

# Symbiox Investment & Trading Co Ltd

7A, Rani Rashmoni Road  
Kolkata - 700 013  
Phone : 033-3251 5833  
CIN : L65993WB1979PLC032012  
Website : [www.symbioxinvestment.com](http://www.symbioxinvestment.com)  
E-mail ID : [symbioxinvestment100@gmail.com](mailto:symbioxinvestment100@gmail.com)

Date: 24-09-2019

To,  
The Bombay Stock Exchange Limited,  
PJ Towers, Dalal Street  
Mumbai- 400 001

To,  
The Calcutta Stock Exchange Limited  
7, Lyons Range,  
Kolkata- 700 001

To,  
Compliance Department  
Metropolitan Stock Exchange of India Limited  
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,  
Opp. Trident Hotel, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 098

**Sub: Regulation 34 of SEBI (LODR) Regulations, 2015**

Dear Sir,

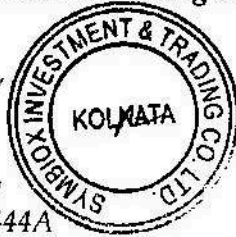
With reference to above mentioned subject, please find herewith attached copy of Annual Report of the Company for the year ended 31<sup>st</sup> March, 2019.

Request you to kindly take the same on your records.

Thanking you.

Yours Faithfully,  
For Symbiox Investment & Trading Co Ltd

*Nehe Pansari*  
NEHA PANSARI  
Company Secretary  
PAN NO. BZUPK0444A



*40<sup>th</sup>*

*ANNUAL REPORT*

*2018-2019*

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Mahavir Verma	-	Whole Time Director
Mr. Sarman Sharma	-	Director
Mrs. Mina Devi Agarwal	-	Director
Mr. Bappa Mitra	-	Director
Mr. Samit Ray	-	Director
Mr. Ranjit Soni	-	Director

### MANAGEMENT

Mr. Mahavir Verma	-	Chief Executive Officer
Mrs. Neha Pansari	-	Company Secretary/Compliance Officer

### BANKERS

Yes Bank Limited; Dalhousie Branch, Kolkata  
Indusind Bank, Brabourne Road Branch

### AUDITORS

Mr Pravin Poddar  
Chartered Accountants  
Membership No: 300906  
HD 35, S L Sarani, Baguipara, Ashwininagar, Baguiati,  
Kolkata-700059  
Phone: 033- 25702081  
Email Id: - [poddaragarwalandco@gmail.com](mailto:poddaragarwalandco@gmail.com)

### REGISTRAR & SHARE TRANSFER AGENT

M/s. ABS CONSULTANT PVT. LTD,  
99 Stephen House, 6th Floor,  
4, B.B.D Bagh (E),  
Kolkata- 700001, W.B  
Phone Nos. :( 033) 2230-1043, 2243-0153,  
Email Id: [absconsultant@vsnl.net](mailto:absconsultant@vsnl.net)

(Corporate Identity Number: L65993WB1979PLC032012)  
Registered Office: 7A, Rani Rashmoni Road Kolkata- 700013

## **NOTICE**

Notice is hereby given that 40th Annual General Meeting of the members of the **SYMBIOX INVESTMENT TRADING CO LIMITED** will be held at 221, Rabindra Sarani, Om Shree Market, 3<sup>rd</sup> Floor, Kolkata-700007, West Bengal on Monday, 30<sup>th</sup> September, 2019 at the 9.30 a.m. to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Annual Financial Statements (Including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2019, the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mr. MAHAVIR VERMA [DIN: 08406239] who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an

### **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) **M/s. MANABENDRA BHATTACHARYYA & CO.** Chartered Accountants, Kolkata (M. No. - 065549), be and is hereby appointed in place of Pravin Poddar, Chartered Accountant (Membership No. 050714), who give his consent in writing not to be re-appointed as the Statutory Auditor of the Company. He will hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of AGM to be held in the year 2024, subject to ratification by members at every AGM, on a remuneration as may be mutually agreed upon by the Board of Directors and the Auditor plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

### **SPECIAL RESOLUTION:**

#### **ITEM NO: 4 Regularization of Mr Bappa Mitra (DIN: 08405997) as Non- Executive Independent Director**

“**RESOLVED THAT** Mr Bappa Mitra (DIN: 08405997), who was appointed as an additional Director (Non Executive & Independent) of the Company with effect from 08th April, 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting of this Company under Section 161(1) of the Companies Act, 2013 (“the Act”), and in respect of whom the Company has received a notice in writing from a member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV of the Act (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr Bappa Mitra (DIN: 08405997), who meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible to be appointed as Independent Director of the Company, be and is hereby appointed as Independent Director of the Company for a term of five years commencing 08th April, 2019”

Mr Bappa Mitra, may be deemed to be concerned or interested in the resolution relating to his appointment.

The Board recommends this Resolution for your approval.

**ITEM NO: 6 Regularization of Mr Samit Ray (DIN: 08406285) as Non- Independent Executive Director**

“RESOLVED THAT Mr Samit Ray (DIN: 08406285), who was appointed as an Additional Director (Non-Independent Executive Director) of the Company with effect from 08th April, 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting of this Company under Section 161(1) of the Companies Act, 2013 (“the Act”), and in respect of whom the Company has received a notice in writing from a member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV of the Act(including any statutory modification or re-enactment thereof for the time being in force) and the Companies(Appointment and Qualification of Directors)Rules, 2014, as amended from time to time and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible to be appointed as Independent Director of the Company, be and is hereby appointed as Independent Director of the Company for a term of five years commencing 08th April, 2019”

Mr Samit Ray may be deemed to be concerned or interested in the resolution relating to his appointment.

The Board recommends this Resolution for your approval.

**ITEM NO: 7 Regularization of Mr Ranjit Soni (DIN: 08526177) as Non- Executive Independent Director**

“RESOLVED THAT Mr Ranjit Soni (DIN: 08526177), who was appointed as an Additional Director (Non Executive & Independent) of the Company with effect from 13th April, 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting of this Company under Section 161(1) of the Companies Act, 2013 (“the Act”), and in respect of whom the Company has received a notice in writing from a member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV of the Act(including any statutory modification or re-enactment thereof for the time being in force) and the Companies(Appointment and Qualification of Directors)Rules, 2014, as amended from time to time, Mr Ranjit Soni (DIN: 08526177), who meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible to be appointed as Independent Director of the Company, be and is hereby appointed as Independent Director of the Company for a term of five years commencing 13<sup>th</sup> April, 2019”

Mr Ranjit Soni may be deemed to be concerned or interested in the resolution relating to his appointment.

The Board recommends this Resolution for your approval.

**ITEM NO: 7 To Consider and approved of Mr. Mahavir Verma (DIN: 08406239) As an Whole Time Director of the Company:**

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution

**“RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modifications, amendments or re-enactment thereof, for the time being in force) and pursuant to the recommendations of Nomination and Remuneration Committee of Directors and approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for variation/ approval of remuneration payable to Mr. Mahavir Verma (DIN: **08406239**) as a Whole Time Director, for the period of 5 years from 08th April 2019 to 07th April 2024, which shall not exceed the limits stated hereunder :

(a) **Salary:**

Rs. 3,00,000/- per annum

(b) **Performance Bonus:**

Not exceeding 100% of Salary, payable annually for each financial year, as may be determined by the Board.

**“RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to the Managing Director, subject to such other approvals as may be necessary”

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including Nomination and Remuneration Committee thereof) be and is hereby authorised to vary and/or revise the remuneration of Mr. Mahavir Verma as Managing Director within the overall limits under Schedule V of the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

**Date:** 06/09/2019

**By order of the Board  
Symbiox Investment & Trading Co. Limited**

**Place:** Kolkata

Sd/-

**Neha Pansari  
Company secretary**

## **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.  
  
Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2019 to 30th September, 2019 (Both days inclusive).
3. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
5. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
8. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. ABS Consultants Private Limited.)



9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
  
10. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to **M/s. ABS Consultants Private Limited.**, Share Transfer Agents of the Company for their doing the needful.
  
11. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
  
12. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
  
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
  
14. Electronic copy of the 40th Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 is being sent in the permitted mode.
  
15. Members may also note that the Notice of the 40th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website [www.symbioxinvestment.com](http://www.symbioxinvestment.com) for their download. The physical copies of the aforesaid documents will also be available at the

Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [symbioxinvestment100@gmail.com](mailto:symbioxinvestment100@gmail.com)

## 16. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 23.09.2019, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 10.00 a.m. on Friday 27<sup>th</sup> of September, 2019 and will end at 5.00 p.m. on Sunday 29<sup>th</sup> of September, 2019. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'Insta Poll'. The Company has appointed Mr. Akhil Agarwal, Practising Company Secretary having Membership No. A35073 to act as the Scrutinizer, to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

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

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "SYMBIOX" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

### For Members holding shares in Demat Form and Physical Form

**PAN** 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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) 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 Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.

**DOB** Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

**Dividend Bank Details** Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

- ❑ Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

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

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.

Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to

share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <SYMBIOX> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - ❑ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - ❑ They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - ❑ After receiving the login details they have to create a user who would be able to link the account(s) 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.

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

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) To sl. no. (xvii) Above to cast vote.
- (B) The remote e-voting period begins on 27<sup>th</sup> September, 2019 (10.00 a.m.) and ends on 29<sup>th</sup> September, 2019 at (05.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **23rd September, 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**By order of the Board**

**For Symbiox Investment & Trading Co Limited**

sd/-

**Neha Pansari**

**Company Secretary**

**Date:** 06/09/2019

Place: Kolkata

## **ANNEXURE TO NOTICE:**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), sets out all material facts relating to the business items of the accompanying Notice.

### **SPECIAL BUSINESS:**

#### **ITEM NO: 4 Regularization of Additional Director**

The Board of Directors based on the recommendation of Nomination and Remuneration Committee had appointed **Mr. Bappa Mitra (DIN: 08405997)** Additional Director w.e.f 08<sup>th</sup> April, 2019. In the opinion of the Board, Mr. Bappa Mitra fulfills the conditions specified in the Act, Rules and Listing Regulations for appointment as Independent Director and is independent of the management of the Company. Copy of draft Letter of Appointment of Mr. Bappa Mitra as a Non- Executive Independent Director setting out terms and conditions would be available for inspection without any fee for the members at the corporate office of the company during 11.00 A.M. to 1.00 P.M. on all working days.

The Board considered that his association would be of immense benefit to the Company and is desirable to avail services of Mr. Bappa Mitra as a Non- Executive Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Bappa Mitra as a Non- Executive Independent Director, for the approval by the shareholders of the Company. The Company has received declaration from Mr. Bappa Mitra to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

Mr. Bappa Mitra may be deemed to be concerned or interested in the resolution relating to her appointment.

The Board recommends this Resolution for your approval.

#### **ITEM NO: 5 Regularization of Additional Director**

**Mr. Samit Ray(DIN: 08406285)** was appointed as an Additional Director w.e.f. 08<sup>th</sup> April, 2019 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the company proposing Mr. Samit Ray candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. Copy of draft Letter of Appointment of Samit Ray as a Non- Independent Executive Director setting out terms and conditions would be available for inspection without any fee for the members at the corporate office of the company during 01.00 P.M. to 03:00 P.M. on all working days.

The Board feels that presence of Mr. Samit Ray on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 5 for adoption.

The Board recommends resolutions under Item No. 5 to be passed as an ordinary resolution.

**ITEM NO: 6 Regularization of Additional Director**

The Board of Directors based on the recommendation of Nomination and Remuneration Committee had appointed **Mr. Ranjit Soni (DIN: 08526177)** Additional Director w.e.f 13<sup>th</sup> August, 2019. In the opinion of the Board, he fulfils the conditions specified in the Act, Rules and Listing Regulations for appointment as Independent Director and is independent of the management of the Company. Copy of draft Letter of Appointment of Ranjit Soni as a Non-Executive Independent Director setting out terms and conditions would be available for inspection without any fee for the members at the corporate office of the company during 03.00 P.M. to 05:00 P.M. on all working days.

The Board considered that his association would be of immense benefit to the Company and is desirable to avail services of Ranjit Soni as a Non- Executive Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ranjit Soni as a Non-Executive Independent Director, for the approval by the shareholders of the Company. The Company has received declaration from Ranjit Soni to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

Mr. Ranjit Soni may be deemed to be concerned or interested in the resolution relating to her appointment.

The Board recommends this Resolution for your approval.

**ITEM NO: 7 To approve appointment of Whole Time Director**

Mr.Mahavir Verma was appointed as a Whole time Director w.e.f. April 08th, 2019 in accordance with the provisions of Section 152 and 161 of the Companies Act, 2013 and Article of Association of the Company. Pursuant to Section 152 and 161 of the Companies Act, 2013 the above director appoints whole time Director of the Company for a term of Five years Subject to approval of the Shareholder. In this regard the company proposing Mr. Mahavir Verma candidature for appointment as Director of the Company in accordance with the provisions of Section 152 and 162 and all other applicable provisions of the Companies Act, 2013.

The Board feels that presence of Mr. Mahavir Verma was on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 7 for adoption.

The Board recommends resolutions under Item No. 7 to be passed as an ordinary resolution.

**Details of Directors Proposed to be appointed/re-appointed at the Annual General Meeting:**

Pursuant to Regulation 36(3) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the Directors seeking appointment/re-appointment at the forth coming Annual General Meeting are provided as under:-

**For Note 4 to 6:-**

Name of Director	BAPPA MITRA	SAMIT RAY	RANJIT SONI
Date of Birth	14/12/1974	13/06/1965	12/08/1979
Date of Appointment	8/04/2019	8/04/2019	13/08/2019
Expertise in specific functional area (Experience in years)	Marketing & Finance	Administration & Trading	Finance, Taxation
Current position	Additional Director	Additional Director	Additional Director
Qualification	Graduation	Higher Secondary	Higher Secondary
Shareholding in the Company (either personally or on beneficial basis)	NIL	NIL	NIL
List of other Public Limited Companies in which Directorship held	NIL	NIL	NIL
Chairman/Member of the Committees of the Board across all Public Companies in which he is a Director	NIL	NIL	NIL
Chairman/Member of the Committees of the Board of the Company	NIL	NIL	NIL
Disclosure of relationships between Directors inter-se and other KMP	None	None	None
Terms and conditions of appointment / re-appointment	For 5 years	For 5 years	For 5 years
Number of Board Meetings attended during the year (2018-19 )	NA	NA	NA

**For Note 7:**

Name of Director	Mahavir Verma
Date of Birth	26/03/1978
Date of Appointment	8/04/2019
Expertise in specific functional area (Experience in years)	Accounting & Finance
Current position	Additional Director
Qualification	Graduation
Shareholding in the Company (either personally or on beneficial basis)	NIL
List of other Public Limited Companies in which Directorship held	NIL
Chairman/Member of the Committees of the Board across all Public Companies in which he is a Director	NIL
Chairman/Member of the Committees of the Board of the Company	NIL
Disclosure of relationships between Directors inter-se and other KMP	None
Terms and conditions of appointment / re-appointment	For 5 years
Number of Board Meetings attended during the year (2018-19 )	NA

**Place: Kolkata**  
**Date: 06/09/2019**

**For and on behalf of the Board**

Sd/-  
**Mahavir Verma**  
**Whole Time Director**  
**DIN: 06554517**



# Directors' Report

Dear Members,

The Board of Directors are pleased to present the Company's 40<sup>th</sup> Annual Report along with the audited accounts for the financial year ended March 31, 2019.

## FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

The Standalone Financial results are summarized below:

(Amount in Lacs)

Particulars	March 31, 2019	March 31, 2018
Net Sales	89.73	185.51
Other Income	85.24	104.01
Total Income	174.97	289.52
Profit before taxation	3.67	17.73
<b>Tax Expenses:</b>		
Current Tax	0.98	4.56
Deferred Tax	-	-
Extraordinary Items (net of Tax Expenses)	-	-
Profit after Tax	2.69	13.16

### RESERVES

The Company has not transferred any amount to General Reserve.

### DIVIDEND

With a view to conserve resources for working capital requirements and rising capital expenditure, directors considered it prudent not to recommend any dividend for the year under review.

### SHARE CAPITAL

The paid up equity capital as on March 31, 2019 was Rs. 312,873,300. During the year under review, no issue of equity shares with differential voting rights was completed. Further, the Company has not issued any sweat equity nor granted any employee stock options.

### CHANGES IN THE NATURE OF BUSINESS

During the year, there has been no Change in the nature of the Business of the Company. No material changes and commitments have occurred between the end of the financial year and date of report.

### CHANGE OF NAME

There has been no change in the name of the Company during the financial year 2018-19

### NUMBER OF MEETING OF BOARD

The Board of Directors duly met **5 (Five)** times on **28.05.2018, 14.08.2018, 04.09.2018, 10.11.2018** and **11.02.2019** 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.

### PUBLIC DEPOSITS

Your Company has not accepted any deposits from the public or shareholder during the year, nor has any unclaimed or unpaid deposits at the end of the financial year 2018-19.

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

The company has not given loans or guarantees but has invested in the Equity Shares of the other Companies. The details of the investments made by company during the year under review are given in the financial statements.

## **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has in place adequate internal financial controls system with reference to financial statements. The scope of work includes review of process for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. During the year, such controls were tested and no reportable weakness in the design or operation was observed.

## **CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES**

In accordance with the requirements of the provisions of section 135 of the Act, the Company has constituted a Corporate Social Responsibility (“CSR”) Committee. The composition and terms of reference of the CSR Committee is provided in the Corporate Governance Report.

Since your Company do not have the net worth of Rs. 500 Cr or more, or turnover of Rs. 1000 Cr or more, or a net profit of Rs. 5 Cr. or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

## **CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

The required information as per rule 8(3) of the companies (Accounts) Rules, 2014 is provided hereunder:

### **A. Conservation of Energy:**

Your Company’s operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

### **B. Technology Absorption:**

1. Research and Development (R&D): NIL
2. Technology absorption, adoption and innovation: NIL

### **C. Foreign Exchange Earnings and Out Go:**

1. Foreign Exchange Earnings: NIL
2. Foreign Exchange Outgo: NIL

## **DIRECTOR AND KEY MANAGERIAL PERSONNEL**

### **a. Changes in Director and Key Managerial Personnel (KMP):**

The Board of the Company during the Financial Year was as follows:

<b>Sr. No.</b>	<b>Name Of Directors</b>	<b>Designation</b>	<b>Date of Appointment</b>
1.	Gaurav Audichya*	Executive Director	21-08-2014
2.	Mohit Sharma**	Executive Director	15-02-2014
3.	Dipakbhai Harilal Rupareliya***	Executive Director	11-10-2017
4.	Ram Prasad Pareek#	Non-Executive - Independent Director	06-01-2016
5.	Sarman Sharma##	Non-Executive - Independent Director	23-09-2013
6.	Mina Devi Agarwal	Non-Executive - Independent Director	06-01-2016
7.	Shivangi Henilbhai Ruparelia@	Non-Executive - Independent Director	11-10-2017

**The following directors resigned during the F.Y. and after the closure of financial year i.e. 31.03.2019 but before the adoption of Director Report for F.Y. 2018-19:**

\* Gaurav Audichya resigned from the post of Executive Director as on 08<sup>th</sup> April, 2019.

\*\*Mohit Sharma resigned from the post of Executive Director as on 13<sup>th</sup> August, 2019.

\*\*\* Dipakbhai Harilal Rupareliya resigned from the post of Executive Director as on 08<sup>th</sup> April, 2019.

# Ram Prasad Pareek resigned from the post of Non-Executive - Independent Director as on 13<sup>th</sup> August, 2019.

## Sarman Sharma resigned from the post of Non-Executive - Independent Director as on 08<sup>th</sup> April, 2019.

@ Shivangi Henilbhai Ruparelia from the post of Non-Executive - Independent Director as on 08<sup>th</sup> April, 2019

Composition of Board post change is as follows:

Sr. No.	Name Of Directors	Designation	Date of Appointment
1.	Mina Devi Agarwal	Non-Executive - Independent Director	06/01/2016
2.	Bappa Mitra	Adtl. Non-Executive - Independent Director	08/04/2019
3.	Mahavir Verma	Whole Time Director & CFO	08/04/2019
4.	Samit Ray	Adtl. Executive director	08/04/2019
5.	Ranjit Soni	Adtl. Non-Executive - Independent Director	13/08/2019

### **Declaration of Independence**

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules issued there under as well as Regulation 25 of the Listing Regulations. The Independent Directors have also complied with the Code for Independent Directors prescribed in Schedule IV to the Act and Code of Conduct for directors and senior management personnel.

#### **b. Board Evaluation**

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed under Listing Regulations. Listing Regulations mandates that the Board shall monitor and review the Board evaluation framework.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the **Nomination and Remuneration Committee** ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole was evaluated, taking into account the views of executive directors and nonexecutive directors.

The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

**c. Disclosure Relating To Remuneration Of Directors, Key Managerial Personnel**

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued there under and Regulation 19 of the Listing Regulations the Board of Directors had formulated the Nomination and Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee. The salient aspects covered in the Nomination and Remuneration Policy, covering the policy on appointment and remuneration of Directors and other matters have been outlined in the Corporate Governance Report which forms part of this Report.

**d. Number Of Meetings Of The Board Of Directors And Audit Committees**

Your Board of Directors duly met **Five (5)** times during the financial year i.e. on **28.05.2018, 14.08.2018, 04.09.2018, 10.11.2018 and 11.02.2019** in respect of which proper notices were given and the proceedings were properly recorded and signed in the Minute Book maintained for the purpose. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

The Audit Committee duly met **four (4)** times during the financial year i.e. on **28.05.2018, 14.08.2018, 10.11.2018 and 11.02.2019** in respect of which proper notices were given and the proceedings were properly recorded and signed in the Minute Book maintained for the purpose.

**e. Directors Responsibility Statement**

Pursuant to Section 134 (3) (c) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

- (a) In the preparation of the annual accounts for the year ended **31<sup>st</sup> March, 2019**, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) They have selected such accounting policies and applied them 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 and of the profit of the company for that period;
- (c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) They have prepared the annual accounts on a going concern basis;
- (e) They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**FORMAL ANNUAL EVALUATION**

As per section 149 of the Companies Act, 2013 read with clause VII (1) of the schedule IV and rules made there under, the independent directors of the company had a meeting on 14.02.2019 without attendance of non-independent directors and members of management. In the meeting the following issues were taken up:

- (a) Review of the performance of non-independent directors and the Board as a whole;
- (b) Review of the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- (c) Assessing the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The meeting also reviewed and evaluated the performance of non-independent directors. The company had 2 (Two) non-independent directors namely:

- I. Mr. Gaurav Audichya - Non- Independent & Executive
- II. Mr. Mahavir Verma - Non- Independent & Executive

The meeting was recognized for shaping up of the company and putting the company on accelerated growth path. They devoted more time and attention to bring up the company to the present level.

**The meeting also reviewed** and evaluated the performance the Board as whole in terms of the following aspects:

- Preparedness for Board/Committee meetings
- Attendance at the Board/Committee meetings
- Guidance on corporate strategy, risk policy, corporate performance and overseeing acquisitions and disinvestments.
- Monitoring the effectiveness of the company's governance practices
- Ensuring a transparent board nomination process with the diversity of experience, knowledge, perspective in the Board.
- Ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for financial and operational control and compliance with the law and relevant standards.

Mr. Mahavir Verma, chairman of the company has performed exceptionally well by attending board meetings regularly, by taking active participation in the discussion of the agenda and by providing required guidance from time to time to the company for its growth etc.

It was noted that the Board Meetings have been conducted with the issuance of proper notice and circulation of the agenda of the meeting with the relevant notes thereon.

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

There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or any other related parties as defined under the Companies Act, 2013, which may have potential conflict with interest of the company.

#### **LISTING AGREEMENT:**

The Securities and Exchange Board of India (SEBI), on September 2, 2015, issued SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 with the aim to consolidate and streamline the provisions of the Listing Agreement for different segments of capital Markets to ensure better enforceability. The said regulations were effective December 1, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within six months from the effective date. The company entered into Listing Agreement with CSE Limited, MCX Limited and BSE Limited.

#### **LISTING WITH STOCK EXCHANGES:**

The Company confirms that it has paid the Annual Listing Fees for the year 2018-2019 to The Calcutta Stock Exchange Limited, MCX Limited and BSE Limited, where the Company's Shares are listed. The Company Listed on BSE effective from 14th August, 2015.

The scrip code number of the Equity Shares of the Company is as follows:

- BSE                               **539278/SYMBIOX**
- MSE                               **SYMBIOX**
- CSE                               **029461**

#### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

In line with the provisions of the Section 177(9) of the Act and the regulation 27(2) of LODR with stock exchanges, the Company has adopted Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company.

This vigil mechanism provides for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the chairperson of the Audit committee, in exceptional cases. The Company Secretary is the designated officer for effective implementation of the policy and dealing with the complaints registered under the policy.

### AUDITORS' REPORT

Auditor's Report does not contain any qualification, reservation or adverse remarks. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

### SECRETARIAL AUDIT REPORT

During the year, Secretarial Audit was carried out by Mr. Akhil Agarwal, Practicing Company Secretary, the Secretarial Auditor of the Company for the financial year 2018-2019.

As Secretarial Auditor has pointed out certain observation in his report, the Board of directors the company state that those non-compliance of the provisions of the Companies Act, 2013, were due to ambiguity and uncertainty of the applicability of the same for the relevant period. However, the company would ensure that, in future all the provisions are complied with the fullest extent.

Report of the Secretarial Audit in Form **MR-3** for the financial year ended March 31, 2019 is enclosed as **Annexure- "I"** to the Report.

### STATUTORY AUDITOR

Mr. Pravin Poddar (Membership .No: 300906), Chartered Accountant, was appointed as Statutory Auditors of the company retires at the ensuing annual general meeting and express his unwillingness to be re-appointed due to pre-occupancy. As required under the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) **M/s. MANABENDRA BHATTACHARYYA & CO.** Chartered Accountants, Kolkata (M. No. - 065549), be and is hereby appointed in place of Pravin Poddar, Chartered Accountant (Membership No. 050714), who give his consent in writing not to be re-appointed as the Statutory Auditor of the Company. **M/s. MANABENDRA BHATTACHARYYA & CO.** Chartered Accountants, Kolkata, will hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of AGM to be held in the year 2024, subject to ratification by members at every AGM, on a remuneration as may be mutually agreed upon by the Board of Directors and the Auditor plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.

The Board recommends the appointment of **M/s. MANABENDRA BHATTACHARYYA & CO.** Chartered Accountants, Kolkata, as the statutory auditors of the Company from the conclusion of this Annual General meeting till the conclusion of the next Annual General Meeting.

### CEO/CFO/MD CERTIFICATION

The Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Regulation 27(2) of LODR certifying that the Financial Statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs and the same forms a part of this report marked as **Annexure-"II"**.

### EXTRACTS OF ANNUAL RETURN

As provided under Section 92(3) of the Act, the extract of the Annual Return in form MGT-9 is annexed herewith as "**Annexure-III**".



### **PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:**

The Disclosure pertaining to remuneration and other details as required under the provisions of section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Management Personnel) Rules, 2014 forms part of the Directors Report and marked as **Annexure-“IV”**.

### **DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013, that they meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI ( Listing Obligation and Disclosure Requirements) Regulations, 2015

### **BUSINESS RISK MANAGEMENT**

Your Company has a structured framework to satisfy that sound policies, procedures and practices are in place to manage the key risks under risk framework of the company. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

### **PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197(12) read with Rule, 5(1)of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting.

### **Particulars of Employees pursuant to section 134(3)(q) of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014.**

1. None of the employees was employed throughout the financial year, which was in receipt of remuneration exceeding Rs. 6,000,000/- per annum or more. Therefore, Rule 5(2)(i) of the captioned Rules is not applicable.
2. None of the employees was employed throughout the financial year, which was in receipt of remuneration exceeding Rs. 500,000/- per month. Therefore, Rule 5(2)(ii) of the captioned Rules is not applicable.
3. No employee is a relative of any director or Key Managerial personnel of the Company.

Therefore, Rule 5(2)(iii) of the captioned Rules is not applicable to any employee.

In accordance with provisions of Section 197 of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the annexure pertaining to the names and other particulars of employees is available for inspection by Members at the Registered Office of the Company, 21 (Twenty one) days before and up to the date of the ensuing Annual General Meeting during the business hours on working days. Any Shareholder interested in obtaining a copy of the said Annexure may write to the Company Secretary & Compliance Officer at the Registered Office of the Company.

### **CORPORATE GOVERNANCE**

The Company has complied with the corporate governance requirements as stipulated under Regulation 27(2) of the LODR entered into with the stock exchanges. A separate section on corporate governance is provided, along with a certificate from the auditor confirming the compliance of conditions of Corporate Governance as stipulated under Regulation 27(2) of the LODR entered into with the stock exchanges is annexed and forms part of this report.

## **MANAGEMENT DISCUSSION & ANALYSIS REPORTS**

As required under Regulation 34 of the Listing Regulations with Stock Exchanges, the Management Discussion And Analysis Report is enclosed as a part of this report.

## **POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORK PLACE**

The Company has a policy of zero tolerance for sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under.

The following is the summary of sexual harassment complaints received and disposed during the calendar year.

- o No. of complaints received: Nil
- o No. of complaints disposed off: Nil

## **AUDIT COMMITTEE**

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report. And during the year under review, there were no instances when recommendation of audit committee was not accepted by the board.

## **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS**

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the directors' report.

## **TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND**

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

## **GENERAL DISCLOSURES**

### **• DISCLOSURE UNDER SECTION 43(a) (ii) OF THE COMPANIES ACT, 2013**

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a) (ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

### **• DISCLOSURE UNDER SECTION 54(1) (d) OF THE COMPANIES ACT, 2013**

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1) (d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

### **• DISCLOSURE UNDER SECTION 62(1) (b) OF THE COMPANIES ACT, 2013**

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1) (b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

### **• DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013**

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.



## **ACKNOWLEDGEMENT**

Your Directors wish to place on record their appreciation of the contribution made by the employees at all levels, to the continued growth and prosperity of your Company.

Your Directors also wish to place on record their appreciation of business constituents, banks and other financial institutions and shareholders of the Company like SEBI, BSE, NSE, MCX, NSDL, CDSL, HDFC Bank etc. for their continued support for the growth of the Company.

**For and on behalf of the Board**

**Sd/-**

**Mahavir Verma**

**Whole Time Director**

**DIN: 06554517**

**Place: Kolkata**

**Date: 06/09/2019**

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on the financial year ended on 31st March, 2019**

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

**I. REGISTRATION & OTHER DETAILS:**

i	CIN	:	L65993WB1979PLC032012
ii	Registration Date	:	14-May-1979
iii	Name of the Company	:	<b>SYMBIOX INVESTMENT &amp; TRADING CO LTD</b>
iv	Category of the Company	:	Public company
v	(a) Address of the Registered office	:	7A, RANI RASHMONI ROAD, KOLKATA - 700013
	(b) Contact details		Email : symbioxinvestment100@gmail.com
vi	Whether listed company	:	YES
vii	Name and Address and Contact detail of Registrar & Transfer Agents, if any	:	ABS CONSULTANT PVT LTD 99, Stephen House, 6th Floor, Kolkata - 700001. E-MAIL - ABSCONSULTANTS99@GMAIL.COM

**II PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY**

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1	Trading	141	100%

**III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY /ASSOCIATE	% of shares held	Applicable Section
1	Nil				

Note: Section 2(87) is for Subsidiary company, Section 2(6) is for Associate Company

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>(1) Indian</b>									
a) Individual/HUF	40,900	-	40,900	0.13%	40,900.00	-	40,900.00	0.13%	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1,000,000	-	1,000,000	3.20%	1,000,000	-	1,000,000	3.20%	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total A1:-</b>	<b>1,040,900</b>	<b>-</b>	<b>1,040,900</b>	<b>3.33%</b>	<b>1,040,900</b>	<b>-</b>	<b>1,040,900</b>	<b>3.33%</b>	<b>-</b>
<b>(2) Foreign</b>									
a) NRI - Individual/	-	-	-	-	-	-	-	-	-
b) Other - Individual/	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Others	-	-	-	-	-	-	-	-	-
<b>Sub-total A2:-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = A1+A2</b>	<b>1,040,900</b>	<b>-</b>	<b>1,040,900</b>	<b>3.33%</b>	<b>1,040,900</b>	<b>-</b>	<b>1,040,900</b>	<b>3.33%</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital	-	-	-	-	-	-	-	-	-

Funds									
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total B1:-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.		-	-	-	-	-	-	-	
i) Indian	2,333,228	401,000	2,734,228	8.74%	13,561,186	223,500	13,784,686	44.06%	35.32%
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals				-				-	-
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	7,262,896	9,915,500	17,178,396	54.91%	7,070,082	2,673,502	9,743,584	31.14%	- 23.76%
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	4,240,456	6,020,500	10,260,956	32.80%	4,807,810	1,838,500	6,646,310	21.24%	- 11.55%
c) Others (specify)	72,850	-	72,850	0.00	71,850	-	71,850	0.00	0.00%
<b>Sub-total (B)(2):-</b>	<b>13,909,430</b>	<b>16,337,000</b>	<b>30,246,430</b>	<b>96.67%</b>	<b>25,510,928</b>	<b>4,735,502</b>	<b>30,246,430</b>	<b>96.67%</b>	<b>0.00%</b>
<b>Total Public Shareholding (B)</b>	<b>13,909,430</b>	<b>16,337,000</b>	<b>30,246,430</b>	<b>96.67%</b>	<b>25,510,928</b>	<b>4,735,502</b>	<b>30,246,430</b>	<b>96.67%</b>	<b>0.00%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Total of share held by Costodian (C)</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>14,950,330</b>	<b>16,337,000</b>	<b>31,287,330</b>	<b>100.00%</b>	<b>26,551,828</b>	<b>4,735,502</b>	<b>31,287,330</b>	<b>100.00%</b>	<b>0.00%</b>

**IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**ii. Shareholding of Promoters**

Sr. No.	Shareholder's Name	No. of Shares held at the beginning of the year [As on 1-April-2018]			No. of Shares held at the end of the year [As on 31-March-2019]			% change in shareholding 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	GAURAV AUDICHYA	40,900	0.13%		40,900	0.13%		
2	TYRO COMMERCIAL PRIVATE LIMITED	1,000,000	3.20%		1,000,000	3.20%		
	<b>Total</b>	<b>1,040,900</b>	<b>3.33%</b>		<b>40,900</b>	<b>3.33%</b>		

**iii Change in Promoters' Shareholding**

Sr. No.	Shareholder's Name	Shareholding				Date	Increase / Decrease in Shareholding during the year	Reason	Cumulative Shareholding during the year	
		No. of Shares held at the beginning of the year [As on 1-April-2018]	% of total Shares of the company	No. of Shares held at the end of the year [As on 31-March-2019]	% of total Shares of the company				No. of Shares	% of total Shares of the company
		-	-	-	-	-	-	-	-	
	<b>Total</b>									

**iv Shareholding Pattern of top ten Shareholders: ( Other than Directors, Promoters and Holders of GDR's and ADR's)**

Sr. No.	Shareholder's Name	Shareholding				Date	Increase / Decrease in Shareholding during the year	Reason	Cumulative Shareholding during the year	
		No. of Shares held at the beginning of the year [As on 1-April-2018]	% of total Shares of the company	No. of Shares held at the end of the year [As on 31-March-2019]	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	EMERALD COMMERCIAL LIMITED	0	0.00%	1638000	5.24%	28/06/2018	Increase	Purchase	1638000	5.24%
2	SK GROWTH FUND PRIVATE LIMITED	0	0.00%	1222500	3.91%	10/10/2018	Increase	Purchase	1222500	3.91%
3	SUBHLABH INVESTMENT CONSULTANT PRIVATE LIMITED	0	0.00%	600000	1.92%	10/10/2018	Increase	Purchase	600000	1.92%
4	SUNGOLD MERCHANDISE PRIVATE LIMITED	0	0.00%	597000	1.91%	10/10/2018	Increase	Purchase	597000	1.91%
5	SUBHLABH MERCHANDISE PRIVATE	0	0.00%	563730	1.80%	10/10/2018	Increase	Purchase	563730	1.80%

	LIMITED										
6	RUDRA PRO BUILD PRIVATE LIMITED	385000	1.23%	531607	1.70%	01/12/2018	Increase	Purchase	531607	1.70%	
7	RADISON FINANCIAL ADVISORY PRIVATE LIMITED	0	0.00%	500000	1.60%	10/10/2018	Increase	Purchase	500000	1.60%	
8	OVERALL LOGISTICS PRIVATE LIMITED	0	0.00%	500000	1.60%	10/10/2018	Increase	Purchase	500000	1.60%	
9	PUSHPRATAN INVESTMENT CONSULTANTS PRIVATE LIMITED	0	0.00%	497000	1.59%	15/05/2018	Increase	Purchase	497000	1.59%	
10	MYRA APPARELS PRIVATE LIMITED	0	0.00%	480000	1.53%	10/10/2018	Increase	Purchase	480000	1.59%	
	<b>Total</b>	<b>385,000</b>	<b>1.23%</b>	<b>7,129,837</b>	<b>22.79%</b>				<b>7,129,837</b>	<b>22.84%</b>	

**v Shareholding of Directors and Key Managerial Personnel**

Sr. No.	Shareholder's Name	Shareholding				Date	Increase / Decrease in Shareholding during the year	Reason	Cumulative Shareholding during the year	
		No. of Shares held at the beginning of the year [As on 1-April-2018]	% of total Shares of the company	No. of Shares held at the end of the year [As on 31-March-2019]	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	MINA DEVI AGARWAL	-	-	-	-					
2	MAHAVIR VERMA	-	-	-	-					
	<b>TOTAL</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>0.00%</b>					

**V. INDEBTEDNESS**

**i. Indebtedness of the Company including interest outstanding/accrued but not due for payment.**

Sl. No.	Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
i	Principal Amount	-	-	-	-
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	-	-	-	-
	<b>Total (i+ii+iii)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Change in Indebtedness during the financial year**

i.	Addition	-	-	-	-
ii.	Reduction	-	-	-	-
	<b>Net Change</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Indebtedness at the end of the financial year**

i	Principal Amount	-	-	-	-
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	-	-	-	-
	<b>Total (i+ii+iii)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**i. Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount

<b>1</b>	Gross salary				
	(a) Salary as per provisions contained in Sec 17(1) of the Income Tax Act, 1961	-	-	-	-
	(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	-	-	-	-
<b>2</b>	Stock Option	-	-	-	-
<b>3</b>	Sweat Equity	-	-	-	-
<b>4</b>	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
<b>5</b>	Others, please specify	-	-	-	-
<b>Total</b>		-	-	-	-
Ceiling as per the Act (Being 10% of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013)					

### REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### Remuneration to other directors:

Particulars of Remuneration					Total Amount
<b>Independent Directors</b>					
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total (1)</b>				-
<b>Other Non-Executive Directors</b>					
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total (2)</b>				-
<b>Total</b>					
<b>Total Managerial Remuneration</b>					
<b>Overall Ceiling as per the Act</b> (Being 11% of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013)					

#### Remuneration To Key Managerial Personnel Other Than Md/Manager/Wtd

Particulars of Remuneration	Key Managerial Personnel			
	CEO	Company Secretary	CFO	Total
Gross salary	-	155,000.00	-	155,000.00
(a) Salary as per provisions contained in Sec 17(1) of the Income Tax Act, 1961	-	-	-	-
(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	-	-	-	-
Stock Option	-	-	-	-
Sweat Equity	-	-	-	-
Commission	-	-	-	-
- as % of profit	-	-	-	-
- others, specify...	-	-	-	-
Others, please specify	-	-	-	-
<b>Total</b>	-	155,000.00	-	155,000.00

#### PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Against the Company		None
Against the Directors		None
Against other Officers in Default under the Companies Act, 2013:		None

## Declaration by Director

I, **Mahavir Verma**, Whole Time Director of Symbiox Investment Trading & Co. Ltd, hereby declare that all the members of the Board of Directors have affirmed compliance with the Code of Conduct applicable to them as laid down by the Board of Directors in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31st March, 2019.

For and on behalf of the Board

**Place: Kolkata**  
**Date: 28/08/2019**

Sd/-  
**Mahavir Verma**  
**Whole Time Director**  
**DIN: 06554517**

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**FORM MR -3**

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

**[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,  
The Members,  
Symbiox Investment & Trading Company Limited  
7A, Rani Rashmoni Road, Kolkata-700013

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s **Symbiox Investment & Trading Company Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me 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 authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 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 extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. 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; - **(Not Applicable to the Company during the Audit Period).**
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009-*(as the company has not issued any shares during the financial year under review; the said regulations was not applicable to the Company);*
  - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993- *(as the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review, the said regulation are not applicable to the company);*
  - e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – *(The equity shares of the company are neither delisted nor proposed to be delisted. Hence the provision of said regulation are not applicable to the company);*
  - f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – *(The Company has not bought back or propose to buy-back any of its securities during the year under review, the said regulation are not applicable to the company ;)*
  - g) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- *(as the Company has not issued any shares/options to directors/employees under the said guidelines / regulations during the year under review, the said regulation was not applicable to the company);*

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

- Secretarial Standards with respect to Meeting of Board of Director(SS-1), General Meeting (SS-2) and Dividend (SS-3) issued by The Institute of Company Secretaries of India related to Board meetings, General Meeting and Dividend;
- The Listing Regulations Issued by the SEBI i.e. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Further based on my 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 course and conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 complied with proper Board-processes and compliance mechanism in place to the extent, in the manner as required under the various provisions of Companies Act, 2013, SEBI Act, 1992 and all other laws and applicable provisions there under mentioned above, subject to the following observations;

**I 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.
- Proper notice is given to all Directors to schedule the Board meetings in compliance with the provisions of Section 173(3) of the Companies Act, 2013, 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.
- Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

I 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 except granting of Loans and scale of operation over purchase and sale of shares, inventory and for expenses incurred.

I further Inform/report that during the year under review, the following events or actions had a major bearing on its affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

I further report that:

- During the audit period, there were no instances of:
  - (i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
  - (ii) Redemption/buy-back of securities.
  - (iii) Merger/ amalgamation/ reconstruction etc.
  - (iv) Foreign technical collaborations

**Note:** This report is to be read with our letter of even date which is annexed as “Annexure A” and forms an integral part of this report.

**For Akhil Agarwal  
Practicing Company Secretary**

**Akhil Agarwal  
Proprietor  
ACS No. 35073  
CP No.: 16313**

**Place: Kolkata  
Date: 27/08/2019**

**“ANNEXURE A”**

**To,  
The Members,  
Symbiox Investment & Trading Company Limited  
7A, Rani Rashmoni Road, Kolkata-700013**

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our 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 efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Akhil Agarwal  
Practicing Company Secretary**

**Akhil Agarwal  
Proprietor  
ACS No. 35073  
CP No.: 16313**

**Place: Kolkata  
Date: 27/08/2019**

**CFO Certification**

I, Mahavir Verma (Whole Time Director & CFO) of Symbiox Investment Trading & Co. Ltd hereby certify that:

1. I have reviewed the balance sheet and profit and loss account, and all its schedules and notes to accounts, as well as the cash flow statement.
2. Based on my knowledge, information and belief, these statements do not contain any untrue statement of a material fact or omit to state a material fact that might be misleading with respect to the statements made.
3. Based on my knowledge, information and belief, the financial statements and other financial information included in this report present a true and fair view of the company's affairs for the period presented in this report and are in compliance with the existing accounting standards, applicable laws and regulations.
4. To the best of my knowledge, information and belief, no transactions entered into by the company during the year are fraudulent, illegal or volatile of the Company's Code of Conduct.
5. I am responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting.
6. I have disclosed, based on my most recent evaluation, wherever applicable, to the Company's Auditors and the Audit Committee of the Company's Board of Directors all significant deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps taken or proposed to be to rectify the deficiencies;

I have indicated to the Auditors and the Audit Committee:

- a) Significant changes in the Company's internal control over the financial reporting during the year;
- b) All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements;
- c) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

**FOR AND ON BEHALF OF THE BOARD,  
SYMBIOX INVESTMENT & TRADING COMPANY LTD**

**Place: Kolkata  
Date: 28/08/2019**

**Sd/-  
Mahavir Verma  
Chief Financial Officer**

## Management Discussion and Analysis

### FORWARD-LOOKING STATEMENT

The report contains forward-looking statements, identified by words like ‘plans’, ‘expects’, ‘will’, ‘anticipates’, ‘believes’, ‘intends’, ‘projects’, ‘estimates’ and so on. All statements that address expectations or projections about the future, but not limited to the Company’s strategy for growth, product development, market position, expenditures and financial results, are forward-looking statements. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realised. The Company’s actual results, performance or achievements could thus differ from those projected in any forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent developments, information or events. The Company disclaims any obligation to update these forward-looking statements, except as may be required by law.

### INTERNATIONAL SCENARIO

The global growth forecast for 2019 and 2020 had already been revised downward in the last World Economic Outlook (WEO), partly because of the negative effects of tariff increases enacted in the United States and China earlier this year. Global growth, which peaked at close to **4% in 2018**, softened to **3.6% in 2019**, is projected to decline further to **3.3% in 2019**. Although a 3.3% global expansion is still reasonable, the outlook for many countries is very challenging, with considerable uncertainties in the short term, especially as advanced economy growth rates converge toward their modest long-term potential.

The risks to the global outlook remain skewed to the downside amid high policy uncertainty. The global economy also remains susceptible to a sudden shift in market sentiment and associated tightening in financial conditions. On the upside, if recent tariff increases are rolled back and trade tensions resolved, rising business confidence could lift growth. Further, fiscal policy should strike the right balance between growth and debt sustainability objectives as appropriate in individual countries. In countries with high debt, gradual fiscal adjustment is needed, particularly if financing risks are large. Depending on country circumstances, efforts should continue to raise revenue, reduce debt-related vulnerabilities, and make steady progress on economic and financial rebalancing.

The Indian economy witnessed robust industrial growth during FY 2018-19 and the momentum is expected to continue next year as well. The real challenge on the supply side is to reverse the slowdown in the growth of the agriculture sector and sustain the growth momentum in the industry. However, India's GDP growth is expected to accelerate moderately to **7.5%** in FY19-20, driven by continued investment strengthening-particularly private improved export performance and resilient consumption.

### INDIAN TEXTILE INDUSTRY

#### 1. Initiation

The Textile industry in India is highly diversified with a wide range of segments ranging from products of traditional handloom, handicrafts, wool and silk products to the organized textile industry. It is the second largest industry in terms of providing employment opportunities to more than 35 million people in the country.

#### 2. Segment Wise or Product Wise Performance:

While maintaining its position in the market as the largest producer of jute in the world, India is also the second largest producer and exporter of cotton in the world at USD 6.3 billion, marginally close to China. The size of India's textile and apparel market recorded USD 108.5 billion in 2015 and is expected to reach USD 226 billion by 2023, growing at a CAGR of 8.7% between 2009 and 2023.

### **3. Outlook & Government Initiatives**

In order to follow the goal of making India's development inclusive, the central government is focusing on a number of policies in providing best manufacturing and infrastructure to local artisans, technology and innovation, enhancing skills and strengths of the local industry. Amended Technology Up gradation Funds Scheme (ATUFS) is one of the various policy initiatives & programmes which have been implemented for development of textiles and handicrafts, particularly for technology, infrastructure creation and skill development. ATUFS provides one time capital subsidy on investment in labour intensive segments and garment manufacturing and design studios. For apparel/garment and technical textiles subsectors, a subsidy of upto 15% is provided on capital investment, subject to a ceiling of INR 30 Cr. over five years, whereas, for other subsectors, the subsidy is upto 10 % with a ceiling of INR 20 Cr..

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand.

#### **TECHNICAL TEXTILE**

Technical textiles are functional fabrics, which find applications across multiple end-use industries such as automobile, construction, and others. These materials exhibit enhanced performance as compared to conventional textiles. Technical textiles are an important part of the textile industry and its potential is still largely untapped in India. However, with the increase in disposable income, the consumption of technical textiles is also expected to increase.

By 2020-21 the technical textile sector is projected to reach a market size of Rs.2 lakh cr. To boost the technical textile sector, Ministry of Textiles has taken the initiative of persuading all the user Ministries at the highest level to incorporate the technical textiles in their specifications, manuals, guidelines etc. With growing awareness and consumption of technical textiles, greater innovation in the field and demand from end-use industries, the country is a promising destination with an increasing demographic dividend and consumption scenario. The global technical textile market was valued at USD 234,715 Mn. in 2018 and is projected to reach to USD 334,938 Mn. by 2025, growing at a CAGR of 4.5% from the year 2019 to 2025.

#### **STRENGTHS AND OPPORTUNITIES**

- ❖ Complete value chain from the procurement of raw materials to the production of finished goods.
- ❖ Huge untapped potential for the development of technical textiles
- ❖ Make in India campaign covering 25 sectors including the textile and garment industry has been launched. Large and diversified segments in this industry that provide wide variety of products.
- ❖ ASEAN countries to develop as a textile and garment manufacturing hub, so opportunities for global and regional export should improve.
- ❖ New Product development which needs additional focus in Indian Companies in order to move up the value chain and capture a great global market share
- ❖ Vibrant domestic market, enabling manufacturers to spread out risk

#### **WEAKNESS AND THREATS**

- ❖ Use of outdated manufacturing technology from the low end supplier which has resulted in low value addition in the industry.



- ❖ India is its geographical distance from major global markets of US, Europe and Japan in contrast to its rivals like Mexico, China etc which are comparatively nearer. Big geographical distance results in high shipping expenses and lengthy lead-time.
- ❖ Fragmented Industry leads to lower ability to expand and emerge as ‘world –class’ players.
- ❖ Intense competition in domestic market.
- ❖ Volatile exchange rate situation.

### **BUSINESS OVERVIEW & INDUSTRY DEVELOPMENTS**

The company is mainly into Trading in sarees. The company has a wide variety of sarees from plain to is to cater to the growing industry and offer its products to all the age groups. The company is slowly progressing towards becoming a one stop shop for all the retailers. The company is planning to venture into trading of other merchandise products through the existing chain of Wholesalers and Retailers.

As regards developments in the industry and your company’s performance for the year under review in relation to those developments, the same has been explained in greater details in Directors Report under Performance Review.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is well defined. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to other Directors. The Accounts Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and based on the report of internal audit the management undertakes corrective action in the respective areas and thereby strengthens the controls. Significant audit observations and recommendations if any, along with corrective actions thereon are required to be presented to the Audit Committee of the Board. During this financial year no such observations have been made.

### **DISCUSSIONS ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The Financial Performance of the company for the year under review is disclosed in the Directors report. Please refer to Directors’ Report for the detail study on the performance review of the company.

### **HUMAN RESOURCES AND INDUSTRIAL RELATIONS**

The industrial relations remained cordial throughout the year. The employees of the Company have extended a very productive cooperation in the efforts of the management to carry the Company to greater heights. Continuous training down the line is a normal feature in the Company to upgrade the skills and knowledge of the employees and workmen of the Company.

### **FORTHCOMING STATEMENT**

The statements made above may be construed as Forward Looking Statements within the meaning of the applicable laws and regulations. Actual performance of the Company may vary substantially depending upon the business structure and model from time to time. Important external and internal factors may force a downtrend in the operations of the Company.

## Report of The Directors Corporate Governance Report

The Directors present the Company's Report on Corporate Governance pursuant to Regulation 27(2) of the SEBI (LODR) Regulation, 2015 of the Listing Agreement with Stock Exchanges.

### I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The philosophy of governance has been deeply rooted in the culture of the Company over a long period of time. The Company continues to deliver value to its various stakeholders. The practice of responsible governance has enabled the Company to maintain sustainability, while meeting the expectations of all stakeholders and the society at large. Besides complying with Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the Company has adopted various practices and set reasonable standards for conducting business. The Company endeavours to improve upon aspects like transparency, professionalism, accountability and fair disclosures, on an ongoing basis and takes necessary steps towards growth and enhancing value for its shareholders.

The Company has complied with all the regulations stipulated by the Securities Exchange Board of India (SEBI) in the Listing Regulations.

### II. GOVERNANCE FRAMEWORK

The Company's Governance structure consists of Board of Directors, its Committees and the Management.

### III. BOARD OF DIRECTORS:

The Company has a balanced mix of Executive and Non-Executive Directors as on 31st March, 2019. As on 31st March, 2019, SITCL's Board comprised of **7 (Seven)** Directors, out of which 4 (four) were Non-Executive Independent Director. It is our belief that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance

#### i. Number of Board Meetings:

During the year ended March 31, 2019, 5(Five) Board Meeting were held on **28.05.2019, 14.08.2019, 04.09.2019, 10.11.2019** and **11.02.2019**. The gap between two consecutive meetings did not exceed 120 days. The necessary quorum was present for all the meetings.

Name Designation	Category of Directorship	No. of Meetings		No. of other Directorships and Committee Membership/ Chairmanship	No. of other Directorship held in Listed Companies	
		Held	Attended	Directorships	Membership	Chairmanship
Gaurav Audichya	ED*	5	5	1	1	-
Mohit Sharma	-do-	5	5	1	1	-
Dipakbhai Harilal Rupareliya	-do-	5	5	1	-	-
Ram Prasad Pareek	NED & ID**	5	5	1	2	-
Sarman Sharma	-do-	5	5	1	1	-
Mina Devi Agarwal	-do-	5	5	1	1	-
Shivangi Henilbhai Ruparelia	-do-	5	5	1	-	-

\*ED- Executive Director

\*\*NED & ID- Non- Executive Director & Independent director



**Skills / Expertise / Competencies of the Board of Directors:**

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

- i. Leadership – Ability to envision the future and prescribe a strategic goal for the Company, help the Company to identify possible road maps, inspire and motivate the strategy, approach, processes and other such key deliverables and mentor the leadership team to channelize its energy/ efforts in appropriate direction.
- ii. Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.
- iii. Business Strategy, Marketing, Corporate Governance, Administration, Decision Making
- iv. Financial and Management skills
- v. Gender, ethnic, national or other diversity- Representation of gender, ethnic, geographic, cultural or other perspectives that expands the Boards understanding of the needs and viewpoints of clients, employees, governments and other stakeholders.
- vi. Professional skills and specialized knowledge in relation to Company's business.

**iii. Separate Meeting of Independent Directors:**

As stipulated under Schedule IV of the Companies Act, 2013 and the Listing Agreement, a separate meeting of the Independent Directors of the Company was held on February 14, 2019 to review the performance of Non-independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties.

**iv. Evaluation of the Board's Performance:**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 27(2) of SEBI (LODR) Regulation, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee and Nomination & Remuneration Committee.

The result of the evaluation done by Independent Directors was reported to the Chairman of the Board. It was reported that the performance evaluation of the Board & Committee's was satisfactory. The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. The Directors expressed their satisfaction with the evaluation process.

**v. Prevention of Insider Trading Code:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the Code.

#### **IV. COMMITTEES OF THE BOARD**

In accordance with the requirement of the Listing Regulation entered into with the Stock Exchanges read with provisions of the Companies Act, 2013, the Company has constituted 3 Committees, viz.

- A. Audit Committee;
- B. Nomination and Remuneration Committee;
- C. Shareholders Grievances Committee; the details of which are as under:

##### **A) AUDIT COMMITTEE:**

In line with the provisions of the Regulation 27(2) of the SEBI (LODR) Regulation, 2015 of the Listing Agreement with Stock Exchanges read with Section 177 of the Companies Act, 2013, the Company constituted Audit Committee.

##### ***i. Terms of Reference:***

The terms of reference of the Audit Committee are as per the guidelines set out in the listing agreement with the stock exchanges read with section 177 of the Companies Act, 2013. These broadly include:

- (i) Develop an annual plan for Committee;
- (ii) Review of financial reporting processes;
- (iii) Review of risk management, internal control and governance processes;
- (iv) Discussions on quarterly, half yearly and annual financial statements;
- (v) Interaction with statutory, internal and cost auditors;
- (vi) Recommendation for appointment, remuneration and terms of appointment of auditors; and
- (vii) Risk management framework concerning the critical operations of the Company.

***In addition to the above, the Audit Committee also reviews the following:***

- a) Matter included in the Director's Responsibility Statement.
- b) Changes, if any, in the accounting policies.
- c) Major accounting estimates and significant adjustments in financial statement.
- d) Compliance with listing and other legal requirements concerning financial statements.
- e) Disclosures in financial statement including related party transactions,
- f) Qualification in draft audit report.
- g) Scrutiny of inter-corporate loans & investments.
- h) Management's Discussions and Analysis of Company's operations.
- i) Valuation of undertakings or assets of the company, wherever it is necessary.
- j) Periodical Internal Audit Reports and the report of Fraud Risk Management Committee.
- k) Findings of any special investigations carried out either by the Internal Auditors or by the external investigating agencies.
- l) Letters of Statutory Auditors to management on internal control weakness, if any.
- m) Major non routine transactions recorded in the financial statements involving exercise of judgment by the management.
- n) Recommend to the Board the appointment, re-appointment and, if required the replacement or removal of the statutory auditors and cost auditors considering their independence and effectiveness, and recommend the audit fees.

- o) Subject to review by the Board of Directors, review on quarterly basis, Related Party Transactions entered into by the Company pursuant to each omnibus approval given.

**ii. Composition and Meetings:**

The Audit Committee consists of three Independent Directors and one Executive Director. All members of the Audit Committee are financially literate and they have accounting or related financial management expertise. The Audit Committee meets **4 times** during the financial year ended 31st March, 2019. The attendance records of the members at the meeting were as follows:

Sr. No.	Name	Designation	No of Meetings held/attended
1.	Mrs. Mina Devi Agarwal	Chairman	4 of 4
2.	Mr. Mohit Sharma	Member	4 of 4
3.	Mr. Sharman Sharma	Member	4 of 4
4.	Mr. Ram Prasad Pareek	Member	4 of 4

**B) NOMINATION & REMUNERATION COMMITTEE:**

The Board of Directors of the Company has constituted a Nomination & Remuneration Committee (N & R Committee), as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 27(2) of SEBI (LODR) Regulations, 2015. The object of Nomination & Remuneration Committee is to recommend/ review the remuneration of Managing Directors/Whole-Time Directors. The remuneration policy of the Company is directed towards rewarding performance and attracting new talents/retaining them. While deciding the remuneration, the Committee takes into account the financial position of the Company, trend in the Industry, Appointee's qualification, experience, past performance, past remuneration etc.

**i. Terms of Reference:**

The terms of reference of the Nomination & Remuneration Committee are as under:

1. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal.
2. To carry out evaluation of every director's performance.
3. To formulate the criteria for determining qualifications, positive attributes and independence of a director, and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
4. To formulate the criteria for evaluation of Independent Directors and the Board.
5. To devise a policy on Board diversity.
6. To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
7. To administer, monitor and formulate detailed terms and conditions of the Employees' stock Option Scheme including:
  - i. the quantum of options to be granted under Employees' Stock Option Scheme per employee and in aggregate;
  - ii. the conditions under which option vested in employees may lapse in case of termination of employment for misconduct;
  - iii. the exercise period within which the employee should exercise the option, and that the option would lapse on failure to exercise the option within the exercise period;
  - iv. the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;

- v. the right of an employee to exercise all options vested in him at one time or at various points of time within the exercise period;
  - vi. the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions, such as rights issues, bonus issues, merger, sale of division and others;
  - vii. the granting, vesting and exercising of options in case of employees who are on long leave; and
  - viii. the procedure for cashless exercise of options.
8. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
9. To perform such other functions as may be necessary or appropriate for the performance of its duties.

**ii. Composition of the Nomination & Remuneration Committee is as follows:**

Sl. No.	Name	Designation	Category
1.	Mr. Ram Prasad Pareek	Member	Independent/Non Executive
2.	Mr. Sarman Sharma	Chairman	Independent/Non Executive
3.	Ms. Mina Devi Agarwal	Member	Independent/Non Executive

This Committee has been formed to carry out the function as contained in the Listing Agreement and under the provisions of Section 178 of the Companies Act, 2013 and shall enjoy necessary powers and authority reviews commensurate with its functions.

**iii. Policy for selection and appointment of Directors and their Remuneration:**

The Nomination & Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

**a) Criteria of selection of Non Executive Directors**

The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.

In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director:

- i) Qualification, expertise and experience of the Directors in their respective fields;
- ii) Personal, Professional or business standing;
- iii) Diversity of the Board.

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

**b) Remuneration Policy:**

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board Meetings.

A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

iv. **a) Chief Executive Officer (CEO)/Managing Director (MD) & Chief Financial Officer (CFO) - Criteria for selection / appointment:**

For the purpose of selection of the CEO/MD & CFO, the Nomination and Remuneration Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfils such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

**b) Remuneration for the CEO/Managing Director & CFO:**

At the time of appointment or re-appointment, the CEO/Managing Director & CFO shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO/Managing Director & CFO within the overall limits prescribed under the Companies Act, 2013.

The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

The remuneration of the CEO/Managing Director & CFO comprises only of fixed component. The fixed component comprises salary, allowances, perquisites, amenities and retrieval benefits.

**c) Remuneration Policy for the Senior Management Employees:**

In determining the remuneration of the Senior Management Employees (i.e. KMPs and Executive Committee Members) the N&R Committee shall ensure the relationship of remuneration and performance benchmark is clear.

The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the N&R Committee for its review and approval.

**C) SHAREHOLDERS / INVESTORS GRIEVANCES & SHARE TRANSFER COMMITTEE:**

The Stakeholders' Relationship Committee is comprises of Mr. Sarman Sharma, Independent Director as the Chairman and Mr. Ram Prasad Pareek, Mr. Gaurav Audichya and Ms. Mina Devi Agarwal as members of the Committee.

- The Stakeholder Relationship / Share Transfer / Transmission Committee have been formed to look into share transfer and related applications received from shareholders, with a view to accelerate the transfer procedures.
- The Committee inter alia considers applications for transfer, transmission, split, consolidation of share certificates and cancellation of any share certificate in compliance with the provisions in this regard. The Committee is authorised to sign, seal or issue any new share certificate as a result of transfer, consolidation, splitting or in lieu of share certificates lost, defaced or destroyed.

The role of the Committee is as follows:

- Consider and resolve the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of declared dividend, etc;
- Ensure expeditious share transfer process in line with the proceedings of the Share Transfer Committee;
- Evaluate performance and service standards of the Registrar and Share Transfer Agent of the Company.

## **OTHER COMMITTEES**

### **i. VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and Regulation 27(2) of SEBI (LODR) Regulations, 2015 and a Vigil Mechanism for directors and employees to report genuine concerns has been established.

The purpose of the “Whistleblower Policy” is to allow employees to raise concerns about unacceptable, improper or unethical practices being followed in the organization. They will be protected against any adverse action and/ or discrimination as a result of such a reporting, provided it is justified and made in good faith. The Chairman of the Audit Committee has been designated for the purpose of receiving and recording any complaints under this policy.

The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.symbioxinvestment.org](http://www.symbioxinvestment.org)

## **V. GENERAL BODY MEETINGS:**

### **i) General Meetings**

#### **a. Annual General Meeting:**

The details of the last three Annual General Meetings (AGMs) of the Company are as under:

<i>Financial Year</i>	<i>Date &amp; Time</i>	<i>Venue</i>
2017-18	28 <sup>th</sup> September, 2018 at 10.00 A.M	7A, Rani Rashmoni Road, Kolkata- 700013
2016-17	25 <sup>th</sup> September, 2018 at 11.30 A.M	7A, Rani Rashmoni Road, Kolkata- 700013
2015-16	30 <sup>th</sup> September, 2016 at 1.30 P.M	7A, Rani Rashmoni Road, Kolkata- 700013

#### **b. Extraordinary General Meeting:**

No Extraordinary General Meeting of the members of the company were held during the year 2018-19.

#### **ii) Special Resolution:**

During the Financial Year 2018-19, the members of the Company have not passed any special resolution.

#### **iii) Details of Resolution passed through postal ballot:**

During the year under review, no special resolution was passed through the postal ballot.

## **VI. DISCLOSURES:**

### **i. RELATED PARTY TRANSACTIONS:**

There are no materially significant transactions with the related parties' viz. Promoters, Directors or the Management, or their relatives or Subsidiaries that had potential conflict with the Company's interest. Suitable disclosure as required by the Accounting Standard (AS- 18) has been made in the Annual Report.

There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the Company at large.

- ii. No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.
- iii. The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.
- iv. During the year ended 31st March,2019 the Company does not have any material listed/unlisted subsidiary companies as defined in Regulation 27(2) of the SEBI (LODR) Regulation, 2015 of the Listing Agreement with Stock Exchanges.
- v. The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated under Regulation 27(2) of the Listing Agreement.



## **VII. MD/CFO CERTIFICATION:**

The WTD and Chief Financial Officer (CFO) Mr. Mahavir Verma have issued certificate pursuant to the provisions of Regulation 27(2) of the SEBI (LODR) Regulation, 2015 of the Listing Agreement with Stock Exchanges certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is attached and forms part of this Report.

## **VIII. VII. MEANS OF COMMUNICATION:**

The quarterly, half yearly and annual results of the Company are sent to the stock exchanges immediately after they are approved by the Board and are also published in one vernacular news paper and one English news paper. The results are also displayed on the company's website [www.symbioxinvestment.org](http://www.symbioxinvestment.org). The results are published in accordance with the guidelines of the Stock Exchanges. The Management Discussion And Analysis Report forms part of the Company's Annual report.

## **IX. VIII. GENERAL'S SHAREHOLDERS INFORMATION:**

### **a) Annual General Meeting:**

**Day & Date** : Monday, 30<sup>th</sup> September, 2019  
**Time** : 09.30 a.m.  
**Venue** : 221, Rabindra Sarani, Om Shree Market, 3rd Floor, Kolkata-700007,  
West Bengal

As required under Regulation 27(2) of the SEBI (LODR) Regulation, 2015 of the Listing Agreement with Stock Exchanges, particulars of directors seeking appointment / re-appointment at the forthcoming AGM are given in the Annexure to the notice of the AGM to be held on September 30, 2019.

### **b) Financial Calendar:**

#### ***Calendar for Financial Year 2019-20:***

The meetings of Board of Directors for approval of quarterly financial results during the Financial Year 2019-20 to be held on the following dates:

First Quarter Results	By mid of September, 2019 (Tenative)
Second Quarter and Half Yearly Results	By mid of November, 2019 (Tenative)
Third Quarter Results	By mid of February, 2019 (Tenative)
Fourth Quarter and Annual Results	By mid of May 2020(Tenative)

### **c) Listing Fees:**

The Company has paid listing fee for the Financial Year 2018-19 to the above Stock Exchanges.

### **d) Book Closure:**

The Register of Members and Transfer Books of the Company will remain closed from 24<sup>th</sup> day of September, 2019 to 30<sup>th</sup> day of September, 2019 (both days inclusive).

### **d) Listing in stock exchanges and stock codes:**

The names of stock exchanges at which the equity shares are listed and respective stock codes are as under:

<b>Name of the Stock Exchanges</b>	<b>Stock Code/ Security Code</b>
The Calcutta Stock Exchange Limited	29461
Metropolitan Stock Exchange of India Limited	SYMBIOX
BSE Limited	539278

**e) The ISIN number for the Company equity share: INE653R01012**

**f) CIN: L65993WB1979PLC032012**

**g) Outstanding GDR's/ADR's/Warrant's/Convertible instruments and their impact on equity: NIL**

**h) Market Price Data :**

The shares of the Company are listed on The Calcutta Stock Exchange Limited, Metropolitan Stock Exchange of India Ltd. and on BSE limited Stock Market Price for the Financial Year 2018-2019 are-

Month	MCX			BSE			CSE		
	High	Low	Monthly	High	Low	Monthly	High	Low	Monthly
	(Rs.)	(Rs.)	Close	(Rs.)	(Rs.)	Close	(Rs.)	(Rs.)	Close
April, 2018	Not Traded	Not Traded	Not Traded	1.38	0.74	1.38	Not Traded	Not Traded	Not Traded
May, 2018	Not Traded	Not Traded	Not Traded	1.42	1.02	1.02	Not Traded	Not Traded	Not Traded
June, 2018	Not Traded	Not Traded	Not Traded	1.00	0.73	0.97	Not Traded	Not Traded	Not Traded
July, 2018	Not Traded	Not Traded	Not Traded	1.06	0.76	0.76	Not Traded	Not Traded	Not Traded
August,2018	Not Traded	Not Traded	Not Traded	0.99	0.71	0.79	Not Traded	Not Traded	Not Traded
September,2018	Not Traded	Not Traded	Not Traded	0.79	0.70	0.70	Not Traded	Not Traded	Not Traded
October,2018	Not Traded	Not Traded	Not Traded	0.78	0.63	0.67	Not Traded	Not Traded	Not Traded
November,2018	Not Traded	Not Traded	Not Traded	0.73	0.62	0.68	Not Traded	Not Traded	Not Traded
December,2018	Not Traded	Not Traded	Not Traded	0.71	0.58	0.62	Not Traded	Not Traded	Not Traded
January,2019	Not Traded	Not Traded	Not Traded	0.76	0.60	0.67	Not Traded	Not Traded	Not Traded
February,2019	Not Traded	Not Traded	Not Traded	0.65	0.49	0.64	Not Traded	Not Traded	Not Traded
March,2019	Not Traded	Not Traded	Not Traded	0.67	0.52	0.60	Not Traded	Not Traded	Not Traded

**i) E-Voting :**

In terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration Rule), 2014 framed there under and Regulation 44 of the Listing Agreement, the Company is providing e-voting facility to its Members in respect of all Members' resolutions proposed to be passed at this Annual General Meeting.

**j) Share Transfers Agent:**

**Name and Address:** M/s. ABS CONSULTANT PVT. LTD,  
99 Stephen House, 6th Floor,  
4, B.B.D Bagh (E),  
Kolkata- 700001, W.B

**Telephone:** Phone Nos. :( 033) 2230-1043, 2243-0153,

**E-mail ID:** Email Id: [absconsultant@vsnl.net](mailto:absconsultant@vsnl.net)

**k) Share Transfer System:**

All physical share transfers are affected within 15 days of lodgement, subject to the documents being in order.

**l) Dematerialisation of shares and liquidity:**

For the purpose of providing Dematerialisation & Liquidity facility to its shareholders, Company admitted its securities in the Depository System of National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL). Under the depository system, the international securities identification number (ISIN) allotted to the Company's shares are INE653R01012.

As on 31st March, 2019, all the shares of the Company were in Physical Form. However as on the date of this report, the shares of the promoters have been dematerialised and Company has taken necessary steps by informing its shareholders for the same.



**m) Address for correspondence:**

SYMBIOX INVESTMENT & TRADING CO LIMITED

**Add.:** 7A, Rani Rashmoni Road, Kolkata - 700013

**Telephone:** 033- 32515833

**Email Id:** [symbioxinvestment100@gmail.com](mailto:symbioxinvestment100@gmail.com)

**Website:** [www.symbioxinvestment.org](http://www.symbioxinvestment.org)

**Place: Kolkata**

**Date: 06/09/2019**

**For and on behalf of the Board**

**Sd/-**

**Mahavir Verma**

**Whole Time Director**

**DIN: 06554517**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
**(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
The Members of  
Symbiox Investment & Trading Company Limited  
7A, Rani Rashmoni Road, Kolkata-700013

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Symbiox Investment & Trading Company Limited** having CIN L65993WB1979PLC032012 and having registered office at **7A, Rani Rashmoni Road, Kolkata-700013**.(hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

<b>SR. NO.</b>	<b>NAME OF DIRECTORS</b>	<b>DIN</b>
1	MINA DEVI AGARWAL	07370734
2	BAPPA MITRA	08405997
3	MAHAVIR VERMA	08406239
4	SAMIT RAY	08406285
5	RANJIT SONI	08526177

I further hereby inform that, ensuring the eligibility for the appointment / continuity of Director on the Board is the responsibility of the Company. Our responsibility is to issue this certificate based on verification of documents and information available in the public domain. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Akhil Agarwal**  
**Practicing Company Secretary**

Sd/-

**Akhil Agarwal**  
**Proprietor**  
**ACS No. 35073**  
**CP No.: 16313**

**Place: Kolkata**  
**Date: 27/08/2019**

## **CERTIFICATE OF CORPORATE GOVERNANCE REPORT**

**To,**  
**The Members of**  
**SYMBIOX INVESTMENT & TRADING CO LTD**  
7A, Rani Rashmoni Road,  
Kolkata-700013

I have reviewed the implementation of Corporate Governance procedures by Symbiox Investment & Trading Company Limited during the year ended 31st March, 2019, with the relevant records and documents maintained by the Company, furnished to me for my review and the report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

On the basis of my review and according to the information and explanations given to me, the company has complied with the conditions of Corporate Governance as stipulated in Regulation 27(2) of LODR with the Stock Exchanges in all material respects. There were no Investors grievances pending for a period exceeding one month against the Company as per the records maintained by the Stake Holders Relationship Committee.

**For Akhil Agarwal**  
**Practicing Company Secretary**

**Sd/-**  
**Akhil Agarwal**  
**Proprietor**  
**ACS No. 35073**  
**CP No.: 16313**

**Place: Kolkata**  
**Date: 27/08/2019**

# PODDAR AGARWAL & CO

Chartered Accountants

RGM, 8/79, ASWINI NAGAR, 2ND FLOOR, BEHIND CALCUTTA PUBLIC SCHOOL,  
JORAMANDIR, KOLKATA - 700059.

[poddaragarwalandco@gmail.com](mailto:poddaragarwalandco@gmail.com)

## INDEPENDENT AUDITOR'S REPORT

To the Members of M/s. SYMBIOX INVESTMENT & TRADING CO LIMITED

### Report on the standalone Financial Statements

#### Opinion

We have audited the accompanying Standalone financial statements of **M/s. SYMBIOX INVESTMENT & TRADING CO LIMITED** ("*the Company*") which comprises the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the 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 **Profit** and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Responsibility of Management for the Standalone 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 standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 statement 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.

That 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.

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

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 Companies Act, 2013, we give in the Annexure 'A' statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

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.

(a) 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

(b) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(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, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

**For PODDAR AGARWAL & CO**  
**Chartered Accountants**  
**(FRN : 329486E)**

**SD/-**  
**(PRAVIN PODDAR)**  
**(Partner)**  
**(M No.: 300906)**

**Place of Signature: Kolkata**

**Date: 30/05/2019**

# PODDAR AGARWAL & CO

Chartered Accountants

RGM, 8/79, ASWINI NAGAR, 2ND FLOOR, BEHIND CALCUTTA PUBLIC SCHOOL,  
JORAMANDIR, KOLKATA - 700059.

[poddaragarwalandco@gmail.com](mailto:poddaragarwalandco@gmail.com)

## **“ANNEXURE B” TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SYMBIOX INVESTMENT & TRADING CO LTD**

### **Report on the Internal Financial Controls 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 M/s SYMBIOX INVESTMENT & TRADING CO LTD (“the company”), as of 31st March, 2019, in conjunction with our audit of the standalone 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. 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 Companies Act, 2013.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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

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

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

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 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.

**In terms of our report attached.  
For PODDAR AGARWAL & CO  
Chartered Accountants**

**Sd/-  
[ PRAVIN PODDAR ]  
PARTNER  
ICAI Membership No. 300906**

**Place : Kolkata**

**Date : The 30th Day of May, 2019**

**SYMBIOX INVESTMENT & TRADING CO LTD**

(CIN- L65993WB1979PLC032012)

**Balance Sheet as at 31st March, 2019**

Particulars		Note No.	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2017
<b>A</b>	<b>ASSETS</b>				
<b>1</b>	<b>Non Current assets</b>				
	(a) Fixed Assets	1	37,485	37,485	74,235
			37,485	37,485	74,235
<b>2</b>	<b>Current assets</b>				
	(a) Current Investments	2	165,588,763	150,092,244	145,977,100
	(b) Inventories	3	-	98,176	98,176
	(c) Trade Receivables	4	12,616,414	16,019,718	3,274,648
	(d) Cash and cash equivalents	5	1,233,948	2,456,634	1,815,573
	(d) Other current assets	6	158,578,338	155,836,797	167,899,588
			338,017,463	324,503,569	319,065,085
	<b>TOTAL</b>		<b>338,054,948</b>	<b>324,541,054</b>	<b>319,139,320</b>
<b>B</b>	<b>EQUITY AND LIABILITIES</b>				
<b>1</b>	<b>Equity</b>				
	(a) Share capital	7	312,873,300	312,873,300	312,873,300
	(b) Reserves and surplus	8	-4,181,853	-4,450,956	-5,767,477
			308,691,447	308,422,344	307,105,823
<b>2</b>	<b>Non Current Liabilities</b>				
	(a) Long Term Liabilities	9	2,627,532	2,627,532	2,627,532
			<b>2,627,532</b>	<b>2,627,532</b>	<b>2,627,532</b>
<b>3</b>	<b>Current liabilities</b>				
	(b) Trade Payables	10	25,604,787	11,228,987	7,246,951
	(c) Other Current Liabilities	11	60,689	328,729	682,132
	(d) Short-term provisions	12	1,070,493	1,933,462	1,476,882
			26,735,969	13,491,178	9,405,965
	<b>TOTAL</b>		<b>338,054,948</b>	<b>324,541,054</b>	<b>319,139,320</b>
	<b>See accompanying notes forming part of the financial statements</b>	1-26	-	-	-

In terms of our report attached.

For and on behalf of the Board of Directors

**For PODDAR AGARWAL & CO**

Chartered Accountants

[ PRAVIN PODDAR ]  
PARTNER

ICAI Membership No. 300906

Place : Kolkata

Date : The 30th Day of May, 2019

Sd/-

**MINA DEVI AGARWAL**

Director

DIN-07370734

Sd/-

**MOHIT SHARMA**

CFO(KMP)

PAN-ELEPS4911R

Sd/-

**MAHAVIR VERMA**

Wholetime Director

DIN-08406239

Sd/-

**NEHA PANSARI**

Company Secretary

PAN-BZUPK0444A



Particulars		Note No.	For the year ended 31st March, 2019	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>1</b>	<b>Revenue</b>				
<b>1.a</b>	Revenue from operations	13	8,972,500	18,551,250	20,213,188
<b>1.b</b>	Other Income	14	8,524,328	10,401,677	14,480,286
<b>2</b>	<b>Total revenue</b>		<b>17,496,828</b>	<b>28,952,927</b>	<b>34,693,474</b>
<b>3</b>	<b>Expenses</b>				
	(a) Purchase of Stock in Trade	15	14,375,000	23,513,750	30,156,451
	(c) Employee Benefit Expense	16	1,506,000	1,143,000	1,059,910
	(d) Payment To Auditors	17	25,000	25,000	25,000
	(f) Depreciation and amortisations	18	-	36,750	46,075
	(g) Other expenses	19	1,223,964	2,461,326	1,774,484
	<b>Total expenses</b>		<b>17,129,964</b>	<b>27,179,826</b>	<b>33,061,920</b>
<b>4</b>	<b>Profit / (Loss) before tax (2 - 3)</b>		366,864	1,773,101	1631554
<b>5</b>	<b>Tax expense:</b>				
	(a) Current tax expense for current year		97,761	456,580	504150
	(b) Current tax expense for prior year		-	-	-
	(c) Deferred Tax		-	-	-
			<b>97,761</b>	<b>456,580</b>	<b>504,150</b>
<b>6</b>	<b>Profit / (Loss) for the year (4 - 5)</b>		269,103	1,316,521	1127404
<b>7</b>	<b>Earnings per share (of Rs. 10/- each):</b>	25			
	(a) Basic		0.01	0.04	0.04
	(b) Diluted		0.01	0.04	0.04
	<b>See accompanying notes forming part of the financial statements</b>	1-26			

In terms of our report attached.

For and on behalf of the Board of Directors

**For PODDAR AGARWAL & CO**

Chartered Accountants

[ PRAVIN PODDAR ]  
PARTNER

ICAI Membership No. 300906

Place : Kolkata

Date : The 30th Day of May, 2019

Sd/-  
**MINA DEVI AGARWAL**  
Director  
DIN-07370734

Sd/-  
**MOHIT SHARMA**  
CFO(KMP)  
PAN-ELEPS4911R

Sd/-  
**MAHAVIR VERMA**  
Wholetime Director  
DIN-08406239

Sd/-  
**NEHA PANSARI**  
Company Secretary  
PAN-BZUPK0444A

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2019

	For the year ended 31st March 2019	For the year ended 31st March 2018
<b><u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
Net profit before tax and after extra- ordinary items (As per profit & loss account)	366,864.00	1,773,101.00
- Adjustments for items not included	-	36,750.00
<b><u>Operating Profit before working capital changes</u></b>	366,864.00	1,809,851.00
<u>Working capital adjustments: -</u>		
(Increase)/ decrease in current loans and advances	-2,741,541.00	12,062,791.00
(Increase)/ decrease in Trade receivables	3,403,304.00	-12,745,070.00
(Increase)/ decrease in inventories	98,176.00	-
Increase/ (decrease) in secured or unsecured loans	-	-
Increase/ (decrease) in current liabilities	14,107,760.00	3,628,633.00
<b><u>Cash generated from operations</u></b>	15,234,563.00	4,756,205.00
Direct Taxes Paid(Net of refund)	960,730.00	-
<b>Net cash flow from operating activities (A)</b>	<b>14,273,833.00</b>	<b>4,756,205.00</b>
<b><u>CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
Proceed from sale(purchase) of investments	-15,496,519.00	-4,115,144.00
(Increase)/decrease in capital expenditure	-	-
(Increase)/decrease in fixed assets	-	-
<b>Net cash flow from investing activities (B)</b>	<b>-15,496,519.00</b>	<b>-4,115,144.00</b>
<b><u>CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
- Proceeds from issue of equity shares	-	-
- Share Application Money received(refund)	-	-
<b>Net cash flow from financing activities (C)</b>	<b>-</b>	<b>-</b>
<b>Net cash flow during the year (A + B + C)</b>	<b>-1,222,686.00</b>	<b>641,061.00</b>
Add: Opening cash and cash equivalents	2,456,634.00	1,815,573.00
<b>Closing cash and cash equivalents</b>	<b>1,233,948.00</b>	<b>2,456,634.00</b>
<b>Components of cash and cash equivalents</b>		
Cash in hand	452,202.00	904,026.00
Deposit with banks in current accounts	781,746.00	1,552,608.00
<b>Total cash and cash equivalents</b>	<b>1,233,948.00</b>	<b>2,456,634.00</b>

The accompanying notes are an integral part of the financial statements.

As per our report of even date

**For and on behalf of the Board of Directors of  
SYMBIOX INVESTMENT & TRADING CO LTD**

**For PODDAR AGARWAL & CO**

[ PRAVIN PODDAR]  
PARTNER

ICAI Membership No. 300906

Place : Kolkata :kolkata

Date : The 30th Day of May, 2019

Sd/-  
MINA DEVI AGARWAL  
Director  
DIN-07370734

Sd/-  
MAHAVIR VERMA  
Wholtime Director  
DIN-08406239

Sd/-  
MOHIT SHARMA  
CFO(KMP)  
PAN-ELEPS4911R

Sd/-  
NEHA PANSARI  
Company Secretary  
PAN-BZUPK0444A

## **Note 1 – Significant Accounting Policies and Notes thereon**

### **Corporate information**

M/s SYMBIOX INVESTMENT & TRADING CO LTD (the company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 2013. 7A, RANI RASHMONI ROAD, KOLKATA – 700013, being a Public Limited Company its shares is listed on BSE stock exchanges. The company's Principal Business in Investment like Loans & Advance and Investments.

### **Note 1 –SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS:**

#### **a. Statement of compliance:**

The financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act..

For the year ended 31st March, 2019, the financial statements of the Company have been prepared in compliance with the Indian Accounting Standards (Ind AS) noticed under Section 133 of Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Accounting Standards) Amendment Rules, 2016.

#### **b. Basis of preparation of financial statements**

The Company has prepared the Financial Statements which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended 31st March, 2019, and a summary of the significant accounting policies and other explanatory information (together hereinafter referred to as "Financial Statements).

These financial statements have been prepared and presented under the historical cost convention, on accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements

The financial statements are presented in Indian Rupees ('INR') and all values are rounded to the nearest INR", except otherwise indicated.

#### **c. Use of estimates and judgements**

The preparation of the financial statements requires that the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates.

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

**d. Presentation of Financial Statements**

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

**e. Revenue Recognition**

Revenue is recognized based to the extent it is probable that the economic benefit will flow to the company and revenue can be reliably measured regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment, and excludes taxes & duties collected on behalf of the Government and is reduced for estimated customer returns, rebates and other similar allowances.

Interest Income is recorded using the Effective Interest Rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset.

The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the company and significant risk and reward incidental to sale of products is transferred to the buyer, usually on delivery of the goods.

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

**f. Inventories**

Inventories are valued at the lower of cost and net realizable value (NRV). At cost or Net Realizable value whichever is lower.

**g. Cash Flow Statement**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

For the purpose of the statement of cash flows, cash and cash equivalents includes cash on hand, term deposits and other short term highly liquid investments, net of bank overdrafts as they are considered an integral part of the Company's cash management. Bank overdrafts are shown within short term borrowing in balance sheet.

**h. Tangible fixed assets**

Fixed assets are stated at cost, less depreciation and impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Particular	Estimated life in Years
COMPUTER	1

**i. Depreciation**

Depreciation on fixed assets is provided on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, or those prescribed under the Schedule II to the Companies Act, 2013, whichever is higher. However Management has not estimated the useful lives of assets and rate is used as per the Companies Act, 2013.

**j. Borrowing**

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

**k. Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. In the current year, the custom duty paid on acquisition of Fixed asset has been capitalized as the duty paid is not refundable. All other borrowing costs are recognized in Statement of Profit and Loss in the period in which they are incurred.

**l. Retirement and other employee benefits**

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

**m. Income taxes**

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. The tax rates and tax Laws used to compute the amounts are those that are enacted, at the reporting date.

Deferred Taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets including the unrecognized deferred tax assets, if any, at each reporting date, are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date and are adjusted for its appropriateness.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The company recognizes MAT credit available as an asset only to the extent there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Company recognizes MAT Credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax

under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of Profit and Loss and shown as “MAT Credit Entitlement.” The Company reviews the “MAT Credit Entitlement” asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the sufficient period.

**n. Earnings per share**

Basic earnings per share is computed by dividing the profit/(loss) for the year by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit/(loss) for the year as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date.

**o. Cash flow statement**

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transaction of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income and expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

**p. Provisions, Contingent Liabilities & Contingent Assets**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

	As at 31st March, 2019	As at 31st March, 2018
(a) Contingent Liabilities Security given by the company in respect of loans taken by other companies	Nil	Nil
(b) Commitments	Nil	Nil

**q. Earning and Expenditure in Foreign Currency**

	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Earnings	Nil	Nil
Expenditures	Nil	Nil

**r. Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

The Company has no dealing with any party registered under the Micro, Small and Medium Enterprises Development Act, 2006.

**s. Cash and cash equivalent**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and demand deposits with an original maturity of three months or less and highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

The bank balances in India include both rupee accounts. On a standalone basis, balance in current and deposit accounts stood at 7,81,746/-, as at March 31, 2019.

**t. Related party transaction**

As per the Ind AS 24, the disclosures of transactions with the related parties are given below :-

Name	Relation	Amount	Interest
Anchal Jaiswal	Company Secretary	30000	Remuneration
Neha Pansari	Company Secretary	125000	Remuneration

**u. Event occurring after the date of balance sheet**

Where material event occurring after the date of the balance sheet are considered up to the date of approval of accounts by the board of director

**v. Recoverability of trade receivables**

Required judgments are used in assessing the recoverability of overdue trade receivables and for determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate risk of non-payment.

**w. The Company has reclassified/regrouped previous year figures where necessary to confirm to the current year's classification**

**For PODDAR AGARWAL & CO  
(CHARTERED ACCOUNTANTS)  
ICAI FRN. 329486E**

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

**PRAVIN PODDAR  
Partner  
Place: Kolkata  
Date: 30/05/2019**

Sd/-  
**MINA DEVI AGARWAL  
(Director)  
DIN-07370734**

Sd/-  
**MAHAVIR VERMA  
(Wholetime Director)  
DIN-08406239**

Sd/-  
**MOHIT SHARMA  
(CFO)  
PAN-ELEPS4911R**

Sd/-  
**NEHA PANSARI  
(Company Secretary)  
PAN-BZUPK0444A**



**SYMBIOX INVESTMENT & TRADING CO LTD****Notes forming part of the financial statements****Note 2: Investments**

<b>Particulars</b>	<b>As at 31-Mar-19</b>	<b>As at 31-Mar-18</b>	<b>As at 31-Mar-17</b>
Trade Investments			
In Quoted equity shares (fully paid-up) (Valued at cost)	-	-	-
In Unquoted equity shares (fully paid-up) (valued at cost) (As per list attached)	165,588,763	150,092,244	145,977,100
<b>Total</b>	<b>165,588,763</b>	<b>150,092,244</b>	<b>145,977,100</b>

**Note 3: Inventories**

<b>Particulars</b>	<b>As at 31-Mar-19</b>	<b>As at 31-Mar-18</b>	<b>As at 31-Mar-17</b>
Closing Stock (Quoted Shares)	-	98,176	98,176
<b>Total</b>	<b>-</b>	<b>98,176</b>	<b>98,176</b>

**Note 4: Trade Receivables**

<b>Particulars</b>	<b>As at 31-Mar-19</b>	<b>As at 31-Mar-18</b>	<b>As at 31-Mar-17</b>
Sundry Debtors			
Over Six Months			
Others	12,616,414	16,019,718	3,274,648
<b>Total</b>	<b>12,616,414</b>	<b>16,019,718</b>	<b>3,274,648</b>

**Note 5: Cash and Cash Equivalents**

<b>Particulars</b>	<b>As at 31-Mar-19</b>	<b>As at 31-Mar-18</b>	<b>As at 31-Mar-17</b>
Balances with banks			
In current accounts	781,746	1,552,608	1,034,134
Cash in hand	452,202	904,026	781,439
<b>Total</b>	<b>1,233,948</b>	<b>2,456,634</b>	<b>1,815,573</b>

**Note 6: Other Current Assets**

<b>Particulars</b>	<b>As at 31-Mar-19</b>	<b>As at 31-Mar-18</b>	<b>As at 31-Mar-17</b>
Loans (Including Interest)	156,869,670	155,836,797	166,009,473
Advances (Advances Recoverable in Cash)	-	-	330,065
Tax Deducted at Sources	1,708,668	-	1,560,050
<b>Total</b>	<b>158,578,338</b>	<b>155,836,797</b>	<b>167,899,588</b>



**Note 7: Share capital**

Particulars	As at 31st March, 2019		As at 31st March, 2018		As at 31st March, 2017	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
<b>(a) Authorised</b>						
Equity shares of Rs. 10/- each with voting rights	31,300,000	313,000,000	31,300,000	313,000,000	31,300,000	313,000,000
	31,300,000	313,000,000	31,300,000	313,000,000	31,300,000	313,000,000
<b>(b) Issued</b>						
Equity shares of Rs. 10/- each with voting rights	31,287,330	312,873,300	31,287,330	312,873,300	31,287,330	312,873,300
	31,287,330	312,873,300	31,287,330	312,873,300	31,287,330	312,873,300
<b>(c) Subscribed and fully paid up</b>						
Equity shares of Rs. 10/- each with voting rights	31,287,330	312,873,300	31,287,330	312,873,300	31,287,330	312,873,300
<b>Total</b>	<b>31,287,330</b>	<b>312,873,300</b>	<b>31,287,330</b>	<b>312,873,300</b>	<b>31,287,330</b>	<b>312,873,300</b>

**Notes:**

**(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

Particulars	Opening Balance	Fresh Issue	Other Changes	Closing Balance
<b>Issued, Subscribed and Fully Paid-up</b>				
<i>Equity shares with voting rights</i>				
<b>year ended 1st April, 2016</b>				
- Number of shares	31,287,330	-	-	31,287,330
- Amount (Rs.)	312,873,300	-	-	312,873,300
<b>year ended 31st March, 2017</b>				
- Number of shares	31,287,330	-	-	31,287,330
- Amount (Rs.)	312,873,300	-	-	312,873,300
<b>year ended 31st March, 2018</b>				
- Number of shares	31,287,330	-	-	31,287,330
- Amount (Rs.)	312,873,300	-	-	312,873,300
<b>year ended 31st March, 2019</b>				
- Number of shares	31,287,330	-	-	31,287,330
- Amount (Rs.)	312,873,300	-	-	312,873,300

**(ii) Details of shares held by each shareholder holding more than 5% shares:**

Class of shares / Name of shareholder	As at 31st March, 2019		As at 31st March, 2018		As at 31st March, 2017	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights	-	0.00	-	0.00	-	0.00
(As per List Attached)	-	0.00	-	0.00	-	0.00
<b>Total</b>	<b>-</b>	<b>0.00</b>	<b>-</b>	<b>0.00</b>	<b>-</b>	<b>0.00</b>

**Note 8: Reserves & Surplus**

Particulars	As at 31-Mar-19	As at 31-Mar-18	As at 31-Mar-17
<b>(a) Securities premium account</b>			
Opening balance	436,650	436,650	436,650
Add : Premium on shares issued during the year	-	-	-
	436,650	436,650	436,650
Less : Utilised during the year for:	-	-	-
Closing balance	<b>436,650</b>	<b>436,650</b>	<b>436,650</b>
<b>(b) Surplus / (Deficit) in Statement of Profit and Loss</b>			
Opening balance	(4,887,606)	(6,204,127)	(7,331,531)
Add: Profit / (Loss) for the year	269,103	1,316,521	1,127,404
Closing balance	<b>(4,618,503)</b>	<b>(4,887,606)</b>	<b>(6,204,127)</b>
<b>Total</b>	<b>(4,181,853)</b>	<b>(4,450,956)</b>	<b>(5,767,477)</b>

**Note 9: Long Term Liabilities**

Particulars	As at 31-Mar-19	As at 31-Mar-18	As at 31-Mar-17
Unsecured Loan	2,627,532	2,627,532	2,627,532
<b>Total</b>	<b>2,627,532</b>	<b>2,627,532</b>	<b>2,627,532</b>

**Note 10: Trade Payables**

Particulars	As at 31-Mar-19	As at 31-Mar-18	As at 31-Mar-17
Sundry Creditors	25,604,787	11,228,987	7,246,951
<b>Total</b>	<b>25,604,787</b>	<b>11,228,987</b>	<b>7,246,951</b>

**Note 11: Other Current Liabilities**

Particulars	As at 31-Mar-19	As at 31-Mar-18	As at 31-Mar-17
Audit fees payable	-	25,000	25,000
Dues from Statutory Liabilities	-	5,250	5,250
Expenses Payable	47,589	298,479	651,882
GST payable	5,250	-	-
TDS Payable	7,850	-	-
<b>Total</b>	<b>60,689</b>	<b>328,729</b>	<b>682,132</b>

**Note 12: Short Term Provisions**

Particulars	As at 31-Mar-19	As at 31-Mar-18	As at 31-Mar-17
Provision for Income Tax	1,933,462	1,476,882	972,732
Add: During the year	97,761	456,580	504,150
Less: paid/adjusted	960,730	-	-
<b>Total</b>	<b>1,070,493</b>	<b>1,933,462</b>	<b>1,476,882</b>

**Notes forming part of the financial statements**

**Note 13: Revenue from operations**

Particulars	For the year ended 31-Mar-19	For the year ended 31-Mar-18	For the year ended 31-Mar-17
Sale of Textile Goods	8,972,500	18,551,250	20,213,188
<b>Total</b>	<b>8,972,500</b>	<b>18,551,250</b>	<b>20,213,188</b>

**Note 14: Other Income**

Particulars	For the year ended 31-Mar-19	For the year ended 31-Mar-18	For the year ended 31-Mar-17
Interest Received	8,524,328	10,401,677	14,476,309
Interest on TDS	-	-	3,977
<b>Total</b>	<b>8,524,328</b>	<b>10,401,677</b>	<b>14,480,286</b>

**Note 15: Purchase of Stock in Trade**

Particulars	For the year ended 31-Mar-19	For the year ended 31-Mar-18	For the year ended 31-Mar-17
Purchase of textile goods	14,375,000	23,513,750	30,156,451
<b>Total</b>	<b>14,375,000</b>	<b>23,513,750</b>	<b>30,156,451</b>

**Note 16: Employee Benefit Expenses**

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018	For the year ended 31 March, 2017
Salaries & Wages	1,506,000	1,143,000	1,059,910
<b>Total</b>	<b>1,506,000</b>	<b>1,143,000</b>	<b>1,059,910</b>

**Note 17: Payment To Auditors**

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018	For the year ended 31 March, 2017
As Statutory Audit Fees	25,000	25,000	25,000
As Tax Audit Fees	-	-	-
<b>Total</b>	<b>25,000</b>	<b>25,000</b>	<b>25,000</b>

**Note 18: Depreciation and amortisations**

Particulars	For the year ended	For the year ended	For the year ended
	31 March, 2019	31 March, 2018	31 March, 2017
Depreciation Expenses	-	36,750	46,075
<b>Total</b>	<b>-</b>	<b>36,750</b>	<b>46,075</b>

**Note 19: Other expenses**

Particulars	For the	For the	For the
	year ended	year ended	year ended
	31-Mar-19	31-Mar-18	31-Mar-17
Accounting Charges	24,000	48,000	10,000
Advertisement Expenses	29,370	24,517	26,914
Bank Charges	-	8,973	1,380
Business Promotion Expenses	136,539	194,138	493,209
Carriage Inward	-	-	500
Carriage Outward	-	-	500
Commission & Brokerage	-	1,120,000	-
Demat Charges	4,809	826	-
Director's Remuneration	-	-	180,000
E - Voting Expenses	-	1,800	700
Filing Fees	43,950	15,600	600
General Expenses	11,466	8,040	67,899
Interest on TDS	1,340	-	-
Legal & Professional Fees	-	113,300	82,100
Listing and Depository Fee	516,356	578,808	529,174
Meeting Expenses	18,650	-	-
Miscellaneous Expenses	-	-	1,000
Office Maintenance	-	4,825	3,413
Office Rent	153,000	93,500	59,500
Profit & Loss in shares	12,790	-	-
Postage, Telegram & Courier Charges	-	8,316	16,595
Printing & Stationary Expenses	23,257	83,542	38,535
Professional Charges	65,100	-	-
Register Fees	53,528	32,238	9,661
Selling & Distribution Expenses	34,735	43,834	161,781
Telephone Expenses	25,330	26,205	25,778
Travelling and Conveyance Expenses	59,463	54,864	58,085
Website Maintenance	10,280	-	7,160
<b>Total</b>	<b>1,223,964</b>	<b>2,461,326</b>	<b>1,774,485</b>

**Note 20: Contingent Liabilities and Commitments to the extent not provided for**

	For the year ended 31st March, 2017	As at 31st March, 2018
(a) Contingent Liabilities		
Security given by the company in respect of loans taken by other companies	Nil	Nil
(b) Commitments	Nil	Nil

**Note 21: Earning and Expenditure in Foreign Currency**

	year ended 31st March, 2017	For the year ended 31st March, 2018
Earnings	Nil	Nil
Expenditures	Nil	Nil

**Note 22: Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

The Company has no dealing with any party registered under the Micro, Small and Medium Enterprises Development Act, 2006.

**Note 23:**

In the opinion of the Board, the current assets have value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

**Note 24: Related Parties, Related Party Transactions & Balances receivable/payable as at the end of the year****24.a: Related Parties**

Description of relationship	Names of related parties
<b>(a) Enterprises under the same management</b>	
(i) Ultimate Holding Company	Nil
(ii) Holding Company	Nil
(iii) Subsidiaries	Nil
(iv) Fellow Subsidiaries (to be given only if there are transactions)	Nil
<b>(b) Associates and Joint Ventures</b>	Nil
<b>(c) Key Management Personnel (KMP)</b>	Nil
	Nil
<b>(d) Relatives of KMP</b>	Nil
<b>(e) Company in which KMP / Relatives of KMP can exercise significant influence</b>	

**24.b: Related Party Transactions**

Particulars of Related Party	Nature of Transactions	For the year ended 31st March, 2019	For the year ended 31st March, 2018
		Nil	Nil

**24.c: Balances receivables/(payable) as at the end of the year**

Particulars of Related Party	As at 31st March, 2019	As at 31st March, 2018
Receivable	Nil	Nil
Payable	Nil	Nil

**Note 25: Earning Per Shares****year ended 31st March, 2019**

Amount (₹)

	Continuing Operations				Discontinuing Operations				Total Operations		
	Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items		Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items		Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items
	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted	Diluted
Face Value of Shares	10	10	10	10	10	10	10	10	10	10	10
Profit/Loss	269103	269103	269103	269103	0	0	0	0	269103	269103	269103
Weighted Average No. of Shares	31287330	31287330	31287330	31287330	31287330	31287330	31287330	31287330	31287330	31287330	31287330
EPS (Rs.)	0.01	0.01	0.01	0.01	0.00	0.00	0.00	0.00	0.01	0.01	0.01

**year ended 31st March, 2018**

Amount (₹)

	Continuing Operations				Discontinuing Operations				Total Operations		
	Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items		Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items		Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items
	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted	Diluted
Face Value of Shares	10	10	10	10	10	10	10	10	10	10	10
Profit/Loss	1316521	1316521	1316521	1316521	0	0	0	0	1316521	1316521	1316521
Weighted Average No. of Shares	31287330	31287330	31287330	31287330	31287330	31287330	31287330	31287330	31287330	31287330	31287330
EPS (Rs.)	0.04	0.04	0.04	0.04	0.00	0.00	0.00	0.00	0.04	0.04	0.04

**Note 26: Figures for the previous year**

The figures for the previous year have been regrouped and/or rearranged wherever found necessary to make those comparable with the figures for the current year.

**In terms of our report attached****For and on behalf of the Board of Directors****For PODDAR AGARWAL & CO**

Chartered Accountants

[ PRAVIN PODDAR ]

PARTNER

ICAI Membership No. 300906

Place : Kolkata

Date : The 30th Day of May, 2019

Sd/-

**MINA DEVI AGARWAL****Director****DIN-07370734**

Sd/-

**MOHIT SHARMA****CFO(KMP)****PAN-ELEPS4911R**

Sd/-

**MAHAVIR VERMA****Wholtime Director****DIN-08406239**

Sd/-

**NEHA PANSARI****Company Secretary****PAN-BZUPK0444A**

# SYMBIOX INVESTMENT & TRADING CO. LTD.

CIN: L65993WB1979PLC032012

7A, RANI RASHMONI ROAD KOLKATA - 700013

Tel. No.:033-32515833

Website:www.symbioxinvestment.com/; E-mail: symbioxinvestment100@gmail.com

## 40th Annual General Meeting

### ATTENDANCE SLIP

(Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.)

DP Id *		Client Id*	
Regd. Folio No.		No. of Shares	

\*Applicable for shares held in electronic form

Name(s) and address of the shareholder / Proxy in full: \_\_\_\_\_

I/we hereby record my/our presence at the 40th Annual General Meeting of the Company being held on Friday, 30th day of September, 2019 at 09.30 a.m. at the at 221, Rabindra Sarani, Om Shree Market, 3<sup>rd</sup> floor, Kolkata-700007

Member's Name: \_\_\_\_\_

Proxy's Name: \_\_\_\_\_

Member's/Proxy's Signature \_\_\_\_\_

#### ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	User id	Password
	Please use existing user id and password	

Note: Please refer to the instruction printed under the note to the Notice of the 40<sup>th</sup> Annual General Meeting. The E-voting period starts Friday, 27-09-2019 at 10:00 am IST and ends on Sunday 29-09-2019 at 5:00 pm IST. The E-Voting portal shall be disabled by CDSL immediately after 5:00 pm IST on 29-09-2019.

# SYMBIOX INVESTMENT & TRADING CO. LTD.

CIN: L65993WB1979PLC032012

7A, RANI RASHMONI ROAD KOLKATA - 700013

Tel. No.:033-32515833

Website:www.symbioxinvestment.com/; E-mail: symbioxinvestment100@gmail.com

Form No. MGT-11

Proxy form

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

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th Annual General Meeting of the company, to be held on Monday, the 30<sup>th</sup> day of September at 09:30 A.M. at 221, Rabindra Sarani, Om Shree Market, 3<sup>rd</sup> Floor, Kolkata, 700007 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	I /we assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2019		
2.	Appointment of director in place of Mr. Mahabir Verma, who retire by rotation		
3.	To approve appointment of Manabendra Bhattacharyya & Co. having Membership No 050714 as a Statutory Auditor of the Company from this Annual General Meeting upto the conclusion of 5 <sup>th</sup> Annual General Meeting.		
4.	Regularization of Mr Bappa Mitra (DIN: 08405997)as Non-Executive - Independent Director		
5.	Regularization of Mr Samit Ray (DIN: 08406285) as Non- Independent Executive Director		
6.	Regularization of Mr Ranjit Soni (DIN: 08526177) as Non-Executive - Independent Director		
7.	Appoint Mr. Mahavir Verma as a Whole Time Director of the Company.		

\* Applicable for investors holding shares in Electronic form.

Signed this \_\_ day of \_\_ 20\_\_

Signature of Shareholder

Signature of Proxy holder

Affix  
Revenue  
Stamps

Signature of the shareholder  
across Revenue Stamp

Note:

- 1) 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.
- 2) The proxy need not be a member of the company.

## ELECTRONIC VOTING PARTICULARS

EVEN (Remote E -Voting Event Number)	USER ID	PASSWORD

Notes: 1) each equity share of the Company carries one vote.

2) Please read carefully the instructions printed overleaf before exercising the vote.



## ROAD MAP TO AGM VENUE



**221, Rabindra Sarani, Om Shree Market,  
Kolkata-700007**