

(a) To formulate IT strategy and policy documents, placing the same with its recommendations for the approval of the Board of Directors;

(b) To formulate Information Security (IS) Policy, Cyber Security Policy, Cyber Crisis Management Plan and placing the same for the approval of the Board of Directors for approval;

(c) To ensure and monitor to ensure that the management has:

(i) effective strategic planning process in place;

(ii) implemented processes and practices to ensure that the IT delivers value to the business;

(iii) Ensured that IT investments represent a balance of risks and benefits and that the budgets are acceptable;

(iv) Used a method to determine the IT resources required to achieve the strategic goals and provide high-level direction for sourcing and use of IT resources and monitoring its methodology;

(v) Ensured a proper balance of IT investments for sustaining the Company's growth and manage exposure towards IT risks and controls.

(d) To formulate IS Audit framework and place the same for the approval of the Board and carry out or engage competent auditor for the IS Audit;

(e) To formulate a Business Continuity Planning (BCP) Policy and place its recommendations alongwith the policy for approval of the Board;

- (f) To periodically review the effectiveness of all policies and procedures and as and when required to suggest amendment to IT strategies in line with the corporate strategies, including cyber security arrangements and matters related to IT Governance to the Board of Directors.
- (g) To suggest methods and monitor an appropriate governance mechanism for outsourced processes, comprising of risk based policies and procedures, to effectively identify, measure, monitor and control risks associated with outsourcing in an end to end manner;
- (h) To recommend to the approval authorities, the outsourcing depending on nature of risks and materiality of outsourcing including development of sound and responsive outsourcing risk management policies and procedures commensurate with the nature, scope, and complexity of outsourcing arrangements, whenever applicable;
- (i) To undertake a periodic review of outsourcing strategies and all existing material outsourcing arrangements;
- (j) To evaluate the risks and materiality of all prospective outsourcing based on the framework developed by the Board of Directors and communicating significant risks in outsourcing and place the same before the Board of Directors on a periodic basis for review, whenever applicable;
- (k) To ensure an independent review and audit, either by an inhouse team or by an outside expert if necessary, in accordance with approved policies and procedures and that the contingency plans have been developed and tested adequately;
- (l) To carry out any other function, as may be assigned to IT Strategy Committee by the Board of Directors in accordance with the Directions issued by the Reserve Bank of India and any applicable statute pertaining to Information Technology Law and Governance.

**IV. DETAILS OF GENERAL BODY MEETINGS:**

The details of the last Three (3) General Meetings are as below:

| Meeting                | Day, Date                    | Time      | Venue   |
|------------------------|------------------------------|-----------|---|
| Annual General Meeting | Thursday, September 27, 2018 | 3.30 p.m. | The Auditorium, Textile Committee, next to Trade Plaza, (TATA Press), P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025. |

| Meeting                | Day, Date                     | Time       | Venue   |
|------------------------|-------------------------------|------------|---|
| Annual General Meeting | Monday, September 18, 2017    | 2:30 p.m.  | K Bhagat Tarachand Banquet, Plot No. 44 A, Off Hemu Kalani Marg, Near Chagan Mitha Petrol Pump, Chembur (East), Mumbai 400 071.   |
| Annual General Meeting | Wednesday, September 28, 2016 | 10.00 a.m. | The Auditorium, Textile Committee, next to Trade Plaza, (TATA Press), P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025. |

**Special Resolutions passed at the last three Annual General Meetings:**

| Date of the Annual General Meeting | Particulars of the Special Resolution passed at the Annual General Meeting |
|------------------------------------|--|
| Thursday, September 27, 2018       | None   |
| Monday, September 18, 2017         | None   |
| Wednesday, September 28, 2016      | None   |

**Postal Ballot:**

There were no Special Resolutions, which were put through postal ballot during the year under review. None of the businesses proposed to be transacted at the ensuing AGM requires passing a resolution by postal ballot.

**V. DISCLOSURES:**

**i. Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large:**

There were no material and/or significant related party transactions during the year under review that were prejudicial to the interest of the Company.

The transactions entered into with the Related Parties as defined under the Act and Regulation 23 of the Listing Regulations during the financial year which were in the ordinary course of business and at arm’s length basis were placed before the Audit Committee.

Details of related party transactions are included in the Notes to the Financial Statements as per Accounting Standards (AS-18) issued by the Institute of Chartered Accountants of India.

The Company has formulated a policy on Related Party Transactions and the same has been displayed on the Company’s website at the link

[http://www.summitsecurities.net/files/corporate\\_governance/RelatedPartyTransactionPolicy.pdf](http://www.summitsecurities.net/files/corporate_governance/RelatedPartyTransactionPolicy.pdf)

There were no transactions of the Company with any person or entity belonging to promoter/promoter group which holds 10% or more shareholding in the Company.

**ii. Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:**

There are no penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any other Statutory Authorities on any matter related to capital markets, during the last three years.

**iii. Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee:**

In compliance with the Listing Regulations and the Act, the Company has formulated a Whistle Blower Policy known as "Whistle Blower Policy and Vigil Mechanism" and the same is also published on the website of the Company. No personnel has been denied access to the Chairman of the Audit Committee.

**iv. Compliance with Mandatory and adoption of non-mandatory requirements:**

The Company complies with the mandatory requirements of Part C of Schedule V of Listing Regulations and certain non-mandatory requirements of the said Regulations namely, appointment of Non-Executive director as Chairman of the Board of Directors, separate positions for Chairman and Manager of the Company, Internal Auditor reports to the Audit Committee directly in all the functional matters.

**v. Certificate on compliance of conditions of Corporate Governance:**

The corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations to the extent applicable to the Company have been complied with.

Part E of Schedule V of Listing Regulations mandates to obtain a certificate either from the Auditors or Practicing Company Secretaries regarding compliance of conditions of Corporate Governance and annex the certificate with the Director's Report, which is sent annually to all the shareholders. The Company has obtained a certificate from its Statutory Auditors to this effect and the same is given as an annexure to the Director's Report.

**vi. Weblinks:**

The policy for determining 'material' subsidiaries

is disclosed in the website of the Company at the link [http://www.summitsecurities.net/files/corporate\\_governance/PolicyonMaterialSubsidiary.pdf](http://www.summitsecurities.net/files/corporate_governance/PolicyonMaterialSubsidiary.pdf), policy on dealing with related party transactions at the link [http://www.summitsecurities.net/files/corporate\\_governance/RelatedPartyTransactionPolicy.pdf](http://www.summitsecurities.net/files/corporate_governance/RelatedPartyTransactionPolicy.pdf), and the "Nomination and Remuneration Policy" at the web link [http://www.summitsecurities.net/files/corporate\\_governance/Nomination\\_and\\_Remuneration\\_Policy.pdf](http://www.summitsecurities.net/files/corporate_governance/Nomination_and_Remuneration_Policy.pdf).

**vii. Disclosure of Accounting Treatment:**

The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India, to the extent applicable, in the preparation of the financial statements.

**viii. Confirmation in respect of Independent Directors:**

Pursuant to Schedule V Point C(2)(i), it is hereby confirmed that in the opinion of the Board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

**ix. Certificate of a Practicing Company Secretary for non-debarment and non-disqualification of Directors:**

A certificate from M/s. Parikh Parekh & Associates, Practicing Company Secretaries certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority pursuant to Schedule V Point C.(10)(i) forms part of the Annexure to this report.

**x. Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

- a. Number of complaints filed during the financial year: Nil.
- b. Number of complaints disposed off during the year: Nil.
- c. Number of complaints pending as on end of the financial year: Nil.

**xi. Disclosure of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/ network entity of which the statutory auditor is a part:**

Details of total fees paid/payable for all services availed by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/ network entity of which the statutory auditor is a part, during the year under review is as given below:



| Name of the Statutory Auditor and Network Entity | Type of Services   | Name of the Company or its subsidiary obtaining the service | Amount (₹ in Lakhs) |
|--|--|---|---------------------|
| Chaturvedi & Shah LLP                            | Audit fee, Limited Review Report and Certification fees. | Summit Securities Limited                                   | 3.33                |
| <b>Total</b>                                     |  |   | <b>3.33</b>         |

**VI. MEANS OF COMMUNICATION:**
**(a) Quarterly Results:**

The Company has submitted the Un-audited Quarterly Financial Results within 45 (forty-five) days from the end of the quarter and the Annual Audited Results within 60 (sixty) days from the end of the financial year to the Stock Exchanges where the Company's share are listed viz., BSE Limited and National Stock Exchange of India Limited in the prescribed form and within the time period stipulated under the Listing Regulations.

**(b) Publication and Display of Financial Results:**

The Company has published the Financial Results within 48 hours of the conclusion of the Board Meeting(s) in Free Press Journal (English Newspaper) and Navshakti (Marathi Newspaper), newspapers as per the format prescribed under the Listing Regulations read with applicable circulars issued by SEBI from time to time in this regard.

The Company has also displayed the Financial Results on its website.

**(c) Company's website:**

The Company has maintained a functional website [www.summitsecurities.net](http://www.summitsecurities.net) which depicts the detailed informed about the business activities of the Company, shareholding pattern, financial results, annual report apart other statutory information required to be made available in terms of the Act and Listing Regulations.

The Company provides information to Stock Exchanges where the shares of the Company are listed as per the Listing Regulations entered into with the Stock Exchanges.

| Month          | BSE    |        | NSE     |        | SENSEX   |          |
|----------------|--------|--------|---------|--------|----------|----------|
|                | High   | Low    | High    | Low    | High     | Low      |
| April 2018     | 903.40 | 767.55 | 899.50  | 780.55 | 35213.30 | 32972.56 |
| May 2018       | 920.00 | 740.00 | 925.00  | 751.00 | 35993.53 | 34302.89 |
| June 2018      | 931.00 | 700.10 | 1003.10 | 699.00 | 35877.41 | 34784.68 |
| July 2018      | 823.00 | 705.00 | 819.80  | 720.05 | 37644.59 | 35106.57 |
| August 2018    | 857.00 | 753.00 | 849.90  | 756.00 | 38989.65 | 37128.99 |
| September 2018 | 838.00 | 605.00 | 839.50  | 608.50 | 38934.35 | 35985.63 |
| October 2018   | 619.00 | 498.00 | 639.00  | 495.00 | 36616.64 | 33291.58 |
| November 2018  | 600.00 | 540.00 | 602.00  | 550.85 | 36389.22 | 34303.38 |
| December 2018  | 615.00 | 530.20 | 588.40  | 537.00 | 36554.99 | 34426.29 |
| January 2019   | 588.50 | 530.00 | 600.00  | 531.30 | 36701.03 | 35375.51 |
| February 2019  | 563.90 | 466.00 | 556.95  | 473.00 | 37172.18 | 35287.16 |
| March 2019     | 600.95 | 500.00 | 614.00  | 501.05 | 38748.54 | 35926.94 |

The Company has provided an email address on its website namely, [investors@summitsecurities.net](mailto:investors@summitsecurities.net) where the investors can directly contact the Company.

**VII. GENERAL SHAREHOLDER INFORMATION:**
**➤ AGM: Date, Time and Venue**

As indicated in the notice accompanying this Annual Report, the Annual General Meeting of the Company will be held on Wednesday, September 25, 2019 at 11:00 a.m. at The Auditorium, Textiles Committee, next to Trade Plaza (TATA Press), P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025.

**➤ Dates of Book Closure:**

Wednesday, September 18, 2019 upto Wednesday, September 25, 2019 (both days inclusive).

**➤ Financial Year:**

The Company follows April 1 to March 31 as the financial year.

**➤ Dividend Payment Date:**

The Directors of the Company have not recommended any dividend for the year under review.

**➤ Listing on Stock Exchanges:**

The Equity Shares of the Company are listed on the following stock exchanges:

| Name of the Stock Exchange               | Address   | Stock Code (Security Code/Symbol) |
|--|---|-----------------------------------|
| BSE Limited                              | Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001             | 533306                            |
| National Stock Exchange of India Limited | Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 | SUMMITSEC                         |

The ISIN of the Company: INE519C01017

The listing fees have been paid to both the stock exchanges for the FY 2018-19 and 2019-20.

**➤ Market Price data:**



➤ **The Company Website:** [www.summitsecurities.net](http://www.summitsecurities.net)

➤ **Registrar & Share Transfer Agents:**

The share management work, both physical and demat is handled by the Registrar and Share Transfer Agents of the Company whose name and address is as given below:

TSR DARASHAW CONSULTANTS PVT. LTD.  
6-10, Haji Moosa Patrawala Industrial Estate,  
20 Dr. E. Moses Road,  
Mahalaxmi, Mumbai – 400 011.  
E-mail : [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com)  
Web : [www.tsrdarashaw.com](http://www.tsrdarashaw.com)  
Tel: 022-66568484; Fax: 022-66568494

**Branch Offices:**

**1. Bangalore**

TSR DARASHAW CONSULTANTS PVT. LTD.  
503, Barton Centre (5<sup>th</sup> Floor)  
84, Mahatma Gandhi Road,  
Bangalore – 560 001.  
E-mail : [tsrdbang@tsrdarashaw.com](mailto:tsrdbang@tsrdarashaw.com)  
Tel: 080-25320321  
Fax: 080-25580019

**2. Jamshedpur**

TSR DARASHAW CONSULTANTS PVT. LTD.  
“E” Road, Northern Town, Bistupur,  
Jamshedpur – 831 001.  
E-mail : [tsrdljsr@tsrdarashaw.com](mailto:tsrdljsr@tsrdarashaw.com)  
Tel: 0657-2426616

**3. Kolkata**

TSR DARASHAW CONSULTANTS PVT. LTD.  
Tata Centre, 1<sup>st</sup> Floor,

43, J. L. Nehru Road, Kolkata – 700 071.  
E-mail : [tsrdlcal@tsrdarashaw.com](mailto:tsrdlcal@tsrdarashaw.com)  
Tel: 033-22883087  
Fax: 033-22883062

**4. New Delhi**

TSR DARASHAW CONSULTANTS  
PRIVATE LIMITED  
2/42, Ansari Road, 1<sup>st</sup> Floor,  
Daryaganj, Sant Vihar, New Delhi – 110 002.  
E-mail : [tsrdldel@tsrdarashaw.com](mailto:tsrdldel@tsrdarashaw.com)  
Tel: 011-23271805  
Fax: 011-23271802

**Agents:**

SHAH CONSULTANCY SERVICES LIMITED  
3, Sumantinath Complex, 2<sup>nd</sup> Dhal,  
Pritam Nagar, Ellisbridge,  
Ahmedabad -380006  
E-mail : [shahconsultancy8154@gmail.com](mailto:shahconsultancy8154@gmail.com)  
Tel: 079-26576038

➤ **Share Transfer System:**

All valid requests for transfer of Equity Shares in physical mode received for transfer at the office of the Registrar and Share Transfer Agents or at the Registered Office of the Company are processed and returned within a period of 15 days from the date of receipt.

Every effort is made to clear share transfers/transmissions and split and consolidation requests within 21 days.

➤ **Distribution of shareholding as of March 31, 2019:**

| No. of Equity shares held |            | No. of Shareholders |              | No. of Shares |                    | % of Equity Capital |              |
|---------------------------|------------|---------------------|--------------|---------------|--------------------|---------------------|--------------|
| From                      | to         | Physical            | Demat        | Physical      | Demat              | Physical            | Demat        |
| 1                         | 500        | 17,991              | 36,380       | 89,525        | 652,253            | 0.82                | 5.98         |
| 501                       | 1,000      | 3                   | 179          | 1,993         | 130,575            | 0.02                | 1.29         |
| 1,001                     | 2,000      | 3                   | 80           | 5,332         | 117,012            | 0.05                | 1.07         |
| 2,001                     | 3,000      | 0                   | 35           | 0             | 86,645             | 0.00                | 0.79         |
| 3,001                     | 4,000      | 0                   | 21           | 0             | 72,846             | 0.00                | 0.67         |
| 4,001                     | 5,000      | 0                   | 10           | 0             | 45,244             | 0.00                | 0.42         |
| 5,001                     | 10,000     | 0                   | 12           | 0             | 79,588             | 0.00                | 0.73         |
| 10,001                    | 10,901,781 | 0                   | 32           | 0             | 9,620,768          | 0.00                | 88.25        |
| <b>TOTAL</b>              |            | <b>17997</b>        | <b>36749</b> | <b>96,580</b> | <b>1,08,04,931</b> | <b>0.89</b>         | <b>99.11</b> |

➤ **Dematerialisation of shares and liquidity:**

The Company has arrangement with National Securities Depositories Limited ('NSDL') as well as Central Depository Services (India) Limited ('CDSL') for dematerialisation of shares with ISIN

"INE519C01017" for both NSDL and CDSL.

99.11% of the Equity shares corresponding to 1,08,04,931 equity shares are held in dematerialised form as on March 31, 2019.

➤ **Categories of shareholding as of March 31, 2019:**

| Category  | No. of Shares      | Percentage    |
|---|--------------------|---------------|
| Promoter  |                    |               |
| Promoter Holdings (Indian and Foreign)                        | 80,66,713          | 73.99         |
| <b>Public</b>   |                    |               |
| Mutual fund   | 85,798             | 0.79          |
| Banks, Financial Institutions, Insurance Companies and others | 3,30,648           | 3.08          |
| Foreign Institutional Investors                               | 40636              | 0.37          |
| Non Resident Indian   | 33,166             | 0.30          |
| Corporate Bodies, Indian Public and Others                    | 23,39,420          | 21.46         |
| <b>TOTAL</b>  | <b>1,09,01,781</b> | <b>100.00</b> |

➤ **Outstanding GDRs / ADRs / Warrants / Any other Convertible Instruments:**

The Company has not issued any such instruments.

➤ **Commodity Price risk or foreign exchange risk and hedging activities:**

The Company's operations were not exposed to any commodity or foreign exchange risk nor has it indulged in any hedging activities during the year under review.

➤ **Compliance Officer:**

Ms. Jiya Gangwani  
 Company Secretary and Compliance Officer  
 Summit Securities Limited  
 Registered Office:  
 213, Bezzola Complex,  
 B wing, 71, Sion-Trombay Road,  
 Chembur, Mumbai 400 071  
 Tel: 91-22-25292152/54/55  
 Fax: 91-22-25297423  
 Email: [investors@summitsecurities.net](mailto:investors@summitsecurities.net).

➤ **Disclosure in respect to Unclaimed Equity Shares in Summit Securities Limited – Unclaimed Securities Suspense Account:**

Pursuant to Regulation 39(4) of the Listing Regulations [Clause 5A of the erstwhile Listing Agreement], 25,673 equity shares of the Company were transferred during December, 2014 to Summit Securities Limited-Unclaimed

Securities Suspense Account ('the Suspense Account') of the Company.

| Particulars   | Number of members | Number of shares |
|---|-------------------|------------------|
| Aggregate number of members and the outstanding shares lying in the suspense account as on April 1, 2018      | 4547              | 25451            |
| Number of members who approached the company for transfer of shares from the suspense account during the year | 6                 | 30               |
| Members to whom shares were transferred from the suspense account during the year                             | 6                 | 30               |
| Aggregate number of members and the outstanding shares lying in the Suspense account as on March 31, 2019     | 4541              | 25421            |

The voting rights on the equity shares lying in the Suspense Account as on March 31, 2019 remain frozen till the rightful owner of such shares claims the shares.

➤ **CEO & CFO Certification:**

The Manager and Chief Financial Officer have issued a certificate pursuant to Regulation 17(8) of the Listing Regulations read with Schedule II, Part B thereof certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs.

➤ **Code of Conduct:**

The Board has laid down a code of conduct for all Board Members and Senior Management Personnel of the Company.

All Board Members and Senior Management Personnel have affirmed compliance with the code for the financial year ended March 31, 2019. A declaration to this effect signed by the Manager forms a part of this report.

## ANNEXURE TO CORPORATE GOVERNANCE REPORT

### Declaration- Code of Conduct:

All Board Members and Senior Management Personnel of the Company, have for the year ended March 31, 2019 affirmed compliance with the Code of Conduct laid down by the Board of Directors in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For Summit Securities Limited

Place : Mumbai

Rohin Bomanji

Date : May 7, 2019

Manager

## CERTIFICATE ON NON-DISQUALIFICATION / NON-DEBARMENT OF DIRECTORS

To,

**Summit Securities Limited**

213, Bezzola Complex, B Wing, 71,  
Sion-Trombay Road, Chembur  
Mumbai - 400071

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Summit Securities Limited** having **CIN L65921MH1997PLC194571** and having registered office at 213, Bezzola Complex, B Wing, 71, Sion-Trombay Road, Chembur Mumbai - 400071 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| S. No. | Name of Director              | DIN      | Date of Appointment in Company |
|--------|-------------------------------|----------|--------------------------------|
| 1.     | Mr. Ramesh Chandak            | 00026581 | 29/09/1999                     |
| 2.     | Mr. Abhay Vasant Nerurkar     | 00045309 | 29/10/2015                     |
| 3.     | Mr. Hari Narain Singh Rajpoot | 00080836 | 11/02/2010                     |
| 4.     | Mr. Hemendra Chimanlal Dalal  | 00206232 | 08/11/2012                     |
| 5.     | Mr. Amarendra Nath Misra      | 00350790 | 07/10/2010                     |
| 6.     | Mr. Prem Kapil                | 06921601 | 13/08/2014                     |
| 7.     | Ms. Sneha Sohan Ranade        | 06878346 | 23/05/2014                     |

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Parikh Parekh & Associates**

Practising Company Secretaries

Shalini Bhat

FCS No:6484 CP No: 6994

Mumbai, May 15, 2019

**Independent Auditors' Certificate on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To the Members  
Summit Securities Limited  
213, Bezzola Complex, B Wing, 71  
Sion Trombay Road, Chembur  
Mumbai - 400 071

1. The Corporate Governance Report prepared by Summit Securities Limited ("the Company"), contains details as stipulated in Regulation 17 to 27, Clause (b) to (i) of regulation 46(2) and Para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("the Listing Regulations") ('applicable criteria') with respect to Corporate Governance for the year ended March 31, 2019. This certificate is required by the Company for annual submission to the stock exchange and to be sent to the shareholders of the Company.

**MANAGEMENTS' RESPONSIBILITY**

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

**AUDITORS' RESPONSIBILITY**

4. Our responsibility is to provide a reasonable assurance that the Company has complied with the conditions of Corporate Governance, as stipulated in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditors' judgement, including the assessment of the risks associated in compliance of the Corporate

Governance Report with the applicable criteria. The procedures include, but not limited to, verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.

8. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

**OPINION**

9. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2019, referred to in paragraph 1 above.

**OTHER MATTERS AND RESTRICTION ON USE**

10. This Certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
11. This Certificate is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

**For Chaturvedi & Shah LLP**  
Chartered Accountants  
Firm Registration No. 101720W/W100355

**Amit Chaturvedi**  
Partner  
Membership No.: 103141  
UDIN: 19103141AAAAEP4788

Place : Mumbai  
Date : August 02,2019

## INDEPENDENT AUDITOR'S REPORT

To the Members of  
**SUMMIT SECURITIES LIMITED**

### Report on the Standalone Financial Statements

#### Opinion

We have audited the accompanying standalone financial statements of **Summit Securities Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and the Cash Flow Statement and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit and Cash Flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SA") specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report for the year ended March 31, 2019.

#### Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our Auditor's Report thereon. The Annual Report is expected

to be made available to us after the date of this Auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

#### Management Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act, with respect to the preparation of these standalone financial statements that give a true and fair view of the Financial Position, Financial Performance and Cash Flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act read with rule 7 of Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and fair presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

#### Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes



our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced.

We consider quantitative materiality and qualitative factors

in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) The Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - d) In our opinion, the aforesaid standalone financial statements comply with the accounting standards specified under Section 133 of the Act.
  - e) On the basis of written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164(2) of the Act;

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **“Annexure B”**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting;
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rules 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 13 to the standalone financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Chaturvedi & Shah LLP**

Chartered Accountants

Firm Registration No. 101720W/W100355

**Amit Chaturvedi**

Partner

Place : Mumbai

Date : May 15, 2019

Membership No.: 103141

## ANNEXURE TO THE AUDITOR'S REPORT

### **“ANNEXURE A” TO INDEPENDENT AUDITORS’ REPORT ON THE STANDALONE FINANCIAL STATEMENTS OF SUMMIT SECURITIES LIMITED**

**(Referred to in Paragraph 1 under the heading of “Report on other legal and regulatory requirements” of our report of even date)**

- i) In respect of its Fixed Assets :
- a. The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets on the basis of available information.
- b. As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- c. As the Company has no immovable properties during the year, clause (c) (i) of the paragraph 3 of the order is not applicable on the Company.
- ii) In respect of its inventories:
- As the Company did not have inventories during the year, clause (ii) of paragraph 3 of the order is not applicable to the Company.
- iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act.
- Consequently, the requirement of clause (iii) (a) to clause (iii) (c) of paragraph 3 of the order is not applicable to the Company.
- iv) In respect of loans, investments, guarantee and securities given by the Company:
- a) According to the information and explanation given to us, the Company has not directly or indirectly advanced loan to the persons or given guarantees or securities in connection with the loan taken by persons covered under Section 185 of the Act.
- b) According to the Information and explanation given to us, Company has complied with the provisions of Section 186 of the Act, in respect of Investments, loans, guarantee or security given.
- v) According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Therefore, the provisions of Clause (v) of paragraph 3 of the Order are not applicable to the Company.
- vi) To the best of our knowledge and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of the activities undertaken by the Company.
- vii) In respect of Statutory dues :
- a) According to the records of the Company,

- undisputed statutory dues including goods and service tax, provident fund, income-tax, duty of customs, value added tax, cess and any other statutory dues as applicable to it have been regularly deposited with appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2019 for a period of more than six months from the date of becoming payable.
- b) On the basis of our examination of accounts and documents on records of the Company and information and explanations given to us upon enquires in this regard, there are no disputed amounts payable in respect of goods and service tax, income tax, sales tax, service tax, duty and cess as applicable to it on account of any dispute, which have not been deposited with the appropriate authorities.
- viii) The Company has not raised loans from financial institutions, banks, issue of debentures and government during the year and hence clause (viii) of paragraph 3 of the order is not applicable to the Company.
- ix) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) or term loan and hence clause (ix) of paragraph 3 of the order is not applicable to the Company.
- x) Based on the audit procedures performed for the purpose of reporting the true and fair view of the standalone financial statements and as per information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi) In our opinion and according to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii) In our opinion Company is not a nidhi Company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.
- xiii) In respect of transactions with related parties:  
In our opinion and according to the information and explanations given to us, all transactions with related parties are in compliance with Sections 177 and 188 of the Act and their details have been disclosed in the standalone financial statements etc., as required by the applicable accounting standards.
- xiv) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence clause (xiv) of paragraph 3 of the Order is not applicable to the Company.
- xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transaction with the directors or persons connected with him and covered under Section 192 of the Act. Hence, clause (xv) of the paragraph 3 of the Order is not applicable to the Company.
- xvi) Based on information and explanation given to us, the Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and necessary registration has been obtained by the Company.

For **Chaturvedi & Shah LLP**  
Chartered Accountants

Firm Registration No. 101720W/W100355

**Amit Chaturvedi**  
Partner

Place : Mumbai  
Date : May 15, 2019

Membership No.: 103141

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## **ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT ON THE STANDALONE FINANCIAL STATEMENTS OF SUMMIT SECURITIES LIMITED**

**(Referred to in paragraph 2 (f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)**

**Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

### **Opinion**

We have audited the Internal Financial Control over financial reporting of **Summit Securities Limited** (“the company”) as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year then ended.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”).

### **Management Responsibility for the Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the

Guidance Note issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note issued by ICAI and the Standards on auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable

assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **Chaturvedi & Shah LLP**

Chartered Accountants

Firm Registration No. 101720W/W100355

**Amit Chaturvedi**

Partner

Membership No.: 103141

Place : Mumbai

Date : May 15, 2019

## Balance Sheet as at March 31, 2019

| Particulars   | Note No. | As at            |                  |
|---|----------|------------------|------------------|
|   |          | March 31, 2019   | March 31, 2018   |
|   |          | ₹ Lakhs          | ₹ Lakhs          |
| <b>I. EQUITY AND LIABILITIES</b>  |          |                  |                  |
| <b>Shareholder's Funds</b>  |          |                  |                  |
| Share Capital   | 2        | 1,090.18         | 1,090.18         |
| Reserves and Surplus  | 3        | 52,525.18        | 51,253.10        |
| <b>Non-Current Liabilities</b>  |          |                  |                  |
| Long Term Provisions  | 4        | 14.36            | 19.85            |
| <b>Current Liabilities</b>  |          |                  |                  |
| Other Current Liabilities   | 5        | 355.00           | 354.15           |
| Short-Term Provisions   | 6        | 0.34             | 0.31             |
| <b>TOTAL</b>  |          | <b>53,985.06</b> | <b>52,717.59</b> |
| <b>II. ASSETS</b>   |          |                  |                  |
| <b>Non-Current Assets</b>   |          |                  |                  |
| Property, Plant and Equipment   | 7        | 1.40             | 1.60             |
| Non-Current Investments   | 8        | 52,914.27        | 51,927.83        |
| <b>Current Assets</b>   |          |                  |                  |
| Cash And Cash Equivalents   | 9        | 295.94           | 36.63            |
| Short-Term Loans And Advances   | 10       | 771.42           | 751.53           |
| Other Current Assets  | 11       | 2.03             | -                |
| <b>TOTAL</b>  |          | <b>53,985.06</b> | <b>52,717.59</b> |
| <b>Significant Accounting Policies</b>                                  | 1        |                  |                  |
| Accompanying notes 2 to 25 are an integral part of financial statement. |          |                  |                  |

As per our report attached  
**For Chaturvedi & Shah LLP**  
Chartered Accountants  
FRN.: 101720W/W100355

**Amit Chaturvedi**  
Partner  
Membership No.: 103141

Place: Mumbai  
Date : May 15, 2019

**For and on behalf of Board of Directors**

**H N Singh Rajpoot**                      **A.V. Nerurkar**  
Director    Director  
DIN:00080836                                      DIN:00045309

**Parasmal Rakhecha**                      **Jiya Gangwani**  
Chief Financial Officer                      Company Secretary

**Rohin Bomanji**  
Manager



## Statement of Profit and Loss for the year ended March 31, 2019

| Particulars   | Note No. | Year ended      |                 |
|---|----------|-----------------|-----------------|
|   |          | March 31, 2019  | March 31, 2018  |
|   |          | ₹ Lakhs         | ₹ Lakhs         |
| <b>REVENUE</b>  |          |                 |                 |
| Revenue From Operations   | 15       | 1,477.15        | 8,606.67        |
| Other Income  | 16       | 1.04            | -               |
| <b>TOTAL REVENUE</b>  |          | <b>1,478.19</b> | <b>8,606.67</b> |
| <b>EXPENSES</b>   |          |                 |                 |
| Employee Benefit Expense  | 17       | 83.68           | 78.56           |
| Depreciation And Amortization Expense                                   | 7        | 1.87            | 1.06            |
| Other Expenses  | 18       | 117.06          | 78.33           |
| <b>TOTAL EXPENSES</b>   |          | <b>202.61</b>   | <b>157.95</b>   |
| <b>Profit Before Exceptional And Extraordinary Items And Tax</b>        |          | <b>1,275.58</b> | <b>8,448.72</b> |
| Exceptional Items   |          | -               | -               |
| <b>Profit Before Extraordinary Items And Tax</b>                        |          | <b>1,275.58</b> | <b>8,448.72</b> |
| Extraordinary Items   |          | -               | -               |
| <b>Profit Before Tax</b>  |          | <b>1,275.58</b> | <b>8,448.72</b> |
| Tax Expense:  |          |                 |                 |
| (1) Current Tax   |          | 16.14           | 1,581.70        |
| Less: MAT Credit Entitlement  |          | (9.90)          | (681.06)        |
| (2) Short/(Excess) Provision of Tax For Earlier Years                   |          | (2.73)          | 0.13            |
| <b>Profit/(Loss) For The Year</b>                                       |          | <b>1,272.07</b> | <b>7,547.95</b> |
| Earning Per Equity Share:   |          |                 |                 |
| - Basic And Diluted (FV ₹10 per share)                                  | 19       | 11.67           | 69.24           |
| <b>Significant Accounting Policies</b>                                  | 1        |                 |                 |
| Accompanying notes 2 to 25 are an integral part of financial statement. |          |                 |                 |

As per our report attached  
**For Chaturvedi & Shah LLP**

Chartered Accountants  
FRN.: 101720W/W100355

**Amit Chaturvedi**  
Partner  
Membership No.: 103141

Place: Mumbai  
Date : May 15, 2019

**For and on behalf of Board of Directors**

|                          |                      |
|--------------------------|----------------------|
| <b>H N Singh Rajpoot</b> | <b>A.V. Nerurkar</b> |
| Director                 | Director             |
| DIN:00080836             | DIN:00045309         |

|                          |                      |
|--------------------------|----------------------|
| <b>Parasmal Rakhecha</b> | <b>Jiya Gangwani</b> |
| Chief Financial Officer  | Company Secretary    |

**Rohin Bomanji**  
Manager

## Cash Flow Statement for the year ended March 31, 2019

| Particulars  | Year ended      |                 |
|--|-----------------|-----------------|
|  | March 31, 2019  | March 31, 2018  |
|  | ₹ Lakhs         | ₹ Lakhs         |
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>                               |                 |                 |
| <b>PROFIT BEFORE TAX</b>   | 1,275.58        | 8,448.72        |
| Add: Depreciation  | 1.87            | 1.06            |
| Add: Provision For Leave Encashment and Gratuity                             | (5.46)          | 1.81            |
| Add/(Less): Provision on Standard Assets                                     | -               | 0.02            |
| Less: Loss/(Profit) on Sale of Investments                                   | (85.31)         | (7,398.28)      |
| <b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES AND OTHER ADJUSTMENTS</b> | <b>1,186.67</b> | <b>1,053.33</b> |
| <b>Changes In:</b>   |                 |                 |
| Trade And Other Receivables  | (5.49)          | 0.32            |
| Short Term Provision   | 0.03            | 0.04            |
| Trade Payables And Other Liabilities   | 0.81            | 0.77            |
| <b>CASH GENERATED FROM OPERATIONS</b>  | <b>1,182.03</b> | <b>1,054.46</b> |
| Income Tax (Paid)/Refunded   | (19.93)         | (1,577.84)      |
| <b>NET CASH FROM OPERATING ACTIVITIES</b> (a)                                | <b>1,162.10</b> | <b>(523.38)</b> |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>                               |                 |                 |
| Purchase of Property, Plant and Equipment                                    | (1.67)          | (1.31)          |
| Sale of Investments  | 953.12          | 8,160.12        |
| Purchase of Investments  | (1,854.26)      | (7,916.85)      |
| <b>NET CASH FROM INVESTING ACTIVITIES</b> (b)                                | <b>(902.81)</b> | <b>241.96</b>   |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>                               | -               | -               |
| <b>NET CASH FROM FINANCING ACTIVITIES</b> (c)                                | -               | -               |
| <b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b> (a+b+c)          | <b>259.30</b>   | <b>(281.42)</b> |
| Cash and Cash Equivalents - Opening Balance                                  | 36.63           | 318.05          |
| <b>Cash and Cash Equivalents - Closing Balance</b>                           | <b>295.94</b>   | <b>36.63</b>    |

**Notes:**

- The above cash flow statement has been prepared under the Indirect Method as set out in the Accounting Standard -3 Cash Flow Statements.
- Cash and Cash Equivalents includes Fractional Entitlement Money amounting to NIL (P.Y. ₹ 12.67 Lakhs)
- Previous year's figures have been regrouped wherever necessary.
- All figures in the bracket are outflows.

As per our report attached  
**For Chaturvedi & Shah LLP**

Chartered Accountants  
FRN.: 101720W/W100355

**Amit Chaturvedi**  
Partner  
Membership No.: 103141

Place: Mumbai  
Date : May 15, 2019

**For and on behalf of Board of Directors**

**H N Singh Rajpoot**                      **A.V. Nerurkar**  
Director    Director  
DIN:00080836                                      DIN:00045309

**Parasmal Rakhecha**                      **Jiya Gangwani**  
Chief Financial Officer                      Company Secretary

**Rohin Bomanji**  
Manager

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

### 1. Summary of Significant Accounting Policies

#### Corporate Information:

Summit Securities Limited ("the Company") is registered as Non-Banking Financial Company u/s 451A of Reserve Bank of India Act, 1934. The Company is principally engaged in the Investing Activities.

#### 1.1 Basis of Preparation

These financial statements have been prepared to comply with Generally Accepted Accounting Principles in India (Indian GAAP), the Accounting Standards notified under the relevant provisions of the Companies Act, 2013 and Reserve Bank of India Regulations in relation to Non Banking Finance Companies to the extent applicable to the Company.

The financial statements are prepared on accrual basis under the historical cost convention. The financial statements are presented in Indian rupees rounded off to the nearest rupees in Lakhs.

#### 1.2 Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialized.

#### 1.3 Property, Plant and Equipment

##### Tangible

Property, Plant and Equipment are stated at Cost less accumulated depreciation and Impairment loss, if any. All Costs, including finance costs till the date asset is ready for use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the Property, Plant and Equipment are capitalized.

#### 1.4 Depreciation

Depreciation on tangible Property, Plant and Equipment is provided on a straight-line basis and in the manner prescribed in Schedule II to the Companies Act, 2013 over their useful life.

#### 1.5 Investments

##### Long Term Investments

Long term investments are stated at cost as per Accounting Standard (AS 13) on "Accounting for

Investments". Provision for diminution is made to recognize a decline, other than temporary, in the value of such investments.

##### Current Investments

Current Investments are stated at the lower of cost or market value.

#### 1.6 Revenue Recognition

Interest income is recognized in the Statement of Profit and Loss as it accrues except in the case of Non Performing Assets (NPA) where it is recognized, upon realization.

Dividend on investments is accounted when the right to receive payment is established.

Profit earned from sale of securities is recognized on a trade date basis. The cost of securities is computed based on a weighted average basis.

#### 1.7 Provisions for Non Performing Assets (NPA) and Doubtful Debts

Sundry debtors, loans and advances and receivables are identified as bad/ doubtful based on the duration of the delinquency. The duration is set at appropriate levels for each product. NPA provisions are made based on the management's assessment of the degree of impairment and the level of provisioning meets the prudential norms prescribed by the Reserve Bank of India.

#### 1.8 Taxes on Income

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the Balance Sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a virtual/reasonable certainty that the asset will be realized in future.

#### 1.9 Employee Benefits

- (i) Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.
- (ii) Post employment and other long term benefits are recognized as an expense in the Statement of Profit and Loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

*(All amounts in ₹ Lakhs unless otherwise stated)*

employment and other long term benefits are charged to Statement of Profit and Loss.

### 1.10 Provisions, Contingent Liabilities And Contingent Assets

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized but disclosed in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

### 1.11 Special Reserve

Company creates and maintains Special Reserve every year out of its profit in terms of Section 45 IC (1) of Reserve Bank of India Act 1934.

### 1.12 Impairment of Assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

### 1.13 Earning Per Share

The earnings per share have been computed in accordance with Accounting Standards (AS – 20) on, “Earning per Share” and are also shown in the Statement of Profit and Loss.

*(All amounts in ₹ Lakhs unless otherwise stated)*

|  | <b>As at<br/>March 31, 2019</b> | <b>As at<br/>March 31, 2018</b> |
|--|---------------------------------|---------------------------------|
| <b>2. Share Capital</b>  |                                 |                                 |
| <b>Authorised:</b>   |                                 |                                 |
| 14,20,00,000 (Previous year 14,20,00,000) Equity Shares of ₹ 10 each   | 14,200.00                       | 14,200.00                       |
| 25,00,000 (Previous year 25,00,000) Preference shares of ₹ 100 each  | 2,500.00                        | 2,500.00                        |
| 1,50,00,000 (Previous year 1,50,00,000) Preference shares of ₹ 10 each   | 1,500.00                        | 1,500.00                        |
|  | <b>18,200.00</b>                | <b>18,200.00</b>                |
| <b>Issued:</b>   |                                 |                                 |
| 109,01,987 (Previous year 109,01,987) Equity Shares of ₹ 10 each (includes 206 Equity Shares kept in abeyance) | 1,090.20                        | 1,090.20                        |
|  | <b>1,090.20</b>                 | <b>1,090.20</b>                 |
| <b>Subscribed And Paid Up:</b>   |                                 |                                 |
| 109,01,781 (Previous year 109,01,781) Equity Shares of ₹ 10 each   | 1,090.18                        | 1,090.18                        |
|  | <b>1,090.18</b>                 | <b>1,090.18</b>                 |

#### (a) Reconciliation of shares outstanding at the beginning and at the end of the reporting period

| Equity Shares                                   | As at March 31, 2019 |          | As at March 31, 2018 |          |
|---|----------------------|----------|----------------------|----------|
|   | No.                  | ₹ Lakhs  | No.                  | ₹ Lakhs  |
| Shares outstanding at the beginning of the year | 109,01,781           | 1,090.18 | 109,01,781           | 1,090.18 |
| Shares Issued during the year                   | -                    | -        | -                    | -        |
| Shares bought back during the year              | -                    | -        | -                    | -        |
| Shares outstanding at the end of the year       | 109,01,781           | 1,090.18 | 109,01,781           | 1,090.18 |

#### (b) Terms / rights attached to equity shares

Equity shares : The Company has issued one class of equity shares having face value of ₹ 10/- per share. Each shareholder is eligible for one vote per share held.

The dividend recommended by the Board of Directors, if any, is subject to the approval of the shareholders in the

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in ₹ Lakhs unless otherwise stated)

ensuing Annual General Meeting, except in case of Interim Dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

The shareholders have all other rights as available to the Equity Shareholders as per the provisions of Companies Act, 2013 read together with the Memorandum of Association and Articles of Association of the Company, as applicable.

### (c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

|                        | As at March 31, 2019 |              | As at March 31, 2018 |              |
|------------------------|----------------------|--------------|----------------------|--------------|
|                        | No. of Shares held   | % of Holding | No. of Shares held   | % of Holding |
| Swallow Associates LLP | 76,22,815            | 69.92        | 76,22,815            | 69.92        |

### (d) Shares held by holding company and/or their subsidiaries/associates

1. Swallow Associates LLP is directly holding more than 50% of total paid up share capital of the Company.

|                        | As at              | As at              |
|------------------------|--------------------|--------------------|
|                        | March 31, 2019     | March 31, 2018     |
|                        | No. of Shares held | No. of Shares held |
| Swallow Associates LLP | 76,22,815          | 76,22,815          |

### 3. Reserves And Surplus

#### Special Reserve (as per Section 45 IC (1) of RBI Act, 1934)

Balance as at the beginning of the year 2,693.06 1,183.47

Add: Amount transferred from Surplus in Statement of Profit and Loss during the year 254.41 1,509.59

Balance as at the end of the year 2,947.47 2,693.06

**General Reserve** **37,967.25** **37,967.25**

#### Surplus in Statement of Profit and Loss

Balance as at the beginning of the year 10,592.80 4,554.43

Profit for the year 1,272.07 7,547.95

Less: Appropriations

- Transfer to Special Reserve 254.41 1,509.59

Balance as at the end of the year 11,610.45 10,592.80

52,525.18 51,253.10

### 4. Long Term Provisions

Provision for Employee benefit

- Leave Encashment payable 7.61 6.43

- Gratuity Payable 6.58 13.25

Contingent Provisions Against Standard Assets 0.17 0.17

14.36 19.85

### 5. Other Current Liabilities

Shares Fractional Money - 12.67

Others\* 355.00 341.48

355.00 354.15

\* Others majorly includes provision for Sales Tax



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in ₹ Lakhs unless otherwise stated)

|                                 | As at<br>March 31, 2019 | As at<br>March 31, 2018 |
|---------------------------------|-------------------------|-------------------------|
| <b>6. Short Term Provisions</b> |                         |                         |
| Provision for Employee benefit  |                         |                         |
| - Leave Encashment payable      | 0.09                    | 0.07                    |
| - Gratuity Payable              | 0.25                    | 0.24                    |
|                                 | <b>0.34</b>             | <b>0.31</b>             |

### 7. Property, Plant and Equipment

| ASSETS                | GROSS BLOCK AT COST |                         |                         |                      | DEPRECIATION        |              |                         |                      | NET BLOCK            |
|-----------------------|---------------------|-------------------------|-------------------------|----------------------|---------------------|--------------|-------------------------|----------------------|----------------------|
|                       | As at April 1, 2018 | Additions / Adjustments | Deductions / Adjustment | As at March 31, 2019 | As at April 1, 2018 | For the year | Deductions / Adjustment | As at March 31, 2019 | As at March 31, 2019 |
| <b>Tangible</b>       |                     |                         |                         |                      |                     |              |                         |                      |                      |
| Computers and Systems | 6.95                | 1.67                    | -                       | 8.62                 | 5.59                | 1.65         | -                       | 7.24                 | 1.37                 |
| Office Equipment      | 1.33                | -                       | -                       | 1.33                 | 1.08                | 0.22         | -                       | 1.30                 | 0.03                 |
| <b>TOTAL</b>          | <b>8.28</b>         | <b>1.67</b>             | <b>-</b>                | <b>9.94</b>          | <b>6.67</b>         | <b>1.87</b>  | <b>-</b>                | <b>8.54</b>          | <b>1.40</b>          |
| Previous Year         | 6.97                | 1.31                    | -                       | 8.28                 | 5.61                | 1.06         | -                       | 6.67                 | 1.60                 |

### 8. Non-Current Investments (At Cost)

| Long Term  | Face Value<br>₹ | As at March 31, 2019 |                  | As at March 31, 2018 |                  |
|--|-----------------|----------------------|------------------|----------------------|------------------|
|  |                 | Number of Shares     | ₹ Lakhs          | Number of Shares     | ₹ Lakhs          |
| <b>I Quoted (Non - Trade) - Fully Paid Up Equity Instruments</b> |                 |                      |                  |                      |                  |
| CEAT Limited   | 10              | 10,14,230            | 1,651.57         | 9,59,125             | 877.57           |
| CFL Capital Financial Services Limited                           | 10              | 2,46,00,921          | -                | 2,46,00,921          | -                |
| Harrisons Malayalam Limited                                      | 10              | 160                  | 0.12             | 7,28,160             | 528.00           |
| KEC International Limited  | 2               | 2,79,10,754          | 6,613.85         | 2,77,53,845          | 6,141.25         |
| RPG Life Sciences Limited  | 8               | 398                  | 0.32             | 398                  | 0.32             |
| STEL Holdings Limited  | 10              | 8,78,501             | 296.64           | 8,78,501             | 296.64           |
| Zensar Technologies Limited                                      | 2               | 2,46,80,535          | 2,188.81         | 49,36,107            | 2,188.81         |
| <b>TOTAL(I)</b>  |                 |                      | <b>10,751.30</b> |                      | <b>10,032.59</b> |

|   | As at March 31, 2019 |               | As at March 31, 2018 |               |
|---|----------------------|---------------|----------------------|---------------|
|   | Units                | Amounts       | Units                | Amounts       |
| <b>II Quoted (Non - Trade)</b>                                |                      |               |                      |               |
| <b>Investment in Mutual Fund</b>                              |                      |               |                      |               |
| Units of Birla Sun Life Medium Term Plan- Growth Regular Plan | 7,75,169.762         | 150.00        | 7,75,169.762         | 150.00        |
| Units of Birla Sun Life Short Term Fund- Growth- Direct Plan  | 1,18,276.009         | 70.00         | 1,18,276.009         | 70.00         |
| Units of HDFC Small Cap Fund-Direct Plan Growth               | 4,24,583.378         | 200.00        | -                    | -             |
| Units of IDFC Corporate Bond Fund Direct Plan - Growth        | -                    | -             | 2,03,160.423         | 21.56         |
| Units of Kotak Corporate Bond Fund-Direct Growth              | 2,432.559            | 50.00         | 2,432.559            | 50.00         |
| ICICI Prudential Bond Fund- Direct Growth Plan                | 74,623.385           | 200.00        | -                    | -             |
| UTI Nifty Next 50 Index Fund- Direct Growth                   | 19,99,700.045        | 200.00        | -                    | -             |
| Units of SBI Blue Chip Fund- Direct Plan Growth               |                      |               | 7,94,571.387         | 318.37        |
| <b>SUB TOTAL</b>  |                      | <b>870.00</b> |                      | <b>609.93</b> |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in ₹ Lakhs unless otherwise stated)

|  | As at March 31, 2019 |                 | As at March 31, 2018 |               |
|--|----------------------|-----------------|----------------------|---------------|
|  | Units                | Amounts         | Units                | Amounts       |
| <b>Investment in Portfolio Management Service(PMS)</b>                         |                      |                 |                      |               |
| ICICI Prudential Assets Management- PMS Enterprising India Portfolio Series II |                      | 256.26          |                      | 248.60        |
| <b>SUB TOTAL</b>   |                      | <u>256.26</u>   |                      | <u>248.60</u> |
| <b>TOTAL(II)</b>   |                      | <u>1,126.26</u> |                      | <u>858.53</u> |

### III Unquoted

|   | Face Value<br>₹ | As at March 31, 2019 |                  | As at March 31, 2018 |                  |
|---|-----------------|----------------------|------------------|----------------------|------------------|
|   |                 | Number of Shares     | ₹ Lakhs          | Number of Shares     | ₹ Lakhs          |
| <b>Subsidiary Company (Trade) - Fully Paid Up</b> |                 |                      |                  |                      |                  |
| <b>Equity Instruments</b>                         |                 |                      |                  |                      |                  |
| Instant Holdings Limited                          | 10              | 47,13,895            | 40,269.24        | 47,13,895            | 40,269.24        |
| <b>Others (Non Trade)</b>                         |                 |                      |                  |                      |                  |
| <b>Equity Instruments - Fully Paid Up</b>         |                 |                      |                  |                      |                  |
| Bombay Mercantile Co-op Bank Limited              | 30              | 1,666                | 0.50             | 1,666                | 0.50             |
| Spencer and Company Limited                       | 9               | 19,73,600            | 766.97           | 19,73,600            | 766.97           |
| <b>TOTAL(III)</b>                                 |                 |                      | <u>41,036.71</u> |                      | <u>41,036.71</u> |
| <b>TOTAL (I+II+III)</b>                           |                 |                      | <u>52,914.27</u> |                      | <u>51,927.83</u> |
| Aggregate Cost of Quoted Investments              |                 |                      | 11,877.57        |                      | 10,891.12        |
| Market Value of Quoted Investments                |                 |                      | 1,54,253.94      |                      | 1,69,504.04      |
| Aggregate Cost of Unquoted Investments            |                 |                      | 41,036.71        |                      | 41,036.71        |

### 9. Cash and Cash Equivalents

|                               | As at<br>March 31, 2019 | As at<br>March 31, 2018 |
|-------------------------------|-------------------------|-------------------------|
| Current account               | 5.79                    | 3.85                    |
| Deposit account               | 290.00                  | 20.00                   |
| Cash on hand                  | 0.15                    | 0.05                    |
| Cheques on hand               | -                       | 0.06                    |
| Fractional entitlement money* | -                       | 12.67                   |
|                               | <u>295.94</u>           | <u>36.63</u>            |

\* Fractional entitlement money represents dues payable to the shareholders who are entitled for fractional entitlement as per the scheme of arrangement as approved by the Hon'ble high court of judicature at Bombay, Maharashtra on December 18, 2009 and during the year, same has been transferred to Investor Education and Protection Fund.

### 10. Short Term Loans and Advances

|                                       | As at<br>March 31, 2019 | As at<br>March 31, 2018 |
|---------------------------------------|-------------------------|-------------------------|
| <u>Unsecured, Considered Good</u>     |                         |                         |
| Advance Income Tax [Net of provision] | 725.45                  | 709.02                  |
| Others*                               | 45.97                   | 42.51                   |
|                                       | <u>771.42</u>           | <u>751.53</u>           |

\*Others includes sales tax deposits

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2019**

*(All amounts in ₹ Lakhs unless otherwise stated)*

|   | <b>As at<br/>March 31, 2019</b>      | <b>As at<br/>March 31, 2018</b>      |
|---|--------------------------------------|--------------------------------------|
| <b>11. Other Current Assets</b>   |                                      |                                      |
| Interest Receivable   | 2.03                                 | -                                    |
|   | <b>2.03</b>                          | <b>-</b>                             |
| <b>12. Major Components of Deferred Tax</b>   |                                      |                                      |
| <b>Deferred Tax Liabilities</b>   | -                                    | -                                    |
| <b>Deferred Tax Assets</b>  |                                      |                                      |
| Disallowances under section 43 B of IT act 1961   | 3.78                                 | 5.82                                 |
| <b>Deferred Tax (Assets)/Liabilities (Net)</b>  | <b>(3.78)</b>                        | <b>(5.82)</b>                        |
| * As a matter of prudence Deferred Tax Assets is not recognized in the books of accounts.   |                                      |                                      |
| <b>13. Contingent Liabilities Not Provided For</b>  |                                      |                                      |
| Civil Suits (excluding interest – Amount indeterminable)  | <b>140.14</b>                        | <b>140.14</b>                        |
| <b>14.</b> There are no outstanding to parties covered under the Micro, Small and Medium Enterprises as per Micro Small Medium Enterprises Development Act, 2006. |                                      |                                      |
|   | <b>Year ended<br/>March 31, 2019</b> | <b>Year ended<br/>March 31, 2018</b> |
| <b>15. Revenue From Operations</b>  |                                      |                                      |
| Net Gain on Sale of Investment  | 85.31                                | 7,398.28                             |
| Dividend Income   | 1,374.81                             | 1,195.59                             |
| Interest Income   | 17.03                                | 12.80                                |
|   | <b>1,477.15</b>                      | <b>8,606.67</b>                      |
| <b>16. Other Income</b>   |                                      |                                      |
| Interest on Income Tax Refund   | 1.04                                 | -                                    |
|   | <b>1.04</b>                          | <b>-</b>                             |
| <b>17. Employee Benefits</b>  |                                      |                                      |
| Salaries & Bonus  | 89.14                                | 76.75                                |
| Leave Encashment  | 1.20                                 | 1.20                                 |
| Gratuity  | (6.66)                               | 0.60                                 |
|   | <b>83.68</b>                         | <b>78.56</b>                         |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in ₹ Lakhs unless otherwise stated)

|   | Year ended<br>March 31, 2019 | Year ended<br>March 31, 2018 |
|---|------------------------------|------------------------------|
| <b>18. Other Expenses</b>               |                              |                              |
| Auditor's Remuneration                  |                              |                              |
| - Audit Fees                            | 2.25                         | 1.10                         |
| - Certification Fees                    | 1.08                         | 1.15                         |
| Custody Fees                            | 4.08                         | 5.71                         |
| Listing Fees                            | 5.40                         | 5.17                         |
| Insurance                               | 0.73                         | 0.81                         |
| Professional Fees                       | 35.59                        | 19.68                        |
| CSR Contribution (Refer Note No. 18(a)) | 18.78                        | -                            |
| Provision for standard assets           | -                            | 0.02                         |
| Registrar and share transfer charges    | 7.25                         | 7.52                         |
| Printing and Stationery                 | 5.49                         | 4.76                         |
| Postage and Courier                     | 12.00                        | 5.04                         |
| Rent                                    | 1.92                         | 1.84                         |
| Rate & Taxes                            | 0.24                         | 7.95                         |
| Membership & Registration Fees          | 0.30                         | 0.23                         |
| Miscellaneous Expenditures              | 21.96                        | 17.35                        |
|   | <b>117.06</b>                | <b>78.33</b>                 |

### Note 18(a):

#### Contribution for Corporate Social Responsibility:

Out of ₹18.78 (P.Y. NIL) to be expended towards CSR activities as per Section 135 of the Companies Act, 2013, Company has incurred an expenditure of ₹18.78 Lacs (P.Y. NIL) in the year.

| Particulars                              | 2018-2019    | 2017-2018 |
|--|--------------|-----------|
| a. Construction/acquisition of any asset | -            | -         |
| b. On purpose other than (a.) above      | 18.78        | -         |
| <b>Total</b>                             | <b>18.78</b> | <b>-</b>  |

|   | As at<br>March 31, 2019 | As at<br>March 31, 2018 |
|---|-------------------------|-------------------------|
| <b>19. Earnings Per Share (EPS):</b>  |                         |                         |
| Weighted average Number of Equity Shares for calculation of Basic and Diluted EPS | 10,901,781              | 10,901,781              |
| Net Profit available for equity shareholders                                      | 1,272.07                | 7,547.95                |
| Face Value per share  | 10                      | 10                      |
| Basic and Diluted EPS   | 11.67                   | 69.24                   |
| <b>20. Payment To Auditor:</b>  |                         |                         |
| Audit fees  | 2.25                    | 1.10                    |
| Certification fees  | 1.08                    | 1.15                    |

**21.** The disclosure required under Accounting Standard 15 related to "Employee Benefits" notified in the Companies (Accounting Standards) Rules 2006, are given below:

#### Defined Benefit Plan

The employee's gratuity scheme is a defined benefit plan. The present value of obligations are determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the obligation. The obligation for Leave Encashment is recognized in the same manner as gratuity.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in ₹ Lakhs unless otherwise stated)

| Particulars  | Leave Encashment<br>(Un-Funded) |            | Gratuity<br>(Un-Funded) |            |
|--|---------------------------------|------------|-------------------------|------------|
|  | 2018-2019                       | 2017-2018  | 2018-2019               | 2017-2018  |
| <b>a) Changes in Defined Benefit obligation</b>                    |                                 |            |                         |            |
| Liability at the beginning of the Year                             | 6.50                            | 5.30       | 13.49                   | 12.89      |
| Current Service Cost   | 0.31                            | 0.29       | 0.51                    | 0.38       |
| Interest Cost  | 0.50                            | 0.39       | 1.04                    | 0.96       |
| Actuarial (Gain)/Losses  | 0.39                            | 0.52       | (8.21)                  | (0.73)     |
| Benefits Paid  | -                               | -          | -                       | -          |
| Liability at the end of the year                                   | 7.70                            | 6.50       | 6.83                    | 13.49      |
| <b>b) Changes in Fair value of Plan Assets</b>                     |                                 |            |                         |            |
| Fair value of plan assets at beginning of year                     | -                               | -          | -                       | -          |
| Expected return on plan assets                                     | -                               | -          | -                       | -          |
| Actuarial (Gain)/Losses  | -                               | -          | -                       | -          |
| Employer Contribution  | -                               | -          | -                       | -          |
| Benefits paid  | -                               | -          | -                       | -          |
| Fair value of plan assets at the end of year                       | -                               | -          | -                       | -          |
| <b>c) Reconciliation of fair value of Assets and Obligations</b>   |                                 |            |                         |            |
| Fair value of plan assets at the end of year                       | -                               | -          | -                       | -          |
| Present Value of obligation  | 7.70                            | 6.50       | 6.83                    | 13.49      |
| Amount Recognized in Balance Sheet                                 | 7.70                            | 6.50       | 6.83                    | 13.49      |
| <b>d) Expenses recognized in statement of Profit and Loss</b>      |                                 |            |                         |            |
| Current Service Cost   | 0.31                            | 0.29       | 0.51                    | 0.38       |
| Interest cost  | 0.50                            | 0.39       | 1.04                    | 0.96       |
| Expected return on Plan assets                                     | -                               | -          | -                       | -          |
| Net Actuarial (Gain)/ Loss recognized in the year                  | 0.39                            | 0.52       | (8.21)                  | (0.73)     |
| Expenses recognized in the profit and loss under employee expenses | 1.20                            | 1.20       | (6.66)                  | 0.60       |
| <b>e) Actuarial Assumptions</b>                                    |                                 |            |                         |            |
| II) Discount Rate  | 7.78% P.A.                      | 7.74% P.A. | 7.78% P.A.              | 7.74% P.A. |
| III) Salary Escalation:  | 8.00% P.A                       | 8.00% P.A  | 8.00% P.A               | 8.00% P.A  |

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factor including supply and demand in the employment market. The above information is certified by actuary.

Amount recognized in current year and previous four years

| Gratuity                                | As at             | As at             | As at             | As at             | As at             |
|---|-------------------|-------------------|-------------------|-------------------|-------------------|
|   | March 31,<br>2019 | March 31,<br>2018 | March 31,<br>2017 | March 31,<br>2016 | March 31,<br>2015 |
| Defined benefit obligation              | 6.83              | 13.49             | 12.88             | 10.82             | 9.13              |
| Fair value of plan asset                | -                 | -                 | -                 | -                 | -                 |
| (Surplus)/Deficit in the plan           | -                 | -                 | -                 | -                 | -                 |
| Actuarial(gain)/loss on plan obligation | (8.21)            | (0.73)            | 2.06              | 0.70              | 6.83              |
| Actuarial gain/(loss) on plan asset     | -                 | -                 | -                 | -                 | -                 |
| Leave Encashment                        | As at             | As at             | As at             | As at             | As at             |
|   | March 31,<br>2019 | March 31,<br>2018 | March 31,<br>2017 | March 31,<br>2016 | March 31,<br>2015 |
| Defined benefit obligation              | 7.70              | 6.50              | 5.30              | 4.20              | 2.37              |
| Fair value of plan asset                | -                 | -                 | -                 | -                 | -                 |
| (Surplus)/Deficit in the plan           | -                 | -                 | -                 | -                 | -                 |
| Actuarial(gain)/loss on plan obligation | 0.39              | 0.52              | 1.09              | 1.41              | 1.11              |
| Actuarial gain/(loss) on plan asset     | -                 | -                 | -                 | -                 | -                 |



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in ₹ Lakhs unless otherwise stated)

### 22. Related Party Transactions:

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:  
Related Party Relationship (As identified and certified by the management and relied upon by auditors);

#### Holding Entity

Swallow Associates LLP

#### Subsidiary Company

Instant Holdings Limited, (wholly owned Subsidiary Company)

Sudarshan Electronics and T.V. Limited, (Step down Subsidiary)

#### Key Managerial Personnel

Mr. Rohin Bomanji (Manager)

Mr. Parasmal Rakhecha (Chief Financial Officer)

Details of Transactions and Related Balance are disclosed excluding reimbursement (Amount in ₹ lakhs)

| Transactions during the year   | As at<br>March 31, 2019 | As at<br>March 31, 2018 |
|--|-------------------------|-------------------------|
| <b>Key Managerial Personnel</b>  |                         |                         |
| Salary- Rohin Bomanji  | 0.06                    | 0.06                    |
| Salary- Parasmal Rakhecha  | 44.76                   | 39.16                   |
| <b>Subsidiary Company</b>  |                         |                         |
| Income from sale of Investments (Sudarshan Electronics & T.V. Limited) | -                       | 7,311.32                |
| Advance Given ( Instant Holdings Limited)                              | -                       | 1000.00                 |
| Advance Refunded ( Instant Holdings Limited)                           | -                       | 1000.00                 |

23. The Company is a NBFC and primarily engaged in investment in securities which is considered as one segment. As such, there is no other separate reportable segment as defined by Accounting Standard -17 "Segment Reporting" as notified by the Companies (Accounting Standards) Rules, 2006.

24. Previous year's figures have been regrouped wherever necessary to conform to current year's classification.

As per our report attached

#### For Chaturvedi & Shah LLP

Chartered Accountants

FRN.: 101720W/W100355

#### Amit Chaturvedi

Partner

Membership No.: 103141

Place: Mumbai

Date : May 15, 2019

#### For and on behalf of Board of Directors

#### H N Singh Rajpoot

Director

DIN:00080836

#### A.V. Nerurkar

Director

DIN:00045309

#### Parasmal Rakhecha

Chief Financial Officer

#### Jiya Gangwani

Company Secretary

#### Rohin Bomanji

Manager

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in ₹ Lakhs unless otherwise stated)

### 25 Annexure to Notes to Accounts:

Disclosure of details as required by Paragraph 13 of Non-Banking Financial Company - Systemically Important Non- Deposit taking and Deposit taking Company (Reserve Bank) Directions, 2016 (as applicable to non banking financial Company Systemically Non-Deposit taking Company).

₹ in lakhs

| Particulars  | As at March 31, 2019 |                           | As at March 31, 2018      |                |
|--|----------------------|---------------------------|---------------------------|----------------|
|  | Amount outstanding   | Amount overdue            | Amount outstanding        | Amount overdue |
| <b>Liabilities Side :</b>  |                      |                           |                           |                |
| <b>25.1 Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:</b>          |                      |                           |                           |                |
| (a) Debentures: Secured  | NIL                  | NIL                       | NIL                       | NIL            |
| : Unsecured  | NIL                  | NIL                       | NIL                       | NIL            |
| (Other than falling within the meaning of public deposit*)   |                      |                           |                           |                |
| (b) Deferred Credits   | NIL                  | NIL                       | NIL                       | NIL            |
| (c) Term Loans   | NIL                  | NIL                       | NIL                       | NIL            |
| (d) Inter-corporate loans and borrowings   | NIL                  | NIL                       | NIL                       | NIL            |
| (e) Commercial Paper   | NIL                  | NIL                       | NIL                       | NIL            |
| (f) Other Loans (specify nature)   | NIL                  | NIL                       | NIL                       | NIL            |
| <b>Assets side :</b>   |                      |                           |                           |                |
|  |                      | <b>Amount outstanding</b> | <b>Amount outstanding</b> |                |
| <b>25.2 Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:</b> |                      |                           |                           |                |
| (a) Secured  |                      | NIL                       | NIL                       |                |
| (b) Unsecured  |                      | 6.81                      | 3.35                      |                |
| <b>25.3 Break up of Leased Assets and stock on hire and other assets counting towards AFC activities</b>         |                      |                           |                           |                |
| (i) Lease assets including lease rentals under sundry debtors:   |                      |                           |                           |                |
| (a) Financial lease  |                      | NA                        | NA                        |                |
| (b) Operating lease  |                      | NA                        | NA                        |                |
| (ii) Stock on hire including hire charges under sundry debtors:  |                      |                           |                           |                |
| (a) Assets on hire   |                      | NA                        | NA                        |                |
| (b) Repossessed Assets   |                      | NA                        | NA                        |                |
| (iii) Other loans counting towards AFC activities  |                      |                           |                           |                |
| (a) Loans where assets have been repossessed   |                      | NA                        | NA                        |                |
| (b) Loans other than (a) above   |                      | NA                        | NA                        |                |
| <b>25.4 Break up of Investments :</b>  |                      |                           |                           |                |
| <b>Current Investments :</b>   |                      |                           |                           |                |
| <b>1 Quoted :</b>  |                      |                           |                           |                |
| (i) Shares : (a) Equity  |                      | NIL                       | NIL                       |                |
| (b) Preference   |                      | NIL                       | NIL                       |                |
| (ii) Debentures and Bonds  |                      | NIL                       | NIL                       |                |
| (iii) Units of mutual funds  |                      | NIL                       | NIL                       |                |
| (iv) Government Securities   |                      | NIL                       | NIL                       |                |
| (v) Others (please specify)  |                      | NIL                       | NIL                       |                |
|  |                      | NIL                       | NIL                       |                |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in ₹ Lakhs unless otherwise stated)

| <u>Assets side :</u>          | <u>Amount<br/>outstanding</u> | <u>Amount<br/>outstanding</u> |
|-------------------------------|-------------------------------|-------------------------------|
| <b>2 Unquoted :</b>           |                               |                               |
| (i) Shares : (a) Equity       | NIL                           |                               |
| (b) Preference                | NIL                           |                               |
| (ii) Debentures and Bonds     | NIL                           | NIL                           |
| (iii) Units of mutual funds   | NIL                           | NIL                           |
| (iv) Government Securities    | NIL                           | NIL                           |
| (v) Others (please specify)   | NIL                           | NIL                           |
| <b>Long Term investments:</b> |                               |                               |
| <b>1 Quoted :</b>             |                               |                               |
| (i) Shares : (a) Equity       | 10,751.30                     | 10,032.59                     |
| (b) Preference                | NIL                           | NIL                           |
| (ii) Debentures and Bonds     | NIL                           | NIL                           |
| (iii) Units of mutual funds   | 1,126.26                      | 858.53                        |
| (iv) Government Securities    | NIL                           | NIL                           |
| (v) Others (please specify)   | NIL                           | NIL                           |
| <b>2 Unquoted :</b>           |                               |                               |
| (i) Shares : (a) Equity       | 41,036.71                     | 41,036.71                     |
| (b) Preference                | NIL                           | NIL                           |
| (ii) Debentures and Bonds     | NIL                           | NIL                           |
| (iii) Units of mutual funds   | NIL                           | NIL                           |
| (iv) Government Securities    | NIL                           | NIL                           |
| (v) Others (please specify)   | NIL                           | NIL                           |

### 25.5 Borrower group- wise classification of assets financed as in (2) and (3) above:

| <u>Category</u>                 | <u>As at March 31, 2019</u>     |                        |              | <u>As at March 31, 2018</u>     |                        |              |
|---------------------------------|---------------------------------|------------------------|--------------|---------------------------------|------------------------|--------------|
|                                 | <u>Amount net of provisions</u> |                        |              | <u>Amount net of provisions</u> |                        |              |
|                                 | <u>Secured</u>                  | <u>Unse-<br/>cured</u> | <u>Total</u> | <u>Secured</u>                  | <u>Unse-<br/>cured</u> | <u>Total</u> |
| 1. Related Parties**            |                                 |                        |              |                                 |                        |              |
| (a) Subsidiaries                | -                               | -                      | -            | -                               | -                      | -            |
| (b) Companies in the same group | -                               | -                      | -            | -                               | -                      | -            |
| (c) Other related parties       | -                               | -                      | -            | -                               | -                      | -            |
| 2. Other than related parties   | -                               | 6.81                   | 6.81         | -                               | 3.35                   | 3.35         |
| <b>Total</b>                    | <b>-</b>                        | <b>6.81</b>            | <b>6.81</b>  | <b>-</b>                        | <b>3.35</b>            | <b>3.35</b>  |

### 25.6 Investor group-wise classification of all investments (current and long term ) in shares and securities (both quoted and unquoted) :

| <u>Category</u>  | <u>As at March 31, 2019</u>                                     |  | <u>As at March 31, 2018</u>                                     |  |
|--|---|--|---|--|
|  | <u>Market value<br/>/ break up or<br/>fair value or<br/>NAV</u> | <u>Book value<br/>(net of Provi-<br/>sion)</u> | <u>Market value<br/>/ break up or<br/>fair value or<br/>NAV</u> | <u>Book value<br/>(net of Provi-<br/>sion)</u> |
| 1. Related Parties**   |   |  |   |  |
| (a) Subsidiaries (Unquoted, hence disclosed at break up value) | 40,269.24   | 40,269.24                                      | 40,269.24   | 40,269.24                                      |
| (b) Companies in the same group                                | 1,53,847.84   | 11,518.27                                      | 1,69,372.59   | 10,799.56                                      |
| (c) Other related parties                                      | NIL   | NIL  | NIL   | NIL  |
| 2. Other than related parties                                  | 1,173.57  | 1,126.76                                       | 898.92  | 859.03   |
| <b>Total</b>   | <b>1,95,290.65</b>  | <b>52,914.27</b>                               | <b>2,10,540.75</b>  | <b>51,927.83</b>                               |

\*\* As per Accounting Standard of ICAI

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2019**

*(All amounts in ₹ Lakhs unless otherwise stated)*

**25.7 Other information**

| Particulars                                   | As at<br>March 31, 2019 | As at<br>March 31, 2018 |
|---|-------------------------|-------------------------|
| (i) Gross Non-Performing Assets               |                         |                         |
| (a) Related parties                           | -                       | -                       |
| (b) Other than related parties                | -                       | -                       |
| (ii) Net Non-Performing Assets                |                         |                         |
| (a) Related parties                           | -                       | -                       |
| (b) Other than related parties                | -                       | -                       |
| (iii) Assets acquired in satisfaction of debt | -                       | -                       |

**25.8 Capital**

| Particulars  | 31-Mar-19 | 31-Mar-18 |
|--|-----------|-----------|
| i) CRAR (%)  | 80.41     | 94.70     |
| ii) CRAR - Tier I Capital (%)                              | 80.41     | 94.70     |
| iii) CRAR - Tier II Capital (%)                            | -         | -         |
| iv) Amount of subordinated debt raised as Tier- II capital | -         | -         |
| v) Amount raised by issue of Perpetual Debt Instruments    | -         | -         |

**25.9 Investments**

| Particulars  | 31-Mar-19 | 31-Mar-18 |
|--|-----------|-----------|
| Value of Investments   |           |           |
| (i) Gross Value of Investments   |           |           |
| (a) In India   | 52,914.28 | 51,927.83 |
| (b) Outside India  | -         | -         |
| (ii) Provision for Depreciation  |           |           |
| (a) In India   | -         | -         |
| (b) Outside India  | -         | -         |
| (iii) Net Value of Investments   |           |           |
| (a) In India   | 52,914.28 | 51,927.83 |
| (b) Outside India  | -         | -         |
| (2) Movement of Provisions held towards depreciation on Investments.     |           |           |
| (i) Opening balance  | -         | -         |
| (ii) Add: Provision made during the year                                 | -         | -         |
| (iii) Less : written off/ write back of excess provision during the year | -         | -         |
| (iv) Closing balance   | -         | -         |

**25.10 Derivatives**

The Company did not deal into any derivatives transaction during the F.Y 2018-19

**25.11 Details of Assignments transection undertaken by the applicable NBFCs**

The Company has not assigned any transection during the F.Y 2018-19

**25.12 Details of non-performing financial assets purchahsd/ sold**

The Company has not incurred any purchase and sale transaction of NPA

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in ₹ Lakhs unless otherwise stated)

### 25.13 Asset Liability Management Maturity pattern of certain items of assets and liabilities.

Maturity pattern of certain items of assets and liabilities as at March 31, 2019

|                        | 1 Day to 30/31 days | Over 1 Month to 2 Months | Over 2 Months to 3 Months | Over 3 Months to 6 Months | Over 6 Months to 1 Year | Over 1 Year to 3 Years | Over 3 Years to 5 Years | Over 5 Years | Total     |
|------------------------|---------------------|--------------------------|---------------------------|---------------------------|-------------------------|------------------------|-------------------------|--------------|-----------|
| <b>Liabilities</b>     |                     |                          |                           |                           |                         |                        |                         |              |           |
| Borrowing from Banks   | -                   | -                        | -                         | -                         | -                       | -                      | -                       | -            | -         |
| Market Borrowings      | -                   | -                        | -                         | -                         | -                       | -                      | -                       | -            | -         |
| <b>Assets Advances</b> | 6.74                | -                        | -                         | -                         | -                       | 2.00                   | 0.10                    | 762.58       | 771.42    |
| Investments            | -                   | -                        | -                         | -                         | -                       | -                      | -                       | 52,914.27    | 52,914.27 |

Maturity pattern of certain items of assets and liabilities as at March 31, 2018

|                        | 1 Day to 30/31 days | Over 1 Month to 2 Months | Over 2 Months to 3 Months | Over 3 Months to 6 Months | Over 6 Months to 1 Year | Over 1 Year to 3 Years | Over 3 Years to 5 Years | Over 5 Years | Total     |
|------------------------|---------------------|--------------------------|---------------------------|---------------------------|-------------------------|------------------------|-------------------------|--------------|-----------|
| <b>Liabilities</b>     |                     |                          |                           |                           |                         |                        |                         |              |           |
| Borrowing from Banks   | -                   | -                        | -                         | -                         | -                       | -                      | -                       | -            | -         |
| Market Borrowings      | -                   | -                        | -                         | -                         | -                       | -                      | -                       | -            | -         |
| <b>Assets Advances</b> | -                   | -                        | -                         | -                         | -                       | 2.00                   | 0.10                    | 749.43       | 751.53    |
| Investments            | -                   | -                        | -                         | -                         | -                       | -                      | -                       | 51,927.83    | 51,927.83 |

### 25.14 Exposures

#### Exposures to Real Estate Sector

₹ in lakhs

| Category   | March 31, 2019 | March 31, 2018 |
|--|----------------|----------------|
| <b>a) Direct exposure</b>  |                |                |
| <b>(i) Residential Mortgages -</b>   | NIL            | NIL            |
| Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented ; (Individual housing loans up to ₹ 15 lakh may be shown separately)  |                |                |
| <b>(ii) Commercial Real Estate -</b>   | NIL            | NIL            |
| Lending secured by mortgages on Commercial Real Estates (office buildings, retail space, multipurpose commercial premises, multifamily residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition development and construction, etc.) Exposure would also include non-fund based (NFB)limits |                |                |
| <b>(iii) Investments in Mortgage Backed securities (MBS) and other securitied exposure</b>   |                |                |
| a. Residential   | Nil            | Nil            |
| b. Commercial Real Estate  | Nil            | Nil            |
| <b>b) Indirect Exposure</b>  |                |                |
| Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs)  | Nil            | Nil            |



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in ₹ Lakhs unless otherwise stated)

### 25.14.1 Exposure to Capital market

₹ in lakhs

| Category  | March 31, 2019 | March 31, 2018 |
|---|----------------|----------------|
| i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt.   | Nil            | Nil            |
| ii) Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds.  | Nil            | Nil            |
| iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security.  | Nil            | Nil            |
| iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances. | Nil            | Nil            |
| v) Bridge loans to companies against expected equity flows / issues   | Nil            | Nil            |
| <b>Total Exposure to Capital Market</b>   | <b>Nil</b>     | <b>Nil</b>     |

### 25.15 Disclosure of Penalties imposed by the RBI and Other regulators

No penalty has been imposed on the Company during the year.

### 25.16 Related Party Transaction

| Name                              | Relation                          |
|-----------------------------------|-----------------------------------|
| Rohin Bomanji                     | Manager                           |
| Parasmal Rakhecha                 | Chief Financial Officer           |
| Instant Holdings Ltd              | Wholly owned subsidiary           |
| Sudarshan Electronic & T. V. Ltd. | Wholly owned step down subsidiary |

| Particulars                     | March 31, 2019 | March 31, 2018 |
|---------------------------------|----------------|----------------|
| Rohin Bomanji                   | 0.06           | 0.06           |
| Parasmal Rakhecha               | 44.76          | 39.16          |
| Income from sale of Investments | -              | 7,914.72       |
| Advance Given                   | -              | 1,000.00       |
| Advance Refunded                | -              | 1,000.00       |

### 25.17 Provision and Contingencies

| Break up of 'Provision and Contingencies ' shown under the head Expenditure in Profit and Loss Account | March 31, 2019 | March 31, 2018 |
|--|----------------|----------------|
| Provision made towards Income tax  | 16.14          | 1,581.70       |
| Provision for Standard Assets  | -              | 0.02           |

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2019**

*(All amounts in ₹ Lakhs unless otherwise stated)*

**25.18 Disclosure of Customer Complaints**

|  |     |     |
|--|-----|-----|
| a) No. of Complaints pending at the beginning of the year. | NIL | NIL |
| b) No. of Complaints received during the year              | NIL | NIL |
| c) No. of Complaints redressed during the year             | NIL | NIL |
| d) No. of Complaints pending at the end of year            | NIL | NIL |

As per our report attached  
**For Chaturvedi & Shah LLP**  
Chartered Accountants  
FRN.: 101720W/W100355

**Amit Chaturvedi**  
Partner  
Membership No.: 103141

Place: Mumbai  
Date : May 15, 2019

**For and on behalf of Board of Directors**

|  |  |
|--|--|
| <b>H N Singh Rajpoot</b><br>Director<br>DIN:00080836 | <b>A.V. Nerurkar</b><br>Director<br>DIN:00045309 |
|--|--|

|   |   |
|---|---|
| <b>Parasmal Rakhecha</b><br>Chief Financial Officer | <b>Jiya Gangwani</b><br>Company Secretary |
|---|---|

**Rohin Bomanji**  
Manager

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**INDEPENDENT AUDITOR'S REPORT****To the Members of  
SUMMIT SECURITIES LIMITED****Report on the Consolidated Financial Statements****Opinion**

We have audited the accompanying consolidated financial statements of **Summit Securities Limited** (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2019, and the consolidated statement of Profit and Loss and the consolidated Cash flows Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on other financial information of the subsidiary companies, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit and its Cash Flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report for the year ended March 31, 2019.

**Other Information**

The Company's Board of Directors is responsible for the

other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

**Management Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the matter stated in Section 134(5) of the Act, with respect to the preparation and presentation of these consolidated financial statements in term of the requirements of the Act, that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, rule 7 of Companies (Accounts) Rules, 2014.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies

included in the Group are responsible for overseeing the financial reporting process of the Group.

### Auditor's Responsibilities

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence

regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matters

- We did not audit the financial statements of the subsidiary Instant Holdings Limited, and step down subsidiary Sudarshan Electronics & TV Limited, whose financial statements reflect total assets of ₹ 63,482.75 as at 31st March, 2019, total revenues of ₹ 3,416.65 and net cash flows amounting to ₹ 341.18 for the year ended on that date, as considered in the consolidated financial statements. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary and step down subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary and step down subsidiary is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, to the extent applicable, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books and the reports of the other auditors;
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
  - d) In our opinion, the aforesaid consolidated financial statements comply with the accounting standards specified under section 133 of the Act read with rule 7 of Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A" to this report. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Group internal

financial controls over financial reporting.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us and the reports of statutory auditors of its subsidiary Companies incorporated in India, the remuneration paid during the year by the Holding Company to its directors and the subsidiary Companies to its directors are in accordance with the provisions of Section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rules 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. the consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, Refer Note 17 to the consolidated financial statements;
  - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended March 31, 2019, and
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.

For **Chaturvedi & Shah LLP**

Chartered Accountants

Firm Registration No. 101720W/W100355

**Amit Chaturvedi**

Partner

Place : Mumbai

Date : May 15, 2019

Membership No.103141

**ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF SUMMIT SECURITIES LIMITED**

**(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

**Opinion**

We have audited the Internal Financial Control over financial reporting of Summit Securities Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies which are companies incorporated

in India as of March 31, 2019 in conjunction with our audit of the consolidated financial statements of the Company for the year then ended.

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors, as referred to in Other Matters paragraph, the Holding Company and its subsidiary companies which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls



Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI").

### **Management's Responsibility for Internal Financial Control**

The respective Board of Directors of the of the Holding Company, its subsidiary companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Holding Company and its subsidiary companies which are incorporated in India, internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Other Matters**

Our aforesaid reports under Section 143(3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to its subsidiary companies i.e. Instant Holdings Limited and step down subsidiary i.e. Sudarshan Electronics & TV Limited, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

**For Chaturvedi & Shah LLP**

Chartered Accountants

Firm Registration No. 101720W/W100355

**Amit Chaturvedi**

Place : Mumbai

Partner

Date : May 15, 2019

Membership No.103141

## Consolidated Balance Sheet as at March 31, 2019

|   | Note No. | As at                     |                           |
|---|----------|---------------------------|---------------------------|
|   |          | March 31, 2019<br>₹ Lakhs | March 31, 2018<br>₹ Lakhs |
| <b>I. EQUITY AND LIABILITIES</b>  |          |                           |                           |
| <b>Shareholder's Funds</b>  |          |                           |                           |
| Share Capital   | 2        | 1,090.18                  | 1,090.18                  |
| Reserves and Surplus  | 3        | 74,891.28                 | 63,921.68                 |
| <b>Non-Current Liabilities</b>  |          |                           |                           |
| Long Term Provisions  | 4        | 21.99                     | 60.08                     |
| <b>Current Liabilities</b>  |          |                           |                           |
| Short-Term Borrowings   | 5        | 5.93                      | 1,685.93                  |
| Trade Payable   | 6        | -                         | 1,913.79                  |
| Other Current Liabilities   | 7        | 363.32                    | 369.15                    |
| Short-Term Provisions   | 8        | 0.99                      | 0.92                      |
| <b>TOTAL</b>  |          | <b><u>76,373.69</u></b>   | <b><u>69,041.73</u></b>   |
| <b>II. ASSETS</b>   |          |                           |                           |
| <b>Non-Current Assets</b>   |          |                           |                           |
| Property, Plant and Equipment   | 9        | 1.40                      | 1.60                      |
| Non-Current Investments   | 10       | 73,214.99                 | 66,650.69                 |
| Other Non-Current Asset   | 11       | 4.09                      | 3.65                      |
| <b>Current Assets</b>   |          |                           |                           |
| Trade Receivables   | 12       | -                         | 0.13                      |
| Cash And Cash Equivalents   | 13       | 649.80                    | 49.31                     |
| Short-Term Loans And Advances   | 14       | 2,484.16                  | 2,317.83                  |
| Other Current Assets  | 15       | 19.25                     | 18.52                     |
| <b>TOTAL</b>  |          | <b><u>76,373.69</u></b>   | <b><u>69,041.73</u></b>   |
| <b>Significant Accounting Policies</b>                                  | 1        |                           |                           |
| Accompanying notes 2 to 30 are an integral part of financial statement. |          |                           |                           |

As per our report attached  
**For Chaturvedi & Shah LLP**  
Chartered Accountants  
FRN.: 101720W/W100355

**Amit Chaturvedi**  
Partner  
Membership No.: 103141

Place: Mumbai  
Date : May 15 ,2019

**For and on behalf of Board of Directors**

**H N Singh Rajpoot**  
Director  
DIN:00080836

**Parasmal Rakhecha**  
Chief Financial Officer

**Rohin Bomanji**  
Manager

**A.V. Nerurkar**  
Director  
DIN:00045309

**Jiya Gangwani**  
Company Secretary

**Consolidated Statement of Profit and Loss for the year ended March 31, 2019**

|  | Note No. | Year ended                |                           |
|--|----------|---------------------------|---------------------------|
|  |          | March 31, 2019<br>₹ Lakhs | March 31, 2018<br>₹ Lakhs |
| <b>REVENUE</b>   |          |                           |                           |
| Revenue From Operations  | 19       | 11,308.35                 | 14,148.00                 |
| Other Income   | 20       | 26.01                     | -                         |
| <b>TOTAL REVENUE</b>   |          | <b>11,334.36</b>          | <b>14,148.00</b>          |
| <b>EXPENSES</b>  |          |                           |                           |
| Employee Benefit Expenses  | 21       | 105.53                    | 147.72                    |
| Depreciation And Amortization Expenses                           | 9        | 1.87                      | 1.06                      |
| Finance Cost   | 22       | 1.58                      | 8.73                      |
| Other Expenses   | 23       | 205.64                    | 180.85                    |
| <b>TOTAL EXPENSES</b>  |          | <b>314.62</b>             | <b>338.37</b>             |
| <b>Profit Before Exceptional And Extraordinary Items And Tax</b> |          | <b>11,019.74</b>          | <b>13,809.63</b>          |
| Exceptional Items  |          | -                         | -                         |
| <b>Profit Before Extraordinary Items And Tax</b>                 |          | <b>11,019.74</b>          | <b>13,809.63</b>          |
| Extraordinary Items  |          | -                         | -                         |
| <b>Profit Before Tax</b>   |          | <b>11,019.74</b>          | <b>13,809.63</b>          |
| Tax Expense:   |          |                           |                           |
| (1) Current Tax  |          | 236.58                    | 3,879.13                  |
| Less: MAT Credit Entitlement                                     |          | 183.82                    | 2,202.36                  |
| (2) Short/(Excess) Provision of Tax For Earlier Years            |          | (2.60)                    | 4.06                      |
| <b>Profit/(Loss) For The Year</b>                                |          | <b>10,969.58</b>          | <b>12,128.81</b>          |
| Earning Per Equity Share:  | 24       |                           |                           |
| - Basic And Diluted (FV ₹10 per share)                           |          | 100.62                    | 111.26                    |
| <b>Significant Accounting Policies</b>                           | 1        |                           |                           |

Accompanying notes 2 to 30 are an integral part of financial statement.

As per our report attached  
**For Chaturvedi & Shah LLP**  
Chartered Accountants  
FRN.: 101720W/W100355

**Amit Chaturvedi**  
Partner  
Membership No.: 103141

Place: Mumbai  
Date : May 15 ,2019

**For and on behalf of Board of Directors**

**H N Singh Rajpoot**  
Director  
DIN:00080836

**Parasmal Rakhecha**  
Chief Financial Officer

**Rohin Bomanji**  
Manager

**A.V. Nerurkar**  
Director  
DIN:00045309

**Jiya Gangwani**  
Company Secretary

## Cash Flow Statement for the year ended March 31, 2019

| Particulars  | Year ended            |                   |
|--|-----------------------|-------------------|
|  | March 31, 2019        | March 31, 2018    |
|  | ₹ Lakhs               | ₹ Lakhs           |
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>                               |                       |                   |
| <b>PROFIT BEFORE TAX</b>   | <b>11,019.74</b>      | <b>13,809.63</b>  |
| Add: Depreciation  | 1.87                  | 1.06              |
| Add: Provision For Leave Encashment and Gratuity                             | (13.05)               | 2.93              |
| Add/(Less): Provision on Standard Assets                                     | (24.97)               | 25.00             |
| Less: Interest Income (Margin Account)                                       | (0.44)                | (0.01)            |
| Less: Loss/(Profit) on Sale of Investments                                   | (7,558.26)            | (10,750.89)       |
| <b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES AND OTHER ADJUSTMENTS</b> | <b>3,424.89</b>       | <b>3,087.71</b>   |
| <b>Changes In:</b>   |                       |                   |
| Trade And Other Receivables  | (4.06)                | 2.11              |
| Short Term Provision   | 13.11                 | (27.56)           |
| Trade Payables And Other Liabilities   | (3,612.73)            | 3,633.97          |
| <b>CASH GENERATED FROM OPERATIONS</b>  | <b>(178.78)</b>       | <b>6,696.24</b>   |
| Income Tax (Paid)/Refunded   | (213.03)              | (3,598.92)        |
| <b>NET CASH FROM OPERATING ACTIVITIES</b>                                    | <b>(a) (391.80)</b>   | <b>3,097.32</b>   |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>                               |                       |                   |
| Purchase of Property, Plant and Equipment                                    | (1.67)                | (1.31)            |
| Sale of Investments  | 9,361.17              | 12,606.23         |
| Purchase of Investments  | (8,367.20)            | (16,348.83)       |
| <b>NET CASH FROM INVESTING ACTIVITIES</b>                                    | <b>(b) 992.29</b>     | <b>(3,743.91)</b> |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>                               |                       |                   |
| Redemption of Preference shares  | -                     | (1.00)            |
| <b>NET CASH FROM FINANCING ACTIVITIES</b>                                    | <b>(c) -</b>          | <b>(1.00)</b>     |
| <b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>                  | <b>(a+b+c) 600.49</b> | <b>(647.59)</b>   |
| Cash and Cash Equivalents - Opening Balance                                  | 49.31                 | 696.90            |
| <b>Cash and Cash Equivalents - Closing Balance</b>                           | <b>649.80</b>         | <b>49.31</b>      |

**Notes:**

- 1 The above cash flow statement has been prepared under the Indirect Method as set out in the Accounting Standard -3 Cash Flow Statements.
- 2 Cash and Cash Equivalents includes Fractional Entitlement Money amounting to NIL (P.Y. ₹ 12.67 Lakhs)
- 3 Previous year's figures have been regrouped wherever necessary.
- 4 All figures in the bracket are outflows.

As per our report attached  
**For Chaturvedi & Shah LLP**

Chartered Accountants  
 FRN.: 101720W/W100355

**Amit Chaturvedi**  
 Partner  
 Membership No.: 103141

Place: Mumbai  
 Date : May 15 ,2019

**For and on behalf of Board of Directors**

**H N Singh Rajpoot**  
 Director  
 DIN:00080836

**Parasmal Rakhecha**  
 Chief Financial Officer

**Rohin Bomanji**  
 Manager

**A.V. Nerurkar**  
 Director  
 DIN:00045309

**Jiya Gangwani**  
 Company Secretary

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

### 1. SIGNIFICANT ACCOUNTING POLICIES

#### i. Basis of Preparation of Consolidated Financial Statements:

These consolidated financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

#### ii. Principles of Consolidation:

The consolidated financial statements relate to Summit Securities Limited (the Company), and its Subsidiary (the Group). The Consolidated Financial Statements have been prepared in accordance with Accounting Standard - 21 (AS-21) "Consolidated Financial Statements". The Consolidated Financial Statements have been prepared on the following basis;

- a) The Financial Statements of the Company and its subsidiary company have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses. Intra group balances, intra group transactions and unrealized profits or losses have been fully eliminated.
- b) The difference between the costs of investments in subsidiary over the book value of the subsidiary's net assets on the date of acquisition is recognised in the consolidated financial statements as goodwill where the difference is positive and as capital reserve where the difference is negative.
- c) The Financial Statements of the subsidiary Companies are drawn up to March 31, 2019.

| Name of the Company               | Country of Incorporation | Nature of Relation   | % of ownership interest and voting power |
|-----------------------------------|--------------------------|----------------------|--|
| Instant Holdings Limited          | India                    | Subsidiary           | 100%                                     |
| Sudarshan Electronics & T.V. Ltd. | India                    | Step Down Subsidiary | 100%                                     |

Above subsidiary Companies have been considered in the presentation of these consolidated statements.

#### iii. Use of Estimates

The preparation of consolidated financial statements in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

#### iv. Property, Plant and Equipment

##### Tangible

Property, Plant and Equipment are stated at Cost less accumulated depreciation and Impairment loss, if any. All Costs, including finance costs till the date asset is ready for use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the Property, Plant and Equipment are capitalized.

##### Intangible

Intangible assets are carried at cost less accumulated amortization and accumulated impairment losses if any.

#### v. Depreciation

Depreciation on tangible Property, Plant and Equipment is provided on straight-line method and based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

#### vi. Investments

##### Long Term Investments

Long term investments are stated at cost as per Accounting Standard (AS 13) on "Accounting for Investments". Provision for diminution is made to recognize a decline, other than temporary, in the value of such investments.

##### Current Investments

Current Investments are stated at the lower of cost or market value.



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

### vii. Revenue Recognition

Interest income is recognized in the Statement of Profit and Loss as it accrues except in the case of Non-Performing Assets (NPA) where it is recognized, upon realization.

Dividend on investments is accounted when the right to receive payment is established.

Profit earned from sale of securities is recognized on a trade date basis. The cost of securities is computed based on a weighted average basis.

### viii. Provisions for Non-Performing Assets (NPA) and Doubtful Debts

Sundry debtors, loans and advances and receivables are identified as bad/ doubtful based on the duration of the delinquency. The duration is set at appropriate levels for each product. NPA provisions are made based on the management's assessment of the degree of impairment and the level of provisioning meets the prudential norms prescribed by the Reserve Bank of India.

### ix. Taxes on Income

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the Balance Sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a virtual/reasonable certainty that the asset will be realized in future.

### x. Employee Benefits

- a) Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.
- b) Post-employment and other long term benefits are recognized as an expense in the Statement of Profit and Loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post-employment and other long term benefits are charged to Statement of Profit and Loss.

### xi. Provisions, Contingent Liabilities And Contingent Assets

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized but disclosed in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

### xii. Special Reserve

Company creates and maintains Special Reserve every year out of its profit in terms of Section 45 IC (1) of Reserve Bank of India Act 1934.

### xiii. Impairment of Assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

### xiv. Earnings Per Share

The earnings per share have been computed in accordance with Accounting Standards (AS – 20) on, "Earning per Share" and are also shown in the Statement of Profit and Loss.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in ₹ Lakhs unless otherwise stated)

|  | As at<br>March 31, 2019 | As at<br>March 31, 2018 |
|--|-------------------------|-------------------------|
| <b>2. Share Capital</b>  |                         |                         |
| <b>Authorised:</b>   |                         |                         |
| 14,20,00,000 (Previous year 14,20,00,000) Equity Shares of ₹ 10 each   | 14,200.00               | 14,200.00               |
| 25,00,00,000 (Previous year 25,00,000) Preference shares of ₹ 100 each   | 2,500.00                | 2,500.00                |
| 1,50,00,000 (Previous year 1,50,00,000) Preference shares of ₹ 10 each   | 1,500.00                | 1,500.00                |
|  | <b>18,200.00</b>        | <b>18,200.00</b>        |
| <b>Issued:</b>   |                         |                         |
| 109,01,987 (Previous year 109,01,987) Equity Shares of ₹ 10 each (includes 206 Equity Shares kept in abeyance) | 1,090.20                | 1,090.20                |
|  | <b>1,090.20</b>         | <b>1,090.20</b>         |
| <b>Subscribed And Paid Up:</b>   |                         |                         |
| 109,01,781 (Previous year 109,01,781) Equity Shares of ₹ 10 each   | 1,090.18                | 1,090.18                |
|  | <b>1,090.18</b>         | <b>1,090.18</b>         |

### (a) Reconciliation of shares outstanding at the beginning and at the end of the reporting period

| Equity Shares                                    | As at March 31, 2019 |                 | As at March 31, 2018 |                 |
|--|----------------------|-----------------|----------------------|-----------------|
|  | No.                  | ₹ Lakhs         | No.                  | ₹ Lakhs         |
| Shares outstanding at the beginning of the year  | 109,01,781           | 1,090.18        | 109,01,781           | 1,090.18        |
| Shares Issued during the year                    | -                    | -               | -                    | -               |
| Shares bought back during the year               | -                    | -               | -                    | -               |
| <b>Shares outstanding at the end of the year</b> | <b>109,01,781</b>    | <b>1,090.18</b> | <b>109,01,781</b>    | <b>1,090.18</b> |

### (b) Terms / rights attached to equity shares

Equity shares : The Company has issued one class of equity shares having face value of ₹ 10/- per share. Each shareholder is eligible for one vote per share held.

The dividend recommended by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

The shareholders have all other rights as available to the Equity Shareholders as per the provisions of Companies Act, 2013 read together with the Memorandum of Association and Articles of Association of the Company, as applicable.

### (c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

|                        | As at March 31, 2019 |              | As at March 31, 2018 |              |
|------------------------|----------------------|--------------|----------------------|--------------|
|                        | No. of Shares held   | % of Holding | No. of Shares held   | % of Holding |
| Swallow Associates LLP | 76,22,815            | 69.92        | 76,22,815            | 69.92        |

### (d) Shares held by holding company and/or their subsidiaries/associates

- Swallow Associates LLP is directly holding more than 50% of total paid up share capital of the Company.

|                        | As at<br>March 31 2019 | As at<br>March 31 2018 |
|------------------------|------------------------|------------------------|
|                        | No. of Shares held     | No. of Shares held     |
| Swallow Associates LLP | 76,22,815              | 76,22,815              |

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in ₹ Lakhs unless otherwise stated)

|  | As at<br>March 31, 2019 | As at<br>March 31, 2018 |
|--|-------------------------|-------------------------|
| <b>3. Reserves And Surplus</b>   |                         |                         |
| <b>Special Reserve (as per Section 45 IC (1) of RBI Act, 1934)</b>                   |                         |                         |
| Balance as at the beginning of the year  | 6,697.56                | 2,802.60                |
| Add: Amount transferred from Surplus in Statement of Profit and Loss during the year | 916.31                  | 3,894.96                |
| Balance as at the end of the year  | <b>7,613.86</b>         | <b>6,697.56</b>         |
| <b>General Reserve</b>   | <b>36,710.33</b>        | <b>36,710.33</b>        |
| <b>Capital Reserve</b>   |                         |                         |
| Balance as at the beginning of the year  | 1,809.07                | 1,810.07                |
| Add: Shares held by Instant Holdings Limited(Subsidiary) sold outside the group      | -                       | -                       |
| Less: Transfer to Capital Redemption Reserve   | -                       | 1.00                    |
| Balance as at the end of the year  | <b>1,809.07</b>         | <b>1,809.07</b>         |
| <b>Capital Redemption Reserve</b>  |                         |                         |
| Balance as at the beginning of the year  | 1.00                    | -                       |
| Add: Transfer from Capital Reserve   | -                       | 1.00                    |
| Balance as at the end of the year  | <b>1.00</b>             | <b>1.00</b>             |
| <b>Surplus in Statement of Profit and Loss</b>                                       |                         |                         |
| Balance as at the beginning of the year  | 18,703.74               | 10,469.89               |
| Profit for the year  | 10,969.58               | 12,128.81               |
| Less: Appropriations   |                         |                         |
| - Transfer to Special Reserve  | 916.31                  | 3,894.96                |
| Balance as at the end of the year  | <b>28,757.01</b>        | <b>18,703.74</b>        |
|  | <b>74,891.28</b>        | <b>63,921.68</b>        |
| <b>4. Long Term Provisions</b>   |                         |                         |
| Provision for Employee benefit   |                         |                         |
| - Leave Encashment payable   | 9.93                    | 14.54                   |
| - Gratuity Payable   | 11.89                   | 20.39                   |
| Contingent Provisions Against Standard Assets  | 0.17                    | 25.14                   |
|  | <b>21.99</b>            | <b>60.08</b>            |
| <b>5. Short Term Borrowings</b>  |                         |                         |
| Loans repayable on Demand  |                         |                         |
| - From others  | 5.93                    | 1,685.93                |
|  | <b>5.93</b>             | <b>1,685.93</b>         |
| <b>6. Trade Payable</b>  |                         |                         |
| Trade Payable  | -                       | 1,913.79                |
|  | -                       | <b>1,913.79</b>         |
| <b>7. Other Current Liabilities</b>  |                         |                         |
| Interest Payable   | -                       | 5.20                    |
| Shares Fractional Money*   | -                       | 12.67                   |
| GST  | -                       | 2.14                    |
| TDS Payable  | 0.50                    | 1.68                    |
| Professional Tax Payable   | -                       | 0.01                    |
| Others**   | 362.82                  | 347.45                  |
|  | <b>363.32</b>           | <b>369.15</b>           |
| * Not due to Investor Education and Protection Fund                                  |                         |                         |
| ** Others majorily includes provision for Sales Tax                                  |                         |                         |
| <b>8. Short Term Provisions</b>  |                         |                         |
| Provision for Employee benefit   |                         |                         |
| - Leave Encashment payable   | 0.30                    | 0.26                    |
| - Gratuity Payable   | 0.68                    | 0.65                    |
|  | <b>0.99</b>             | <b>0.92</b>             |

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in ₹ Lakhs unless otherwise stated)

### 9. Property, Plant and Equipment

| ASSETS                | GROSS BLOCK AT COST   |                         |                         |                        | DEPRECIATION          |              |                         |                        | NET BLOCK              |
|-----------------------|-----------------------|-------------------------|-------------------------|------------------------|-----------------------|--------------|-------------------------|------------------------|------------------------|
|                       | As at 1st April, 2018 | Additions / Adjustments | Deductions / Adjustment | As at 31st March, 2019 | As at 1st April, 2018 | For the year | Deductions / Adjustment | As at 31st March, 2019 | As at 31st March, 2019 |
| <b>Tangible</b>       |                       |                         |                         |                        |                       |              |                         |                        |                        |
| Computers and Systems | 8.69                  | 1.67                    | -                       | 10.36                  | 7.34                  | 1.65         | -                       | 8.99                   | 1.37                   |
| Office Equipment      | 1.33                  | -                       | -                       | 1.33                   | 1.08                  | 0.22         | -                       | 1.30                   | 0.03                   |
| Intangible            | 0.25                  | -                       | -                       | 0.25                   | 0.25                  | -            | -                       | 0.25                   | -                      |
| <b>TOTAL</b>          | <b>10.27</b>          | <b>1.67</b>             | <b>-</b>                | <b>11.94</b>           | <b>8.67</b>           | <b>1.87</b>  | <b>-</b>                | <b>10.54</b>           | <b>1.40</b>            |
| Previous Year         | 8.96                  | 1.31                    | -                       | 10.27                  | 7.61                  | 1.06         | -                       | 8.42                   | 1.60                   |

### 10. Non-Current Investments (At Cost)

| Long Term   | Face Value ₹ | As at March 31, 2019 |           | As at March 31, 2018 |           |
|---|--------------|----------------------|-----------|----------------------|-----------|
|   |              | Number of Shares     | Amount    | Number of Shares     | Amount    |
| <b>I Quoted (Non - Trade) - Fully Paid Up</b>             |              |                      |           |                      |           |
| <b>Equity Instruments</b>                                 |              |                      |           |                      |           |
| ABB Limited   | 2            | 5                    | 0.02      | 5                    | 0.02      |
| Apar Industries Limited                                   | 10           | 1                    | 0.00      | 1                    | 0.00      |
| GE T&D India Limited ( Formally Alstom T&D India Limited) | 2            | 5                    | 0.00      | 5                    | 0.00      |
| Bajaj Electricals Limited                                 | 2            | 10                   | 0.00      | 10                   | 0.00      |
| Bharat Heavy Electricals Limited                          | 2            | 15                   | 0.01      | 15                   | 0.01      |
| CEAT Limited  | 10           | 1,28,30,893          | 14,722.58 | 1,24,69,938          | 9,235.91  |
| CFL Capital Financial Services Limited                    | 10           | 2,46,00,921          | -         | 2,46,00,921          | -         |
| Crompton Greaves Limited                                  | 2            | 12                   | 0.01      | 12                   | 0.01      |
| Crompton Greaves Consumer Electricals Limited             | 2            | 12                   | 0.00      | 12                   | 0.00      |
| FGP Limited   | 10           | 17,13,898            | 40.69     | 17,13,898            | 40.69     |
| Gammon India Limited                                      | 2            | 1                    | 0.00      | 1                    | 0.00      |
| Harrisons Malayalam Limited                               | 10           | 360                  | 0.24      | 7,28,360             | 528.13    |
| Hindustan Constructions Company Limited                   | 1            | 20                   | 0.01      | 20                   | 0.01      |
| Hindustan Oil Exploration Company Limited                 | 10           | 200                  | 0.10      | 200                  | 0.10      |
| IVRCL Infrastructure & Projects Limited                   | 2            | 10                   | 0.01      | 10                   | 0.01      |
| JMC Projects (India) Limited                              | 10           | 5                    | 0.00      | 1                    | 0.00      |
| Jyoti Structures Limited                                  | 2            | 5                    | 0.00      | 5                    | 0.00      |
| Kalpataru Power Transmission Limited                      | 2            | 10                   | 0.01      | 10                   | 0.01      |
| KEC International Limited                                 | 2            | 4,95,58,446          | 37,026.79 | 4,87,95,951          | 34,774.69 |
| Larsen & Toubro Limited                                   | 2            | 9                    | 0.01      | 9                    | 0.01      |
| NCC Limited (Formally Nagarjuna Constructions Co. Ltd)    | 2            | 2                    | 0.00      | 2                    | 0.00      |
| Reliance Infrastructure Limited                           | 10           | 1                    | 0.01      | 1                    | 0.01      |

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in ₹ Lakhs unless otherwise stated)

| Long Term   | Face Value ₹ | As at March 31, 2019 |                  | As at March 31, 2018 |                  |
|---|--------------|----------------------|------------------|----------------------|------------------|
|   |              | Number of Shares     | Amount           | Number of Shares     | Amount           |
| RPG Life Sciences Limited                                     | 8            | 996                  | 2.68             | 20,76,996            | 733.41           |
| Simplex Industries Limited                                    | 2            | 5                    | 0.01             | 5                    | 0.01             |
| Schneider Electric Infrastructure Limited                     | 2            | 5                    | -                | 5                    | -                |
| STEL Holdings Limited   | 10           | 24,83,701            | 652.55           | 24,83,701            | 652.55           |
| Siemens Limited   | 2            | 10                   | 0.02             | 10                   | 0.02             |
| Tata Power Company Limited                                    | 1            | 10                   | 0.00             | 10                   | 0.00             |
| Techno Electric & Engineering Company Limited                 | 2            | 10                   | 0.00             | 10                   | 0.00             |
| Zensar Technologies Limited                                   | 2            | 4,33,69,670          | 8,866.82         | 86,73,934            | 8,866.82         |
| <b>TOTAL(I)</b>   |              |                      | <b>61,312.58</b> |                      | <b>54,832.43</b> |
| <b>II Quoted - (fully paid up)</b>                            |              |                      |                  |                      |                  |
| <b>Preference Shares</b>                                      |              |                      |                  |                      |                  |
| IL & FS 16.46% Non Convertible Preference Shares              | 7,500        | 660                  | 99.11            | 660                  | 99.11            |
| <b>TOTAL(II)</b>  |              |                      | <b>99.11</b>     |                      | <b>99.11</b>     |
| <b>III Quoted (Non - Trade)</b>                               |              |                      |                  |                      |                  |
| <b>Investment in Mutual Fund</b>                              |              | <b>Units</b>         | <b>Amount</b>    | <b>Units</b>         | <b>Amount</b>    |
| Units of Birla Sun Life Medium Term Plan- Growth Regular Plan |              | 15,49,387.286        | 300.00           | 15,49,387.286        | 300.00           |
| Units of Birla Sun Life Short Term Fund- Growth-Direct Plan   |              | 2,36,552.018         | 140.00           | 2,36,552.018         | 140.00           |
| Units of HDFC Small Cap Fund-Direct Plan Growth               |              | 4,24,583.378         | 200.00           | -                    | -                |
| Units of ICICI Prudential Multi Assets Fund                   |              | 3,383.435            | 10.00            | -                    | -                |
| Units of ICICI Prudential Valu Discovery Fund                 |              | 6,606.765            | 10.00            | -                    | -                |
| Units of ICICI Prudential Banking & PSU Debt Fund-Growth      |              | 5,77,894.384         | 100.00           | 5,77,894.384         | 100.00           |
| Units of IDFC Corporate Bond Fund Direct Plan - Growth        |              | 4,71,120.324         | 50.00            | 67,428.747           | 71.56            |
| Units of Kotak Corporate Bond Fund-Direct Growth              |              | 4,865.118            | 100.00           | 4,865.118            | 100.00           |
| ICICI Prudential Bond Fund- Direct Growth Plan                |              | 74,623.385           | 200.00           | -                    | -                |
| UTI Nifty Next 50 Index Fund- Direct Growth                   |              | 19,99,700.045        | 200.00           | -                    | -                |
| Units of Reliance Short Term Fund- Direct Growth Plan         |              | 2,33,843.111         | 70.00            | 2,33,843.111         | 70.00            |
| Units of SBI Blue Chip Fund- Direct Plan Growth               |              | -                    | -                | 12,39,629.022        | 418.37           |
| Units of Edelwiss Alternative Equity Schem Class A            |              | 6,30,458.480         | 94.98            | 6,31,468.978         | 95.13            |
| Units Franklin India Prima Plus Direct                        |              | -                    | -                | 18,478.301           | 100.00           |
| <b>SUB TOTAL</b>  |              |                      | <b>1,474.98</b>  |                      | <b>1,395.06</b>  |



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in ₹ Lakhs unless otherwise stated)

| Long Term  | Face Value ₹ | As at March 31, 2019 |                       | As at March 31, 2018  |                  |
|--|--------------|----------------------|-----------------------|-----------------------|------------------|
|  |              | Number of Shares     | Amount                | Number of Shares      | Amount           |
| <b>Investment in Portfolio Management Service(PMS)</b>                                   |              |                      |                       |                       |                  |
| ICICI Prudential Assets Management- PMS Enterprising India Portfolio Series II           |              |                      | 256.26                |                       | 248.60           |
| Motilal Oswal Asset Management Co. Ltd. -PMS (Next Trillion Dollar Opportunity Strategy) |              |                      | 97.65                 |                       | 96.87            |
| Kotak Assets Management -PMS(Kotak Focus Top 6 & Motilal Focus Top 6)                    |              |                      | 302.24                |                       | 306.45           |
| <b>SUB TOTAL</b>   |              |                      | <b>656.16</b>         |                       | <b>651.92</b>    |
| <b>TOTAL(III)</b>  |              |                      | <b>2,131.13</b>       |                       | <b>2,046.98</b>  |
| <b>IV Unquoted</b>   |              |                      |                       |                       |                  |
| <b>Others (Non Trade)</b>  |              |                      |                       |                       |                  |
| <b>Equity Instruments - Fully Paid Up</b>  |              |                      |                       |                       |                  |
| Bombay Mercantile Co-op Bank Limited   | 30           | 1,666                | 0.50                  | 1,666                 | 0.50             |
| Spencer and Company Limited  | 10           | 44,64,576            | 9,657.43              | 44,54,976             | 9,657.43         |
| Rado Tyres Limited   | 10           | 27,45,310            | 13.76                 | 27,45,310             | 13.76            |
| <b>Others</b>  |              |                      |                       |                       |                  |
| Chattarpati Apartments LLP   |              |                      | 0.48                  |                       | 0.48             |
| <b>TOTAL(IV)</b>   |              |                      | <b>9,672.17</b>       |                       | <b>9,672.17</b>  |
| <b>TOTAL (I+II+III+IV)</b>   |              |                      | <b>73,214.99</b>      |                       | <b>66,650.69</b> |
| Aggregate Cost of Quoted Investments   |              |                      | 63,542.82             |                       | 56,978.52        |
| Market Value of Quoted Investments   |              |                      | 3,98,295.36           |                       | 4,69,072.57      |
| Aggregate Cost of Unquoted Investments   |              |                      | 9,672.17              |                       | 9,672.17         |
|  |              |                      | <b>As at</b>          | <b>As at</b>          |                  |
|  |              |                      | <b>March 31, 2019</b> | <b>March 31, 2018</b> |                  |
| <b>11. Other Non-Current Asset</b>   |              |                      |                       |                       |                  |
| Margin Account-UBI   |              |                      | 4.09                  |                       | 3.65             |
|  |              |                      | <b>4.09</b>           |                       | <b>3.65</b>      |
| <b>12. Trade Receivable</b>  |              |                      |                       |                       |                  |
| Trade Receivable   |              |                      | -                     |                       | 0.13             |
|  |              |                      | <b>-</b>              |                       | <b>0.13</b>      |
| <b>13. Cash and Cash Equivalents</b>   |              |                      |                       |                       |                  |
| Current account  |              |                      | 21.61                 |                       | 16.43            |
| Deposit account  |              |                      | 628.00                |                       | 20.00            |
| Cash on hand   |              |                      | 0.19                  |                       | 0.15             |
| Cheque on hand   |              |                      | -                     |                       | 0.06             |
| Fractional entitlement money*  |              |                      | -                     |                       | 12.67            |
|  |              |                      | <b>649.80</b>         |                       | <b>49.31</b>     |

\* Fractional entitlement money represents dues payable to the shareholders who are entitled for fractional entitlement as per the scheme of arrangement as approved by the Hon'ble high court of judicature at Bombay, Maharashtra on December 18, 2009 and during the year, same has been transferred to Investor Education and Protection Fund.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in ₹ Lakhs unless otherwise stated)

|  | <b>As at<br/>March 31, 2019</b>      | <b>As at<br/>March 31, 2018</b>      |
|--|--------------------------------------|--------------------------------------|
| <b>14. Short Term Loans and Advances</b>   |                                      |                                      |
| <u>Unsecured, Considered Good</u>  |                                      |                                      |
| Advance Income Tax [Net of provision]  | 2,438.19                             | 2,275.32                             |
| Others*  | 45.97                                | 42.51                                |
|  | <b>2,484.16</b>                      | <b>2,317.83</b>                      |
| *Others includes sales tax deposits  |                                      |                                      |
| <b>15. Other Current Assets</b>  |                                      |                                      |
| Interest Receivable*   | 4.76                                 | 0.00                                 |
| Dividend Receivable  | -                                    | 8.01                                 |
| Other Receivable   | 0.69                                 | 0.71                                 |
| Subscription for shares  | 0.01                                 | 0.01                                 |
| Share of Profit from LLP Receiveable   | 3.42                                 | 4.99                                 |
| Security Deposit   | 0.28                                 | -                                    |
| Deposit NSDL   | 0.20                                 | -                                    |
| Deposit with MIDC  | 9.90                                 | 4.80                                 |
|  | <b>19.25</b>                         | <b>18.52</b>                         |
| * Includes Interest amounting to ₹ 295/- for FY 17-18  |                                      |                                      |
| <b>16. Major Components of Deferred Tax</b>  |                                      |                                      |
| <b>Deferred Tax Liabilities</b>  | -                                    | -                                    |
| <b>Deferred Tax Assets</b>   |                                      |                                      |
| Disallowances under section 43 B of IT act 1961  | 5.93                                 | 5.82                                 |
| <b>Deferred Tax (Assets)/Liabilities (Net)</b>   | <b>(5.93)</b>                        | <b>(5.82)</b>                        |
| *As a matter of prudence Deferred Tax Assets is not recognized in the books of accounts.                                 |                                      |                                      |
| <b>17. Contingent Liabilities Not Provided For</b>   |                                      |                                      |
| Income Tax   | 113.12                               | 113.12                               |
| Civil Suits (excluding interest – Amount indeterminable)   | 140.14                               | 140.14                               |
| Central Excise Act   | 18.78                                | 18.78                                |
| Sales Tax  | 1.97                                 | 1.97                                 |
| <b>18. The Company does not have any creditors governed by the Micro Small Medium Enterprises Development Act, 2006.</b> |                                      |                                      |
|  | <b>Year ended<br/>March 31, 2019</b> | <b>Year ended<br/>March 31, 2018</b> |
| <b>19. Revenue From Operations</b>   |                                      |                                      |
| Net Gain on Sale of Investment   | 7,558.26                             | 10,750.90                            |
| Dividend Income  | 3,691.13                             | 3,310.13                             |
| Interest Income  | 55.54                                | 84.97                                |
| Share of profit LLP  | 3.42                                 | 1.99                                 |
|  | <b>11,308.35</b>                     | <b>14,148.00</b>                     |

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in ₹ Lakhs unless otherwise stated)

### 20. Other Income

|  | Year ended<br>March 31, 2019 | Year ended<br>March 31, 2018 |
|--|------------------------------|------------------------------|
| Provision for standard assets written back | 24.97                        | -                            |
| Interest on Income Tax Refund              | 1.04                         | -                            |
| Miscellaneous Income                       | -                            | 0.00                         |
|  | <b>26.01</b>                 | <b>0.00</b>                  |

### 21. Employee Benefits

|                  |               |               |
|------------------|---------------|---------------|
| Salaries & Bonus | 118.58        | 144.79        |
| Leave Encashment | (4.57)        | 0.41          |
| Gratuity         | (8.47)        | 2.52          |
|                  | <b>105.53</b> | <b>147.72</b> |

### 22. Finance Cost

|                   |             |             |
|-------------------|-------------|-------------|
| Interest Expenses | 1.58        | 8.73        |
|                   | <b>1.58</b> | <b>8.73</b> |

### 23. Other Expenses

|   |               |               |
|---|---------------|---------------|
| Auditor's Remuneration                    |               |               |
| - Audit Fees                              | 3.15          | 1.65          |
| - Audit Certification                     | 0.51          | 0.77          |
| Custody Fees                              | 4.08          | 5.71          |
| Listing Fees                              | 5.40          | 5.17          |
| Insurance                                 | 0.73          | 0.81          |
| Legal & Professional Fees                 | 56.64         | 74.86         |
| CSR Contribution ( Refer Note no. 23(a) ) | 55.95         | -             |
| Loss on Sale of Investment (Net)          | -             | 0.00          |
| Provision for Standard assets             | -             | 25.00         |
| Property Tax                              | 0.82          | 0.82          |
| Repairs & Maintenance                     | 0.49          | 0.49          |
| Registrar and share transfer charges      | 7.25          | 7.52          |
| Stamp Duty                                | 7.00          | -             |
| Printing and Stationery                   | 5.49          | 4.76          |
| Postage and Courier                       | 12.00         | 5.04          |
| Rent                                      | 2.03          | 1.98          |
| Rate & Taxes                              | 8.55          | 20.33         |
| Membership Fees                           | 0.30          | 0.23          |
| Miscellaneous Expenditure                 | 35.25         | 25.71         |
|   | <b>205.64</b> | <b>180.85</b> |

#### Note 23(a):

#### **Corporate Social Responsibility:**

Details of Amount spent towards CSR is given below:

Out of ₹ 55.95 (P.Y. NIL) to be expended towards CSR activities as per Section 135 of the Companies Act, 2013, Company has incurred an expenditure of ₹ 55.95 Lacs (P.Y. NIL) in the year.

| Particulars                              | 2018-2019    | 2017-2018 |
|--|--------------|-----------|
| a. Construction/acquisition of any asset | -            | -         |
| b. On purpose other than (a.) above      | 55.95        | -         |
| <b>Total</b>                             | <b>55.95</b> | <b>-</b>  |

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in ₹ Lakhs unless otherwise stated)

|   | As at<br>March 31, 2019 | As at<br>March 31, 2018 |
|---|-------------------------|-------------------------|
| <b>24. Earnings per Share (EPS):</b>  |                         |                         |
| Weighted average Number of Equity Shares for calculation of Basic and Diluted EPS | 10,901,987              | 10,901,987              |
| Net Profit available for equity shareholders (₹)                                  | 10,969.58               | 12,128.81               |
| Face Value per share (₹)  | 10.00                   | 10.00                   |
| Basic and Diluted EPS (₹)   | 100.62                  | 111.26                  |

25. The disclosure required under Accounting Standard 15 related to “Employee Benefits” notified in the Companies (Accounting Standards) Rules 2006, are given below:

### Defined Benefit Plan

The employee’s gratuity scheme is a defined benefit plan. The present value of obligations are determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the obligation. The obligation for Leave Encashment is recognized in the same manner as gratuity.

| Particulars  | Leave Encashment<br>(Un-Funded) |            | Gratuity<br>(Un-Funded) |            |
|--|---------------------------------|------------|-------------------------|------------|
|  | 2018-2019                       | 2017-2018  | 2018-2019               | 2017-2018  |
| <b>a) Changes in Defined Benefit obligation</b>                    |                                 |            |                         |            |
| Liability at the beginning of the Year                             | 14.81                           | 14.00      | 21.05                   | 18.92      |
| Current Service Cost   | 0.95                            | 1.04       | 0.94                    | 1.41       |
| Interest Cost  | 0.05                            | 0.48       | 1.63                    | 0.79       |
| Actuarial (Gain)/Losses  | (6.24)                          | (0.71)     | (11.04)                 | (0.07)     |
| Benefits Paid  | -                               | -          | -                       | -          |
| Liability at the end of the year                                   | 10.23                           | 14.81      | 12.58                   | 21.05      |
| <b>b) Changes in Fair value of Plan Assets</b>                     |                                 |            |                         |            |
| Fair value of plan assets at beginning of year                     | -                               | -          | -                       | -          |
| Expected return on plan assets                                     | -                               | -          | -                       | -          |
| Actuarial (Gain)/Losses  | -                               | -          | -                       | -          |
| Employer Contribution  | -                               | -          | -                       | -          |
| Benefits paid  | -                               | -          | -                       | -          |
| Fair value of plan assets at the end of year                       | -                               | -          | -                       | -          |
| <b>c) Reconciliation of fair value of Assets and Obligations</b>   |                                 |            |                         |            |
| Fair value of plan assets at the end of year                       | -                               | -          | -                       | -          |
| Present Value of obligation  | 10.23                           | 14.81      | 12.57                   | 21.05      |
| Amount Recognized in Balance Sheet                                 | 10.23                           | 14.81      | 12.57                   | 21.05      |
| <b>d) Expenses recognized in statement of Profit and Loss</b>      |                                 |            |                         |            |
| Current Service Cost   | 0.52                            | 0.48       | 0.94                    | 0.79       |
| Interest cost  | 1.14                            | 1.04       | 1.63                    | 1.41       |
| Expected return on Plan assets                                     | -                               | -          | -                       | -          |
| Net Actuarial (Gain)/ Loss recognized in the year                  | (6.24)                          | (0.71)     | (11.04)                 | (0.07)     |
| Expenses recognized in the profit and loss under employee expenses | (4.58)                          | 0.81       | (8.46)                  | 2.13       |
| <b>e) Actuarial Assumptions</b>                                    |                                 |            |                         |            |
| II) Discount Rate  | 7.78% P.A.                      | 7.74% P.A. | 7.78% P.A.              | 7.74% P.A. |
| III) Salary Escalation:  | 8.00% P.A                       | 8.00% P.A  | 8.00% P.A               | 8.00% P.A  |

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factor including supply and demand in the employment market. The above information is certified by actuary.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in ₹ Lakhs unless otherwise stated)

Amount recognized in current year and previous four years

| <b>Gratuity</b>                         | <b>As at<br/>March 31,<br/>2019</b> | <b>As at<br/>March 31,<br/>2018</b> | <b>As at<br/>March 31,<br/>2017</b> | <b>As at<br/>March 31,<br/>2016</b> | <b>As at<br/>March 31,<br/>2015</b> |
|---|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Defined benefit obligation              | 12.57                               | 21.05                               | 18.92                               | 11.37                               | 11.56                               |
| Fair value of plan asset                | -                                   | -                                   | -                                   | -                                   | -                                   |
| (Surplus)/Deficit in the plan           | -                                   | -                                   | -                                   | -                                   | -                                   |
| Actuarial(gain)/loss on plan obligation | (11.04)                             | (0.07)                              | 0.67                                | 2.33                                | 7.18                                |
| Actuarial gain/(loss) on plan asset     | -                                   | -                                   | -                                   | -                                   | -                                   |
| <b>Leave Encashment</b>                 |                                     |                                     |                                     |                                     |                                     |
| <b>Leave Encashment</b>                 | <b>As at<br/>March 31,<br/>2019</b> | <b>As at<br/>March 31,<br/>2018</b> | <b>As at<br/>March 31,<br/>2017</b> | <b>As at<br/>March 31,<br/>2016</b> | <b>As at<br/>March 31,<br/>2015</b> |
| Defined benefit obligation              | 10.23                               | 14.81                               | 14.00                               | 7.02                                | 3.28                                |
| Fair value of plan asset                | -                                   | -                                   | -                                   | -                                   | -                                   |
| (Surplus)/Deficit in the plan           | -                                   | -                                   | -                                   | -                                   | -                                   |
| Actuarial(gain)/loss on plan obligation | (6.24)                              | (0.71)                              | 6.00                                | 3.09                                | 1.04                                |
| Actuarial gain/(loss) on plan asset     | -                                   | -                                   | -                                   | -                                   | -                                   |

### 26. Payment To Auditor:

(Amount in ₹ Lakhs)

| <b>Particulars</b> | <b>As at<br/>March 31, 2019</b> | <b>As at<br/>March 31, 2018</b> |
|--------------------|---------------------------------|---------------------------------|
| Audit fees         | 3.15                            | 1.65                            |
| Certification fees | 0.51                            | 0.77                            |

### 27. Party Transactions:

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:

Related Party Relationship (As identified and certified by the management and relied upon by auditors);

#### **Holding Entity**

Swallow Associates LLP

#### **Key Managerial Personnel**

Mr. Rohin Bomanji (Manager)

Mr. Parasmal Rakhecha (Chief Financial Officer)

Details of Transactions and Related Balance are disclosed excluding reimbursement

(Amount in ₹ Lakhs)

| <b>Transactions during the year</b> | <b>As at<br/>March 31, 2019</b> | <b>As at<br/>March 31, 2018</b> |
|-------------------------------------|---------------------------------|---------------------------------|
| <b>Key Managerial Personnel</b>     |                                 |                                 |
| Salary- Rohin Bomanji               | 0.06                            | 0.06                            |
| Salary- Parasmal Rakhecha           | 44.76                           | 39.16                           |

28. The Company is a NBFC and primarily engaged in investment in securities which is considered as one segment. As such, there is no other separate reportable segment as defined by Accounting Standard -17 "Segment Reporting" as notified by the Companies (Accounting Standards) Rules, 2006.



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in ₹ Lakhs unless otherwise stated)

29. Additional information as required under schedule III to the Companies Act 2013, of enterprises consolidated as subsidiary /Associate/Joint Venture.

(Amount in ₹Lakhs)

| Name of Entity                            | Net Assets, i.e. Total Assets-<br>Total Liabilities |                  | Share in Profit or Loss               |                  |
|---|---|------------------|---------------------------------------|------------------|
|   | As % of<br>Consolidated<br>Net Assets               | Amount           | As % of<br>Consolidated<br>Net Profit | Amount           |
| <b>Parent</b>                             |   |                  |                                       |                  |
| Summit Securities Limited                 | 15.45%  | 11,736.08        | 78.25%                                | 8,583.38         |
| <b>Indian Subsidiaries</b>                |   |                  |                                       |                  |
| 1. Instant Holdings Limited               | 84.52%  | 64,223.16        | 30.14%                                | 3,306.26         |
| 2. Sudarshan Electronics and T.V. Limited | 0.03%   | 22.22            | (8.39%)                               | (920.06)         |
| Minority Interest                         | NIL   | NIL              | NIL                                   | NIL              |
| Associates                                | NIL   | NIL              | NIL                                   | NIL              |
| Joint Ventures                            | NIL   | NIL              | NIL                                   | NIL              |
| <b>TOTAL</b>                              |   | <b>75,981.46</b> |                                       | <b>10,969.58</b> |

Holding more than 20% but not consolidated

Note: The Company does not exercise any control and does not have significant influence over CEAT Limited and Spencer and Company Limited. Hence these entities are not considered as associates of the Company as per AS- 23 "Accounting for Investments in Associates in Consolidated Financial Statements". The Investments have been accounted for as per AS-13 "Accounting for Investments".

30. Previous year's figures have been regrouped wherever necessary to conform to current year's classification.

As per our report attached  
**For Chaturvedi & Shah LLP**  
Chartered Accountants  
FRN.: 101720W/W100355

**Amit Chaturvedi**  
Partner  
Membership No.: 103141

Place: Mumbai  
Date : May 15, 2019

**For and on behalf of Board of Directors**

|  |  |
|--|--|
| <b>H N Singh Rajpoot</b><br>Director<br>DIN:00080836 | <b>A.V. Nerurkar</b><br>Director<br>DIN:00045309 |
|--|--|

|   |   |
|---|---|
| <b>Parasmal Rakhecha</b><br>Chief Financial Officer | <b>Jiya Gangwani</b><br>Company Secretary |
|---|---|

**Rohin Bomanji**  
Manager

## Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

## Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Lakhs.)

Amounts in ₹ Lakhs

| Sr. No. | Particulars  | Names of Subsidiaries          |   |
|---------|--|--------------------------------|---|
|         |  | Instant Holdings Limited       | Sudarshan Electronics & T. V. Limited       |
| 1.      | Reporting period for the subsidiary concerned, if different from the holding Company's reporting period                      | Not Applicable                 | Not Applicable                              |
| 2.      | Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries. | Not Applicable                 | Not Applicable                              |
| 3.      | Share Capital  | 471.39                         | 782.67                                      |
| 4.      | Reserves and Surplus   | 63,751.77                      | (760.45)                                    |
| 5.      | Total assets   | 64,237.60                      | 30.44                                       |
| 6.      | Total Liabilities  | 64,237.60                      | 30.44                                       |
| 7.      | Investments  | 62,177.27                      | 2.72  |
| 8.      | Turnover   | 3,419.97                       | -   |
| 9.      | Other Income   | 24.97                          | 26.79                                       |
| 10.     | Profit Before Taxation   | 3,352.75                       | (919.91)                                    |
| 11.     | Provision for Taxation   | 46.49                          | 0.15  |
| 12.     | Profit After Taxation  | 3,306.26                       | (920.06)                                    |
| 13.     | Proposed Dividend  | Nil                            | Nil   |
| 14.     | Percentage of Shareholding   | 100% subsidiary of the Company | 100% subsidiary of Instant Holdings Limited |

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations: NIL
- Names of subsidiaries which have been liquidated or sold during the year: NIL

**Part “B”: Associates and Joint Ventures**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:

Amounts in ₹ Lakhs

| <b>Name of Associates/Joint Ventures</b>  | <b>CEAT Limited<br/>(Associate<br/>Company)</b> | <b>Spencer and<br/>Company Limited<br/>(Associate<br/>Company)</b> |
|---|---|--|
| 1. Latest audited Balance sheet Date  | 31.03.2019                                      | 31.03.2019   |
| 2. Shares of Associate/Joint Ventures held by the Company on the year end <b>(Refer Note-2)</b> |   |  |
| No.   | 12,830,893                                      | 4,464,576  |
| Amount of Investment in Associates/Joint Venture  | 14,722.58                                       | 9,657.43   |
| Extent of holding %   | 31.72%  | 40.83%   |
| 3. Description of how there is a significant influencee   | Not Applicable                                  | Not Applicable   |
| 4. Reason why the associate/joint venture is not consolidated                                   | <b>(Refer Note-3)</b>                           | <b>(Refer Note-3)</b>  |
| 5. Net worth attributable to Shareholding as per latest audited Balance Sheet                   | -   | -  |
| 6. Profit / Loss for the year   | -   | -  |
| i. Considered in Consolidation  | -   | -  |
| ii. Not Considered in Consolidation   | -   | -  |

- Names of associates or joint ventures which are yet to commence operations: NIL
- Company along with its subsidiary Instant Holdings Limited holds more than 20% of the total share capital of CEAT Limited and Spencer and Company Limited.
- The Company does not exercise any control and does not have significant influence over CEAT Limited and Spencer and Company Limited. Hence these entities are not considered as associates of the Company as per AS-23 "Accounting for Investments in Associates in Consolidated Financial Statements". The Investments have been accounted for as per AS-13 "Accounting for Investments".

As per our report attached  
**For Chaturvedi & Shah LLP**  
 Chartered Accountants  
 FRN.: 101720W/W100355

**Amit Chaturvedi**  
 Partner  
 Membership No.: 103141

Place: Mumbai  
 Date : May 15, 2019

**For and on behalf of Board of Directors**

**H N Singh Rajpoot**  
 Director  
 DIN:00080836

**A.V. Nerurkar**  
 Director  
 DIN:00045309

**Parasmal Rakhecha**  
 Chief Financial Officer

**Jiya Gangwani**  
 Company Secretary

**Rohin Bomanji**  
 Manager

## SUMMIT SECURITIES LIMITED

Corporate Identification Number: L65921MH1997PLC194571  
Registered Office: 213, Bezzola Complex, B Wing, 71, Sion-Trombay Road, Chembur, Mumbai - 400071  
Tel No.: +91-22-25292152/54/55 Fax No: +91-22-25297423  
Website: [www.summitsecurities.net](http://www.summitsecurities.net) ; Email: [investors@summitsecurities.net](mailto:investors@summitsecurities.net)

### ATTENDANCE SLIP

(To be presented at the entrance duly signed)

|   |   |  |
|---|---|--|
| Registered Folio No./ DP ID/ Client ID                          | : |  |
| Name and address of the Member(s)                               | : |  |
| No. of Share(s) held  | : |  |
| Name of the Proxy/ Authorized Representative (In Block Letters) | : |  |
| Signature of the Member(s)/ Proxy/ Authorized Representative    | : |  |

I, hereby, record my presence at the Twenty Second Annual General Meeting of the Company on Wednesday, September 25, 2019 at 11.00 a.m. at The Auditorium, Textiles Committee, next to Trade Plaza (TATA Press), P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025.

## SUMMIT SECURITIES LIMITED

Corporate Identification Number: L65921MH1997PLC194571  
Registered Office: 213, Bezzola Complex, B Wing, 71, Sion-Trombay Road, Chembur, Mumbai - 400071  
Tel No.: +91-22-25292152/54/55 Fax No: +91-22-25297423  
Website: [www.summitsecurities.net](http://www.summitsecurities.net) ; Email: [investors@summitsecurities.net](mailto:investors@summitsecurities.net)

### FORM NO. MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN:** L65921MH1997PLC194571

**Name of the company:** Summit Securities Limited

**Registered office:** 213, Bezzola Complex, B Wing, 71, Sion-Trombay Road, Chembur, Mumbai - 400071

|                        |  |
|------------------------|--|
| Name of the Member(s): |  |
| Registered Address:    |  |
| Email ID:              |  |
| Folio No. / Client ID: |  |
| DP ID:                 |  |

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_

----- ✂ ----- ✂ -----  
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Second Annual General Meeting of the Company, to be held on Wednesday, September 25, 2019 at 11.00 a.m. at The Auditorium, Textiles Committee, next to Trade Plaza (TATA Press), P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

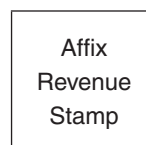
I/we wish my above Proxy to vote in the manner as indicated in the box below (Refer Note 2):

| Item No. | Brief Description of Resolution   | I assent to the Resolution For (✓) | I dissent to the Resolution Against (✓) |
|----------|---|------------------------------------|---|
| 1        | Adoption of:<br>a. the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Auditors and the Board of Directors thereon.<br>b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon. |                                    |   |
| 2        | Re-appointment of Mr. H. N. Singh Rajpoot (DIN: 00080836) as a Director of the Company, liable to retire by rotation.   |                                    |   |
| 3        | Re-appointment of Mr. Hemendra Chimanlal Dalal (DIN: 00206232) as an Independent Director of the Company for the second term of five years w.e.f. September 27, 2019.   |                                    |   |
| 4        | Re-appointment of Mr. Prem Kapil (DIN: 06921601) as an Independent Director of the Company for the second term of five years w.e.f. September 27, 2019.   |                                    |   |
| 5        | Re-appointment of Ms. Sneha Ranade (DIN: 06878346) as an Independent Director of the Company for the second term of five years w.e.f. September 27, 2019.   |                                    |   |
| 6        | Appointment of Mr. Ramesh Chandak (DIN: 00026581) as an Independent Director of the Company for a term of five years w.e.f. September 27, 2019.   |                                    |   |
| 7        | Re-appointment of Mr. Rohin Bomanji as Manager of the Company for a period of three years w.e.f. August 5, 2019.  |                                    |   |

Signed this ..... day of..... 2019

Signature of shareholder: .....

Signature of Proxy holder(s): .....



Signature across the stamp

**Note:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 213, Bezzola Complex, B Wing, 71, Sion-Trombay Road, Chembur, Mumbai - 400071, not less than 48 hours before the commencement of the Meeting.**
- This is only optional. Please put a '✓' in the appropriate column against the Resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any of the Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**

## SUMMIT SECURITIES LIMITED

Corporate Identification Number: L65921MH1997PLC194571  
Registered Office: 213, Bezzola Complex, B Wing, 71, Sion-Trombay Road, Chembur, Mumbai - 400071  
Tel No.: +91-22-25292152/54/55 Fax No: +91-22-25297423  
Website : [www.summitsecurities.net](http://www.summitsecurities.net) Email : [investors@summitsecurities.net](mailto:investors@summitsecurities.net)

### CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC FORM

Dear Shareholders,

Pursuant to Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Notice of the General Meeting and other communication can be sent to the shareholders in electronic form. Your Company has sent the Annual Report through electronic mode to those Shareholders whose E-mail IDs are registered. The Annual Report and the Notice of General Meetings and other documents will also be available on the Company's website at [www.summitsecurities.net](http://www.summitsecurities.net).

In order to receive speedy communication and support the Green Initiative, we request the shareholders to register the **EMAIL ADDRESS** against their account / folio as follows to receive Notice and other communication from the Company in electronic mode:

Shareholders holding shares in physical mode: Kindly state the details in the appended form for registering / updating the E-mail ID against your registered folio no. The appended form duly filled and signed should be sent to our Registrar and Share Transfer Agents viz., TSR Darashaw Consultants Private Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011.

Shareholders holding shares in the dematerialised mode: Kindly arrange to register / update your E-mail ID against your demat account maintained with your Depository Participant.

Please note that as a Shareholder, you will be entitled to receive physical copies of all notices and documents free of cost, upon specific request to the Company.

For Summit Securities Limited

Place : Mumbai  
Date : August 2, 2019

Jiya Gangwani  
Company Secretary

TSR Darashaw Consultants Private Limited (Registrar and Share Transfer Agents)

**Unit: Summit Securities Limited**

6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011.

### CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC FORM

I/We agree to receive documents in electronic mode pursuant to Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014. Please register / update\* the E-mail Address as mentioned below.

1. Name(s) of Shareholder(s)  
(including joint holders, if any) : \_\_\_\_\_
2. No. of Shares held : \_\_\_\_\_
3. Registered Folio No. / DP ID & Client ID : \_\_\_\_\_
4. **EMAIL ADDRESS** for receipt of documents  
in electronic mode : \_\_\_\_\_

\_\_\_\_\_  
(Signature of First holder)

Place: \_\_\_\_\_

Date : \_\_\_\_\_

\_\_\_\_\_  
(Name of First holder)

\*Strike out whichever is not applicable.

For Physical Shares: Kindly send above duly filled and signed consent to TSR Darashaw Consultants Private Limited.

For Demat shares : Kindly send above duly filled and signed consent to your Depository Participant where demat account is maintained.



