

# SAIANAND COMMERCIAL LIMITED

CIN NO: L51900MH1984PLC034881

September 13, 2019

To,  
Department of Corporate Services  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

Dear Sir/Madam,

Security Code: 512097  
Security ID: SAICOM

## Sub: Submission of Annual Report for the Financial Year 2018-19

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the financial year 2018-19 along with the Notice of 35<sup>TH</sup> Annual General Meeting to be held on Friday, September 27, 2019.

Thanking you,

Yours faithfully,

For, SAIANAND COMMERCIAL LIMITED



DIRECTOR/AUTHORISED SIGNATORY

**35ND ANNUAL REPORT 2018-19**  
**SAIANAND COMMERCIAL LIMITED**

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**BOARD OF DIRECTOR**

KARISHMA VIKRAM SANGHVI	- DIRECTOR
GAURANGKUMAR VINODRAY VAISHNAV	- DIRECTOR
SAGARKUMAR KISHORBHAI GAJERA	- DIRECTOR

**AUDITOR**

M/S. RISHI SEKHRI AND ASSOCIATES,  
CHARTERED ACCOUNTANTS,  
Mumbai

**SHARE TRANSFER AGENT**

**M/s SATELLITE CORPORATE SERVICES PRIVATE LIMITED**

Unit. No 49, Building No. 13 AB, 2nd Floor, Samhita Commercial Co-Op Society Ltd, Off Andheri Kurla Rd, MTNL Lane, Sakinaka, Mumbai, Maharashtra, 400072

Ph No: +91-22-2852 0461 / 2852 0462

Fax No: +91-22-2851 1809

E mail: service@satellitecorporate.com

**REGISTERED OFFICE**

BW6050, TOWER B, WEST WING, 6TH FLOOR, BHARAT DIAMOND BOURSE, BANDRA KURLA COMPLEX  
MUMBAI Mumbai City MH 400051 IN

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**NOTICE OF 35TH ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the **35TH ANNUAL GENERAL MEETING** of the Members of **SAIANAND COMMERCIAL LIMITED** will be held at **BW6050, Tower B, West Wing, 6th Floor, Bharat Diamond Bourse, Bandra Kurla Complex, Mumbai-400051** on **Friday, 27th day of September, 2019** at **01:00 P. M.** to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Karishma Sanghvi, (DIN: 05017947) Director, who retires by rotation and being eligible offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. To consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION:**  
**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. GAURANGKUMAR VAISHNAV (DIN: 08175507), who was appointed on 07.03.2019 as an additional director of the Company and holds office up to the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013 and be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to September, 2024.
4. To consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION:**  
**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. SAGAR GAJERA (DIN: 08204868), who was appointed on 07.03.2019 as an additional director of the Company and holds office up to the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013 and be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to September, 2024.

**By Order of the Board**  
**For, SAIANAND COMMERCIAL LIMITED**

**PLACE: MUMBAI**  
**DATE: 29.05.2019**

**GAURANGKUMAR VAISHNAV**  
**Director**  
**DIN: 08175507**

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY INSTEAD OF HIMSELF HERSELF AND A PROXY NEED NOT BE A MEMBER. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the Annual General Meeting (AGM) pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM.
3. The Register of Members and Share Transfer Register of the Company will remain closed from 20th September, 2019 to 27th September, 2019.
4. As a measure of economy, copies of the annual report will not be distributed at the AGM. Shareholders are, therefore, requested to bring their copies of the annual report at the meeting.

5. Members whose shareholding(s) are in electronic mode are requested to inform any changes relating to address, bank mandate and Electronic Clearing Services (ECS) details to their respective Depository Participants and in case of physical shares, to the Company's Registrar & Share Transfer Agent M/s. Satellite Corporate Services Pvt. Ltd by mail at service@satellitecorporate.com together with a valid proof of address.
6. For the convenience of shareholders, attendance slip is annexed to the proxy form. Shareholders are requested to affix their signatures at the space provided and hand over the attendance slip at the entrance of the place of meeting. Proxy / Representative of a shareholder should mark on the attendance slip as "Proxy" or "Representative" as the case may be. Shareholders are also requested not to bring with them any person who is not a shareholder.
7. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.
8. To facilitate easy and cheap transactions in its shares, the Company has dematerialised its shares. Majority of the shareholders have already availed of this facility and de-materialised their shareholdings. Shareholders who have not yet de-materialised their shareholdings are requested to avail of this facility and de-materialise their shareholdings at the earliest. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or RTA for assistance in this regard.
9. In line with measures of Green Initiative taken by the Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively) and Companies Act, 2013 also provides for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with M/s. Satellite Corporate Services Pvt. Ltd by mail at service@satellitecorporate.com and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).
10. Route map for the venue of the Annual General Meeting is given separately along with attendance slip.
11. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
12. The information or details required as per Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/ re-appointment as a Director at the ensuing Annual General Meeting is as under:

Name of the Director	KARISHMA SANGHVI	GAURANGKUMAR VAISHNAV	SAGARKUMAR GAJERA
DIN	05017947	08175507	08204868
Date of Birth	15/07/1978	17/11/1991	12/09/1992
Nationality	Indian	Indian	Indian
Date of Appointment	08/03/2017	07/03/2019	07/03/2019
Expertise in specific functional Area and experience	HR and Business Administrative	Operations and General Management	Operations and General Management
Terms and Conditions of re-appointment along with details of remuneration sought to be paid	Refer item no. 2 of the Notice	Refer item no. 3 of the Notice	Refer item no. 4 of the Notice
Remuneration last drawn (including sitting fees, if any)	Nil	Nil	Nil
Directorship in other Companies (excluding Foreign, private and Section 8 companies)	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report
Membership of Committees in other Public Limited Companies	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report
No. of Shares held in the Company as on 31.03.2019 (Face Value ₹ 10/- per share)	Nil	Nil	Nil
Number of meetings of the Board attended during the Financial Year 2018-19	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None	None

## SHAREHOLDER INSTRUCTIONS FOR E-VOTING

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to physical voting to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically. E-voting is optional for the Members.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 24.09.2019 AT 09.00 A.M. and ends on 26.09.2019 AT 5.00 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 of 20th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <SAIANAND COMMERCIAL LIMITED> 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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). Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.

The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

**By Order of the Board  
For, SAIANAND COMMERCIAL LIMITED**

**PLACE: MUMBAI  
DATE: 29.05.2019**

**GAURANGKUMAR VAISHNAV  
Director  
DIN: 08175507**

**ANNEXURE TO NOTICE  
EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

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**Item No. 3 & 4**

Mr. GAURANGKUMAR VAISHNAV and Mr. SAGAR GAJERA were appointed as an Additional Directors of the Company with effect from 07.03.2019 pursuant to the provisions of Section 160 of the Companies Act, 2013 read Articles of Association of the Company. Mr. GAURANGKUMAR VAISHNAV and Mr. SAGAR GAJERA holds office upto the date of ensuing Annual General Meeting of the Company. It is proposed to appoint Mr. GAURANGKUMAR VAISHNAV and Mr. SAGAR GAJERA as Independent Director of the Company and to hold office for five consecutive years for a term up to September, 2024.

The Board recommends the resolution for the approval of shareholders.

No other Director/Key Managerial personnel not any relative of the Directors or the Key Managerial personnel of the Company other than Mr. GAURANGKUMAR VAISHNAV and Mr. SAGAR GAJERA are interested or concerned in the resolution.

**By Order of the Board  
For, SAIANAND COMMERCIAL LIMITED**

**PLACE: MUMBAI  
DATE: 29.05.2019**

**GAURANGKUMAR VAISHNAV  
Director  
DIN: 08175507**

**DIRECTORS' REPORT****Dear Shareholders,**

Your Directors here by present the 35th Annual Report together with the Audited statements of Accounts for the financial year ended on 31st March 2019.

**Financial Highlights:****(Amount in Rs.)**

Particulars	2018-19	2017-18
Total Income	8003050	12579327
Total expenditure	40607204	12158599
<b>Profit/(Loss) before Taxation</b>	<b>(32604154)</b>	<b>420728</b>
Provision for Tax	--	--
Add: Deferred Tax Liability Reversal	--	--
<b>Profit/(Loss) after Taxation</b>	<b>(32604154)</b>	<b>420728</b>

**DIVIDEND:**

Your Directors have not recommended any dividend for the financial year under review.

**TRANSFER TO RESERVES:**

The Company has not transferred any amount to Reserves for the period under review.

**SHARE CAPITAL:**

The issued, subscribed and paid up capital of the Company is Rs. 113600000/- divided into 11360000 equity shares of Rs 10/- each. There has been no change in the share capital of the Company during the year.

**SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:**

The Company does not have any subsidiary, associate companies & joint ventures.

**DEPOSIT:**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

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

Details of Loans, Guarantee or Investments made by your Company under Section 186 of the Companies Act, 2013 during the financial year 2017-18 is enclosed as an Annexure to this Board's Report. During the year under review, the company has not provided any security falling within in purview of Section 186.

**RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

**MATERIAL CHANGES AND COMMITMENTS IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

No material changes and commitments affecting the financial position of the company have occurred between the end of financial year to which the financial statements relate and the date of the Directors' Report.

**SIGNIFICANT ORDERS PASSED BY THE REGULATORS, COURTS OR TRIBUNALS IMPACTING GOING CONCERN AND COMPANY'S OPERATIONS:**

To the best of our knowledge, the company has not received any such orders passed by the regulators, courts or tribunals during the year, which may impact the going concern status or company's operations in future.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

In accordance with the provisions of the Companies Act, 2013, Ms. Karishma Sanghvi retire by rotation at the ensuing AGM and being eligible offers himself for reappointment.

Mr. GAURANGKUMAR VAISHNAV and Mr. SAGAR GAJERA were appointed as an additional director of the company with effect from 07.03.2019 respectively and hereby appointed an Independent Director of the Company to hold office for five consecutive years up to the conclusion of the Annual General Meeting to be held in the calendar year 2024.



Since the Company does not have any significant business activities, hence the Volume and Scope of work for the Company Secretary and Chief Financial Officer are less and it is not a full time work and the job of Company Secretary and Chief Financial Officer are not attractive commensurate with the scope of work and salary.

**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 meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

**MEETINGS:**

Minimum four pre-scheduled Board meetings are held annually. In case of business exigencies or urgency of matters, resolutions are passed by circulation. During the year 5 (Five) Board Meetings were convened and held, the details of which are given in the Corporate Governance Report.

**COMMITTEES OF THE BOARD:**

The Board of Directors has the following Committees:-

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

**BOARD EVALUATION:**

Pursuant to the provisions of the Schedule IV, clause VIII of the Companies Act, 2013 the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Appointment & Remuneration Committees. The performance evaluations of Independent Directors were also carried out and the same was noted. Independent Directors in their meeting decided to bring more transparency in their performance and bring more responsibility while taking any policy decisions for the benefit of the shareholders in general.

**REMUNERATION OF THE DIRECTORS/ KEY MANAGERIAL PERSONNEL (KMP)/ EMPLOYEES:**

No Directors/ Key Managerial Personnel are drawing any remuneration. Hence, the information required pursuant to Section 197 read with Rule 5 (1) (i) of The Companies (Appointment and Remuneration) Rules, 2014 in respect of ratio of remuneration of each director to the median remuneration of the employees of the Company for the Financial year is not given.

**REPORT ON CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION & ANALYSIS:**

Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied with, a separate section titled Report on Corporate Governance together with a Certificate from the Practicing Company Secretary forms part of this Report.

A detailed Management Discussion & Analysis forms part of this Report.

**AUDITORS AND AUDITORS' REPORT:**

M/s. RISHI SEKHRI AND ASSOCIATES, CHARTERED ACCOUNTANTS, Mumbai (FRN 128216W), Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The observations made by the Auditors' in their Auditors' Report and the Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

**COST AUDITOR AND COST AUDIT REPORT:**

Cost Audit is not applicable to your Company.

**EXTRACT OF ANNUAL RETURN:**

An extract of Annual Return as prescribed under Section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in the prescribed Form No. MGT 9 forming part of this report is annexed herewith.

**SECRETARIAL AUDIT AND SECRETARIAL AUDITORS' REPORT:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed **M/s. DAKSHA NEGI & ASSOCIATES, PRACTICING COMPANY SECRETARY** to undertake the Secretarial Audit of the Company. The Secretarial Audit report in the prescribed Form No MR-3 is annexed herewith.

**QUALIFICATION IN SECRETARIAL AUDIT REPORT AND EXPLANATIONS BY THE BOARD:**

Sr. No.	Qualifications made by Secretarial Auditor	Explanations by the Board
a)	Acknowledgement for sending the notices of the Meeting of the Board and Committees are not maintained by the company.	The notice and agenda for the Board and committee meeting are sent by the email or hand delivery. The company will ensure to maintain to the acknowledgements for sending the notice of the meeting of the board and the committee.
b)	Updating of website with regard to various policies is pending	The company will take necessary steps to update website with regard to various policies which are pending.
c)	The company has not complied with certain regulation of SEBI (LODR) Regulations, 2015 as regards publication of Notice of Board Meeting, Notice of AGM, quarterly results.	The company will take necessary steps to comply with the same.
d)	As per section 203(1)(i),(ii) & (iii), the Company is required to appoint Company Secretary & Chief Financial Officer. The Company has not appointed Company Secretary & Chief Financial Officer.	Since the Company does not have any significant business activities, hence the Volume and Scope of work for the Company Secretary and Chief Financial Officer are less and it is not a full time work and the job of Company Secretary and Chief Financial Officer are not attractive commensurate with the scope of work and salary.
e)	As per section 138 of the Companies Act, 2013, the Company is required to appoint Internal Auditor. The Company has not appointed Internal Auditor.	The size of operation of the Company is very small, it is not viable to appoint Internal Auditor but the Company has established the internal control system.
f)	The company has not maintained the attendance register for Board and committee meeting	The company will take necessary steps to maintain the attendance register for board and committee meetings.
g)	Statutory Registrar as per companies Act 2013 is yet to be updated.	The company will take necessary steps to update Statutory Register as per companies Act 2013.
h)	Certain event based E Forms have not been filed by the company in time which were required to be filed with ROC during the audit period.	The company will ensure to file all relevant documents in time with ROC and other authorities as when required.

**INTERNAL CONTROL SYSTEMS:**

As there is no significant business activities hence there was no systems set up for Internal Controls.

**CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

The Company has not developed and implemented any Corporate Social Responsibility initiative under the provisions of Section 135 of the Companies Act, 2013, read with Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014, as the said provisions are not applicable.

**PARTICULARS OF EMPLOYEES:**

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not required to be given as there were no employees coming within the purview of this section.

**TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The details of conservation of energy, technology absorption etc. as required to be given under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of the Companies (Accounts) Rules, 2014, are not applicable to Company, as our Company has not carried out in the manufacturing activities.

The foreign exchange earning on account of the operation of the Company during the year was Rs. Nil.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:** The Company has zero tolerance for sexual harassment at workplace and has adopted a policy against sexual harassment in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. The Company has not received any sexual harassment related complaints during the year 2018-19.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation by way of notes to accounts relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- e) Directors have prepared the accounts on a "going concern basis".
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:**

Pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5 of Companies (Appointment & Remuneration) Rules, 2014, every Listed Company mandates to disclose in the Board's Report the ratio of the remuneration of each director to the permanent employee's remuneration. However, since there is no permanent employee in the Company, no disclosure under the said provision has been furnished.

**BUSINESS RISK MANAGEMENT:**

Since the Company does not have any significant business activities, hence the Business Risk is at the Minimal Level. Hence, no major risk factors are envisaged except for:

- a. Government Policies
- b. Human Resource Risk

**VIGIL MECHANISM**

As the Company does not have any significant business activity, there was no need to have a Vigil Mechanism Policy.

**ACKNOWLEDGEMENT:**

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and Shareholders during the year. Your directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

**For and on Behalf of the Board  
For, SAIANAND COMMERCIAL LIMITED**

**PLACE: MUMBAI  
DATE: 29.05.2019**

<b>GAURANGKUMAR VAISHNAV</b>	<b>SAGAR GAJERA</b>
Director	Director
DIN: 08175507	DIN: 08204868

**Annexure to Director's Report****Particulars of Loans, Investment and Guarantees****Amount outstanding as at 31<sup>st</sup> March, 2019**

	<b>Rupees in Lacs</b>
<b>Particulars</b>	<b>Amount</b>
Loans given	1191.85
Guarantee given	Nil
Investments	4198.44

Note: The details of Loan given and Investments made are as mentioned in the notes of financial statements.

**For and on Behalf of the Board  
For, SAIANAND COMMERCIAL LIMITED**

**PLACE: MUMBAI  
DATE: 29.05.2019**

**GAURANGKUMAR VAISHNAV  
Director  
DIN: 08175507**

**Annexure to Director's Report****MANAGEMENT DISCUSSION ANALYSIS REPORT**

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**1. INDUSTRY STRUCTURE AND DEVELOPMENTS:**

As of now the Company is not engaged in any activity and the management is looking for a right opportunity to make the Company operational.

**2. OVERALL REVIEW:**

Due to scarcity of working capital funds, the Company is not able to perform any business activities. To make the Company operational, the board is making its best effort to implement the cost reduction measures to the extent feasible. Several cost cutting measures have already been undertaken by the Company.

**3. RISK AND CONCERNS:**

The Company's future development would depend upon the commencement of its operational activities

**4. INTERNAL CONTROLS SYSTEMS AND THEIR ADEQUACY:**

The Company is following a proper and adequate system of internal controls in respect of all its activities. Further all transaction entered into by the Company are fully authorised, recorded and reported correctly

**5. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

During the year under review, the Company did not carry out any activity.

**6. CAUTIONARY STATEMENT:**

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

**For and on Behalf of the Board  
For, SAIANAND COMMERCIAL LIMITED**

**PLACE: MUMBAI  
DATE: 29.05.2019**

**GAURANGKUMAR VAISHNAV  
Director  
DIN: 08175507**

**Annexure to Director's Report****Form No. MR-3****SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019**

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

To,  
The Members,  
**SAIANAND COMMERCIAL LIMITED**  
MUMBAI

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. SAIANAND COMMERCIAL LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period 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 reporting made hereinafter:

We 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:

- i) The Companies Act, 2013 and the rules made there under;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
- iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not applicable as the Company has not issued any shares during the year under review;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - Not applicable as the Company has not issued any shares/options to directors/employees under the said guidelines / regulations during the year under review;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the Company has not issued any debt securities which were listed during the year under review;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - Not applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – Not applicable as the Company has not delisted / propose to delist its equity shares from any Stock Exchange during the year under review; and

- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – No applicable as the Company has not bought back or propose to buy-back any of its securities during the year under review.
- vi) Based on representation made by the Company and its officers, the Company has adequate system and process in place for compliance under the other applicable Laws, Acts, Rules, Regulations, Circulars, Guidelines and Standards.
- vii) We have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with Stock Exchange and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following qualifications:

- a) Acknowledgement for sending the notices of the Meeting of the Board and Committees are not maintained by the company.**
- b) Updating of website with regard to various policies is pending.**
- c) The company has not complied with certain regulation of SEBI (LODR) Regulations, 2015 as regards publication of Notice of Board Meeting, Notice of AGM, quarterly results.**
- d) As per section 203(1)(i),(ii) & (iii), the Company is required to appoint Company Secretary & Chief Financial Officer. The Company has not appointed Company Secretary & Chief Financial Officer.**
- e) As per section 138 of the Companies Act, 2013, the Company is required to appoint Internal Auditor. The Company has not appointed Internal Auditor.**
- f) The company has not maintained the attendance register for Board and committee meeting.**
- g) Statutory Registrar as per companies Act 2013 is yet to be updated.**
- h) Certain event based E Forms have not been filed by the company in time which were required to be filed with ROC during the audit period.**

We further report that we have not reviewed the applicable financial laws, direct and indirect tax laws since the same have been subject to review and audit by the Statutory Auditors of the company.

We further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors Subject to above qualification stated. 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.

As per the information received from the company Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. We cannot comment for the same as corresponding documents are not available for inspection.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and guidelines. We further report that during the audit period the Company has not passed any Special / Ordinary Resolutions which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

We further report that during the audit period, there were no instances of:

1. Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
2. Redemption/buy-back of securities.
3. Merger/ amalgamation/ reconstruction etc.
4. Foreign technical collaborations.

We further report that during the audit period no prosecution initiated against the Company and the company has also not received any show cause notice during the year. Except **Order passed by Stock Exchange (BSE Limited) vide Notice No. 20150227-27 dated 27.02.2015 with effect from 04.03.2015**

FOR, DAKSHA NEGI & ASSOCIATES  
PRACTICING COMPANY SECRETARY

PLACE: Ahmedabad

DATE: 29.05.2019

[CS DAKSHA NEGI]  
PROPRIETOR  
ACS No: 41607  
C. P. NO.: 20353

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



**ANNEXURE-A**

To,  
The Members,  
**SAIANAND COMMERCIAL LIMITED**  
MUMBAI

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

1. Maintenance of secretarial records is the responsibility of 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 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. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and 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 the efficacy or effectiveness with which the management has conducted the affairs of the company.

**FOR, DAKSHA NEGI & ASSOCIATES**  
**PRACTICING COMPANY SECRETARY**

**PLACE: Ahmedabad**  
**DATE: 29.05.2019**

**[CS DAKSHA NEGI]**  
**PROPRIETOR**  
**ACS No: 41607**  
**C. P. NO.: 20353**

**Annexure to Director's Report****FORM NO. MGT 9**

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

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31.03.2019

**I. REGISTRATION AND OTHER DETAILS:**

CIN:	L51900MH1984PLC034881
Registration Date	22/12/1984
Name of the Company	SAIANAND COMMERCIAL LIMITED
Category / Sub-Category of the Company	Public Limited Company having Share Capital
Address of the registered office and contact details	BW6050, Tower B, West Wing, 6th Floor, Bharat Diamond Bourse, Bandra Kurla Complex, Mumbai-400051 E mail: COMPLIANCE@SAIANAND.COM
Whether listed company Yes / No	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	<b>M/S. SATELLITE CORPORATE SERVICES PRIVATE LIMITED</b> Unit No. 49, Bldg No.13-A-B, 2nd Floor, Samhita Commercial Co-Op. Soc. Ltd. Off Andheri Kurla Road, MTNL Lane, Sakinaka, MUMBAI, MAHARSHTRA-400072

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Other Financial Services	997119	100

*The Company does not have any significant business activity and not carried out any business since last 3 to 4 years.*

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

Sr. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
-----NA-----					

**IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY):****i Category-wise Share Holding pattern:-**

Category of Shareholders	No. of Shares held at the beginning of the year as on 01.04.2018				No. of Shares held at the end of the year as on 31.03.2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A) Promoters									
1. Indian	0	0	0	0	0	0	0	0	0
2. Foreign	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = 1+2	0	0	0	0	0	0	0	0	0
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corporate	492457	9010000	9502457	83.65	7492096	3010318	10502414	92.45	8.80
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 Lakh	748718	3100	751818	6.62	749483	3100	752583	6.62	0.00
ii) Individual shareholders holding nominal share capital in	47000	1000000	1047000	9.22	47000	0	47000	0.41	(8.81)

excess of Rs 1 lakh									
c) Others (specify)									
-NRI	27810	0	27810	0.24	27429	0	27429	0.24	0.00
-HUF	30915	0	30915	0.27	30574	0	30574	0.27	0.00
-Clearing Members	0	0	0	0	0	0	0	0	0
B) = (B) (1) + (B) (2) + c	1347000	10013000	11360000	100	8346582	3013418	11360000	100	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	1347000	10013000	11360000	100	8346582	3013418	11360000	100	0

## ii Shareholding of Promoters:-

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the Year			% change in share holding During the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
-----NIL-----								

iii **CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE):-** *There is no promoter holding hence it is not applicable.*

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2018		Cumulative Shareholding during the year 31.03.2019	
		No. of Shares	% of total Shares of The Company	No. of Shares	% of total Shares of The Company
1	INDURAM DEVELOPERS PVT. LTD.	1500000	13.20	1500000	13.20
2	SHAH REALCOM PVT. LTD	1500000	13.20	0	0.00
3	RAMASHIVA LEASE FINANCE LIMITED	0	0.00	1500000	13.20
4	SHALIBHADRA STEEL PVT. LTD.	1500000	13.20	0	0.00
5	XO INFOTECH LIMITED	0	0.00	1500000	13.20
6	SHANTI TRADELINK PVT. LTD.	1500000	13.20	1500000	13.20
7	SOMAR COMMODITIES PVT LTD	1500000	13.20	0	0.00
8	STRATEGIC SHARES SOLUTIONS PVT LTD	0	0.00	1500000	13.20
9	VISHAL REALITY MANAGEMENT LTD.	1500000	13.20	0	0.00
10	SUN TECHNO OVERSEAS LTD	0	0.00	1500000	13.20

(v) **Shareholding of Directors and Key Managerial Personnel:-** *None of the director and key Managerial personnel holds any shares in the company.*

## V. INDEBTEDNESS:

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

Secured Loans excluding deposits	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	00	5025000	00	5025000
ii) Interest due but not paid	00	00	00	00
iii) Interest accrued but not due	00	00	00	00
Total (i+ii+iii)	00	5025000	00	5025000
Change in Indebtedness during the financial year				
Additions	00	152622903	00	152622903
Reduction	00	00	00	00
Net Change	00	152622903	00	152622903
Indebtness at the end of the financial year				
i) Principal Amount	00	157647903	00	157647903
ii) Interest due but not paid	00	00	00	00
iii) Interest accrued but not due	00	00	00	00
Total (i+ii+iii)	00	157647903	00	157647903

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

A.	REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER	NIL
B.	REMUNERATION TO OTHER DIRECTORS	NIL
C.	REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD	NIL

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

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding Fees imposed	Authority (RD/NCLT/ Court)	Appeal made, if any (give details)
A. Company					
Penalty			<b>NONE</b>		
Punishment					
Compounding					
B. Directors					
Penalty			<b>NONE</b>		
Punishment					
Compounding					
C. Other officers in default					
Penalty			<b>NONE</b>		
Punishment					
Compounding					

For and on Behalf of the Board  
For, SAIANAND COMMERCIAL LIMITED

PLACE: MUMBAI  
DATE: 29.05.2019

GAURANGKUMAR VAISHNAV  
Director  
DIN: 08175507

**Annexure to Director's Report****REPORT ON CORPORATE GOVERNANCE****COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

Your Company is committed to good Corporate Governance. The Company fully understands the rights of its shareholders to information on the performance of the company and considers itself a trustee of its shareholders. Corporate Governance strengthens investor's trust and ensures a long-term partnership that helps in fulfilling our quest for achieving significant growth and profits.

**BOARD OF DIRECTORS:**

The Board of Directors is consisting of Three Directors. The Directors manages the day to day affairs of the Company. Non-executive and independent directors did not have any pecuniary relationship of transactions with the company during the period under review. There are no material transactions where they have had personal interests that conflict with that of the Company. The composition of the Board of Directors as on date of this report:

Sr. No.	Name of Director	Executive/ Non—Executive/ Independent	No. of Directorships Held in Public Limited Companies (Including the Company)	#Committee(s) position (Including the Company)	
				Member	Chairman
1	KARISHMA SANGHVI	Non-Executive Non-Independent	1	1	1
2	GAURANGKUMAR VAISHNAV	Non-Executive Independent	4	7	1
3	SAGAR GAJERA	Non-Executive Independent	4	5	3

# Only Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

**Name of other listed entities where Directors of the company are Directors and the category of Directorship as on date of this report:**

Sr. No.	Name of Director	Name of listed entities in which the concerned Director is a Director	Category of directorship
1	KARISHMA SANGHVI		
2	GAURANGKUMAR VAISHNAV	STERLING WEBNET LIMITED	Independent Director
		SUN TECHNO OVERSEAS LIMITED	Independent Director
		PRESSURE SENSITIVE SYSTEMS (INDIA) LIMITED	Independent Director
		BHARTIA BACHAT LTD	Whole-time Director
5	SAGAR GAJERA	AMRADEEP INDUSTRIES LIMITED	Whole-time Director
		AMRAWORLD AGRICO LIMITED	Independent Director
		PRESSURE SENSITIVE SYSTEMS (INDIA) LIMITED	Independent Director

None of the Directors hold Directorships in more than 20 companies. Further, any individual director's directorships in public companies do not exceed 10. None of the Directors is serving as a member of more than ten committees or as the Chairman of more than five committees across all the public companies of which he is a Director.

**NUMBERS OF BOARD MEETINGS HELD AND THE DATES ON WHICH SUCH MEETINGS WERE HELD:**

During the financial year 2018-19 the Board met 5 (Five) times on 29.05.2018, 14.08.2018, 14.11.2018, 04.02.2019 and 20.03.2019. Attendance record of Directors attending the Board meetings and Annual General Meetings:-

Name of the Director	Category	No. of Board Meetings Attended	Last AGM attendance
VIKRAM SANGHVI	Non-Executive Independent Director	5	Yes
KARISHMA SANGHVI	Non - Executive (Director)	5	Yes
JITENDRA SHAH	Non-Executive Independent Director	5	Yes

**MEETING OF INDEPENDENT DIRECTORS:**

The Company's Independent Directors met on February 4, 2019 without the presence of the Executive Director and the Senior Management team. The meeting was attended by majority of Independent Directors and was conducted to enable the Independent Director to discuss matters prescribed under Schedule IV to the Act and Regulation 25(3) of the SEBI (LODR) Regulation, 2015.

**The Board has identified the following skills/expertise/competencies with reference to its business for the effective functioning of the Company and which are currently available with the Board:**

The following capabilities and expertise have been identified by the Board of Directors for it to function effectively, and are available among the board members collectively:

1. Project management – both for ensuring timely delivery of each equipment, as well as for expansion of facilities
2. B2B sales, marketing and account management
3. International business experience covering operations in new geographies
4. Manufacturing and supply chain management including running production facilities
5. Talent management – especially related to engineering skills

In addition, the team would require general management and financial management skills including commercial, legal and regulatory, risk management, industrial relations, and overall stakeholder management.

**Disclosure of relationships between the Directors inter-se:** There is no relationship between the Directors inter-se.

**Number of shares and convertible instruments held by Non-Executive Directors:**

Name of Director	No. of Equity Shares held
KARISHMA VIKRAM SANGHVI	Nil
GAURANGKUMAR VAISHNAV	Nil
SAGAR GAJERA	Nil

During the year under review, none of the Non-Executive Directors hold any convertible instruments of the Company.

**AUDIT COMMITTEE**

The Audit Committee of the Company reconstituted as on 20.03.2019 presently comprises of Three Directors being Ms. KARISHMA SANGHVI, Mr. GAURANGKUMAR VAISHNAV and Mr. SAGAR GAJERA.

**Terms of Reference:**

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company has revised the terms of reference of the Committee. The revised terms of reference are:

- (1) oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - (a) matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013; 41
  - (b) changes, if any, in accounting policies and practices and reasons for the same;
  - (c) major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) significant adjustments made in the financial statements arising out of audit findings;
  - (e) compliance with listing and other legal requirements relating to financial statements;
  - (f) disclosure of any related party transactions;
  - (g) modified opinion / Qualification in the draft audit report;
- (5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the board to take up steps in this matter;
- (7) reviewing and monitoring the auditor's independence; performance, and effectiveness of audit process;
- (8) Formulating a policy on related party transactions, which shall include materiality of related party transactions;
- (9) approval or any subsequent modification of transactions of the listed entity with related parties;
- (10) scrutiny of inter-corporate loans and investments;
- (11) valuation of undertakings or assets of the company, wherever it is necessary;
- (12) evaluation of internal financial controls and risk management systems;
- (13) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

- (14) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (15) discussion with internal auditors of any significant findings and follow up there on;
- (16) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (17) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (18) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (19) to review the functioning of the whistle blower mechanism;
- (20) approval of appointment of Chief Financial Officer (i.e. the whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- (21) reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
- (22) to review the compliance with the provisions of Regulation 9A of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and to verify that the systems for internal control are adequate and are operating effectively;
- (23) to carry out any other function as is mentioned in the terms of reference of the Audit Committee.

**Audit Committee shall mandatorily review the following information:**

- (1) management discussion and analysis of financial condition and results of operations;
- (2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- (4) internal audit reports relating to internal control weaknesses; and
- (5) the appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the audit committee;
- (6) statement of deviations:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**ATTENDANCE AT THE AUDIT COMMITTEE MEETINGS:**

During the year the Audit Committee met 4 times on 29.05.2018, 14.08.2018, 14.11.2018 and 04.02.2019 attendance of the members as under:

Name	Attended
VIKRAM SANGHVI	4
KARISHMA SANGHVI	4
JITENDRA SHAH	4

**NOMINATION AND REMUNERATION COMMITTEE**

Nomination and Remuneration Committee reconstituted as on 20.03.2019 presently comprises of Three Directors being Ms. KARISHMA SANGHVI, Mr. GAURANGKUMAR VAISHNAV and Mr. SAGAR GAJERA. Committee met one times 20.03.2019 during the years and respectively all members present during the meeting.

**The terms of reference of the Committee:**

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company has revised the terms of reference of the Committee. The revised terms of reference are:

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) devising a policy on diversity of board of directors;

- (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal;
- (5) Specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;
- (6) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- (7) recommend to the board, all remuneration, in whatever form, payable to senior management;
- (8) to administer and supervise Employee Stock Options Schemes (ESOS) including framing of policies related to ESOS and reviewing grant of ESOS;
- (9) Carrying out any other function as is mentioned in the terms of reference of the Nomination and Remuneration Committee.

#### **Nomination and Remuneration Policy:**

The Committee is in process of formulating Nomination and Remuneration Policy which determines criteria inter-alia qualification, positive attributes and independence of Directors for their appointment on the Board of the Company and payment of remuneration to Directors, Key Managerial Personnel and other Employees. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- Qualification, expertise and experience of the Directors in their respective fields;
- Personal, Professional or business standing;
- 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.

#### **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Board of Directors of the Company has set up 'Stakeholders Relationship Committee' in order to align it with the provisions of Section 178 of the Companies Act, 2013. The Committee has been constituted to strengthen the investor relations and to inter-alia, look into issues relating to shareholders grievances pertaining to transfer of shares, non- receipt of declared dividends, non-receipt of Annual Report, issues concerning de-materialization etc.

This committee re-constituted as on 20.03.2019 and presently comprises of Three Directors being Ms. KARISHMA SANGHVI, Mr. GAURANGKUMAR VAISHNAV and Mr. SAGAR GAJERA. Two committee meeting held on 14.08.2018 and 04.02.2019 respectively all committee members present at the meeting.

#### **Terms of reference of the Committee:**

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company has revised the terms of reference of the Committee. The revised terms of reference are:

- (1) resolving the grievances of the security holders of the company including complaints related to transfer/transmission of shares, nonreceipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, dematerialization / rematerialization of Shares and debentures, general meetings etc;
- (2) review of measures taken for effective exercise of voting rights by shareholders;
- (3) review of adherence to the service standards adopted by the company in respect of various services being rendered by the Registrar and Share Transfer Agent;
- (4) review of the various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;
- (5) to look into the reasons for any defaults in the payment to the Depositors, Debenture holders, Shareholders (in case of non-payment of declared dividends) and Creditors;
- (6) carrying out any other function as is mentioned in the terms of reference of the Stakeholder's Relationship committee.

Details of Complaints / Queries received and redressed during 1st April, 2018 to 31st March, 2019:

Number of shareholders' complaints pending at the beginning of the year	Number of shareholders' complaints received during the year	Number of shareholders' complaints redressed during the year	Number of shareholders' complaints pending at the end of the year
Nil	Nil	NA	Nil



**GENERAL BODY MEETINGS****Location and time for last 3 years Annual General Meetings:**

Financial Year	Location	Date & Time	Particulars of the Special Resolution
34th 2017-18	BW6050, Tower B, West Wing, 6th Floor, Bharat Diamond Bourse, Bandra Kurla Complex, Mumbai-400051	27.09.2017 01 PM	Nil
33rd 2016-17	BW6050, Tower B, West Wing, 6th Floor, Bharat Diamond Bourse, Bandra Kurla Complex, Mumbai-400051	29.09.2017 01 PM	Nil
32nd 2015-16	45/B, MONA SHOPPING CENTER, N/R. NAVRANG CINEMA, JP ROAD, ANDHERI(WEST), MUMBAI-4500053	28.09.2016 11 AM	Nil

No special resolution was required to be carried out through postal ballot during the last year. No resolution is proposed by postal ballot at the ensuing Annual general meeting.

**MEANS OF COMMUNICATION**

The Company has submitted its quarterly, half yearly and yearly financial results to the Stock Exchanges as well as website of the company immediately after its approval by the Board. The Company did not send the half yearly report to the Shareholders of the Company.

**GENERAL SHAREHOLDERS INFORMATION**

Financial Year	1st April to 31st March		
Date and time of Annual General Meeting	Friday, September 27, 2019 at 01:00 PM		
Venue of Annual General Meeting	BW6050, Tower B, West Wing, 6th Floor, Bharat Diamond Bourse, Bandra Kurla Complex, Mumbai-400051		
Dates of Book Closure	20.09.2019 to 27.09.2019		
Listing on Stock Exchange	BSE Limited, Mumbai		
Stock Code and Scrip ID	512097 (BSE) and SAICOM (BSE)		
Demat ISIN No.	INE092G01016		
Financial for Reporting 2019-2020 (tentative schedule)			
<b>Quarterly Financial Results</b>	<b>Date of Board Meeting</b>	<b>Quarterly Financial Results</b>	<b>Date of Board Meeting</b>
First Quarter Results	Before 15.08.2019	Third Quarter Results	Before 15.02.2020
Second Quarter Results	Before 15.11.2019	Fourth Quarter Results	Before 15.05.2020

**CATEGORIES OF SHAREOWNERS AS ON 31.03.2019**

Category	No. of Shares Held	Voting Strength (%)
<b>Promoters</b>	--	--
<b>Individuals</b>		
Share capital up to Rs. 1 Lakh	752583	6.62
Share capital in excess of Rs. 1 Lakh	47000	0.41
<b>Bodies Corporate</b>	10560417	92.96
NRIs/ OCBs	27429	0.24
Hindu Undivided Families	30574	0.27
<b>Total</b>	<b>11360000</b>	<b>100.00</b>

**DISTRIBUTION OF SHAREHOLDING AS ON 31.03.20167**

Share Balance	Holders	% of Total	Total Shares	% of Total
Upto -- 2,500	1771	75.17	137000	1.21
2,501 -- 5,000	271	11.50	110400	0.97
5,001 -- 10,000	151	6.41	123200	1.08
10,001 -- 20,000	69	2.93	126700	1.12
20,001 -- 30,000	35	1.49	93000	0.82
30,001 -- 40,000	10	0.42	59900	0.53
40,001 -- 50,000	13	0.55	36400	0.32
50,001 --1,00,000	19	0.81	155798	1.37
1,00,001 and above	17	0.72	10517602	92.58
<b>Total</b>	<b>2356</b>	<b>100.00</b>	<b>11360000</b>	<b>100.00</b>

**STOCK MARKET DATA**

Details not available as Order passed by Stock Exchange (BSE Limited) vide Notice No. 20150227-27 dated 27.02.2015 with effect from 04.03.2015.

**REGISTRAR AND SHARE TRANSFER AGENT**

**M/s SATELLITE CORPORATE SERVICES PRIVATE LIMITED** having its registered office at Unit No. 49, Bldg No.13-A-B, 2nd Floor, Samhita Commercial Co-Op. Soc. Ltd. Off Andheri Kurla Road, MTNL Lane, Sakinaka Mumbai-400072 Maharashtra, INDIA is the Registrar & Share Transfer Agent for processing the transfer of securities issued by the Company.

**SHARE TRANSFER SYSTEM**

Transfer of Shares in Physical form are registered and dispatched within 3 weeks from the date of their receipts, subject to the documents being valid and complete in all respects. Transfer of shares are processed by the Share Transfer Agents and approved by the Share Transfer Committee called as "Investor / Shareholders Grievance Committee", which meets at frequent intervals. Share transfers are registered and returned within 15 days from the date of receipt, if the relevant documents are complete in all respect.

**DEMATERIALIZATION OF SHARES AND LIQUIDITY**

The Equity Shares of your company are traded in compulsory dematerialization form by all investors. The company has entered into agreements with both existing Depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) enabling the investors to hold shares of the company in electronic form through the depository of their choice.

**ADDRESS FOR CORRESPONDENCE:**

BW6050, Tower B, West Wing, 6th Floor, Bharat Diamond Bourse, Bandra Kurla Complex, Mumbai-400051

**Investors Correspondence/ Complaints to be address to:****JITENDRA SHAH**

Director and Compliance Officer

E-mail: compliancesaianand@gmail.com

**DISCLOSURES:**

- There are no materially significant related partly transactions i.e. transactions of the Company of material natures, with its promoters, the directors or the managements, their subsidiaries or relatives etc., that may have potential conflict with interest of the Company at large.
- No penalties or strictures were imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markers, during the last three years.
- The Company has complied with various rules and regulations prescribed by the Stock Exchange and SEBI during the last three years. No penalties or strictures have been imposed by them on the Company.
- The Company is not exposed to commodity price risk since it generally executes projects through its contractors.
- There were no instances of raising of funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the Listing Regulations.
- A certificate obtains from Practicing Company Secretary that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs.
- In terms of the amendments made to the Listing Regulations, the Board of Directors confirm that during the year, it has accepted all recommendations received from its mandatory committees.
- Disclosure with respect to demat suspense account/ unclaimed suspense account: Not applicable.
- During the financial year 2018-2019, the total fees for all services paid by the Company, on consolidated basis, to statutory auditor and all entities in the network firm/network entity of statutory auditor was Rs. 15,000.

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

Number of complaints filed during the financial year 2018-19:	Nil
Number of complaints disposed off during the financial year 2018-19:	NA
Number of complaints pending as on end of the financial year:	NA

**CEO/CFO Certification:**

The Chief Executive Officer (CEO) and Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 affair. The said certificate is annexed and forms a part of the Annual Report.

**Certificate on Corporate Governance:**

A compliance certificate from Statutory Auditor pursuant to the requirements of Schedule V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding compliance of conditions of Corporate Governance is attached.

**For and on Behalf of the Board  
For, SAIANAND COMMERCIAL LIMITED**

**PLACE: MUMBAI  
DATE: 29.05.2019**

**GAURANGKUMAR VAISHNAV  
Director  
DIN: 08175507**

## CEO / CFO CERTIFICATE

(Regulation 17(8) and Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,  
The Board of Directors  
SAIANAND COMMERCIAL LIMITED  
Mumbai

Dear Sir,

I, the undersigned, in my respective capacities as the Director of SAIANAND COMMERCIAL LIMITED ("the Company") to the best of our knowledge and belief certify that:

- A. I have reviewed the Financial Statements and the Cash Flow Statement for the year ended 31st March, 2019 and based on my knowledge and belief, I state that:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. I further state that to the best of my knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. I accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. I have indicated, based on my evaluation, wherever applicable, to the Auditors' and the Audit Committee:
- (1) significant changes in internal control over financial reporting during the year, if any;
  - (2) significant changes, if any, in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
  - (3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

PLACE: MUMBAI  
DATE: 29.05.2019

**GAURANGKUMAR VAISHNAV**  
Director  
DIN: 08175507

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**CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT FOR BOARD OF DIRECTORS**

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To  
The Members of  
SAIANAND COMMERCIAL LIMITED  
Mumbai

All the members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct in respect of the financial year ended March 31, 2019.

**For and on Behalf of the Board**  
**For, SAIANAND COMMERCIAL LIMITED**

PLACE: MUMBAI  
DATE: 29.05.2019

**GAURANGKUMAR VAISHNAV**  
Director  
DIN: 08175507

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**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

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We have examined the compliance of conditions of Corporate Governance by **M/s. SAIANAND COMMERCIAL LIMITED** ("the company") for the year ended March 31, 2019, as per the provisions of regulations 17-27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

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

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, as applicable.

We further state that such compliance 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.

**Restrictions on Use**

This certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

**For, RISHI SEKHRI AND ASSOCIATES,  
Chartered Accountants  
FRN: 128216W**

**CA RISHI SEKHRI  
PARTNER  
M.NO. 126656**

**Place: Mumbai  
Date: 29.05.2019**

**Independent Auditors' Report****TO THE MEMBERS OF SAIANAND COMMERCIAL LIMITED****REPORT ON THE FINANCIAL STATEMENTS****OPINION**

We have audited the accompanying standalone financial statements of **SAIANAND COMMERCIAL LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the statement of profit and loss (including other comprehensive income), the statement of changes in Equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs of the Company as at 31st March 2019, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

**BASIS OF OPINION**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules there under, 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.

**KEY AUDIT MATTERS**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

**Revenue recognition in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)**

Revenue recognition is significant audit risk within the Company. Risk exists in determination of transaction price in off-market transfer of investment by the company. The application of the new revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period.

**Principal Audit Procedures**

- Our audit consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:
- We evaluated the design of internal controls relating to revenue recognition.
- We selected sample of Sales transactions and tested the operating effectiveness of the internal control relating to revenue recognition.
- We carried out a combination of procedures involving enquiry and observation, re performance and inspection.
- We have tested sample of Sale transactions to their respective customer contracts, underlying invoices and related documents.
- We have performed cut-off procedures for sample of revenue transactions at year-end in order to conclude on whether they were recognized in accordance with Ind-AS 115.

**INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITORS' REPORT THEREON**

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit or loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS 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 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

#### **AUDITOR'S RESPONSIBILITY**

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

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

We also:

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

- Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in term of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A" a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
- c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016.
- e) On the basis of written representations received from the directors as on 31 March, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i) The Company does not have any pending litigations which would impact its financial position.



- ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
- iii) There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

**FOR, RISHI SEKHRI AND ASSOCIATES**  
**Chartered Accountants**  
**FRN: 128216W**

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**CA RISHI SEKHRI**  
**PARTNER**  
**M.NO. 126656**

**PLACE: MUMBAI**  
**DATE: 29.05.2019**

**ANNEXURE "A" TO THE AUDITORS' REPORT**

**The Annexure referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of Our Report of even date to the members of M/s SAIANAND COMMERCIAL LIMITED on the accounts of the company for the year ended 31<sup>st</sup> March, 2019.**

1. The company does not have any Fixed Assets. Hence, clause (i) (a) (b) & (c) are not applicable to the company.
2. The inventory has been physically verified at reasonable interval by the management to the extent possible. In our opinion, the frequency of verification is reasonable. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its business. The Company has maintained proper records of inventories. As per the information and explanation given to us, no material discrepancies were noticed on physical verification.
3. As per information and explanation given to us, the company has not granted loans to parties covered in the register maintained under section 189 of the Companies Act hence clause (iii) (a) to (c) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
5. According to the information and explanations given to us, the Company has not accepted any deposits from the public. Therefore, the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the Company.
6. As informed to us, Central government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, in respect of products of the company.
7. In respect of Statutory dues:
  - a) As per information & according to explanation given to us, the company is generally regular in depositing statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable
  - b) As per information & according to explanation given to us, there are no cases of non deposit with the appropriate authorities of disputed dues of Income-tax, and any other statutory dues with the appropriate authorities during the year.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
10. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its Officers or employees has been noticed or reported during the year.
11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order is not applicable to the Company and hence not commented upon.

**FOR, RISHI SEKHRI AND ASSOCIATES**

**Chartered Accountants**

**FRN: 128216W**

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**CA RISHI SEKHRI**

**PARTNER**

**M.NO. 126656**

**PLACE: MUMBAI**

**DATE: 29.05.2019**

**Annexure “B” to the Auditors’ Report****Report on the internal financial controls with reference to the aforesaid standalone financial statements under section 143(3)(i) of the Companies Act, 2013**

We have audited the internal financial controls with reference to financial statements of **SAIANAND COMMERCIAL LIMITED** (“the Company”) as of March 31, 2019 in conjunction with our audit of the Ind AS 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 (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company’s business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 with reference to financial statements were established and maintained and whether 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 Auditors’ judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of 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 March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR, RISHI SEKHRI AND ASSOCIATES****Chartered Accountants****FRN: 128216W**

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**CA RISHI SEKHRI****PARTNER****M.NO. 126656****PLACE: MUMBAI****DATE: 29.05.2019**

<b>BALANCE SHEET AS AT 31ST MARCH 2019</b>			
<b>(Amount in Rupees)</b>			
<b>Particulars</b>	<b>Notes</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
<b>ASSETS</b>			
<b>(1) Non-current Assets</b>			
(a) Property, plant and equipment		0	0
(b) Other Intangible Assets		0	0
<b>(c) Financial Assets</b>			
(i) Investments	1	419843947	366918832
(ii) Loans And Advances Long Term		0	0
(iii) Other Financial Assets		0	0
(d) Deferred Tax Assets (Net)		0	0
(e) Other non-current assets		0	0
		<b>419843947</b>	<b>366918832</b>
<b>(2) Current Assets</b>			
(a) Inventories	2	1209089	1209089
<b>(b) Financial Assets</b>			
(i) Trade Receivables	3	61306154	61306154
(ii) Cash & Cash Equivalents	4	251536	234051
(iii) Loans And Advances Short Term	5	119184643	66676113
(c) Current Tax Assets (Net)	6	8845	90011
(d) Other Current Assets	7	0	206015
		<b>181960267</b>	<b>129721433</b>
<b>TOTAL ASSETS</b>		<b>601804214</b>	<b>496640265</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	8	113600000	113600000
(b) Other Equity	9	318011895	350616048
<b>TOTAL EQUITY</b>		<b>431611895</b>	<b>464216048</b>
<b>LIABILITIES</b>			
<b>(1) Non - Current Liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	10	157647903	5025000
(b) Deferred Tax liability (Net)		0	0
		<b>157647903</b>	<b>5025000</b>
<b>(2) Current Liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Trade Payables	11	12531937	27231937
(b) Other Current Liabilities	12	12480	167280
		<b>12544417</b>	<b>27399217</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>601804214</b>	<b>496640265</b>
Statement of significant accounting policies and other explanatory notes form part of the balance sheet and statement of profit and loss.			
As per our Report of even date			
<b>FOR, RISHI SEKHRI &amp; ASSOCIATES</b>		<b>FOR AND ON BEHALF OF THE BOARD</b>	
<b>CHARTERED ACCOUNTANTS</b>			
<b>Firm Reg. No. 128216 W</b>			
<b>CA RISHI SEKHRI</b>		<b>GAURANGKUMAR VAISHNAV</b>	<b>SAGAR GAJERA</b>
<b>PARTNER</b>		<b>Director</b>	<b>Director</b>
<b>Membership No. 126656</b>		<b>DIN: 08175507</b>	<b>DIN: 08204868</b>
<b>Place: Mumbai</b>		<b>Place: Mumbai</b>	
<b>Date: 29.05.2019</b>		<b>Date: 29.05.2019</b>	

<b>PROFIT &amp; LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2019</b>			
<b>(Amount in Rupees)</b>			
<b>Particulars</b>	<b>Notes</b>	<b>2018-19</b>	<b>2017-18</b>
I. Revenue from Operations	13	8012500	11492983
II. Other Income	14	(9450)	1086344
<b>III. Total Revenue (I +II)</b>		<b>8003050</b>	<b>12579327</b>
<b>IV. Expenses:</b>			
Cost of Material Consumed		0	0
Purchase of Stock-in-Trade	15	7518157	12500685
Change in inventories of finished goods & work in progress	16	0	(1140943)
Employee Benefit Expense	17	180000	234500
Financial costs	18	1410	1181
Depreciation & Amortisation		0	0
Other Expenses	19	32907636	563176
<b>IV. Total Expenses</b>		<b>40607204</b>	<b>12158599</b>
V. Profit before tax	(III - IV)	(32604154)	420728
VI. Tax Expense:			
(1) Current Tax		0	0
(2) Earlier Year Tax		0	0
(3) Deferred Tax		0	0
(4) MAT Credit entitlement		0	0
VI. Profit/(Loss) for the period from Continuing Operations	(V - VI)	(32604154)	420728
<b>VII. Other Comprehensive Income</b>			
(i) Items that will not be reclassified to profit or loss		0	0
(ii) Tax relating to items that will not be reclassified to profit or loss		0	0
<b>Other Comprehensive Income for the year, net of tax</b>		<b>0</b>	<b>0</b>
<b>VIII. Total Comprehensive Income for the period (VII+VIII)</b>	(VI + VII)	<b>(32604154)</b>	<b>420728</b>
<b>IX. Earning per equity share (Basic and Diluted)</b>		<b>(2.87)</b>	<b>0.04</b>
<b>Significant Accounting Policies &amp; Notes on Accounts</b> <span style="float: right;"><b>26</b></span>			
The schedule referred above to form an integral part of the Profit & Loss in our report of even date.			
<b>FOR, RISHI SEKHRI &amp; ASSOCIATES</b>		<b>FOR AND ON BEHALF OF THE BOARD</b>	
<b>CHARTERED ACCOUNTANTS</b>			
Firm Reg. No. 128216 W			
<b>CA RISHI SEKHRI</b>		<b>GAURANGKUMAR VAISHNAV</b>	<b>SAGAR GAJERA</b>
<b>PARTNER</b>		<b>Director</b>	<b>Director</b>
<b>Membership No. 126656</b>		<b>DIN: 08175507</b>	<b>DIN: 08204868</b>
<b>Place: Mumbai</b>		<b>Place: Mumbai</b>	
<b>Date: 29.05.2019</b>		<b>Date: 29.05.2019</b>	

<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019</b>		
( Amount in Rupees)		
	2018-19	2017-18
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Profit before tax and extra ordinary items	(32604154)	420728
Adjustment For :		
Share of (profit)/loss from investment in partnership firm	0	0
Depreciation/amortization on continuing operation	0	0
Interest expenses	0	0
<b>Operating profit before working capital changes</b>	<b>(32604154)</b>	<b>420728</b>
<b>Movement in Working Capital :</b>		
Increase/(decrease) in Inventory	0	(1140943)
Increase/(decrease) in Trade receivables	(0)	4885385
Increase/(decrease) in Short Term Loan & Advances	(52508530)	(33546113)
Increase/(decrease) in Current Liabilities	(154800)	281
Increase/(decrease) in Trade Payable	(14700000)	27231937
Increase/(decrease) in Other Current Assets	206015	(90011)
Direct taxes paid (net of refunds)	81166	0
<b>Net Cash Flow from Operating Activities(A)</b>	<b>(99680303)</b>	<b>(2238736)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Investments /withdrawl in Partnership Firm	(52925115)	(3029796)
Increase/(decrease) in Long Term Loan & Advances	0	0
<b>Net Cash Flow from Investing Activities(B)</b>	<b>(52925115)</b>	<b>(3029796)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceed (Repayment) from long term borrowing	152622903	5025000
Proceed (Repayment) from short term borrowing	0	0
<b>Net Cash Flow from Financing Activities(C)</b>	<b>152622903</b>	<b>5025000</b>
Net increase/(decrease) in cash & cash equivalents(A+B+C)	17484	(243532)
Cash and Cash equivalents (Opening Balance)	234051	477583
<b>Cash and Cash equivalents (Closing Balance)</b>	<b>251536</b>	<b>234051</b>
<p>Previous Year's figures have been reclassified to confirm with current year's presentation, where applicable This is the Cash Flow Statement referred to in our report of even date.</p>		
<p><b>FOR, RISHI SEKHRI &amp; ASSOCIATES</b> <b>CHARTERED ACCOUNTANTS</b> <b>Firm Reg. No. 128216 W</b></p>		<p><b>FOR AND ON BEHALF OF THE BOARD</b></p>
<p><b>CA RISHI SEKHRI</b> <b>PARTNER</b> <b>Membership No. 126656</b> <b>Place: Mumbai</b> <b>Date: 29.05.2019</b></p>	<p><b>GAURANGKUMAR VAISHNAV</b> <b>Director</b> <b>DIN: 08175507</b> <b>Place: Mumbai</b> <b>Date: 29.05.2019</b></p>	<p><b>SAGAR GAJERA</b> <b>Director</b> <b>DIN: 08204868</b></p>



## Statement of change in equity share capital for the year ended March 31, 2019

## 7 (A) Equity Share Capital

Equity share capital of face value Rs. 10.00 each	No. of Shares	(Figures in Rs.)
Balance as at April 1, 2017	11360000	113600000
Changes in equity share capital during the year	0	0
Balance as at March 31, 2018	11360000	113600000
Changes in equity share capital during the year	0	0
Balance as at March 31, 2019	11360000	113600000

## 7 (B) Other equity

	Reserves and Surplus			Other Comprehensive Income	
	Capital Reserve	Securities Premium	Retained Earnings	Equity Instrument through OCI	Total
Balance at the beginning of the reporting period on 1st April 2017	0	332800000	17395320	0	350195320
Profit for the period	0	0	420728	0	420728
Other Comprehensive Income for the year	0	0	0		0
Balance as on 31st March 2018	0	332800000	17816048	0	350616048
Profit for the period	0	0	(32604154)	0	(32604154)
Other Comprehensive Income for the year	0	0	0	0	0
Balance as on 31st March 2019	0	332800000	(14788105)	0	318011895

Statement of significant accounting policies and other explanatory notes form part of the balance sheet and statement of profit and loss.

The Company has only one class of equity shares having a par value of Rs.10.00 per share. Each holder of equity shares is entitled to one vote per share.

The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting. In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity shares held by the shareholders.

**FOR, RISHI SEKHRI & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**FIRM REG. NO. 128216 W**

**FOR AND ON BEHALF OF THE BOARD**

**CA RISHI SEKHRI**  
**PARTNER**  
**M. No. 126656**  
**Place: Mumbai**  
**Date: 29.05.2019**

**GAURANGKUMAR VAISHNAV**      **SAGAR GAJERA**  
**Director**                                      **Director**  
**DIN: 08175507**                              **DIN: 08204868**  
**Place: Mumbai**  
**Date: 29.05.2019**

## Notes forming part of the financial statements

**Basis of preparation**

The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under Section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

**Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known / materialised.

**NON-CURRENT ASSETS****NOTE 1: FINANCIAL ASSETS - INVESTMENTS**

Amount in Rs.

Particulars	31.03.2019	31.03.2018
<b>(i) Quoted Equity Shares (At Fair value through OCI)</b>		
2719000 Eq Shares of Amradeep Industries Limited	2719000	2719000
7965950 Eq Shares of Amraworld Agrico Limited	7405713	7405713
0 (2) Eq Shares of Colama Commercials Limited	0	8000
600 Eq Shares of Exdon Trading Company Limited	162000	162000
6752 Eq Shares of Golden Legand Leasing & Finance Ltd	585508	585508
480000 Eq Shares of Integreted Financial Services Ltd	2300000	2300000
70000 Eq Shares of JSG Leasing Limited	700000	700000
768000 Eq Shares of Kalpataru Engineering Limited	19200000	19200000
268 Eq Shares of Lypsa Gems & Jewellery Limited	11000	11000
1098400 Eq Shares of Mahavir Impex Limited	653840	653840
600000 Eq Shares of Malabar Trading Company Limited	1800000	1800000
648810 Eq Shares of MFL India Limited	188000	188000
187600 Eq Shares of MFS Intercorp Limited	1876000	0
1676000 (176000) Eq Shares of Presha Metallurgical Ltd	22856000	7856000
100000 Eq Shares of Pressure Sensitive Systems I Ltd	800000	800000
1200 (130800) Eq Shares of Radhika Jeweltech Ltd	29153	3178279
3500000 Eq Shares of Regent Enterprises Limited	18600000	18600000
1800000 Eq Shares of Seven Hill Industries Limited	5400000	5400000
2621614 Eq Shares of Shital BioTech Limited	419458	419458
90000 Eq Shares of Shree Ganesh Bio Tech India Ltd	792000	792000
2179080 Eq Shares of Simplex Trading & Agencies Ltd	36181875	36181875
0 (1158000) Eq Shares of Sitashree Food Limited	0	17658748
1048000 (524000) Eq Shares of Sun Care Traders Ltd	14903285	14903285
3485500 Eq Shares of Sun & Shine Worldwide Limited	29018404	29018404
9974963 (9974463) Eq Shares of Sun Techno Overseas Ltd	2892465	2892610
22113 (922113) Eq Shares of Sword Edge Commercials Ltd	68036	19729744
880000 (300000) Eq Shares of Sylph Education Solutions Ltd	10655283	3695283
5312 Eq Shares of Sylph Technology Limited	18000	18000
3000 Eq Shares of Synergy Cosmetics EXIM Limited	2540	2540
200000 Eq Shares of United Polyfeb Gujarat Limited	20000000	20000000
2789544 Eq Shares of XO Infotech Limited	2100727	2100727
14000 (7000) Eq. Shares of Zeal Aqua Limited	920348	920348
2719000 Eq Shares of Amradeep Industries Limited	2719000	2719000
96250 Eq Shares of Monotona Securities Limited	2201547	2201547
5272000 Eq Shares of Sun & Shine Worldwide Limited	71524152	71524152
50 Eq Shares of Sword-Edge Commercials Limited	858	858
4000000 Eq Shares of XO Infotech Limited	32608755	32608755
Exdon Trading Company Limited	0	7440000
Interface Financial Services Limited	0	17352000
Kappac Pharma Limited	0	1054000
Presha Metallurgical Limited	0	1774157
<b>Total (i)</b>	<b>309593947</b>	<b>353855832</b>

<b>(ii) Unquoted Equity Shares</b>		
Eq. Shares of Balmukhi Textile Private Limited	0	1500000
Eq. Shares of Colama Commercials Limited	0	2000
Eq Shares of Northpole Finance Limited	0	25000
Eq. Shares of Omega Vincom Trading Pvt Ltd	0	1265000
Eq. Shares of Parvati Minerals Private Limited	0	5744000
Eq. Shares of Shalibhadra Steels Private Limited	0	200000
Eq. Shares of Shiva Texfabs Limited	0	1300000
Eq. Shares of Siddhi Vinayak Tradelink Pvt Ltd	0	400000
Eq. Shares of Vashi Constructions Private Limited	0	127000
Eq. Shares of Vikaram Coils Private Limited	0	2500000
<b>Total (ii)</b>	<b>0</b>	<b>13063000</b>
<b>(ii) Unquoted Equity Shares</b>	<b>0</b>	<b>0</b>
<b>Total (ii)</b>	<b>0</b>	<b>0</b>
<b>(iii) Investment in Partnership Firm (at Cost) Shreeji Capital Partners</b>	<b>110250000</b>	<b>0</b>
<b>Total (i+ii+iii)</b>	<b>419843947</b>	<b>366918832</b>

**CURRENT ASSETS****NOTE 2: FINANCIAL ASSETS- INVENTORIES**

Amount in Rs.

Particulars	31.03.2019	31.03.2018
Finished Goods	1209089	1209089
<b>Total</b>	<b>1209089</b>	<b>1209089</b>

**CURRENT ASSETS****NOTE 3 : FINANCIAL ASSETS- TRADE RECEIVABLES**

Amount in Rs.

Particulars	31.03.2019	31.03.2018
UNSECURED, CONSIDERED GOOD: (a) Outstanding for a period exceeding six months from the date they are due for payment	61306154	61306154
<b>Total</b>	<b>61306154</b>	<b>61306154</b>

**CURRENT ASSETS****NOTE 4 : FINANCIAL ASSETS- CASH AND CASH EQUIVALENT**

Amount in Rs.

Particulars	31.03.2019	31.03.2018
Balances with Bank		
- Current account	86728	164794
Cash in hand	164808	69258
<b>Total</b>	<b>251536</b>	<b>234051</b>

**NOTE 5 : FINANCIAL ASSETS -LOANS**

Particulars	31.03.2019	31.03.2018
Loans & Advance	119184643	66676113
<b>Total</b>	<b>945075</b>	<b>945075</b>

**NOTE 6 : Current tax Assets(Net)**

Particulars	31.03.2019	31.03.2018
Tax Assets(Net of Provision of tax)	8845	90011
<b>Total</b>	<b>8845</b>	<b>90011</b>

**NOTE 7 : Other Current Assets**

Particulars	31.03.2019	31.03.2018
Other Advances	0	206015
<b>Total</b>	<b>0</b>	<b>206015</b>

**NOTE 8: EQUITY SHARE CAPITAL**

Particulars	As at March 31,2019		As at March 31,2018	
	No.	Rs.	No.	Rs.
<b>A. Authorized:</b> Equity shares of Rs. 10/- each	13000000	130000000	13000000	130000000
<b>Total</b>	<b>13000000</b>	<b>130000000</b>	<b>13000000</b>	<b>130000000</b>
<b>B. Issued, Subscribed &amp; Fully Paid-up:</b> Equity shares of Rs. 10/- each	11360000	113600000	11360000	113600000
<b>Total</b>	<b>11360000</b>	<b>113600000</b>	<b>11360000</b>	<b>113600000</b>

**Disclosures: Details of Shareholding in excess of 5%**

Name of Shareholder	As at March 31,2019		As at March 31,2018	
	No.	%	No.	%
INDURAM DEVELOPERS PVT LTD	1500000	13.20	1500000	13.20
SHALIBHADRA STEEL PVT LTD	1500000	13.20	1500000	13.20
RAMASHIVA LEASE FINANCE LIMITED	1500000	13.20	0	0.00
XO INFOTECH LIMITED	1500000	13.20	0	0.00
STRATEGIC SHARE SOLUTIONS PRIVATE LIMITED	1500000	13.20	0	0.00
Sun Techno Overseas Ltd	1500000	13.20	0	0.00
Simplex Trading & Agencies Ltd	1000000	8.80	0	0.00
NEHA R SHETHWALA	0	0.00	1000000	8.80
SOMAR COMMODITIES PVT LTD	0	0.00	1500000	13.20
SHANTI TRADELINK PVT LTD	0	0.00	1500000	13.20
SHAH REALCOM PVT LTD	0	0.00	1500000	13.20
VISHAL REALITY MANAGEMENT LTD	0	0.00	1500000	13.20

**NOTE 9 : OTHER EQUITY**

Particulars	31.03.2019	31.03.2018
(a) Capital reserve	0	0
(b) Security Premium	332800000	332800000
(C) Retained Earnings	(14788105)	17816048
<b>Total</b>	<b>318011895</b>	<b>350616048</b>

**NON CURRENT LIABILITIES****NOTE 10 : Financial Liabilities-Borrowings**

Particulars	Amount in Rs.	
	31.03.2019	31.03.2018
<b>(a) Unsecured Loan:</b>		
Unsecured Loans	157647903	5000000
Vikaram Sanghavi	0	25000
<b>(b) Bank Overdraft</b>	0	0
<b>Total</b>	<b>157647903</b>	<b>5025000</b>

**CURRENT LIABILITIES****NOTE 11 : FINANCIAL LIABILITIES-TRADE PAYABLES**

Particulars	31.03.2019	31.03.2018
Trade payable: Others	12531937	27231937
<b>Total</b>	<b>12531937</b>	<b>27231937</b>

**CURRENT LIABILITIES****NOTE 12 : OTHER CURRENT LIABILITIES**

Particulars	31.03.2019	31.03.2018
Provisions	15000	157000
Other Liabilities	0	12800
Duties & Taxes	(2520)	(2520)
<b>Total</b>	<b>(12955)</b>	<b>2696053</b>

<b>Note : 13 Revenue from Operations</b>			
<b>Sr. No</b>	<b>Particulars</b>	<b>F.Y. 2018-19</b>	<b>F.Y. 2017-18</b>
1	Sale(Shares )	8012500	11492983
	<b>Total</b>	<b>8012500</b>	<b>11492983</b>

<b>Note : 14 Other Income</b>			
<b>Sr. No</b>	<b>Particulars</b>	<b>F.Y. 2018-19</b>	<b>F.Y. 2017-18</b>
1	Profit /(Loss) from Partnership Firm	(9450)	0
2	Short Term Capital Gain On M/F	0	186233
3	Interest Income	0	900111
	<b>Total</b>	<b>(9450)</b>	<b>1086344</b>

<b>Note : 15 Purchase of Stock</b>			
<b>Sr. No</b>	<b>Particulars</b>	<b>F.Y. 2018-19</b>	<b>F.Y. 2017-18</b>
1	Purchase (Shares And Diamonds)	7518157	12500685
	<b>Total</b>	<b>7518157</b>	<b>12500685</b>

<b>Note : 16 Change in Inventories</b>			
<b>Sr. No</b>	<b>Particulars</b>	<b>F.Y. 2018-19</b>	<b>F.Y. 2017-18</b>
1	Inventories at the beginning of the year - Finished Goods	1209089	68146
2	Inventories at the end of the year - Finished Goods	1209089	1209089
	<b>Total</b>	<b>0</b>	<b>(1140943)</b>

<b>Note : 17 Employment Benefit Expenses</b>			
<b>Sr. No</b>	<b>Particulars</b>	<b>F.Y. 2018-19</b>	<b>F.Y. 2017-18</b>
1	Salaries & Wages	180000	234500
	<b>Total</b>	<b>180000</b>	<b>234500</b>

<b>Note : 18 Financial Cost</b>			
<b>Sr. No</b>	<b>Particulars</b>	<b>F.Y. 2018-19</b>	<b>F.Y. 2017-18</b>
1	Bank Charges	1410	1181
	<b>Total</b>	<b>1410</b>	<b>1181</b>

<b>Note : 19 Other Expenses</b>			
<b>Sr. No</b>	<b>Particulars</b>	<b>F.Y. 2018-19</b>	<b>F.Y. 2017-18</b>
1	Advertisement Expenses	0	0
2	Audit Fees	15000	10000
3	Balance Write Off	197251	0
4	Computer Charges	0	1750
5	Delay Payment Charges	10235	1049
6	Demat Charges	1180	1150
7	Electricity Expenses	0	2300
8	Income Tax Expense	0	0
9	Loss on sale of share	32264152	287816
10	Mobile Expenses	0	3000
11	Office Expenses	18750	10551
12	Other Charges	0	3758
13	Printing & Stationery Expenses	0	900
14	Professional & Legal Fees	72050	56150
15	Rent	96000	17500
16	ROC Charges	12500	11100
17	S.T.T.	4855	4052
18	SEBI Penalty	215663	152100
	<b>Total</b>	<b>32907636</b>	<b>563176</b>

**Note: 20 Significant Accounting Policies:****a) General:**

- i) Accounting policies not specifically referred to otherwise are in consistence with earlier year and in consonance with generally accepted accounting principles.
- ii) Expenses and income considered payable and receivable respectively are accounted for on accrual basis.

**b) Valuation of Inventories:** Inventories are valued at lower of cost and net realizable value. In determining cost FIFO method is used.

**c) Fixed assets and depreciation:** There are no Fixed Assets held by the company during the year.

**d) Investments:** Investment in the company is valued at cost.

**e) Foreign currency Transactions:** There is no foreign currency transaction.

**f) Retirement Benefits:** Provident fund and employees state insurance scheme contribution is not applicable to the company.

**g) Taxes on Income:**

**Current Tax:** Provision for Income-Tax is determined in accordance with the provisions of Income-tax Act 1961.

**Deferred Tax Provision:** Deferred tax is recognized, on timing difference, being the difference between the taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

**Note: 21** Balances of Sundry Debtors, Creditors, Loans and Advances are subject to confirmation and reconciliation.

**Note: 22** In the opinion of the Board of directors, the current assets, Loans & advances are approximately of the value stated if realized in the ordinary course of business. The provision of all known liabilities is adequate and not in excess of the amount reasonably necessary.

**Note: 23** No remuneration has been paid to the directors during the year.

**Note: 24** No related party transaction was carried out during the year.

**Note: 25** there is no reportable segment as per the contention of the management.

**Note: 26** Basic and Diluted Earnings per share (EPS) computed in accordance with Accounting Standard (AS) 20 "Earning per Share"

Particulars	31.03.2019 Rs.	31.03.2018 Rs.
<b>Numerator</b> Profit / (Loss) after Tax	(32604154)	420728
<b>Denominator</b> Weighted average number of Nos. Equity shares	11360000	11360000
<b>EPS (Basic &amp; Diluted)</b> Numerator/Denominator	(2.87)	0.04

**Note: 27**

Payment to Auditor's	2018-19 Rs.	2017-18 Rs.
For Audit	15000	10000
For Company Matters	00	00

**Note: 28** previous year figures have been regrouped and recasted wherever necessary.

**Signature to Notes '1' to '27'**  
As per our report on even date

**FOR, RISHI SEKHRI & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**FIRM REG. NO. 128216 W**

**FOR AND ON BEHALF OF THE BOARD**

**CA RISHI SEKHRI**  
**PARTNER**  
**M. No. 126656**  
**Place: Mumbai**  
**Date: 29.05.2019**

**GAURANGKUMAR VAISHNAV**      **SAGAR GAJERA**  
Director                                      Director  
DIN: 08175507                      DIN: 08204868  
**Place: Mumbai**  
**Date: 29.05.2019**

## SAIANAND COMMERCIAL LIMITED

CIN: L51900MH1984PLC034881

Reg. Office: BW6050, TOWER B, WEST WING, 6TH FLOOR, BHARAT DIAMOND BOURSE, BANDRA KURLA COMPLEX MUMBAI MH 400051

35th ANNUAL GENERAL MEETING On 27.09.2019 at 01.00 p.m. at BW6050, Tower B, West Wing, 6th Floor, Bharat Diamond Bourse, Bandra Kurla Complex, Mumbai-400051

DP. Id*		Name & address of the registered shareholder
Client Id*		
Regd. Folio No.		

\* Applicable for shareholding in electronic form.

I/We certify that I/We am/are a registered shareholder / proxy for the registered shareholder of the Company. I/We hereby record my/our presence at the 32nd Annual General Meeting of the Company.

\_\_\_\_\_  
*Signature of Member/s/ Proxy*

**NOTE:** A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.

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## PROXY FORM

## Form No MGT-11

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

CIN	L51900MH1984PLC034881
Name of Company	SAIANAND COMMERCIAL LIMITED
Reg. Office Address	BW6050, TOWER B, WEST WING, 6TH FLOOR, BHARAT DIAMOND BOURSE, BANDRA KURLA COMPLEX MUMBAI Mumbai City MH 400051 IN
Name of the Member	
Registered Address	
E Mail Id	
Folio No./Client ID	

I/We, being the member (s) of SAIANAND COMMERCIAL LIMITED hereby appoint

Name			
Address			
E mail Id		Signature	

OR FAILING HIM

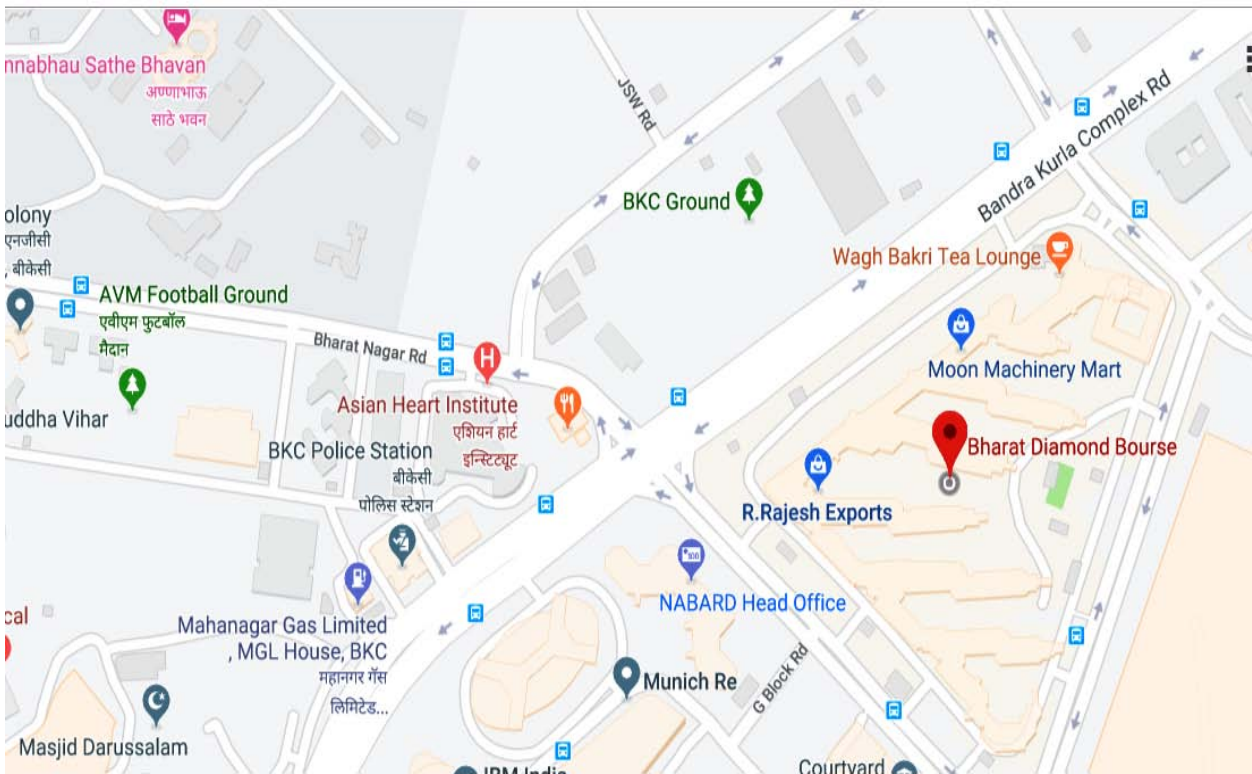
Name			
Address			
E mail Id		Signature	

OR FAILING HIM

Name			
Address			
E mail Id		Signature	



## Route Map to the venue of the AGM



As my/ our Proxy to attend and vote for me/us on my/ our behalf at the 32nd Annual General Meeting of the Company to be held on 27.09.2019 at 01:00 p.m. at **BW6050, TOWER B, WEST WING, 6TH FLOOR, BHARAT DIAMOND BOURSE, BANDRA KURLA COMPLEX MUMBAI MH 400051 IN** and at any adjournment thereof and respect of such resolution mentioned below:

### BALLOT FORM

Resolution No.	Resolution	Nature of Resolution	*Optional	
			For	Against
<b>Ordinary Business</b>				
01	Adoption of financial statement for the year ended 31st March, 2019, together with Auditors' Report and Directors' Report.	Ordinary		
02	Re Appointment of Mrs. Karishma Sanghvi, who retires by rotation.	Ordinary		
03	Appointment Gaurang Vaishnav as Independent Director of the Company.	Special		
04	Appointment Sagar Gajera as Independent Director of the Company.	Special		

Signed on this .....day of .....2019.

Affix  
Revenue  
Stamp

Signature of shareholder ...../ Signature of Proxy .....

#### 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 For the Resolution, Explanatory Statement and Notes, please refer to Notice of the Annual General Meeting forming part of the Annual report.
- 3 \*It is Optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitle to vote in the manner as he/she thinks appropriate.

# BOOK-POST

To,

**If undelivered, please return to:**

**SAIANAND COMMERCIAL LIMITED**

**Reg. Office: BW6050, TOWER B, WEST WING, 6TH FLOOR, BHARAT DIAMOND BOURSE, BANDRA KURLA COMPLEX  
MUMBAI MH 400051 IN**