

# SHALIMAR AGENCIES LIMITED

(CIN NO: L151226TG1981PLC114084)

Date: 06/09/2019

To, <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001	To, <b>Metropolitan Stock Exchange of India Limited,</b> Vibgyor Towers, 4th floor, Plot No C 62, G - Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400 098, India.	To, <b>The Calcutta Stock Exchange Limited</b> 7, Lyons Range, Dalhousie, Kolkata-700001, West Bengal
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**Dear Sir/Madam,**

**Sub: Notice of 38<sup>th</sup> AGM & Annual Report for the FY 2018-19**

**Ref: Scrip Code: 539895**

We wish to inform you that 38th Annual General Meeting of the Shareholders of Shalimar Agencies Limited will be held on Monday, the 30th Day of September, 2019 at 10.00 A.M. at the Registered Office of the Company at Flat No.202-A, 2nd Floor, MJR Magnifique Building, Nanakramguda Cross Road, Serilingampally, Hyderabad TG 500008

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the financial year 2018-19. The Annual Report along with Notice of AGM are also being uploaded on the Company's website <http://www.shalimaragencieslimited.com>

Request you to take the same on your records.

Thanking you.

For **Shalimar Agencies Limited**

Aditya Sreeramji Magapu  
(Whole-time Director)  
(DIN: 03424739)

# **SHALIMAR AGENCIES LIMITED**

**CIN:(L51226TG1981PLC114084)**

**38TH ANNUAL REPORT**

**2018 –2019**

**SHALIMARAGENCIESLIMITED**

# SHALIMAR AGENCIES LIMITED

CIN:(L51226TG1981PLC114084)

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Aditya Sreeramji Magapu	Whole-time – Executive	(DIN: 03424739)
Mr. Natwarlal Ramgopal Modani	Independent & Non-Executive	(DIN: 07480150)
Ms. Sarapu Sowjanya	Independent & Non-Executive	(DIN: 07471908)
Mr. Rahul Manoj Rawlyani	Independent & Non-Executive	(DIN: 07485600)
Mr. Mallu Reddy Subramanyam	Executive Director	(DIN: 03569955)

### COMPLIANCE OFFICER

Aditya Sreeramji Magapu

### CORPORATE IDENTITY NUMBER

(CIN) L51226TG1981PLC114084

### ISIN

INE631E01016

### REGISTERED OFFICE

Flat No.202-A, 2nd Floor, MJR Magnifique Building, Nanakramguda Cross Road, Serilingampally, Hyderabad TG 500008

### CONTACT DETAILS

Contact No : +91 - 90300 57374

E-Mail : shalimaragenciesltd@gmail.com

Website : www.shalimaragencieslimited.com

### AUDITORS

P Murali & Co.,

Chartered Accountants

6/655/2/3, Somajiguda, Hyderabad-500 082 (Telangana)

### BANKERS

HDFC Bank Ltd, Hyderabad (Telangana)

### LISTING

BSE Limited

Metropolitan Stock Exchange of India Limited Calcutta

Stock Exchange Limited

### REGISTRAR & SHARE TRANSFER AGENTS as on 31 March 2019

Alankit Assignments Limited

16/13, Alankit Heights, Jhandewalan Extension, New Delhi-110 055 Contact No. : 011 - 4254 1234

Email: info@alankit.com

### AUDIT COMMITTEE

Mr. Natwarlal Ramgopal Modani	-	Chairman
Ms. Sarapu Sowjanya	-	Member
Mr. Aditya Sreeramji Magapu	-	Member

### NOMINATION & REMUNERATION COMMITTEE

Mr. Natwarlal Ramgopal Modani	-	Chairman
Ms. Sarapu Sowjanya	-	Member
Mr. Rahul Manoj Rawlyani	-	Member

### STAKEHOLDER RELATIONSHIP COMMITTEE

Mr. Natwarlal Ramgopal Modani	-	Chairman
Ms. Sarapu Sowjanya	-	Member
Mr. Rahul Manoj Rawlyani	-	Member

### INDEPENDENT DIRECTORS COMMITTEE

Mr. Natwarlal Ramgopal Modani	-	Chairman
Ms. Sarapu Sowjanya	-	Member
Mr. Rahul Manoj Rawlyani	-	Member

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## NOTICE

NOTICE is hereby given that the 38<sup>th</sup> Annual General Meeting of the Shareholders of Shalimar Agencies Limited will be held on Monday, the 30<sup>th</sup> Day of September, 2019 at 10.00 A.M. at the Registered Office of the Company at Flat No.202-A, 2nd Floor, MJR Magnifique Building, Nanakramguda Cross Road, Serilingampally, Hyderabad TG 500008 to transact the following business:

### ORDINARY BUSINESS

- Item# 1.** To consider and adopt the Audited Financial Statements of the Company for the Financial Year 2018-19 together with all schedules and notes attached thereto, along with the Report of the Board of Directors and Auditors thereon.
- Item# 2.** To Ratify the Appointment of P. Murali & Co., Chartered Accountants, Hyderabad as Statutory Auditors of the Company and authorize Board of Directors to fix the remuneration.  
Resolved that pursuant to the provisions of section 139 and all other applicable provisions, of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the Appointment of P. Murali & Co., (FRN: 007257S), Chartered Accountants as Statutory Auditors of the Company for a term of 5 years i.e., till the conclusion of 39th Annual General Meeting (AGM) to be held in 2020 which was subject to ratification at every AGM; be and is hereby ratified to hold office from Conclusion of this AGM until Conclusion of Next AGM, on such remuneration as may be determined by the Board of Directors.

### SPECIAL BUSINESS:

**Item# 3. Regularisation of Mr. Aditya Sreeramji Magapu as Executive Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Aditya Sreeramji Magapu (DIN: 03424739), who was appointed as an Additional Director of the Company with effect from 26th March, 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a member, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.”

**Item# 4. Regularisation of Mr. Mallu Reddy Subramanyam as Executive-Director and Non-Independent Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Mallu Reddy Subramanyam (DIN: 03569955), who was appointed as an Additional Director of the Company with effect from 26th March, 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a member, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.”

**Item# 5 Appointment of Mr. Aditya Sreeramji Magapu as Executive- Wholetime Director of the Company.**

To consider and if thought fit to pass with or without modification the following resolution as an Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of sections 196, 197 of the Companies Act, 2013 read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Schedule V and other

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applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), as approved by the Nomination and remuneration cum compensation committee and Audit committee, consent of members be and is hereby accorded for appointment of Mr. Aditya Sreeramji Magapu (DIN: 03424739) as the Executive -Whole-time Director of the Company for a period of Five years w.e.f. 26<sup>th</sup> March, 2019 on the remuneration, terms and conditions as recommended by the Nomination & Remuneration Committee.

“RESOLVED FURTHER THAT Mr. Aditya Sreeramji Magapu, Executive Director will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company’s business and such other benefits/amenities and other privileges as any from time to time, be available to other Senior Executives of the Company.”

“RESOLVED FURTHER THAT in the event in any financial year during his tenure, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013,the Company may pay, remuneration in accordance with the limits as per the provisions of Schedule V of Companies Act, 2013”

“RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorised to file Form No.MR-1, DIR-12 or such other forms with the office of the Registrar of Companies and to make necessary entries in the Register of Directors maintained by the Company and to take all other necessary steps as may be required under the Companies Act, 2013 for giving effect to these resolutions.

## Item# 6

### **Appointment of Mr. Mallu Reddy Subramanyam as Executive Director of the Company.**

To consider and if thought fit to pass with or without modification the following resolution as an Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of sections 196, 197 of the Companies Act, 2013 read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), as approved by the Nomination and remuneration cum compensation committee and Audit committee, consent of members be and is hereby accorded for appointment of Mr. Mallu Reddy Subramanyam (DIN: 03569955) as the Executive Director of the Company for a period of Five years w.e.f. 26<sup>th</sup> March, 2019 on the remuneration, terms and conditions as recommended by the Nomination & Remuneration Committee.

“RESOLVED FURTHER THAT Mr. Mallu Reddy Subramanyam, Executive Director will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company’s business and such other benefits/amenities and other privileges as any from time to time, be available to other Senior Executives of the Company.”

“RESOLVED FURTHER THAT in the event in any financial year during his tenure, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013,the Company may pay, remuneration in accordance with the limits as per the provisions of Schedule V of Companies Act, 2013”

“RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorised to file Form No.MR-1, DIR-12 or such other forms with the office of the Registrar of Companies and to make necessary entries in the Register of Directors maintained by the Company and to take all other necessary steps as may be required under the Companies Act, 2013 for giving effect to these resolutions.

## Item# 7.

### **Reclassification Of Promoters Of The Company As Public Shareholders Of The Company Subsequent To Successful Open Offer**

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

"RESOLVED THAT pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and successful completion of open offer by Quebec Tech Solutions Private Limited (“Acquirers”/ “New Promoters”) under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations,

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2011 and subject to necessary approvals from Stock Exchange and other appropriate Regulatory authorities, as may be necessary, the consent of the members of the Company be and is hereby accorded to designated the Acquirers to be Promoter and Promoter Group of the Company and re-classify “Existing Promoters” i.e. Anil Kumar Bhangadia, Arvind Kumar Bhangadia and Anil Kumar Bhangadia to “Public category”:

Particulars	Existing Promoters	Proposed promoter
Promoters	1. Arun Kumar Bhangadia 2. Arvind Kumar Bhangadia 3. Anil Kumar Bhangadia	M/s Quebec Tech Solutions Private Limited

RESOLVED FURTHER THAT on approval of Stock Exchange and upon application for reclassification of the “Existing Promoter and Promoter Group” as “Public Category”, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and compliance to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

**Place: Hyderabad**  
**Date: 30th August, 2019**

**For and on behalf of the Board**  
**Shalimar Agencies Limited**

**Sd/-**  
**Aditya Sreeramji**  
**Magapu**  
**Whole-Time Director**  
**(DIN: 03424739)**

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## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE“MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten 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 shareholder.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf in the meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Pursuant to the completion of Acquisition of Company under Reg 3 and 4 of SEBI (SAST), 2011, the management has changed and the new management was appointed on the board w.e.f 26 March 2019
5. The Register of Members and Share Transfer Books of the Company in respect of Equity Shares will remain closed from Monday, 23rd September, 2019 to Monday, 30th September, 2019 (both days inclusive).
6. Members/Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting along with the copy of the Annual Report.
7. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number(s) in the Attendance Slip for attending the meeting.
8. Members are requested to notify change of address, if any, with pincode to the Company or to its Registrar and Share Transfer Agent quoting reference of their folio number and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.
9. The Company has designated an exclusive email ID shalimaragenciesltd@gmail.com which would enable the investors/ shareholders to post their grievances, if any, by quoting their Registered Folio Number, Client ID, and Number of shares. However, it may be noted that the Company would not respond to any kind of malicious allegations made by the shareholders with ulterior motives. Members intending to seek clarifications at the Annual General Meeting concerning the accounts and any aspect of operations of the Company are requested to send their questions in writing to the Investor Relations Department so as to reach the Company at least 7 days in advance before the date of the Annual General Meeting, specifying the point(s).
10. Securities and Exchange Board of India (SEBI) has issued a circular clarifying that it shall be mandatory for the transferee(s) to furnish copy of Permanent Account Number (PAN) card to the Company/Registrar and Transfer Agent of the Company for registration of transfer of shares in the physical mode. Members may please take a note of the same.

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11. All relevant documents referred in the Notice shall be open for inspection by the members at the Registered office of the Company during the normal business hours (10.00 A.M to 6.00 P.M) on all working days (except Saturdays) upto the date of AGM of the Company and shall also be available at the meeting.
12. A Route Map showing direction to reach the venue of 38th Annual General Meeting is given in the Annual Report as per the requirement of the Secretarial Standard – 2 on General Meeting.
13. To Support ‘Green Initiative,’ the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of services where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company’s Registrar and Transfer Agent, Alankit Assignments Limited, 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi – 110 055 (Company’s Registrar and Transfer Agent is Aarthi Consultants Private Limited, 1-2-285, Domalguda Hyderabad-500029 with effect from 24 August 2019), in case, a Member wishes to receive a physical copy of the said documents, such Member is requested to send an e-mail duly quoting his/her DP ID and Client ID or the Folio number, as the case may be, to shalimaragenciesltd@gmail.com. The Members may also note that the said notice & Reports are also being uploaded on the website of the Company at <http://www.shalimaragencieslimited.com>. Annual Report of the company for FY 2018-19 is uploaded in the website of the company at <http://shalimaragencieslimited.com/investor/Annual%20Report%202018-19.pdf>
14. The Company changed RTA from , Alankit Assignments Limited to Aarthi Consultants Private Limited, 1-2-285, Domalguda Hyderabad-500029 on 24 August 2019.
15. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail the nomination facility by filling form SH-13. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company/ Registrar and Transfer Agent.
17. Notice of the 38th Annual General Meeting will be sent to all the Members electronically whose E-mail addresses are registered and Hard copies to members whose E-mail addresses are not registered on or before Saturday, 07th September, 2019, whose names appear in the Register of Members as on Friday , 30<sup>th</sup> August, 2019 (Cut-Off date).

## **E-VOTING (VOTING THROUGH ELECTRONIC MEANS)**

In compliance with provisions of section 108 of the Act and Rules framed thereunder and Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members with a facility to exercise their right to vote at the 38th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.

Necessary arrangements have been made by the Company with Central Depository Services [India] Limited [CDSL] to facilitate e-voting. The detailed process, instructions and manner for availing e-Voting facility is annexed to the Notice.

In this regard, the member’s demat account/folio number as on day, 21<sup>st</sup> September, 2019 i.e. cut-off date has been enrolled by the Company for participation in voting on resolutions placed by the Company on



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the voting system.

The E-Voting period will commence on Friday, September 27th, 2019 at 10.00 A.M. and ends on Sunday, September 29th, 2019 at 05.00 P.M.

The Board of Directors has appointed Mr. G. Vinay Babu, Practicing Company Secretary (Membership No. ACS-20592, CP No. 20707) to act as scrutinizer to conduct and scrutinize the remote e-voting and poll at the Annual General Meeting in a fair and transparent manner.

## PROCEDURE FOR E-VOTING

- (i) A. In case of members receiving e-mail (for members whose e-mail address is registered with the RTA)
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID  
For CDSL: 16 digits beneficiary ID  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID  
Members holding Shares in Physical Form should enter Folio Number registered with the Company. Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user, follow the steps given below for the password:

	For Members holding Shares in Demat Form and Physical Form:
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  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 8 digits of the sequence number in the PAN field.  In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is 3 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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 login.  If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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

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take utmost care to keep your password confidential.

- (ix) For Members holding Shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Company, i.e., Shalimar Agencies Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - 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 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.
- (xviii) 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).

## Contact details for queries relating to E-Voting:

Mr. Rakesh Dalvi, Manager

Address: 16th Floor, Phiroze Jeejeebhoy  
Towers, Dalal Street, Fort, Mumbai –  
400001.

Email ID:

[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) Phone  
number: 18002005533

B. In case of members receiving the physical copy:

**Please follow all steps from S. No. (i) to S. No. (xviii) above to cast vote.**

## C. General Instructions:

- (i) Members can opt for only one mode of voting, i.e., either by Physical Ballot or E-Voting. In case Members cast their votes through both the modes, voting done by E-Voting shall prevail and votes cast through Physical Ballot will be treated as invalid.

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- (ii) The facility for voting through Polling Paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by E-Voting shall be able to exercise their right at the meeting.
- (iii) The member who cast their vote by E-Voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.
- (iv) The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would 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, who shall countersign the same.
- (v) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.shalimaragencieslimited.com](http://www.shalimaragencieslimited.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited, MSEI Limited and CSE Limited, where the equity shares of the Company are listed.
- (vi) The resolutions listed in the Notice of the AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favour of the respective resolutions.

**For and on behalf of the Board  
Shalimar Agencies Limited**

**Place: Hyderabad  
Date: 30th August, 2019**

**Sd/-  
Aditya Sreeramji Magapu  
Whole-Time Director  
(DIN: 03424739)**

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**Statement provided pursuant to the provisions of Regulation 36 of SEBI (LODR) Regulations, 2015 readwith Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India**

Name of the Director	Aditya Sreeramji Magapu
Date of Birth	30th May 1984
Qualifications:	BE in Electronics and Communication Engn
Expertise in Specific Functional Areas:	He has more than 10 years of experience in the Contruction and related areas
Directorships held in other public companies (Excluding Foreign companies and Section 8 Companies)	NIL
Memberships/Chairmanships of Committees of other public Companies (Includes Only Audit Committee and Stakeholder's Relationship Committee)	NIL
Number of shares held in the company as on 31.03.2019	Nil
Relationship between directors inter-se/ Key Managerial Personnel	There is no relationship with other directors on the board.
Details of Last Remuneration Drawn	Nil
Date of First appointment of Board	26 March 2019
Number of Meeting of the Board attended during the financial year (2018-19)	One

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Statement provided pursuant to the provisions of Regulation 36 of SEBI (LODR) Regulations, 2015 read with Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India

Name of the Director	Mallu Subramanyam Reddy
Date of Birth	12 June 1983
Qualifications:	BE in Electronics and Communication Engn
Expertise in Specific Functional Areas:	He has more than 10 years of experience in the Software field
Directorships held in other public companies (Excluding Foreign companies and Section 8 Companies)	NIL
Memberships/Chairmanships of Committees of other public Companies (Includes Only Audit Committee and Stakeholder's Relationship Committee)	NIL
Number of shares held in the company as on 31.03.2019	Nil
Relationship between directors inter-se/ Key Managerial Personnel	There is no relationship with other directors on the board.
Details of Last Remuneration Drawn	Nil
Date of First appointment of Board	26 March 2019
Number of Meeting of the Board attended during the financial year (2018-19)	One

# SHALIMAR AGENCIES LIMITED

CIN:(L51226TG1981PLC114084)

## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### Item No 3

Mr. Aditya Sreeramji Magapu, was appointed as an Additional Director of the Company with effect from 26<sup>th</sup> March, 2019 by the Board of Directors under Section 161, 149 (1) of the Act. In terms of Section 161(1) of the Act, Mr. Aditya Sreeramji Magapu holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a member, signifying intention to propose Mr. Aditya Sreeramji Magapu as a Director.

The Directors are of the view that the appointment of Mr. Aditya Sreeramji Magapu, as Director will be beneficial to the operations of the Company and hence said resolution being placed before the members for their approval. Except Mr. Aditya Sreeramji Magapu, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in this resolution.

Your Board recommends the resolution set out in Item No. 3 for approval of the members as Ordinary resolution.

### Item# 4

Mr. Mallu Reddy Subramanyam, was appointed as an Additional Director of the Company with effect from 26<sup>th</sup> March, 2019 by the Board of Directors under Section 161, 149 (1) of the Act. In terms of Section 161(1) of the Act, Mr. Mallu Reddy Subramanyam holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a member, signifying intention to propose Mr. Mallu Reddy Subramanyam, as a Director. The Directors are of the view that the appointment of Mr. Mallu Reddy Subramanyam, as Director will be beneficial to the operations of the Company and hence said resolution being placed before the members for their approval.

Except Mr. Mallu Reddy Subramanyam, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in this resolution.

Your Board recommends the resolution set out in Item No. 4 for approval of the members as Ordinary resolution.

### Item# 5

Mr. Aditya Sreeramji Magapu was appointed as an Additional Director of the Company on 26<sup>th</sup> March 2019. In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee the Board of Directors and subject to approval of the members and in compliance with section 196 & 197 of Companies act, 2013 read with rules thereof and Schedule V of the Companies Act, 2013 proposed for the appointment of Mr. Aditya Sreeramji Magapu as Executive Wholetime Director of the company for a period from 26<sup>th</sup> March 2019 to 25<sup>th</sup> March, 2024 on the remuneration, terms and conditions as recommended by the Nomination & Remuneration cum compensation Committee. Your Directors recommend that the said resolution may be passed as an Ordinary resolution.

The Board of Directors recommends the resolution in relation to the appointment of Executive Director, for the approval of the members of the Company. Notice has been received from member signifying their intention to propose appointment of Mr. Aditya Sreeramji Magapu as Executive Director of the Company.

The disclosure under SEBI (LODR) Regulations, 2015 is provided at Annexure to this Notice. Except Mr. Aditya Sreeramji Magapu and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 5

Your Board recommends the resolution set out in Item No. 5 for approval of the members as Ordinary resolution.

# SHALIMAR AGENCIES LIMITED

CIN:(L51226TG1981PLC114084)

## Item# 6

Mr. Mallu Reddy Subramanyam was appointed as an Additional Director of the Company on 26<sup>th</sup> March 2019. In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee the Board of Directors and subject to approval of the members and in compliance with section 196 &197 of Companies act, 2013 read with rules thereof and Schedule V of the Companies Act,2013 proposed for the appointment of Mr. Mallu Reddy Subramanyam as Executive director of the company for a period from 26<sup>th</sup> March 2019 to 25<sup>th</sup> March, 2024 on the remuneration, terms and conditions as recommended by the Nomination & Remuneration cum compensation Committee. Your Directors recommend that the said resolution may be passed as an Ordinary resolution.

The Board of Directors recommends the resolution in relation to the appointment of Executive Director, for the approval of the members of the Company. Notice has been received from member signifying their intention to propose appointment of Mr. Mallu Reddy Subramanyam as Executive Director of the Company.

The disclosure under SEBI (LODR) Regulations, 2015 is provided at Annexure to this Notice. Except Mr. Mallu Reddy Subramanyam and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 6

Your Board recommends the resolution set out in Item No. 6 for approval of the members as Ordinary resolution.

## Item# 7

The Company have received requests from “Acquirers to classify them as Promoter & Promoter Group” and to reclassify “Existing Promoter and Promoter Group” to Public category as required under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations, 2015’). Detail of shareholding of the Company is as follows:

Name of the old Promoters	Shareholding (Prior Open Offer)		Shareholding (After Open Offer)	
	No of Equity Shares	%	No of Equity Shares	%
1. Arun Kumar Bhangadia	954600	31.81	Nil	0
2. Arvind Kumar Bhangadia	150000	5.00	Nil	0
3. Anil Kumar Bhangadia	100000	3.33	Nil	0

The Promoters seeking re-classification along with their personal promoter group entities do / will not:

- A. have any special rights through formal or informal agreements
- B. hold more than 10% of the paid-up capital of the Company.
- C. act as a Key Managerial person for a period of more than three years from the date of Shareholders approval.

Any of the Directors of the Company or the Company Secretary & Compliance Officer or such other person as authorized by the Board, be and is hereby authorized to submit application for reclassification to Stock Exchange(s), wherein the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution.

# SHALIMAR AGENCIES LIMITED

CIN:(L51226TG1981PLC114084)

## DIRECTORS REPORT

The Directors present their 38th Annual Report along with Audited Statements of Accounts for the Financial Year ended 31st March, 2019.

### FINANCIAL RESULTS

The performance of the Company is as follows:(Amount in Rs.)

Particulars	2018-2019	2017-2018
Income	1,42,79,362	10,61,89,166
Expenditure	1,51,03,823	10,78,76,133
Profit before Tax	-8,24,460	-16,86,966
Current Year Tax	-1453	5,661
Profit after Tax	-8,23,007	-16,92,628

### COMPANY PERFORMANCE

Your Company posted moderate financial results during the year under review. Income of the company has decreased from Rs. 10,61,89,166/- to Rs. 1,42,79,362/- and incurred Loss Rs. 8,23,007/- as compared to Previous Years Loss of Rs. 16,92,628/-

### DIVIDEND

The Company does not have adequate profits for the year under review hence decided not to declare any dividend.

### TRANSFER TO RESERVES

In view of the losses incurred by the Company during the year, the Board of Directors did not propose to transfer any amount to reserves for the period under review.

### FIXED / PUBLIC DEPOSITS

The Company has not accepted any deposits falling within the meaning of Sec. 73, 74 & 76 of the Companies Act, 2013 read with the Rule 8(v) of Companies (Accounts) Rules 2014, during the Financial Year under review.

### CAPITAL STRUCTURE

The Authorized Share Capital of Company is Rs. 3,25,00,000/- (32,50,000 Equity Shares of Rs. 10/- each) The Paid Up capital of Company is Rs. 3,00,10,000/- (30,01,000 Equity Shares of Rs. 10/-each).

### MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY

There are no material changes affecting the financial position of the Company subsequent to the close of the financial year 2019 till the date of this report.

### SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORY AUTHORITIES/COURTS

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.



# SHALIMAR AGENCIES LIMITED

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## EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in **Form MGT 9** is annexed herewith as “**Annexure I**” to this report.

## AUDIT

### Statutory Audit:

In the 35th Annual general meeting held on 26th September, 2015, M/s. P. Murali & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company for a term of 5 years i.e., till the conclusion of 39th Annual General Meeting (AGM) to be held in 2020 which was subject to ratification at every AGM.

Accordingly, the appointment of M/s. P. Murali & Co., Chartered Accountants, as Statutory Auditors of the Company, is placed for ratification by the shareholders.

The report of the Statutory Auditors is enclosed to this report and contains no qualification, reservation or adverse remarks. The observations made in the Auditor's Report are self-explanatory and therefore do not call for any further comments.

### Cost Audit

Cost Audit is not applicable to your Company.

### Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed AVD Associates LLP, Company Secretaries to conduct the Secretarial Audit of the Company for the year ended 31st March, 2018.

The Secretarial Audit Report in **Form MR 3** is annexed herewith as “**Annexure II**” to this report and contains no qualification, reservation or adverse remarks.

### Internal Control Systems and their Adequacy

The Company has an Internal Control System, commensurate with the size, scale and nature of its operations. The scope and authority of the Internal Audit function is defined by the Audit Committee. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Based on the suggestions of internal audit function, Management undertakes corrective action in their respective areas and thereby strengthens the controls.

## POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The Current policy is to have an appropriate mix of Executive and Independent Directors to maintain the Independence of the Board, and separate its functions of Governance and Management. As on date of this report your Board consists of 4 Directors including 1 Promoter Executive Director and 3 are Independent Non-Executive Directors (including a Women Director).

The Policy of the Company on Appointment and Remuneration, including criteria for determining qualifications, positive attributes, independence of directors and other matters, as required under Section 178 (3) of the Companies Act, 2013 has been framed by the Company. We affirm that the Remuneration paid to the Directors is as per terms laid out in the Nomination and Remuneration Policy.

## DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors have given a declaration that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 read with the rules made thereunder and Regulation 16 of SEBI (LODR) Regulations, 2015.

# SHALIMAR AGENCIES LIMITED

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## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Particulars of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

## **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

All contracts/ arrangements/ transactions entered by the Company during the Financial Year with related parties were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act and SEBI (LODR) Regulations. The prior approval of the Audit committee was sought for all related party transactions.

During the financial year ended 31st March, 2019, there have been no related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

Detailed information about the Related Party Transactions is enclosed in **Form AOC 2** as "**Annexure III**" to this report.

## **NON – APPLICABILITY OF CORPORATE GOVERNANCE**

As per the SEBI Circular CIR/CFD/POLICYCELL/7/2014 dated 15th September, 2014, the Paid Up Capital of the Company is less than Rs. 10 Crores and Net worth being less than Rs. 25 Crores, Corporate Governance and its report is Not Applicable to the Company.

## **SUBSIDIARIES / JOINT VENTURE / ASSOCIATES**

During the Year under review, there were no Subsidiaries / Associates / Joint Ventures of our Company. By virtue of Open Offer, Quebec Tech Solutions Pvt Ltd is holding 60.57% of shareholding in the Company

## **CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Company has no activity relating to conservation of energy or technology absorption. Further the company did not have any foreign exchange earnings or outgo during the year. Hence no information pursuant to Section 134 of the Companies Act, 2013 read with (disclosure of particulars in the report of Board of Directors) Rules, 1988 is provided.

## **RISK MANAGEMENT**

The Company has adopted a Risk Management Plan for implementation of Enterprise Risk Management (ERM) framework. As per the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Board shall establish a Risk Management Plan/ Policy and the Risk Management Committee shall evaluate the Risk Management systems periodically.

In line with this requirement, the Board is responsible for initiating and instituting the ERM framework and setting the requisite tone at the top for implementation of the ERM framework. Further, the Board shall be responsible for overseeing measures for managing risk. The Plan also envisages a key role for the Risk Management Committee which shall periodically (at least annually) review the adequacy of Risk Management Systems, recommend improvements if needed, discuss with external consultants, Internal Auditors to test the adequacy and effectiveness of the Risk Management System.

Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

## **CORPORATE SOCIAL RESPONSIBILITY**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions under section 135 of the Companies Act, 2013 are not applicable to the company.

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## ADEQUACY OF INTERNAL FINANCIAL CONTROL SYSTEM

The Company has in place adequate internal financial controls commensurate with the size and needs of the business. These controls ensure the orderly and efficient conduct of its Business, including adherence to the Company's policies, identification of areas of improvement, safeguarding of its assets from unauthorized use, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial statements and / or disclosures.

## VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a Whistle Blower Policy framed to deal with instances of Fraud and Mis-Management, if any in the Group pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 & 34 (3) of SEBI (LODR) Regulations, 2015. The details of the Policy are posted on the website: [www.shalimaragencieslimited.com](http://www.shalimaragencieslimited.com). Employees can report to the Management concerned unethical behaviour, act or suspected fraud or violation of the Company's Code of Conduct Policy no employee has been denied access to the Audit Committee.

## PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL ACT, 2013)

The Company has in place an anti-sexual harassment policy in line with the requirements of the Sexual Harassment of Women at the Work Place (Prevention, Prohibition and Redressal) Act, 2013. All Employees (Permanent, Contractual, temporary, Trainees) are covered under this policy. There was no case of sexual harassment reported during the year under review.

## BOARD MEETINGS

The Board of Directors duly met 7 (Seven) times in the FY 2018-2019 on 26/05/2018, 10/08/2018, 29/08/2018, 17/09/2018, 13/11/2018, 11/02/2019 and 26/03/2019 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review the following appointments and resignations occurred in the Company:

1. Ms. Nishita Kalantri, Company Secretary and Compliance Officer resigned from the post w.e.f. 26th March, 2019.
2. Mr. Sundeep Renapurkar, CFO resigned from the post w.e.f. 26th March, 2019
3. Mr. Vishnukanth Bhangadia, Wholetime Director, resigned from the post w.e.f. 26th March, 2019
4. Mr. Aditya Sreeramji Magapu, Wholetime Director, appointed as Additional Director from w.e.f. 26th March, 2019
5. Mr. Mallu Reddy Subramanyam appointed as Additional Director from w.e.f. 26th March, 2019

## DIRECTORS' RESPONSIBILITY STATEMENT:

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the Financial Year 2017-18.

Accordingly, pursuant to Section 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (I) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (II) They have, selected such accounting policies as mentioned in the notes to the financial statements and applied consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2017-18 and of the loss of the Company for that period;

# SHALIMAR AGENCIES LIMITED

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- (iii) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) The annual accounts for the year 2018-19 have been prepared on a going concern basis.
- (v) They have laid down proper internal financial control to be followed by the Company and that the internal financial controls were adequate and are operating effectively.
- (vi) They have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

## COMPLIANCE DEPARTMENT:

Details of complaints/ requests received, resolved and pending during the Financial Year 2018-19:

During the year	Received	Resolved	Pending
2017-18	Nil	Nil	Nil

The compliance department of the company is responsible for independently ensuring that the operating and business units comply with regulatory and internal guidelines. New instructions/guidelines issued by the regulatory authorities were disseminated across the company to ensure that the business and business units operate within the boundaries set by the regulators and that compliance risks are suitably monitored and mitigated in course of their activities & processes.

## COMMITTEES

### Audit Committee

The purpose of the Audit Committee is to assist the Board of Directors in reviewing the financial information which will be provided to the Members and others, reviewing the systems of internal controls established in the Company, appointing, retaining and reviewing the performance of internal accountants/internal auditors and overseeing the Company's accounting and financial reporting process and the audit of the Company's financial statements.

The power and terms of reference of the Audit Committee are as mentioned in Regulation 18 and Part C of Schedule II of SEBI (LODR) Regulations, 2015, read with Section 177 of the Companies Act, 2013.

During the FY 2018-2019, Audit committee met on 7 (Seven) times on 26/05/2018, 10/08/2018, 29/08/2018, 17/09/2018, 13/11/2018, 11/02/2019 and 26/03/2019 The Composition is as follows:

Name	Designation	Category
Mr. Natwarlal Ramgopal Modani	Chairman	Independent Non Executive
Ms. Sarapu Sowjanya	Member	Independent Non Executive
Mr. Vishnu Kant Bhangadia/ Aditya Sreeramji Magapu	Member	Promoter Executive

### Nomination & Remuneration Committee

The power and terms of reference of the Nomination and Remuneration Committee are as mentioned in Regulation 19 and part D of Schedule II of SEBI (LODR) Regulations, 2015, read with Section 178 of the Companies Act, 2013

#### Terms of reference:

The main term of reference of the Committee is to approve the fixation/revision of remuneration of the Managing Director/Whole Time Director of the Company and while approving:

\* To take into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc.

\* To bring out objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.

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## Remuneration Policy:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit. The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered, individual performance etc.

Remuneration to the Managerial Personnel for the financial year 2018-2019 – Stated in “**Annexure III**”

During the FY 2018-2019, the Nomination and Remuneration Committee Meeting was held on 29/08/2018.

The Composition is as follows:

Name	Designation	Category
Mr. Natwarlal Ramgopal Modani	Chairman	Independent Non Executive
Ms. Sarapu Sowjanya	Member	Independent Non Executive
Mr. Rahul Manoj Rawlyani	Member	Independent Non Executive

## Stakeholders Relationship Committee

### The Powers of the Committee are as follows:

The power and terms of reference of the Stakeholders Relationship Committee are as mentioned in Regulation 20 and part D of Schedule II of SEBI (LODR) Regulations, 2015.

### The Committee has been delegated with the following powers:

To redress shareholder and investor complaints relating to transfer of Shares, Dematerialization of Shares, non-receipt of Annual Reports, non-receipt of declared dividend and other allied complaints etc.

To approve, transfer, transmission, and issue of duplicate / fresh share certificate(s) Consolidate and sub-division of share certificates etc.

To redress, approve and dispose off any, other complaints, transactions and requests etc., received from any shareholder of the company and investor in general.

The Board has delegated the power to process the transfer and transmission of Shares to the Registrar and Share Transfer Agents of the Company; M/s. Alankit Assignments Limited, Alankit Heights, 1E/13 Jhandewalan Extension, New Delhi – 110 055.

The Company has designated an exclusive E-mail ID shalimaragenciesltd@gmail.com for Complaints / Grievances.

During the FY 2018-2019, 7(Seven) meetings of the Stakeholders Relationship Committee Meeting were held on 7 on 26/05/2018, 10/08/2018, 29/08/2018, 17/09/2018, 13/11/2018, 11/02/2019 and 26/03/2019.

The Composition is as follows:Name	Designation	Category
Mr. Natwarlal Ramgopal Modani	Chairman	Independent Non Executive
Ms. Sarapu Sowjanya	Member	Independent Non Executive
Mr. Rahul Manoj Rawlyani	Member	Independent Non Executive

## Independent Directors Committee

During under the review, the Independent Directors Committee has met 1 (One) time –17/09/2018 – Framing and Review of Formal Annual Evaluation of Non-Independent Directors of the Company and to give recommendations on Open Offer.

### Declaration from Independent Directors on Annual Basis:

**FY 2018-2019** – The Company has received a declaration from Mr. Natwarlal Ramgopal Modani, Ms. Sarapu Sowjanya, Mr. Rahul Manoj Rawlyani – Independent Non-Executive Directors of the Company to the effect that they are meeting the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The Composition is as follows:

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Name	Designation	Category
Mr. Natwarlal Ramgopal Modani	Chairman	Independent Non Executive
Ms. Sarapu Sowjanya	Member	Independent Non Executive
Mr. Rahul Manoj Rawlyani	Member	Independent Non Executive

## **DECLARATION BY DIRECTOR OF AFFIRMATION BY DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF COMPLIANCE WITH THE CODE OF CONDUCT**

The Company do hereby declare that the directors and senior management of the Company have exercised their authority and powers and discharged their duties and functions in accordance with the requirements of the code of conduct as prescribed by the company and have adhered to the provisions of the same.

## **ACKNOWLEDGMENT**

Your Directors place on record their appreciation for the valuable support extended by various departments viz., Central and State Governments, Stock Exchanges, SEBI, NSDL, CDSL, RTA, Banks, Auditors and other Regulatory Bodies etc for their continued support to the Company's growth.

The Directors record their special appreciation to all employees for their efforts and contribution towards the growth and achieving this performance.

Your Directors also wish to express their thanks to the Shareholders for the confidence which they reposed in them.

**For and on behalf of the Board  
Shalimar Agencies Limited**

**Place: Hyderabad**

**Date: 30th August, 2019**

**Sd/-  
Aditya Sreeramji Magapu  
Whole-Time Director  
(DIN: 03424739)**

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## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This Management Discussion and Analysis Report addresses the expectations and Projections of the company for its future, about its Market Position, Market Development and Penetration, Expenditure, Financial Results, Risks and Concerns etc. However, the expectations shared herein are not limited to the Company's Growth. The Company's actual results, performance or achievements could differ from those shared herein.

Along with this noticeable acceleration in the growth rate of the Indian economy, India's per capita income has increased at a rapid pace, levitating India into the middle-income category thus strengthening the economy even further from its roots. Simultaneously, the rising consumer demand has provided a further growth avenue for Indian firms making the domestic economy more robust.

However, while the long-term story remains positive, there are challenges in the short-term that will need to be addressed. These include high inflation, rising commodity prices, all time high oil prices, increasing fiscal deficits, global uncertainties and a variable domestic political scenario. However, given the structural shifts that have already taken place across the economy, we believe that we today stand on a strong foundation that will support sustained growth despite the short-term challenges that may emerge time and again.

On the other hand, our Management declares that, the financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 guidelines issued by the Securities Exchange Board of India (SEBI) and the Generally Accepted Accounting Principles (GAAP) in India.

### Capital Market

The Indian financial sector is demonstrating sustained momentum. In recent years, reforms in the equity capital markets including continuous strengthening of the regulatory environment by SEBI, market-determined prices and allocation of resources, screen-based nation-wide trading, T+2 settlement, scripless settlement and electronic transfer of securities, rolling settlement and derivatives trading have greatly improved the efficiency of trading and settlement. The industry is also becoming more vibrant, with new categories of products and services being offered to meet the needs of an emerging economy.

In addition, the growth of the economy and Indian corporations has coincided with a sharp increase in foreign direct investment, including significant participation from private equity firms, a marked increase in investment in the real estate sector, increasing M&A activity, strong equity IPO market and a growing demand for credit from both corporations and consumers. With it, there has been a proliferation in the presence of intermediaries such as investment banks and securities firms that closely monitor the performance of the markets and provide extensive fundamental and technical research on the economy, sectors and companies. All of this has contributed significantly to the growth of the Indian capital markets.

### Equity Market

The equity market comprising Private Equity, Primary Offerings and Secondary Offerings has emerged as one of the most preferred mode of fund mobilization for India Inc. Real estate, infrastructure, banking and financial services were the dominant sectors attracting about 55% of the total private equity investments.

The Indian equity markets have witnessed a strong rally since 2003 with the benchmark BSE Sensex crossing the 21,000 mark in January 2008 from 12,500 in March 2007 setting a historical high. Though the markets have seen some correction since then, the underlying drivers for the market, viz. strong domestic economic growth and growing corporate profitability remain intact, leading to committed international and domestic investor interest.

### Industry Overview

The Company with its full capacity is venturing in to the business of Investment. The Company is carrying out business of Investment & Financial Services and to invest in and acquire and hold and deal in Shares, stocks, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere.

All our established businesses continued to grow well and the new businesses have secured a strong foundation. We believe that our presence in diverse lines of business across asset classes enables us to reduce risks arising market cyclicality. We have built a diversified operating model where some of the services are naturally hedged against each other, limiting the impact of cyclical market movements, allowing us to be poised to deliver strong growth in improved market conditions.

### **Outlook**

We continue to remain optimistic about the long-term India story and the opportunities that it will offer across sectors. The financial services sector is expected to grow rapidly in an expanding economic environment. However, in the short-term from time-to-time there will be challenges that will temper the outlook in the interim term. The economic environment and the capital markets in India have done extremely well over the last five years and some level of moderation is likely to take place in the short-term given the current macro-economic trends in both domestic and international markets.

### **Human Resources**

The Company recognizes that its people have played a big role in making what the Company is today and therefore it accords top priority to attract and retain talent. The Company puts great emphasis on training and development of its employees to enhance efficiency. The Company believes in providing a fair compensation in line with industry norms and rewards them for good performance.

### **Ratios**

The financial ratios of the company are as below:

	Debtors Turnover Ratio	Inventory Turnover Ratio	Interest Coverage Ratio	Debt Equity Ratio	Operating Profit Margin	Net Profit Margin
2017- 18	8.84	3.09	0	0	-1.25	-1.62
2018- 19	0	0	0	0	9.75	-6.53

### **Risk and Concerns**

The company has in place a robust risk management framework with overall governance and oversight from the Audit Committee and Board of Directors. Risk Assessment is conducted periodically & Company has a mechanism to identify, assess, mitigate and monitor various risks to key business objectives. Risk Assessment is a combination of bottom-up and top-down view of key risks facing the business across all segments and functions. All the risks were reviewed and assigned probability of materialisation and potential impact based on deliberations with business leaders and independent assessment. Mitigation plans are designed, implemented and monitored on quarterly basis.

### **Internal Control System**

The Company has an adequate internal audit and control system. The Internal audits are conducted by firms of Chartered Accountants, ably supported by an internal team staffed with qualified and experienced people. All operational activities are subject to internal audits at frequent intervals.

The existing audit and inspection procedures are reviewed periodically to enhance their effectiveness, usefulness and timeliness. The Company has a centralized Compliance Department which ensures compliance with all the applicable laws. In addition, it provides advice on general regulatory matters including formulating policies on prevention of Insider Trading, etc.

### **Cautionary Statement**

Statements in this Management Discussion and Analysis Report may be forward looking statements: within the meaning of applicable securities laws and regulations. These statements are based on certain assumption and expectations of future events. Actual results could differ materially from those expressed or implied. Important facts that could make a difference at Company's operations include economic conditions affecting domestic demand and supply conditions, finished goods prices, changes in government regulations and tax regime etc. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of subsequent developments, information or events.



## WTD / CFO CERTIFICATION

I, **Aditya Sreeramji Magapu**, Whole-time Director (DIN: **03424739**) of Shalimar Agencies Limited to the best of our knowledge and belief, certify that:

1. I have reviewed the financial statements for the year and that to the best of our knowledge and belief:
  - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (b) These statements present a true and fair view of the state of affairs of the Company and of the results of the operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of Company's code of conduct.
3. We accept overall responsibility for establishing and monitoring the Company's internal control system for financial reporting and evaluating its effectiveness. Internal Audit function monitors the internal control system for financial reporting, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal Audit works with all levels of management and Statutory Auditors, and reports significant issues to the Audit Committee of the Board. The Auditors and Audit Committee are apprised of any corrective action taken with regard to significant deficiencies and material weakness.
4. We indicate to the Auditors and to the Audit Committee:
  - (a) Significant changes in internal controls over financial reporting during the year;
  - (b) Significant changes in the accounting policies during the year;
  - (c) No instances of significant fraud of which we have become aware of and which involve the management or other employees who have significant role in the Company's internal control system over financial reporting.

**For and on behalf of the Board  
Shalimar Agencies Limited**

**Place: Hyderabad  
Date: 30th August, 2019**

Sd/-  
**Aditya Sreeramji Magapu**  
**Whole-Time Director**  
**(DIN: 03424739)**

**ANNEXURE I**  
**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on the Financial Year 31<sup>st</sup> March, 2019**  
**[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]**

<b>I. REGISTRATION AND OTHER DETAILS:</b>					
i.	CIN	L51226TG1981PLC114084			
ii.	Registration Date	04/06/1981			
iii.	Name of the Company	Shalimar Agencies Limited			
iv.	Category / Sub-Category of the Company	Company Limited by Shares / Indian Non-Government Company			
v.	Address of the Registered office and contact details	Flat No.202-A, 2nd Floor, MJR Magnifique Building, Nanakramguda Cross Road, Serilingampally, Hyderabad TG 500008 +91 90300 57374 E-mail : shalimaragenciesltd@gmail.com URL : www.shalimaragencieslimited.com			
vi.	Whether listed company Yes / No	Yes			
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Alankit Assignments Limited 16/13, Alankit Heights, Jhandewalan Extension, New Delhi-110 055 New Delhi ; 110 055 Ph. No: Oil - 4254 1234 Fax No: Oil - 2355 2001 Email : info@alankit.com b.swain@alankit.com / maheshcp@alankit.com			
<b>II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:</b>					
All the business activities contributing 10 % or more of the total turnover of the company shall be stated: -					
5. No.	Name and Description of main products /services	NIC Code of the Product /service	% to total turnover of the company		
1	Dealing in Financial activities! Dealing in Stock Market	6499	100%		
<b>III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: j</b>					
S. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary /Associate	% of Shares held	Applicable Section
1	QUEBEC TECH SOLUTIONS PRIVATE LIMITED. PLOT NO.4, GROUND FLOOR, H.NO: 6-3-649/5, SOMAJIGUDA, HYDERABAD Hyderabad TG 500082	U72900TG2017PTC116235	Holding	60.57	Sec 2 (1) (46)



a) Bodies Corp.									
i) Indian	340469	0	340469	11.35	254100	0	254100	8.5	8.59
ii) Overseas					0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs.2 lakh	<b>54027</b>	<b>54000</b>	108027	3.60	63901	41200	105101	3.47	(0.13)
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	1269396	78500	1347896	44.91	800196	23900	824096	27.46	(17.45)
c)Others 1. NRI 2 .Clearing Members	8	0	8	0	1	0	1	0	NIL
	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2)</b>	<b>1663900</b>	<b>132500</b>	<b>1796400</b>	<b>59.86</b>	<b>1118197</b>	<b>65100</b>	<b>1183297</b>	<b>39.43</b>	<b>(20.43)</b>
<b>Sub-total (B)(2):- Total Public Share holding: (B) = (B) (1)+(B)(2)</b>	<b>1663900</b>	<b>132500</b>	<b>1796400</b>	<b>59.86</b>	<b>1118197</b>	<b>65100</b>	<b>1183297</b>	<b>39.43</b>	<b>NIL</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	...	...	...	...	...	...	...	...	...
<b>Grand Total (A+B+C)</b>	<b>2868500</b>	<b>132500</b>	<b>3001000</b>	<b>100</b>	<b>2935900</b>	<b>65100</b>	<b>3001000</b>	<b>100</b>	<b>NIL</b>

**(ii) Shareholding of Promoters**

Sl. No	Shareholder Name	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change During Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
1	Arun Kumar Bhangadia	954600	0	954600	31.81	0	0	0	0	-31.81
2	Arvind Bhangadia	150000	0	150000	5.00	0	0	0	0	-5.00
3	Anil Kumar Bhangadia	100000	0	100000	3.33	0	0	0	0	-3.33

**(iii) Change in Promoters Shareholding**

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% 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.	Arun Kumar Bhangadia	954600	31.81	0	0	0	0	-31.81
2.	Arvind Bhangadia	150000	5.00	0	0	0	0	-5.00
3.	Anil Kumar Bhangadia	100000	3.33	0	0	0	0	-3.33
4.	Quebec Tech Solutions Pvt Ltd	0	0	0	1817703	60.57	0	60.57

**iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters ad Holders of GDRs and ADRs)**

Sl No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during Year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Kamal Kishore Bung				
	At the beginning of the year	105396	3.58	105396	3.58
	Change during the year	(5500)	(0.18)	(5500)	
	At the end of the year	105396	3.51	99896	3.32
2	Dashak Agarwal				
	At the beginning of the year Change during the year	96000	3.20	96000	3.20
	At the end of the year	96000	3.20	96000	3.20
3	DM Fincon Services Private Limited				
	At the beginning of the year	82800	2.75	82800	2.75
	Change during the year ]	(12700)	-0.42	-0.42	-
	At the end of the year	70100	2.33	70100	2.33
4	Jai Prakash Agarwal				
	At the beginning of the year	47000	1.57	47000	1.57
	Change during the year	47000	1.57	47000	1.57
	At the end of the year	94000	3.13	94000	3.13
5	Rajesh Kumar Bansal				
	At the beginning of the year	60000	2.00	60000	2.00

	Change during the year	—	—	—	—
	At the end of the year	60000	2.00	60000	2.00
6	Rachakonda Annapurna				
	At the beginning of the year	50000	1.67	50000	1.67
	Change during the year	—	—	—	—
	At the end of the year	50000	1.67	50000	1.67
7	Satish Kumar Rachakonda				
	At the beginning of the year	50000	1.67	50000	1.67
	Change during the year	—	—	—	—
	At the end of the year	50000	1.67	50000	1.67
8	Divya Gampa				
	At the beginning of the year	50000	1.67	50000	1.67
	Change during the year	—	—	—	—
	At the end of the year	50000	1.67	50000	1.67
9	Vijay Kumar				
	At the beginning of the year	50000	1.67	50000	1.67
	Change during the year	—	—	—	—
	At the end of the year	50000	1.67	50000	1.67
10	Vijay Kumar HUF				
	At the beginning of the year	50000	1.67	50000	1.67
	Change during the year	—	—	—	—
	At the end of the year	50000	1.67	50000	1.67
11	Rajani Rachakonda				
	At the beginning of the year	50000	1.67	50000	1.67
	Change during the year	—	—	—	—
	At the end of the year	50000	1.67	50000	1.67
12	Santosh Kumar Rachakonda				
	At the beginning of the year	50000	1.67	50000	1.67
	Change during the year	—	—	—	—
	At the end of the year	50000	1.67	50000	1.67

#### v. Shareholding of Directors and Key Managerial Personnel

Sl No.	For Each of the Directors and KMP	Shareholding at the beginning 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	Vishnu Kant Bhangadia Whole-time Director (KMP) Resigned on 26-03-2019				
	At the beginning of the year	0	0	0	0
	Increase /Decrease in Shareholding during the year	0	0	0	0

	At the End of the year	0	0	0	0
2	Aditya Sreeramji Magapu Whole-time Director (KMP) Appointed on				
	At the beginning of the year	0	0	0	0
	Increase /Decrease in Shareholding during the year	0	0	0	0
	At the End of the year	0	0	0	0
3	Mallu Reddy Subramanyam Exe Director Appointed on 26-03-2019				
	At the beginning of the year	0	0	0	0
	Increase /Decrease in Shareholding during the year	0	0	0	0
	At the End of the year	0	0	0	0
4	Natwarlal Ramgopal Modani Independent Director ] Non Executive				
	At the beginning of the year	0	0	0	0
	Increase /Decrease in Shareholding during the year	0	0	0	0
	At the End of the year	0	0	0	0
5	Sarapu Sowjanya Independent Director ] Non Executive				
	At the beginning of the year	0	0	0	0
	Increase /Decrease in Shareholding during the year	0	0	0	0
	At the End of the year	0	0	0	0
6	Rahul Manoj Rawlyani Independent Director ] Non Executive				
	At the beginning of the year	0	0	0	0
	Increase /Decrease in Shareholding during the year	0	0	0	0
	At the End of the year	0	0	0	0
7	Sundeep Renapurkar CFO (KMP) (Resigned on 26-03-2019)				
	At the beginning of the year	0	0	0	0
	Increase /Decrease in Shareholding during the year	0	0	0	0
	At the End of the year	0	0	0	0
8	Nishita Kalantri Company Secretary (KMP) (Appointed on 29/08/2017) (Resigned on 26-03-2019)				
	At the beginning of the year	0	0	0	0
	Increase /Decrease in Shareholding during the year	0	0	0	0
	At the End of the year	0	0	0	0

#### V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Vishnu kant Bhangadia	Total Amount
1	Gross salary		

	(a) Salary as per provisions contained in section 17(l) of the Income-tax Act, 1961	Rs. 1,00,000/-	Rs. 1,00,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	—	—
2	Stock Option	—	—
3	Sweat Equity	—	—
4	Commission - as % of profit & - Others, specify	—	—
5	Others, please specify	—	—
	<b>Total(A)</b>	<b>Rs. 1,00,000/-</b>	<b>Rs. 1,00,000/-</b>
	<b>Ceiling as per the Act</b>	<b>Rs. 30,00,000/- per annum</b>	

B. Remuneration to other directors:

Si. No.	Particulars of Remuneration	Name of Director			Total Amount
		Rahul Manoj Rawiyani	Natwariai Ramgopai Modani	Sarapu Sowjanya	
1	Independent Directors Fee for attending board / committee meetings Commission Others, please specify	—	-	—	—
	<b>Total (1)</b>				
2	Other Non-Executive Directors Fee for attending board / committee meetings commission Others, please specify	—	—	—	—
	<b>Total (2)</b>				
	<b>Total (B) = (1+2)</b>				
	<b>Total Managerial Remuneration</b>				
	<b>Overall Ceiling as per the Act</b>	<b>Rs. 30,00,000/- per annum</b>			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MA NAGER/WTD

Si. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Chief Executive Officer	Company Secretary Nishita Kaiantri	Chief Financial Officer- Sundeep Renapurkar	



1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	Rs. 144,000/-	Rs. 1,80,000/-	Rs. 3,24,000/-
2.	Stock Option	—	—	—	—
3.	Sweat Equity	—	—	—	—
4.	Commission: - as % of profit others, specify	—	—	—	—
5.	Others, please specify	—	—	—	—
6.	<b>Total</b>	—	<b>Rs. 144,000/-</b>	<b>Rs. 1,80,000/-</b>	<b>Rs. 3,24,000/-</b>

**VI. INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	0	0	0	0
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	0	0	0
<b>Change in Indebtedness during the financial year</b>	0	0	0	0
* Addition	0	0	0	0
* Reduction	0	0	0	0
<b>Net Change</b>	0	0	0	0
<b>Indebtedness at the end of the financial year</b>	0	0	0	0
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	0	0	0

**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	NIL				
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty	NIL				
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL				
Punishment					
Compounding					

Place: Hyderabad  
Date: 30<sup>th</sup> August, 2019

For and on behalf of the Board  
**Shalimar Agencies Limited**

**Aditya Sreeramji Magapu**  
Whole-Time Director  
(DIN: 03424739)

**Form No MR-3**  
**ANNEXURE II**  
**SECRETARIAL AUDIT REPORT**

(For The Financial Year Ended 31st 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,**  
**SHALIMAR AGENCIES LIMITED,**  
**Hyderabad.**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Shalimar Agencies 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 my 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 and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 2019 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:

**Auditor's Responsibility:**

Maintenance of Secretarial Records is the responsibility of the Management of the company. Our responsibility is to express an opinion on existence of adequate board process and compliance management system, commensurate to the size of the company, based on these secretarial records as shown to us during the said audit and also bases on the information furnished to us by the officers and the agents of the company during the said audit. We have followed the audit practices and processes as were appropriate to the best of understanding 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.

We have not verified the correctness, appropriateness and bases of financial records, books of accounts and decisions taken by the board and by various committees of the company during the period under scrutiny. We have checked the board process and compliance management system to understand and to form an opinion as to whether there is an adequate system of seeking approval of respective committees of the board, of the board, of the members of the company and of other authorities as per the provisions of various statues as mentioned hereinafter.

Wherever required we have obtained the management representation about the compliance of the law, rules and regulations and happening of events, etc.

The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of the management .Our examination was limited to the verification of compliance procedures on test basis.

Our report is neither as assurance as to the future viability of the company nor of the efficiency or effectiveness or accuracy with which the management has conducted the affairs of the company.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Shalimar Agencies Limited ("The Company") for the period ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under 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') to the extent applicable to the Company:

The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

c. The Securities and Exchange Board of India (employee Stock option scheme and Employees Stock Purchase Scheme)

Guidelines 1999

- d. The Securities and Exchange Board of India (Issue and listing of debt securities) Regulations, 2008;
- e. 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;
- f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and

**We Further report that**, having regard to the compliance system prevailing in the company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the company has specifically compiled with:

The Income tax Act, 1961 to the extent of their applicability to the company during the financial year ended 31.03.2019 and our examination and reporting is based on the documents, records and files as produced and shown to and the information and explanations as provided to us by the company and its management and the best of our judgment and understanding of the applicability of the different enactments upon the company.

Further, to the best of our knowledge and understanding there are adequate systems and processes in the company commensurate with its size and operation to monitor and ensure compliances with applicable laws including general laws, labor laws etc.

We have also examined compliance with the applicable clauses of listing agreements entered in to by the company with the stock exchanges.

During the period under review the company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

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

- (i) Since the following of Secretarial Standards issued by The Institute of Company Secretaries of India was mandatory for the period under review, we are not commenting on the same.
- (ii) The Listing Agreements entered into by the Company with the BSE Limited,

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

**6. We further report that due to change in the control of the company, the following changes occurred in the directorship and KMP:**

- Ms. Nishita Kalantri, Company Secretary and Compliance Officer, Mr. Sundeep Renapurkar, CFO resigned from the post w.e.f. 26th March, 2019.
- Mr. Sundeep Renapurkar, CFO resigned from the post w.e.f. 26th March, 2019
- Mr. Vishnukanth Bhangadia, Wholetime Director, resigned from the post w.e.f. 26th March, 2019
- Mr. Aditya Sreeramji Magapu, Wholetime Director, appointed as Additional Director from w.e.f. 26th March, 2019
- Mr. Mallu Reddy Subramanyam appointed as Additional Director from w.e.f. 26th March, 2019

**We further report that** The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, 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 is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, 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. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**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.

Place: Hyderabad  
Date: 30th August, 2019

Sd/-  
For AVD Associates LLP

Gade Vinay Babu  
Company Secretary in Practice  
COP No: 20707

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE' and forms an integral part of this report.

ANNEXURE TO SECRETARIAL AUDIT REPORT

**To,  
The Members,  
SHALIMAR AGENCIES LIMITED,  
Hyderabad.**

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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes 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. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I 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. My examination was limited to the verification of procedures 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.

Place: Hyderabad  
Date: 30th August, 2019

Sd/-  
For AVD Associates LLP  
  
Gade Vinay Babu  
Company Secretary in Practice  
COP No: 20707

### ANNEXURE III

#### Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of Contracts/Arrangements entered into by the Company with Related Parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain Arms Length Transactions under third proviso thereto:

#### 1. Details of Contracts or Arrangements or Transactions not at Arms Length Basis:

- (a) Name(s) of the related party and nature of relationship : **NIL**  
(b) Nature of contracts/arrangements/transactions : **NIL**  
(c) Duration of the contracts / arrangements/transactions : **NIL**  
(d) Salient terms of the contracts or arrangements or transactions including the value : **NIL**  
(e) Justification for entering into such contracts or arrangements or transactions : **NIL**  
(f) Date(s) of approval by the Board : **NIL**  
(g) Amount paid as advances, if any : **NIL**  
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188 : **NIL**

#### 2. Details of Material Contracts or Arrangement or Transactions at Arms Length Basis:

##### (a) Name(s) of the related party and nature of relationship

Name of the Party	Relation	Particulars
Vishnu Kant Bhangadia	Whole-time Director	Resigned on 26 March 2019
Natwarlal Ram Gopal	Director	Appointed 30/03/2016
Sarapu Sowjanya	Director	Appointed 30/03/2016
Rahul Rawlyani	Director	Appointed 14/05/2016
Sundeep Renapurkar	Chief Financial Officer	Resigned on 26 March 2019
Nishita Kalantri	Company Secretary	Resigned on 26 March 2019
Aditya Sreeramji Magapu	Whole-time Director	Appointed 26 March 2019
Mallu Subramanyam Reddy	Director	Appointed 26 March 2019

##### (b) Nature of contracts/arrangements/transactions:

Name of the Party	Relationship	Nature of Transaction	As at 31/03/
Vishnu Kant Bhangadia	Whole-time Director	Remuneration	Rs. 1,00,000/-
Nishita Kalantri	Company Secretary	Remuneration	Rs. 1,44,000/-
Sundeep Renapurkar	Chief Financial Officer	Remuneration	Rs. 1,80,000/-

##### (c) Duration of the contracts / arrangements/transactions: **On Going (Long Term Contract)**

(d) Salient terms of the contracts or arrangements or transactions including the value: **NIL**

(e) Date(s) of approval by the Board, if any **Not applicable as these are at Arms Length Basis** and in Ordinary Course of Business

Amount paid as advances, if any: **Advance to Quebec Tech Solutions Private Limited- Rs.192523**

**ANNEXURE IV**

**REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP), EMPLOYEES FOR THE FINANCIAL YEAR 2018-2019**

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Directors) Rules, 1975, in respect of employees of the Company and Directors is furnished hereunder:

(Amount in Rupees)

Name	Designation	Remuneration on paid FY 2018-19	Remuneration on paid FY 2017-18	Increase in remuneration from previous years	Ratio/times per median of employee remuneration
<b>Executive Directors and Key Managerial Persons</b>					
Vishnu Kant Bhangadia	Whole-time Director	100000	120000		
Sundeep Renapurkar	Chief Financial Officer	180000	156000	24000	
Nishita Kalantri	Company Secretary	144000	84000	60000	—
<b>Non Executive Directors</b>					
Sarapu Sowjanya	Independent Director	-	-	-	-
Natwarlal Ramgopal Modani	Independent Director	-	-	-	-
Rahul Rawlyani	Independent Director	-	-	-	-

## INDEPENDENT AUDITOR'S REPORT

**To the Members of  
M/S SHALIMAR AGENCIES LIMITED**

### **Report on the Ind AS Financial Statements**

#### **Opinion**

We have audited the accompanying Ind AS Financial Statements of **SHALIMAR AGENCIES LIMITED** ("the company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of changes in equity for the year then ended, 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 financial statements give the information required by 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, and Loss, and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the financial statements 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 Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, 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 audit opinion on the financial statements.

#### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In reading the other information, our responsibility is to consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

#### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("The Act"), with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes 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 frauds and other irregularities; selection and application of appropriate accounting policies; making judgments 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 presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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 Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the 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 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 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 financial controls relevant to the audit in order to design audit Procedures that is 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 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 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 statement on the matters Specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit 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 it appears from our examination of those books.

- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the 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 A". 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 Rule 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 financial statements.
  - ii. The Company does not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For P. Murali & Co.**  
**Chartered Accountants**  
**FRN: 007257S**

**A Krishna Rao**  
**Partner**  
**M.No. 020085**

**Place: Hyderabad**  
**Date: 29<sup>th</sup> May, 2019**

# SHALIMAR AGENCIES LIMITED

CIN:(L51226TG1981PLC114084)

## ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

**Annexure referred to in Independent Auditors Report to the Members of M/s. SHALIMAR AGENCIES LIMITED on the Ind AS Financial Statements for the year ended 31<sup>st</sup> March 2019, we report that:**

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
  
(b) Fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable.  
  
(c) According to the the basis of our examination of records of the Company, there are no immovable properties held in the name of the Company.
- ii. Due to the nature of business, the company does not hold any physical inventories and accordingly the physical verification and maintenance of proper records of the same does not arise.
- 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 Companies Act, 2013. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said order are not applicable to the company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sec 185 and 186 of the companies Act 2013 in respect of loan and investment made and guarantees and securities provided by it.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013 and rules framed there under to the extent notified.
- vi. The Cost records as specified under Sec 148(1) of the Companies Act 2013 is not prescribed to the Company.
- vii. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is generally regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Custom Duty, Goods and Services Tax and other material statutory dues, as applicable, with the appropriate authorities in India ;  
  
(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Custom Duty, Goods and Services Tax and other material statutory dues in arrears as at 31<sup>st</sup> March 2019 for a period of more than 6 months from the date they became payable.  
  
(c) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues to Income Tax Act and Material Statutory dues, which have not been deposited on account of any disputes.
- viii. The company has not taken any loans from financial institutions or Banks or Government and have not issued any debentures.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of this clause are not applicable.
- x. According to the information and explanations given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our Audit.
- xi. The Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the Provisions of clause 3(xii) of the order are not applicable to the company.

# SHALIMAR AGENCIES LIMITED

CIN:(L51226TG1981PLC114084)

- xiii. The Company has entered into transactions with related parties in compliance with the provisions of section 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting standard Ind AS 24, related party disclosures specified under section 133 of the Act, read with relevant rules issued there under.
- xiv. According to the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. The Company has not entered into non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of The Reserve Bank of India Act 1934. Accordingly, the provisions of clause 3(xvi) of the order are not applicable to the Company.

**For P. Murali & Co.**  
**Chartered Accountants**  
**FRN: 007257S**

**A Krishna Rao**  
**Partner**  
**M.No. 020085**

**Place: Hyderabad**  
**Date: 29<sup>th</sup> May, 2019**

# SHALIMAR AGENCIES LIMITED

CIN:(L51226TG1981PLC114084)

## ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

### **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”)**

We have audited the internal financial controls over financial reporting of **SHALIMAR AGENCIES LIMITED** (“the Company”) as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for 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 on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (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 internal financial controls over financial reporting of the Company 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, 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 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 internal financial controls system over financial reporting of the Company.

#### **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 Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes these policies and procedures that (1) pertain to the maintenance of records that, in reasonable detailed, 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 Ind AS Financial Statements in accordance with generally

# SHALIMAR AGENCIES LIMITED

CIN:(L51226TG1981PLC114084)

accepted principles, and that receipts and expenditures are being made only in accordance with authorization of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Ind AS Financial Statements.

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

Because of the inherent limitation 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.

## **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, 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 issued by the Institute of Chartered Accountants of India.

**For P. Murali & Co.**  
**Chartered Accountants**  
**FRN: 007257S**

**A Krishna Rao**  
**Partner**  
**M.No. 020085**

**Place: Hyderabad**  
**Date: 29<sup>th</sup> May, 2019**

# SHALIMAR AGENCIES LIMITED

CIN:(L51226TG1981PLC114084)

## SHALIMAR AGENCIES LIMITED BALANCE SHEET AS AT 31-03-2019

	Particulars	Note No.	Figures as at the end of 31-03-2019	Figures as at the end of 31-03-2018
<b>A</b>	<b>ASSETS</b>			
	<b>Non-current assets</b>			
(a)	Property, Plant and Equipment	2.1	4,11,912	4,66,523
(b)	Capital work-in-progress			
(c)	Investment Property			
(d)	Goodwill			
(e)	Other Intangible assets			
(f)	Financial Assets			
	(i) Investments			
	(ii) Trade receivables			
	(iii) Loans			
	(iv) Others (to be specified)			
(g)	Other non-current assets			
<b>B</b>	<b>Current assets</b>			
(a)	Inventories	2.2	-	32,31,388
(b)	Financial Assets			
	(i) Investments			
	(ii) Trade receivables	2.3	-	92,55,015
	(iii) Cash and cash equivalents	2.4	22,47,081	1,75,149
	(iv) Bank balances other than (iii) above			
(c)	(v) Loans & Advance	2.5	2,96,50,288	1,98,30,201
(c)	Current Tax Assets (Net)			
(d)	Other current assets	2.6	4,05,830	3,04,141
	<b>Total Assets</b>		<b>3,27,15,111</b>	<b>3,32,62,416</b>
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>Equity</b>			
(a)	Equity Share capital	2.7	3,00,10,000	3,00,10,000
(b)	Other Equity	2.8	23,60,280	31,83,287
<b>B</b>	<b>LIABILITIES</b>			

# SHALIMAR AGENCIES LIMITED

CIN:(L51226TG1981PLC114084)

	<b>Non-current liabilities</b>			
(a)	Financial Liabilities			
	(i) Borrowings			
	(ii) Trade payables			
	(iii) Other financial liabilities			
(b)	Provisions			
(c)	Deferred tax liabilities (Net)	2.9	4,208	5,661
(d)	Other non-current liabilities			
<b>C</b>	<b>Current liabilities</b>			
(a)	Financial Liabilities			
	(i) Borrowings			
	(ii) Trade payables			
	(iii) Other financial liabilities			
(b)	Other current liabilities	2.10	3,40,623	63,468
(c)	Provisions	2.11	-	-
(d)	Current Tax Liabilities			
	<b>Total Equity and Liabilities</b>		<b>3,27,15,111</b>	<b>3,32,62,416</b>

See accompanying notes to the financial statements

As per our report of even date

For P. Murali & Co.,

Chartered Accountants

Firm No: 007257S

A. Krishna Rao  
Partner

Membership No. 020085

Place: Hyderabad  
Date: 29th May 2019

Aditya Magapu  
Whole time Director

DIN: 03424739

For and on behalf of the  
Board of Directors  
Shalimar Agencies Limited

Subramanyam Reddy  
Director

DIN: 03569955



# SHALIMAR AGENCIES LIMITED

CIN:(L51226TG1981PLC114084)

## SHALIMAR AGENCIES LIMITED

### STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31-03-2019

(Rupees)

	Particulars	Note No.	Figures for the period 31-03-2019	Figures for the period 31-03-2018
I	Revenue From Operations	2.12	1,26,05,728	10,46,59,721
II	Other Income	2.13	16,73,634	15,29,445
III	Total Income (I+II)		<b>1,42,79,362</b>	<b>10,61,89,166</b>
IV	<b>EXPENSES</b>			
	Cost of materials consumed			
	Purchases of Stock-in-Trade	2.14	81,45,377	10,28,87,595
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	2.15	32,31,388	30,84,953
	Employee benefits expense	2.16	7,84,000	7,20,000
	Finance costs		-	-
	Depreciation and amortization expense	2.1	54,612	23,130
	Other expenses	2.17	28,88,446	11,60,454
	Total expenses (IV)		<b>1,51,03,823</b>	<b>10,78,76,133</b>
V	Profit/ (loss) before exceptional items and tax(I-IV)		(8,24,460)	(16,86,966)
VI	Exceptional Items			
VII	Profit/ (loss) before tax (V-VI)		(8,24,460)	(16,86,966)
	Tax expense:		-	-
VIII	(1) Current tax		-	-
	(2) Deferred tax		(1,453)	5,661
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		(8,23,007)	(16,92,628)
X	Profit/ (loss) from discontinued operations		-	-
XI	Tax expense of discontinued operations		-	-
XII	Profit/ (loss) from Discontinued operations (after tax) (X-XI)		-	-
XIII	Profit/ (loss) for the period (IX+XII)		(8,23,007)	(16,92,628)
XIV	Other Comprehensive Income			

# SHALIMAR AGENCIES LIMITED

CIN:(L51226TG1981PLC114084)

XV	A (i) Items that will not be reclassified to profit or loss (ii) Income tax relating to items that will not be reclassified to profit or loss B (i) Items that will be reclassified to profit or loss  (ii) Income tax relating to items that will be reclassified to profit or loss Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit (Loss) and Other Comprehensive Income for the period)			(8,23,007)	(16,92,628)
XVI	Earnings per equity share (for continuing operation): (1) Basic (2) Diluted			(0.27)	(0.56)
XVII	Earnings per equity share (for discontinued operation): (1) Basic (2) Diluted			(0.27)	(0.56)
XVIII	Earnings per equity share (for discontinued & continuing operations) (1) Basic (2) Diluted			(0.27)	(0.56)

*See accompanying notes to the financial statements*

As per our report of even date

For P. Murali & Co.,

Chartered Accountants

Firm No: 007257S

**A. Krishna Rao**

**Partner**

**Membership No. 020085**

**Place: Hyderabad**

**Date: 29th May 2019**

For and on behalf of the  
Board of Directors

**Shalimar Agencies Limited**

**Subramanyam  
Reddy**

**Director**

**DIN: 03569955**

**Aditya Magapu**

**Whole time Director**

**DIN: 03424739**

# SHALIMAR AGENCIES LIMITED

CIN:(L51226TG1981PLC114084)

SHALIMAR AGENCIES LIMITED		
CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2019		
<i>(Amount in Rupees)</i>		
Particulars	As at 31.03.2019	As at 31.03.2018
<b>A. Cash Flow from Operating Activities:</b>		
Net Profit before Tax and Extraordinary Items	(8,24,460)	(16,86,966)
Adjustments for:		
Depreciation & Amortization	54,612	23,130
Interest & Other Income	(16,73,634)	(15,29,445)
Dividend income		
<b>Operating profit before Working Capital Changes</b>	<b>(24,43,482)</b>	<b>(31,93,281)</b>
Adjustments for:		
Trade and Other receivables	92,55,015	(28,78,980)
Inventories	32,31,388	30,84,953
Trade payables	-	-
Other Current assets	(1,01,689)	(32,177)
Other non current assets		(4,89,653)
Other current liabilities		
Other current liabilities	2,77,155	(9,30,764)
<b>Cash generated from Operations</b>	<b>1,26,61,868</b>	<b>(12,46,621)</b>
Extraordinary Items and Tax (Provision for taxation)		
<b>Net Cash used for Operating activities</b>	<b>1,26,61,868</b>	<b>(12,46,621)</b>
<b>B. Cash Flow from Investing Activities:</b>		
Sale of Investments	-	-
Interest & Other Income	16,73,634	15,29,445
Dividend income	-	-
Decrease in loans and advances	(98,20,089)	7,97,153
Short tem loans and advances		
<b>Net Cash flow from Investing activities</b>	<b>(81,46,455)</b>	<b>23,26,598</b>
<b>C. Cash Flow from Financing Activities:</b>		

# SHALIMAR AGENCIES LIMITED

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Proceeds from issue of share capital (Net)	-	-
<b>Net Cash flow from Financing activities</b>	-	-
<b>Net Increase in Cash and Cash Equivalents</b>	<b>20,71,931</b>	<b>(21,13,304)</b>
Cash and Cash Equivalents as at (Opening Balance)	1,75,150	22,88,454
Cash and Cash Equivalents as at (Closing Balance)	22,47,081	1,75,150

As per our report of even date

For P. Murali & Co.,

Chartered Accountants

Firm No: 007257S

For and on  
behalf of the Board of Directors

**Shalimar Agencies Limited**

**A. Krishna Rao**

**Partner**

**Membership No. 020085**

**Aditya Magapu**

**Whole time Director**

**DIN: 03424739**

**Subramanyam**

**Reddy**

**Director**

**DIN: 03569955**

**Place: Hyderabad**

**Date: 29th May 2019**

# SHALIMAR AGENCIES LIMITED

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## SHALIMAR AGENCIES LIMITED

NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT & LOSS FOR THE  
YEAR ENDED 31.03.2019

### 2.1 OTHER NON CURRENT ASSETS

Particulars	As at 31-03-2019	As at 31-03-2018
Computer	11,865	19,931
Furniture	4,00,047	4,46,591
<b>Total</b>	<b>4,11,912</b>	<b>4,66,523</b>

### 2.2 INVENTORIES:

Particulars	As at 31-03-2019	As at 31-03-2018
Stock of Shares	-	32,31,388
<b>Total</b>	<b>-</b>	<b>32,31,388</b>

### 2.3 TRADE RECEIVABLES:

Particulars	As at 31-03-2019	As at 31-03-2018
(i) Debtors outstanding for a period exceeding 6 months Unsecured Considered Good	-	13,59,749
(ii) Other debtors Unsecured Considered Good	-	78,95,265
<b>Total</b>	<b>-</b>	<b>92,55,015</b>

# SHALIMAR AGENCIES LIMITED

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## 2.4 CASH & CASH EQUIVALENTS:

Particulars	As at 31-03-2019	As at 31-03-2018
(a) Bank Balances in		
(i) Current Accounts	18,818	52,157
(ii) Fixed deposits with Less than 12 months maturity	-	-
More than 12 months maturity	-	-
(iii) Unpaid Dividend Accounts	-	-
	18,818	52,157
(b) Cash on Hand	22,28,263	1,22,992
<b>Total</b>	<b>22,47,081</b>	<b>1,75,149</b>

## 2.5 SHORT TERM LOANS & ADVANCES:

Particulars	As at 31-03-2019	As at 31-03-2018
(a) <b>Loans to Unrelated Parties</b> Unsecured and considered good	2,71,50,288	1,73,30,201
(b) <b>Other Advances:</b>		
(i) Advance Deposits	-	-
(ii) Advances for Property (Unsecured)	10,00,000	10,00,000
(iii) Advances For Share Trading	15,00,000	15,00,000
<b>Total</b>	<b>2,96,50,288</b>	<b>1,98,30,201</b>

# SHALIMAR AGENCIES LIMITED

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## 2.6 OTHER CURRENT ASSETS:

Particulars		As at 31-03-2019	As at 31-03-2018
(a)	TDS Receivable	36,096	36,096
(b)	Income Tax Refund	1,66,330	1,66,330
(c)	Income Tax Refund (FY2014-15)	31,818	31,818
(d)	TDS Received FY 2017- 18	69,897	69,897
(e)	TDS Receivable FY 2018-19	1,01,689	-
<b>Total</b>		<b>4,05,830</b>	<b>3,04,141</b>

## 2.7 SHARE CAPITAL:

Particulars		As at 31-03-2019	As at 31-03-2018
(A)	<b>Authorised Capital:</b>	3,25,00,000	3,25,00,000
(B)	<b>Issued, Subscribed &amp; Paid up Capital:</b>	3,00,10,000	3,00,10,000

## (C) Reconciliation of Number of Shares Outstanding at the beginning and end of Reporting Period

Particulars	As at 31-03-2019		As at 31-03-2018	
	Number	Amount (Rs.)	Number	Amount (Rs.)
Shares Outstanding at the beginning of the year	30,01,000	3,00,10,000	30,01,000	3,00,10,000
<u>Add:</u> Shares Issued during the year	-	-	-	-
<u>Less:</u> Shares bought back during the year	30,01,000	3,00,10,000	30,01,000	3,00,10,000
<u>Less:</u> Shares bought back during the year	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>30,01,000</b>	<b>3,00,10,000</b>	<b>30,01,000</b>	<b>3,00,10,000</b>

# SHALIMAR AGENCIES LIMITED

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(D) Names of Persons who are holding more than 5% Shares in the Paid up Capital

Name of the Shareholdrr	As at 31st March 2019		As at 31st March 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Quebec Tech Solutions Private Limited.	18,17,703	60.57	-	-
Arun Kumar Bhangadia	-	-	9,54,600	31.81
Arvind Kumar Bhangadia	-	-	1,50,000	5.00
	18,17,703	60.57	11,04,600	36.81

(E) Other information required to be disclosed under 6(A)(h), (i), (j), (k), (l) is NIL

2.8 RESERVES AND SURPLUS:

Particulars	As at 31-03-2019	As at 31-03-2018
<b>(A) <u>General Reserve:</u></b>		
Opening Balance	18,73,919	18,73,919
<u>Add:</u> Transfers during the year		
Depreciation Adjusted as per New		
<u>Less:</u> Provisions	-	-
<i>Companies Act 2013</i>		
-		
-		
	<b>18,73,919</b>	<b>18,73,919</b>
<b>(B) <u>Securities Premium</u></b>		
on Issue of Shares at premium of Rs. 1700000/- Shares @ Rs. 2/- & Rs. 300000/- shares @ Rs. 3.5/-	44,50,000	44,50,000
	<b>44,50,000</b>	<b>44,50,000</b>
<b>(C) <u>Profit &amp; Loss Account:</u></b>		
Opening Balance	(31,40,632)	(14,48,004)
Net Profit for the		
<u>Add:</u> Current Year	(8,23,007)	(16,92,628)
-		
-		
	<b>(39,63,639)</b>	<b>(31,40,632)</b>



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<u>Less:</u>	Transferred to General Reserve	-	-
		(39,63,639)	(31,40,632)
	<b>Total (A) + (B) + (C)</b>	<b>23,60,280</b>	<b>31,83,287</b>

## 2.9 DEFERRED TAX LIABILITIES:

Particulars	As at 31-03-2019	As at 31-03-2018
Opening Deferred Tax Liability	5,661	-
Add/Less: Timing Differences on account of:		
(a) Differences in Depreciation rates	1,453	5,661
<b>Total</b>	<b>4,208</b>	<b>5,661</b>

## 2.10 OTHER CURRENT LIABILITIES:

Particulars	As at 31-03-2019	As at 31-03-2018
(a) Current Maturities of Finance Lease Obligations	-	-
(b) Income Received in Advance	-	-
(c) Unpaid Dividends		
(A) Other Payables		
(i) Outstanding Expenses	3,26,623	58,343
(ii) TDS Payable	14,000	5,125
(iii) F&O Trading	-	-
<b>Total</b>	<b>3,40,623</b>	<b>63,468</b>

## 2.11 SHORT TERM PROVISIONS:

Particulars	As at 31-03-2019	As at 31-03-2018
(a) Others:		
(i) Provision for Income Tax	-	-

# SHALIMAR AGENCIES LIMITED

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<b>Total</b>	-	-

## 2.12 REVENUE FROM OPERATIONS:

Particulars	As at 31-03-2019	As at 31-03-2018
(a) Sale of Shares	99,51,720	10,45,52,077
(b) Profit on Dealing in Derivatives - Futures and Options	26,54,008	4,401
(c) Profit on Dealing in Intra day Transactions	-	1,03,244
<b>Total</b>	<b>1,26,05,728</b>	<b>10,46,59,721</b>

## 2.13 OTHER INCOME:

Particulars	As at 31-03-2019	As at 31-03-2018
Dividend	24,000	41,525
Interest Received on FDRs	49,721	9,299
Interest on Income Tax Refund	-	-
Interest Received on Unsecured Loans	15,99,913	14,78,621
Profit on Investments	-	-
<b>Total</b>	<b>16,73,634</b>	<b>15,29,445</b>

## 2.14 PURCHASES:

Particulars	As at 31-03-2019	As at 31-03-2018
(A) Purchase of Shares	81,45,377	10,28,87,595
<b>Total</b>	<b>81,45,377</b>	<b>10,28,87,595</b>

# SHALIMAR AGENCIES LIMITED

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## 2.15 CHANGES IN INVENTORY:

Particulars	As at 31-03-2019	As at 31-03-2018
<b><u>Stock of Shares</u></b>		
Opening Stock of Traded Goods	32,31,388	63,16,341
Closing Stock of <i>Less:</i> Traded Goods	-	3231388
<b>Total</b>	<b>32,31,388</b>	<b>30,84,953</b>

## 2.16 EMPLOYEE BENEFITS EXPENSES:

Particulars	As at 31-03-2019	As at 31-03-2018
Salaries	7,84,000	7,20,000
Employee benefit expenses	-	-
<b>Total</b>	<b>7,84,000</b>	<b>7,20,000</b>

## 2.17 OTHER EXPENSES:

Particulars	As at 31-03-2019	As at 31-03-2018
Advertisement Expenses	77,733	39,027
Annual Issuer Fee(Listing Processing fees & Custodial Fee)	4,05,942	3,44,703
Audit Fees	59,000	50,000
Bank Charges	1,192	589
Bad Debts	16,33,994	-
Custodial Fee	1,180	-
Computer & Maintainance	-	10,150
Courier Charges	12,695	16,800
E voting Charges	5,900	5,900
Electricity & Water Expenses	3,200	12,850

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General Expenses	6,911	17,930
Interest on Income tax	-	-
Interest on TDS	-	600
Internal Audit Fee	10,000	10,000
Loss on Sale of Equity Shares	25,694	-
Penalty	-	7,080
Petrol Expenses	2,650	11,750
Printing & Stationery	2,805	8,886
Processing & Take over Charges	1,20,419	-
Professional Charges	98,100	68,100
Professional Tax	3,750	2,500
R & T Charges	56,192	35,921
Rent	1,65,000	1,80,000
ROC Filing Fee	2,400	3,600
Share Expenses	1,80,917	3,09,417
Telephone & Internet Expenses	8,172	7,051
Travelling Expenses	1,900	14,900
Website Charges	2,700	2,700
<b>Total</b>	<b>28,88,446</b>	<b>11,60,454</b>

# SHALIMAR AGENCIES LIMITED

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## 2.1 STATEMENT OF FIXED ASSETS & DEPRECIATION:

Sl No.	Particulars	GROSS BLOCK			ACCUMULATED DEPRECIATION			NET BLOCK		
		Balance as at 1-04-2018	Additions/ (Disposals)	Balance as at 31-03-2019	Balance as at 1-04-2018	For the Year	Adj.	Balance as at 31-03-2019	Balance as at 31-03-2019	Balance as at 31-03-2018
1	Computer	24,200	-	24,200	4,268	8,067		12,334	11,866	19,931
2	Furniture	4,65,453	-	4,65,453	18,862	46,545		65,407	4,00,046	4,46,591
	<b>TOTAL</b>	4,89,653	-	4,89,653	23,129	54,612		77,741	4,11,912	4,66,523

# SHALIMAR AGENCIES LIMITED

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## OTHER NOTES TO ACCOUNTS

### 2.18 SHARE CAPITAL:

The Equity Share Capital of the Company as on 31<sup>st</sup> March, 2019 is 30,01,000 Equity Shares of Rs. 10/- each fully paid up. During the year 2018-19 the Company has not allotted any Equity Shares.

### 2.19 MANAGERIAL REMUNERATION :

The Managerial Remuneration paid/ provided is as follows:

(Rs)				
Particulars	Relationship	Nature of Transaction	As at 31/03/2019	As at 31/03/2018
Vishnu Kant Bhangadia	Whole Time Director	Remuneration	1,00,000	1,20,000

### 2.20 REMUNERATION TO AUDITORS:

(Rs)		
Particulars	As at 31/03/2019	As at 31/03/2018
Audit Fees	59,000	50,000

### 2.21 DETAILS OF RELATED PARTY TRANSACTION:

The Company has entered into the following Related Party Transactions as on 31<sup>st</sup> March, 2019 such parties and transactions are identified as per Accounting Standard 18 and Section 2 (76) and 188 of Companies Act, 2013 read with Rules made there under.

a) The following are the List of Related Parties:

Name of the Party	Relationship
Aditya Sreeramji Magapu	Whole-time Director
M Subramanyam Reddy	Director
Vishnu Kant Bhangadia	Whole-time Director
Natwarlal Ram Gopal Modani	Director
Sarapu Sowjanya	Director
Rahul Manoj Rawlyani	Director
Sundeep Renapurkar	Chief Financial Officer
Nishita Kalantri	Company Secretary
Quebec Tech Solutions Private Limited.	Holding Company

b) The following are the Related Party Transactions:

(Rs)			
Name of the Party	Relationship	Nature of Transaction	As at 31/03/2019
Vishnu Kant Bhangadia	Whole-time Director	Remuneration	1,00,000
Rahul Manoj Rawlyani	Director	Remuneration	-
Sundeep Renapurkar	Chief Financial Officer	Remuneration	1,80,000
Nishita Kalantri	Company Secretary	Remuneration	1,44,000
Quebec Tech Solutions Private Limited	Holding Company	Advance	1,92,523

# SHALIMAR AGENCIES LIMITED

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## 2.22 EARNING PER SHARE:

The Earning considered in ascertaining the companies Earning Per Share comprise Net Profit After Tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year.

Particulars	2018-19	2017-18
Profit available for the equity Share Holders (Rs)	(8,23,007)	(16,92,628)
No. of equity shares outstanding for EPS-Basic	30,01,000	30,01,000
No. of equity shares outstanding of EPS-Diluted	30,01,000	30,01,000
Basic	(0.27)	(0.56)
Diluted	(0.27)	(0.56)

2.23 The Company has not received any intimation from "Suppliers" regarding their status under Micro, Small and Medium Enterprises Development Act, 2006, and hence disclosure if any, relating to the amount unpaid as at the year end together with interest paid/payable as required under the said act have not been given.

2.24 Previous year figures have been regrouped wherever necessary.

2.25 The figures have been rounded off to the nearest rupee.

As per our report of even date  
For P. Murali & Co.,  
Chartered Accountants  
FRN: 007257S

For and on behalf of the Board of Directors  
Shalimar Agencies Limited

A. Krishna Rao  
Partner  
Membership No. 020085

Aditya Magapu  
Whole time Director  
DIN: 03424739

Subramanyam Reddy  
Director  
DIN: 03569955

Place: Hyderabad  
Date: 29<sup>th</sup> May 2019

## Notes and other explanatory information to financial statements for the year ended March 31, 2019

### 1. Corporate Information

The Shalimar Agencies Limited was incorporated on 04th June, 1981 under companies Act 1956 in the name and style as Shalimar Agencies Limited as a Public Limited Company and obtained a Certificate of Commencement of Business on 17th June, 1981 having Registered Office situated at Durga Enclave, Banjara Hills, Hyderabad. The Company is in the business of dealing in Shares, Bonds and Securities.

### 2. Basis of preparation

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### (i) Compliance with IndAS

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015, 2016 & 2017 and other relevant provisions of the Act.

#### (ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities (including derivative instruments) and contingent consideration that is measured at fair value;
- Assets held for sale – measured at fair value less cost to sell; and

# SHALIMAR AGENCIES LIMITED

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## 2.1 Summary of significant accounting policies

### I. Significant Accounting Estimates and Judgments

Estimates, assumptions concerning the future and judgments are made in the preparation of the financial statements. They affect the application of the Company's accounting policies, reporting amounts of assets, liabilities, income and expense and disclosures made. Although these estimates are based on management's best knowledge of current events and actions, actual result may differ from those estimates.

The critical accounting estimates and assumptions used and areas involving a high degree of judgments are described below:

#### **Critical judgments made in applying accounting policies**

### II. Intangible Assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably.

### III. Financial Assets

Financial assets comprise of investments in equity and debt securities, trade receivables, cash and cash equivalents and other financial assets.

#### **Initial recognition:**

All financial assets are recognised initially at fair value. Purchases or sales of financial asset that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the assets.

#### **Subsequent Measurement:**

#### **(i) Financial assets measured at amortised cost:**

Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortised cost using effective interest rate (EIR) method. The EIR amortization is recognised as finance income in the Statement of Profit and Loss.

The Company while applying above criteria has classified the following at amortised cost:

- a) Trade receivable
- b) Cash and cash equivalents
- c) Other Financial Asset

#### **(ii) Financial assets at fair value through other comprehensive income (FVTOCI):**

Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, selling the financial assets and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at FVTOCI.

Fair Value movements in financial assets at FVTOCI are recognised in other comprehensive income.

Equity instruments held for trading are classified as at fair value through profit or loss (FVTPL). For other equity instruments the company classifies the same as at FVTOCI. The classification is made on initial recognition and is irrevocable. Fair value changes on equity investments at FVTOCI, excluding dividends are recognised in other comprehensive income (OCI).

#### **(iii) Financial assets at fair value through profit or loss (FVTPL)**

Financial assets are measured at fair value through profit or loss if it does not meet the criteria for classification as measured at amortised cost or at fair value through other comprehensive income. All fair value changes are recognised in



# SHALIMAR AGENCIES LIMITED

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the statement of profit and loss.

## **(iv) Investment in subsidiaries, joint ventures & associates are carried at cost in the separate financial statements.**

### ***Impairment of Financial Assets:***

Financial assets are tested for impairment based on the expected credit losses.

#### **(i) Trade Receivables**

An impairment analysis is performed at each reporting date. The expected credit losses over life time of the asset are estimated by adopting the simplified approach using a provision matrix which is based on historical loss rates reflecting current condition and forecasts of future economic conditions. In this approach assets are grouped on the basis of similar credit characteristics such as industry, customer segment, past due status and other factors which are relevant to estimate the expected cash loss from these assets.

#### **(ii) Other financial assets**

Other financial assets are tested for impairment based on significant change in credit risk since initial recognition and impairment is measured based on probability of default over the life time when there is significant increase in credit risk.

#### ***De-recognition of financial assets***

A financial asset is derecognized only when:

- The company has transferred the rights to receive cash flows from the financial asset or
- The contractual right to receive cash flows from financial asset is expired or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset and transferred substantially all risks and rewards of ownership of the financial asset, in such cases the financial asset is derecognized. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is also derecognized if the company has not retained control of the financial asset.

## **IV.Cash and Cash equivalents**

Cash and cash equivalents comprise cash at bank and in hand and short-term investments with an original maturity of three months or less. Deposits with banks subsequently measured at amortized cost and short term investments are measured at fair value through Profit & Loss account.

## **V.Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit tax is adjusted for the effects of transactions of non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated.

## **VI. Property, Plant and Equipment**

All items of property, plant and equipment are initially recorded at cost. The cost of an item of plant and equipment is recognized as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Cost includes its purchase price (after deducting trade discounts and rebates), import duties & non-refundable purchase taxes, any costs directly attributable to bringing the asset to the location & condition necessary for it to be capable of operating in the manner intended by management, borrowing costs on qualifying assets and asset retirement costs. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The activities necessary to prepare an asset for its intended use or sale extend to more than just physical construction of the asset. It may also include technical (DPR, environmental, planning, Land acquisition and geological study) and administrative work such as obtaining approvals before the commencement of physical construction.

The cost of replacing a part of an item of property, plant and equipment is capitalized if it is probable that the future economic benefits of the part will flow to the Company and that its cost can be measured reliably. The carrying amount

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of the replaced part is derecognized.

Costs of day to day repairs and maintenance costs are recognized into the statement of profit and loss account as incurred.

Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, estimated useful lives and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

An item of plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de recognition of the asset is recognised in the profit or loss in the year the asset is derecognized.

Assets under installation or under construction as at the Balance Sheet date are shown as Capital Work in Progress.

## ***Depreciation***

Depreciation is provided on Straight Line Method, as per the provisions of schedule II of the Companies Act, 2013 or based on useful life estimated on the technical assessment. Asset class wise useful lives in years are as under:

Computers and equipment	3 to 6
Furniture & fixtures	10 to 15

Fully depreciated plant and equipment are retained in the financial statements until they are no longer in use.

In respect of additions / deletions to the fixed assets / leasehold improvements, depreciation is charged from the date the asset is ready to use / up to the date of deletion.

## **VII.Share Capital**

Equity shares are classified as equity.

The equity share capital of the company as on 31<sup>st</sup> march 2018 is 30,01,000 equity shares of Rs. 10/- each fully paid up .

During the year 2017-18 the company has not allotted any equity shares.

## **VIII. Financial Liabilities**

### ***Initial recognition and measurement***

Financial liabilities are recognized when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognized initially at fair value plus any directly attributable transaction costs, such as loan processing fees and issue expenses.

## **IX. Inventories**

Inventory of shares have been valued at cost or market price which ever is less.

## **X. Related Party Disclosures**

The Company furnishes the details of Related Party Disclosures as required by Companies Act 2013 and Indian Accounting Standard (IND AS)- 24.

## **XI. Income Taxes**

Income tax expense is comprised of current and deferred taxes. Current and deferred tax is recognized in net income except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current income taxes for the current period, including any adjustments to tax payable in respect of previous years, are recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on

# SHALIMAR AGENCIES LIMITED

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the tax rates that are enacted or substantively enacted by the end of the reporting period.

## XII. Provisions , Contingent Liabilities and Contingent Assets

### *Provisions*

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense and is recorded over the estimated time period until settlement of the obligation. Provisions are reviewed and adjusted, when required, to reflect the current best estimate at the end of each reporting period.

### *Contingent Liabilities*

Contingent liability is disclosed in case of

- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- A present obligation arising from past events, when no reliable estimate is possible;
- A possible obligation arising from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company where the probability of outflow of resources is not remote.

### *Contingent Assets*

Contingent assets are not recognized but disclosed in the financial statements when as inflow of economic benefits is probable

## XIII. Earnings per Share

Basic earnings per share are calculated by dividing:

- The profit attributable to owners of the company
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

As per our report of even date  
For P. Murali & Co.,  
Chartered Accountants  
FRN: 007257S

For and on behalf of the Board of Directors  
Shalimar Agencies Limited

A. Krishna Rao  
Partner  
Membership No. 020085

Aditya Magapu  
Whole time Director  
DIN: 03424739

Subramanyam Reddy  
Director  
DIN: 03569955

Place: Hyderabad  
Date: 29<sup>th</sup> May 2019

# SHALIMAR AGENCIES LIMITED

CIN:(L51226TG1981PLC114084)

## Form No. MGT -11

### PROXYFORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN : L51226TG1981PLC114084  
Name of the company : Shalimar Agencies Limited  
Registered office : Flat No.202-A, 2nd Floor, MJR Magnifique Building,  
Nanakramguda Cross Road, Serilingampally,  
Hyderabad TG 500008  
Name of the member(s) :  
Registered Address :  
Email Id :  
Folio No. /DP Id - Client Id :

\* Applicable for investors holding Shares in electronic form

I/We, being the member (s) of ..... Shares of the above named company, hereby appoint:

1. \_\_\_\_\_ (Name) of \_\_\_\_\_ (Address) having \_\_\_\_\_ E-mail Id  
\_\_\_\_\_ or failing him \_\_\_\_\_
2. \_\_\_\_\_ (Name) of \_\_\_\_\_ (Address) having \_\_\_\_\_ E-mail Id  
\_\_\_\_\_ or failing him \_\_\_\_\_
3. \_\_\_\_\_ (Name) of \_\_\_\_\_ (Address) having \_\_\_\_\_ E-mail Id

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38<sup>th</sup> Annual General Meeting of the company, to be held on the Monday, 30<sup>th</sup> day of September, 2019 at 10.00 a.m. at Registered Office of the Company at Kamala Sadan, Plot No. 4, Duraga Enclave, Ground Floor, Road No. 12, Banjara Hills, Hyderabad-500034 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my proxy to vote in the manner as indicated in the box below.

Resolutions	For	Against
Approval of Financial Statements for the Financial Year 2018-19		
Ratification of Appointment M/s. P. Murali & Co., Chartered Accountants as Statutory Auditors		
Regularisation of Mr. Aditya Sreeramji Magapu as Executive Director of the Company		
Regularisation of Mr. Mallu Reddy Subramanyam as Executive-Director		
Appointment of Mr. Aditya Sreeramji Magapu as Executive- Wholetime Director of the Company		
Appointment of Mr. Mallu Reddy Subramanyam as Executive Director of the Company		
Reclassification Of Promoters Of The Company As Public Shareholders Of The Company Subsequent To Successful Open Offer		

Signed this \_\_\_\_day of \_\_\_\_\_, 2018

Signature of Shareholder

Signature of First Proxy holder(s)      Signature of Second Proxy holder(s)      Signature of Third Proxy holder(s)

Affix 15 ps

Revenue

Stamp

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

# SHALIMAR AGENCIES LIMITED

CIN:(L51226TG1981PLC114084)

## SHALIMAR AGENCIES LIMITED

Regd. Off.: Flat No.202-A, 2nd Floor, MJR Magnifique Building, Nanakramguda Cross Road, Serilingampally,  
Hyderabad TG 500008

### ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the 38<sup>th</sup> Annual General Meeting of the Company, to be held on the Monday, 30<sup>th</sup> day of September, 2019 at 10.00 a.m. at Registered Office of the Company at Flat No.202-A, 2nd Floor, MJR Magnifique Building, Nanakramguda Cross Road, Serilingampally, Hyderabad TG 500008

1. Name & Registered Address of the Sole/first names shareholder
2. Name(s) of the joint shareholders if any
3. Registered Folio No / DP ID/Client ID No
4. Number of Shares held

Member / Proxy name in Block Letters

Member's / Proxy's Signature

Note: Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

# SHALIMAR AGENCIES LIMITED

CIN:(L51226TG1981PLC114084)

**FORM NO. MGT-12**

**POLLING PAPER**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(l)(c) of the Companies (Management and Administration) Rules, 2014]

<b>Name of the Company</b>	Shalimar Agencies Limited
<b>Registered office</b>	Flat No.202-A, 2nd Floor, MJR Magnifique Building, Nanakramguda Cross Road, Serilingampally, Hyderabad TG 500008
<b>CIN</b>	L51226TG1981PLC114084
<b>Date &amp; Time</b>	Monday, 30 <sup>th</sup> September, 2019 at 10.00 a.m.
<b>Venue</b>	Registered Office of the Company - Flat No.202-A, 2nd Floor, MJR Magnifique Building, Nanakramguda Cross Road, Serilingampally, Hyderabad TG 500008

**BALLOTPAPER**

<b>S No</b>	<b>Particulars</b>	<b>Details</b>
1	Name of the First Named Shareholder (In Block letters)	
2	Postal address	
3	Registered folio No. / *Client ID No. (*Applicable to investors holding Shares in dematerialized form)	
4	Class of Share	Equity Shares
5	Number of Shares	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

# SHALIMAR AGENCIES LIMITED

CIN:(L51226TG1981PLC114084)

S No	Item No.	No. of Shares held by me	1 assent to the resolution	1 dissent from the resolution
<b>ORDINARY BUSINESS:</b>				
1	To consider and adopt the Audited Financial Statements of the Company for the Financial Year 2018-19 along with the Report of the Board of Directors and Auditors thereon.			
2	Ratification of Appointment M/s. P. Murali & Co., Chartered Accountants as Statutory Auditors			
<b>SPECIAL BUSINESS:</b>				
3	Regularisation of Mr. Aditya Sreeramji Magapu as Executive Director of the Company			
4	Regularisation of Mr. Mallu Reddy Subramanyam as Executive-Director			
5	Appointment of Mr. Aditya Sreeramji Magapu as Executive- Wholetime Director of the Company			
6	Appointment of Mr. Mallu Reddy Subramanyam as Executive Director of the Company			
7	Reclassification Of Promoters Of The Company As Public Shareholders Of The Company Subsequent To Successful Open Offer			

Place: Hyderabad

Date:

(Signature of the shareholder)

# SHALIMAR AGENCIES LIMITED

CIN:(L51226TG1981PLC114084)

## PRINTED MATTER BOOK-POST

If undelivered, please return to:

Regd. Office	SHALIMAR AGENCIES LIMITED Flat No.202-A, 2nd Floor, MJR Magnifique Building, Nanakramguda Cross Road, Serilingampally, Hyderabad TG 500008 ( <u>Telangana</u> )
Website	<u><a href="http://shalimaragencieslimited.com">shalimaragencieslimited.com</a></u>
Email Id	<u><a href="mailto:shalimaraenciesltd@gmail.com">shalimaraenciesltd@gmail.com</a></u>
CIN No	<u>L51226TG1981PLC114084</u>
Contact	<u>+91 - 90300 57374</u>
Nos	