

**ADVENTZ SECURITIES ENTERPRISES LIMITED**

**ANNUAL REPORT  
F.Y. - 2018-2019**

**ANNUAL REPORT AND ACCOUNTS  
2018-2019**

**BOARD OF DIRECTORS**

**Mr. Rewati Raman Goenka (Chairman & Independent)**  
**Mr. Akshay Poddar (Non Independent)**  
**Mrs. Puja Poddar (Non Independent)**  
**Mr. Gaurav Agarwala (Non Independent)**  
**Mr. Piyush Khaitan (Independent)**  
**Mr. Kunal Agarwala Independent)**

**MANAGER &  
CHIEF FINANCIAL OFFICER (CFO)**

**Mr. Devendra Khemka**

**COMPANY SECRETARY**

**Ms. Punam Singh**

**BANKERS**

**HDFC Bank Limited**  
**Kotak Mahindra Bank Limited**

**AUDITORS**

**M/s. Chaturvedi & Company**  
**Chartered Accountants**  
**60, Bentinck Street,**  
**Kolkata - 700 069**

**REGISTERED OFFICE**

**Hongkong House**  
**31, B. B. D. Bagh (s)**  
**Kolkata - 700 001**

**REGISTRAR & SHARE  
TRANSFER AGENT**

**M/s. Zuari Finserv Limited**  
**(Formerly: Zuari Investments Private Limited)**  
**Jai Kisan Bhawan**  
**Zuarinagar, Goa-403 726**

**CIN**

**L36993WB1995PLC069510**

## **NOTICE TO THE SHAREHOLDERS**

**NOTICE** is hereby given that the Thirty Fifth Annual General Meeting (AGM) of the members of **Adventz Securities Enterprises Limited** will be held on Monday, 26<sup>th</sup> August, 2019, at 11:00 a.m. at the Registered Office of the Company at “Hongkong House”, 31, B. B. D. Bagh(s), Kolkata – 700 001, to consider the following business:

### **Ordinary Business**

**1. Adoption of Financial Statements**

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019, together with the Reports of the Board of Directors and Auditors thereon.

**2. Appointment of Director**

To appoint a Director in place of Mr. Akshay Poddar (DIN: 00008686) who retires by rotation and being eligible offers himself for re-appointment.

### **Special Business**

**To consider and if thought fit, to pass the following Resolutions as a Special Resolutions:-**

**Item No. 3**

**Re-Appointment of Mr. Rewati Raman Goenka as an Independent Non-Executive Director**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rewati Raman Goenka (DIN: 00375716), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect commencing from the conclusion of this AGM and whose office shall not be liable to retire by rotation”.

**“RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations,

2018”), Mr. Rewati Raman Goenka on attaining the age of 75 (seventy five) years on 15/08/2021 during the above term of re-appointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 2 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.”

#### **Item No. 4**

##### **Re-Appointment of Mr. Piyush Khaitan as an Independent Non-Executive Director**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Piyush Khaitan (DIN: 00348151), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect commencing from the conclusion of this AGM and whose office shall not be liable to retire by rotation”.

“**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations, 2018”), Mr. Piyush Khaitan on attaining the age of 75 (seventy five) years on 19/10/2021 during the above term of re-appointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 2 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.”

#### **Item No. 5**

##### **Re-Appointment of Mr. Kunal Agarwala as an Independent Non-Executive Director**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

Mr. Kunal Agarwala (DIN: 01205529), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect commencing from the conclusion of this AGM and whose office shall not be liable to retire by rotation”.

**Registered Office:**

Hongkong House  
31, B. B. D. Bagh(s)  
Kolkata – 700 001  
Phone: 033- 2248 8891  
Fax: 033- 2243 7215  
Email: [corp@poddarheritage.com](mailto:corp@poddarheritage.com)  
Website: [www.poddarheritage.com](http://www.poddarheritage.com)  
CIN: L36993WB1995PLC069510

By Order of the Board of Directors  
**For Adventz Securities Enterprises Limited**

Punam Singh  
**Company Secretary**  
ICSI Membership No: 38649

**Dated: 29<sup>th</sup> July, 2019**

**NOTES:**

1. **PROXIES:**

*A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her stead on a poll and the proxy need not be a member of the company.*

*Proxies in order to be effective must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a 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 carrying voting rights. Any person holding more than 10% of the total Equity Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member.*

*Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.*

*Members, Proxies and Authorised Representatives are requested to bring to the meeting, the attendance slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. Duplicate attendance slip or copies of the Report and Accounts will not be made available at the AGM venue.*

2. **Communication:**

Electronic copy of the Notice of the Annual General Meeting (AGM) along with the Annual Report 2018-2019 of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents / Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email IDs, physical copies of the Notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through permitted mode.

Members are requested to support Green initiative by registering/updating their e-mail addresses with the Depository participant (in case of shares in dematerialized form) or with Zuari Finserv Limited (in case of Shares held in physical form). Members may also note that the Notice of the 35<sup>th</sup> AGM and the Annual Report for FY 2018-19 will be available on the Company's website [www.poddarheritage.com](http://www.poddarheritage.com) for their download and also on the website of Central Depository Services (India) Limited viz. [www.evotingindia.com](http://www.evotingindia.com). For any communication, the shareholders may also send requests to the Company's investor email id: [corp@poddarheritage.com](mailto:corp@poddarheritage.com).

3. **Route Map:**

A route map showing directions to reach the venue of the 35<sup>th</sup> AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".

4. **Registrar & Share Transfer Agents and Depository Participant:**

**M/s Zuari Finserv Limited** (Formerly known as Zuari Finserv Private Limited) is the Registrar and Share Transfer Agent (RTA) of the Company. All investor related communication may be addressed to the following address:

**Registered Office:**

M/s Zuari Finserv Limited  
Jai Kisaan Bhawan  
Zuarinagar,  
Goa – 403726  
Tel no.91-0832-2592509

**Corporate Office:**

M/s Zuari Finserv Limited  
Corporate 1 First Floor 5,  
Commercial Centre  
Jasola, New Delhi - 110025  
Contact Personnel: Mr. Krishan Kant:  
Tel no.: 91-011-46581300, 91-011-41697900  
Fax no.91-011-40638679

requested to send the intimation for change of address to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.

Members are further requested to intimate directly to the Company's Registrar and Share Transfer Agent

- a) changes, if any in their address at an early date
  - b) apply for consolidation of folios, if shareholdings are under multiple folios
  - c) quote ledger folio numbers in all their correspondence
  - d) send their share certificate(s) for consolidation
  - e) members holding shares in physical format and desirous of making/changing nomination in respect of their holding forms for making nominations as per section 72 of the Companies Act, 2013 in prescribed Forms SH-13 and SH-14.
  - f) to send their email address for forwarding all communication on mail as per green initiatives of Ministry of Corporate Affairs
5. The Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday, 17<sup>th</sup> August, 2019, to Monday, 26<sup>th</sup> August, 2019**. (Both days inclusive).
6. Members holding shares in the physical format are advised to dematerialize their shares to avail easy liquidity and to prevent loss of physical certificates. Further pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository
7. PAN Submission:  
The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents/Company. (Form Enclosed)

8. Inspection by Members:

All Statutory Registers and relevant documents referred to in the Notice and the Explanatory Statement, if any, shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 10.30 a.m. to 5.00 p.m. upto the date of the Annual General Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

9. A brief resume of each of the director/directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Clause 1.2.5 of Secretarial Standards-2 on General Meetings, pertaining to Details of Directors seeking Appointment/ Reappointment at the Annual General Meeting is annexed herewith as Annexure 1 and will also be furnished in the report on Corporate Governance.

10. Members who wish to obtain further information on the Financial Statements for the year ended March 31, 2019, may send their queries at least seven days before the Annual General Meeting addressed to Company Secretary at the registered office of the Company or at Email ID: corp@poddarheritage.com.

11. Voting through Electronic Means

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 35<sup>th</sup> AGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL). Please note that members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again. Members are requested to follow the instruction below to cast their vote through e-voting.

The instructions for e-voting are as under. Members are requested to follow the instructions below to cast their vote through e-voting:

Commencement of remote e-voting : **Tuesday, 20<sup>th</sup> August, 2019, 09.00 a.m.**

End of remote e-voting : **Sunday, 25<sup>th</sup> August, 2019, 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 on Friday, 16<sup>th</sup> August, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



Scrutinizer: The Company has appointed Mr. Atul Kumar Labh., Practicing Company Secretary (FCS No. 4848/C.P. No. 3238), as Scrutinizer for conducting the electronic voting process (both remote e-voting and voting at the AGM through physical ballots) in a fair and transparent manner.

***Instruction and other information relating to e-voting are as under:***

- I. In case of Members receiving e-mail:
- (i) Log on to the remote e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - (ii) Click on “Shareholders” tab.
  - (iii) Now, select “Adventz Securities Enterprises Limited” from the drop down menu and click on “SUBMIT”
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) However, 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 first two letters of their name and the 8 digits of the sequence number in the PAN field – excluding special character and space. (viz., if your name is Ramesh Kumar with sequence number 00000001 then enter RA00000001 in the PAN field. – Sequence Number is communicated in the Attendance Slip.)
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter your DP ID Together with Client ID or Registered Folio number in the Dividend B

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-

voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For **Members** holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <**Adventz Securities Enterprises 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If a Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note to Non- Individual Shareholders/ Institutional shareholders**
  - Non-Individual shareholders/Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp & sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - 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).

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

(xx) (a) Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.

(b) The remote e-voting period begins on, **Tuesday, 20<sup>th</sup> August, 2019, 09.00 a.m. and ends on Sunday, 25<sup>th</sup> August, 2019, 5.00 p.m.** During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form as on cut-off date 16<sup>th</sup> August, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

- II. Institutional members/Body Corporates (i.e. other than individuals, HUF, NRI etc.) who are authorized to vote, are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) through e-mail at [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com)(Scrutinizer) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 24<sup>th</sup> August, 2019, without which the vote shall not be treated as valid.
- III. In case you have any queries or issues regarding e-voting, please contact the Company or Registrar & Share Transfer Agent or send mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [corp@poddarheritage.com](mailto:corp@poddarheritage.com).
- IV. The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company.
- V. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within 48 hours of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VI. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.poddarheritage.com](http://www.poddarheritage.com) and on website of CDSL e-Voting [www.evotingindia.com](http://www.evotingindia.com) within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to Delhi Stock Exchange (de-recognized by the SEBI), Calcutta Stock Exchange and the Metropolitan Stock Exchange of India Limited(MSEI), where the shares of the Company are listed.
- VII. A facility for voting through Ballot Paper is being made available at the Annual General Meeting of the Company and the Members attending the meeting who have not cast their vote by remote e-voting can exercise their right during the meeting on 26<sup>th</sup> August, 2019, between 11.00 a.m. till the conclusion of the meeting.

## **Explanatory Statement**

Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.

### **ITEM NO. 3**

Mr. Rewati Raman Goenka was appointed as an Independent Non-Executive Director of the Company by the members at the 30<sup>th</sup> AGM of the Company held on 15<sup>th</sup> September, 2014, for a period of five consecutive years commencing from 15<sup>th</sup> September, 2014. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. He further informed that based on recommendation of the remaining directors of the Nomination and Remuneration Committee and the approval of the Board of Directors in their respective meeting held on 29<sup>th</sup> July, 2019, subject to approval of Members at this AGM and considering the increased activities, experience, responsibilities and contribution of Mr. Goenka in development and growth of the Company, and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rewati Raman Goenka, being eligible for re-appointment as an Independent Director, consent of the Members is sought for the re-appointment of Mr. Rewati Raman Goenka as an Independent Non-Executive Director for second term of five consecutive years commencing from the conclusion of this AGM. The Company has received a declaration from Mr. Rewati Raman Goenka, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Rewati Raman Goenka confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Rewati Raman Goenka is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

Mr. Rewati Raman Goenka satisfies all the conditions set out in section 149(6) of the Companies Act, 2013 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and Chapter IV, Regulation 16(1) of SEBI Listing Regulations (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) for being eligible for re-appointment, and has submitted to the Company his consent for re-appointment.

Further, subject to the consent of the members, Mr. Rewati Raman Goenka shall stand eligible for holding chairmanship/membership and considered inducted in the respective

committees of the Company in which he was/is a chairman/member before his re-appointment.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect". Mr. Rewati Raman Goenka will attain the age of 75 years on 15/08/2021 and hence continuation beyond 75 years requires the approval of members by way of a special resolution.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 29<sup>th</sup> July, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management during his tenure and outcome of performance evaluation of the Independent Directors, requisite approval from shareholders is sought for. Further Mr. Rewati Raman Goenka shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Rewati Raman Goenka to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013. A copy of the draft letter for re-appointment of Mr. Rewati Raman Goenka setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Rewati Raman Goenka as an Independent Director of the Company for a further term of 5 years. This Explanatory Statement may also be regarded as an appropriate disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

#### **ITEM NO. 4**

Mr. Piyush Khaitan was appointed as an Independent Non-Executive Director of the Company by the members at the 30<sup>th</sup> AGM of the Company held on 15<sup>th</sup> September, 2014,

for a period of five consecutive years commencing from 15<sup>th</sup> September, 2014. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. He further informed that based on recommendation of the remaining directors of the Nomination and Remuneration Committee and the approval of the Board of Directors in their respective meeting held on 29<sup>th</sup> July, 2019, subject to approval of Members at this AGM and considering the increased activities, experience, responsibilities and contribution of Mr. Piyush Khaitan in development and growth of the Company, and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Piyush Khaitan, being eligible for re-appointment as an Independent Director, consent of the Members is sought for the re-appointment of Mr. Piyush Khaitan as an Independent Non-Executive Director for second term of five consecutive years commencing from the conclusion of this AGM. The Company has received a declaration from Mr. Piyush Khaitan, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Piyush Khaitan confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Piyush Khaitan is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

Mr. Piyush Khaitan satisfies all the conditions set out in section 149(6) of the Companies Act, 2013 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and Chapter IV, Regulation 16(1) of SEBI Listing Regulations (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) for being eligible for re-appointment, and has submitted to the Company his consent for re-appointment.

Further, subject to the consent of the members, Mr. Piyush Khaitan shall stand eligible for holding chairmanship/membership and considered inducted in the respective committees of the Company in which he was/is a chairman/member before his re-appointment.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect". Mr. Piyush Khaitan will attain the age of 75 years on 19/10/1946 and hence continuation beyond 75 years requires the approval of members by way of a special resolution.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 29<sup>th</sup> July, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management during his tenure and outcome of performance evaluation of the Independent Directors, requisite approval from shareholders is sought for. Further Mr. Piyush Khaitan shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Piyush Khaitan to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013. A copy of the draft letter for re-appointment of Mr. Piyush Khaitan setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Piyush Khaitan as an Independent Director of the Company for a further term of 5 years. This Explanatory Statement may also be regarded as an appropriate disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

#### **ITEM NO. 5**

Mr. Kunal Agarwala was appointed as an Independent Non-Executive Director of the Company by the members at the 30<sup>th</sup> AGM of the Company held on 15<sup>th</sup> September, 2014, for a period of five consecutive years commencing from 15<sup>th</sup> September, 2014. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. He further informed that based on recommendation of the remaining directors of the Nomination and Remuneration Committee and the approval of the Board of Directors in their respective meeting held on 29<sup>th</sup> July, 2019, subject to approval of Members at this AGM and considering the increased activities, experience, responsibilities and contribution of Mr. Kunal Agarwala in development and growth of the Company, and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kunal Agarwala, being eligible for re-appointment as an Independent Director, consent of the Members is sought for the re-appointment of Mr. Kunal Agarwala as an Independent Non-Executive Director for second term of five consecutive years commencing from the conclusion of this AGM. The Company has received a declaration from Mr. Kunal Agarwala, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Kunal Agarwala confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Kunal Agarwala is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

Mr. Kunal Agarwala satisfies all the conditions set out in section 149(6) of the Companies Act, 2013 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and Chapter IV, Regulation 16(1) of SEBI Listing Regulations (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) for being eligible for re-appointment, and has submitted to the Company his consent for re-appointment.

Disclosures under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Further, subject to the consent of the members, Mr. Kunal Agarwala shall stand eligible for holding chairmanship/membership and considered inducted in the respective committees of the Company in which he was/is a chairman/member before his re-appointment.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Kunal Agarwala to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013. A copy of the draft letter for re-appointment of Mr. Kunal Agarwala setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for



re-appointment of Mr. Kunal Agarwala as an Independent Director of the Company for a further term of five years. This Explanatory Statement may also be regarded as an appropriate disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

Except Mr. Rewati Raman Goenka, Mr. Piyush Khaitan and Mrs. Kunal Agarwala being appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out respectively Item No. 3, 4 and 5.

**Registered Office:**

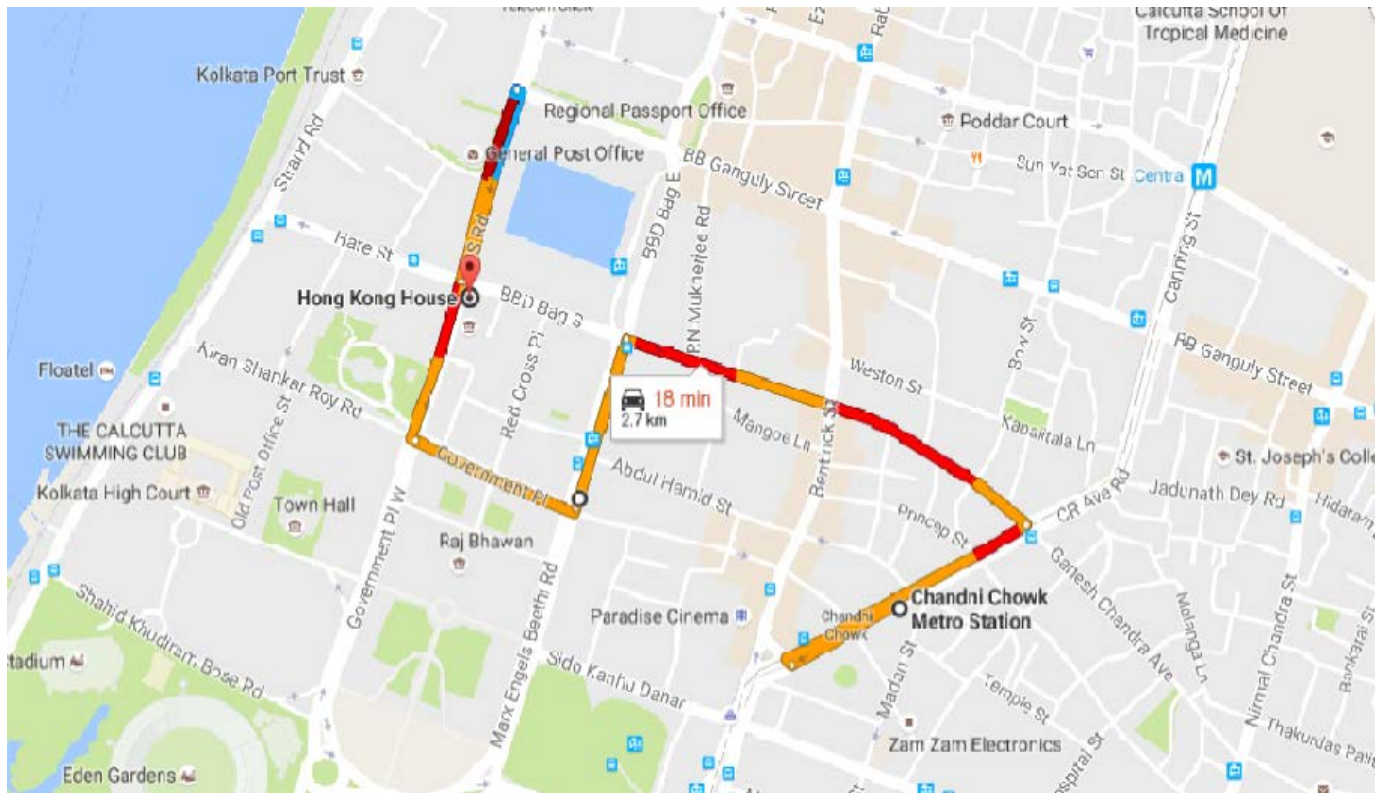
HongkongHouse  
31, B. B. D. Bagh(s)  
Kolkata – 700 001  
Phone: 033- 2248 8891  
Fax: 033- 2243 7215  
Email: [corp@poddarheritage.com](mailto:corp@poddarheritage.com)  
Website: [www.poddarheritage.com](http://www.poddarheritage.com)  
CIN: L36993WB1995PLC069510

By Order of the Board of Directors  
**For Adventz Securities Enterprises Limited**

Punam Singh  
**Company Secretary**  
ACS No: 38649

**Dated: 29<sup>th</sup> July, 2019**

## Route Map



## Annexure to the Notice

### Related Information of Directors seeking appointment or re-appointment at the forthcoming Annual General Meeting.

(In pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standards)

Name of the Director	Mr. Akshay Poddar	Mr. Rewati Raman Goenka	Mr. Piyush Khaitan	Mr. Kunal Agarwala
Age (in years)	43	72	72	42
Qualification	Honours in Accounting & Finance from London School of economics and Political Science, University of London	MBA from IIM, Kolkata	B.Com(H)	Honours in Accounting from University of Calcutta
Date of first Appointment on Board	28-04-2001	12-12-2006	30-06-2000	04-03-2013
Expertise in specific functional areas	Managing large business set ups			
Remuneration last drawn	Nil	N.A.	N.A.	N.A.
Shareholding in the Company	Nil	Nil	Nil	Nil
Relationship with other Directors/KMP	Puja Poddar (Wife) Gaurav Agarwala (Brother-in-law)	N.A.	N.A.	N.A.
Directorship held in other Companies with Chairmanship/membership in committees	Lionel Edwards Ltd	Siddhartha Apparels Private Ltd	Ishani Capitals Pvt. Ltd.	Gagan Distributors Pvt. Ltd.
	Lionel India Ltd	Adroit Urban Developers Private Ltd	P & A Tradco Pvt. Ltd.	Orde Management Vt. Ltd
	Mangalore Chemicals & Fertilisers Ltd	Adroit Management Services LLP	Maaya Shree Diamond Jewellers Private Ltd	GA Logistics Private Ltd
	Texmaco Infrastructure & Holdings Ltd	Adroit Affordable Housing LLP		Axl- Exploration Private Ltd
	Texmaco Rail & Engineering Ltd	Adroit Developers and Infrastructure LLP		Indradev Projects Private Ltd
	Zuari Agro Chemicals Ltd			Namoshivam Properties Private Ltd
	YPO (Calcutta)			
	Indian Chamber of Commerce			
	The Fertiliser Association of India			
	Abhishek Holdings Pvt Ltd.			
	Adventz Finance Pvt Ltd			
	Adventz Investment Co Pvt Ltd			
	Greenland Trading Pvt Ltd			
	Indrakshi Trading Co Pvt Ltd			
	Hettich India Private Ltd			
	Touax Texmaco Railcar Leasing Pvt Ltd			
	Adventz Homecare Pvt Ltd			
Chairman / Member of the Committee in which he is a Director apart from this Company	Texmaco Infrastructure & Holdings Ltd <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Investors/Shareholders Grievance and Share Transfer Committee</li> <li>• Nomination &amp; Remuneration Committee.</li> </ul>			
	Texmaco Rail & Engineering Ltd <ul style="list-style-type: none"> <li>• Investors/Shareholders Grievance and Share Transfer Committee</li> <li>• Nomination &amp; Remuneration Committee.</li> </ul>			
	Zuari Agro Chemicals Ltd <ul style="list-style-type: none"> <li>• Nomination &amp; Remuneration Committee</li> <li>• CSR Committee</li> </ul>			

**ADVENTZ SECURITIES ENTERPRISES LIMITED**

**CIN: L36993WB1995PLC069510**

**Registered Office: "HONGKONG HOUSE", 31 B.B.D. Bagh (S), Kolkata - 700001, West Bengal**

**E-Mail ID: corp@poddarheritage.com**

**Website: www.poddarheritage.com**

**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 : L36993WB1995PLC069510**

Name of Company : **ADVENTZ SECURITIES ENTERPRISES LIMITED**

Registered Office : **"HONGKONG HOUSE", 31 B.B.D. Bagh (S), Kolkata - 700001, West Bengal**

Name of the Member (s) : \_\_\_\_\_

Registered Address : \_\_\_\_\_

E-mail ID : \_\_\_\_\_

Folio No/Client ID No. : \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of above named company, hereby appoint:

(1) Name : \_\_\_\_\_ E-mail Id : \_\_\_\_\_

Address : \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him

(2) Name : \_\_\_\_\_ E-mail Id : \_\_\_\_\_

Address : \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him

(3) Name : \_\_\_\_\_ E-mail Id : \_\_\_\_\_

Address : \_\_\_\_\_ Signature : \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35<sup>th</sup> Annual General of the Company, to be held on the 26<sup>th</sup> day of August, 2019, Monday at 11.00 a.m. at the Registered Office of the Company at Hongkong House, 31, B.B.D. Bagh(s), Kolkata – 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.	Resolution	Type of Resolution	Vote (Optional :Please see Note 2) (Please mention no. of shares)	
			For	Against
1	Adoption of Standalone and Consolidated Financial Statements	Ordinary		
2	Appointment of Mr. Akshay Poddar as a director liable to retire by rotation	Ordinary		
3	Re-appointment of Mr. Rewati Raman Goenka for a second term of 5 years as Non- Executive Independent Director Tenure to continue even after attaining 75 years of age in between tenure	Special		
4	Re-appointment of Mr. Piyush Khaitan for a second term of 5 years as Non- Executive Independent Director Tenure to continue even after attaining 75 years of age in between tenure	Special		
5	Re-appointment of Mr. Piyush Khaitan for a second term of 5 years as Non- Executive Independent Director	Special		

Signed this \_\_\_\_\_ day \_\_\_\_\_ of 2019

\_\_\_\_\_

Signature of shareholder (s)

\_\_\_\_\_

Signature of the Proxy holder (s)

Affix Revenue stamp of Re. 1
---------------------------------------

**Note:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting**
- It is optional to indicate your preference. If you leave 'for' or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner he/she may deem appropriate.**

**ADVENTZ SECURITIES ENTERPRISES LIMITED**

**CIN: L36993WB1995PLC069510**

**Registered Office: "HONGKONG HOUSE", 31 B.B.D. Bagh (S), Kolkata -700001, West Bengal**

**E-Mail ID: corp@poddarheritage.com**

**Website: www.poddarheritage.com**

**ATTENDANCE SLIP**

Full Name of the member/Proxy attending the meeting	
Member's Folio/DP ID/Client ID NO.	

I hereby record my presence at the THIRTY FIFTH ANNUAL GENERAL MEETING of the Company being held at the Registered Office of the Company at "HONGKONG HOUSE", 31 B.B.D. Bagh (S), Kolkata -700001, West Bengal on the 26<sup>th</sup> day of August, 2019, Monday, at 11.00 a.m.

SIGNATURE OF THE ATTENDING MEMBER/PROXY

Notes:

1. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance, duly signed.
2. Shareholder/Proxy holder is requested to bring their copies of the Annual Report and Accounts with them to the Meeting.

**ADVENTZ SECURITIES ENTERPRISES LIMITED**

The Company is providing remote electronic voting (e-voting) facility for the Resolutions contained in the Notice convening the Annual General Meeting on Monday, 26<sup>th</sup> August, 2019. The procedure for e- voting has been mentioned in the aforesaid Notice. Your USER ID and Password for e- voting purposes are given below:

<b>ELECTRONIC VOTING EVENT NUMBER (EVEN)</b>	<b>USER ID</b>	<b>PASSWORD</b>
<b>190730011</b>	<b>YOUR DP ID/CLIENT ID/FOLIO NO.</b>	<b>USE YOUR EXISTING PASSWORD</b>

Dear Shareholders,  
29 July, 2019

**Submission of PAN details**

We request you to submit details of your **Income Tax Permanent Number (PAN)** as in terms of directive of Securities and Exchange Board of India, submission of these details by every participant in the Securities / Capital Market has become mandatory.

**Kindly return the slip appended below, duly filled in and signed with self-attested copies of PAN cards of all holders including joint holders, to the Company or the RTA. If you are holding shares in electronic form, please furnish these details to your Depository Participant.**

In case you have already submitted the PAN details, kindly ignore this letter.

For ADVENTZ SECURITIES ENTERPRISES LIMITED

**Punam Singh**  
Company Secretary  
ACS: 38649

----- ✂ -----

Name: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Date : \_\_\_\_\_

To  
**Zuari Finserv Limited**  
Unit : Adventz Securities Enterprises Limited  
Corporate One, First Floor, 5 Commercial Centre,  
Jasola, New Delhi - 110025

Dear Sir,

**Unit : Adventz Securities Enterprises Limited**

I/We furnish below our folio details along with PAN and Bank Account details for updation and confirmation of doing the needful. **I/We are enclosing the self-attested copies of PAN Cards, original cancelled cheque leaf with name (if name is not printed, self-attested copy of the first page of the pass book of the bank) and address Proof viz., Aadhaar Card of all the shareholder(s), for the said purpose.**

Folio No.	
Address of the 1st named shareholder as per the share certificate	
Mobile No.	
E-Mail ID	
<b>Bank Account Details : (for electronic credit of all future dividends)</b>	
Name of the Bank	
Name of the Branch	
Account Number (as appearing in your cheque book)	
Account Type (Saving/Current/Cash Credit)	<b>Saving</b> <b>Current</b> <b>Cash Credit</b>
( Digit MICR Number (as appearing on the MICR cheque issued by the bank). Please enclose a photocopy of a cheque for verification	
11 Digit IFSC Code	

	PAN	Name	Signature
First Holder :			
Joint Holder 1:			
Joint Holder 2:			

Date :  
Place :

## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Thirty Fifth Annual Report along with the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2019.

### 1. FINANCIAL SUMMARY

The financial performance of the Company for the financial year ended 31st March, 2019, compared with the previous financial year, on standalone basis, is summarized below:

#### Financial Results & Appropriations

	For the Financial Year Ended 31 <sup>st</sup> March			
	Standalone		Consolidated	
	<u>2018-2019</u>	<u>2017-2018</u>	<u>2018-2019</u>	<u>2017-2018</u>
Income	287.46	1203.71	287.46	1203.71
Profit before Depreciation & Taxation	-1355.73	-224.20	-1355.73	-224.19
Depreciation	11.87	6.10	11.87	6.10
Profit/Loss Before Taxation	-1367.60	-230.30	-1367.60	-230.29
Less : <u>Provision for taxation</u>				
Current Tax	-	-	-	-
Deferred Tax	-	9.37	-	9.37
Profit after Taxation	-1367.60	-239.67	-1367.60	-239.66
Add :				
Share of Profit in Associate Company	-	-	876.54	1173.77
Balance b/f from Previous Year	2051.87	2223.68	6898.78	5896.82
MAT Credit Entitlement	-	67.86	-	67.86
Income Tax Adjustments	0.41	-	0.41	-
<b>Total</b>	<b>684.68</b>	<b>2051.87</b>	<b>6408.13</b>	<b>6898.79</b>
<u>Dividend</u>	NIL	NIL	NIL	NIL
<u>Appropriations</u>				
Transfer to Reserve Fund	-	-	-	-
Income Tax Adjustments	-	-	-	-
Balance carried to Balance Sheet	684.68	2051.87	6408.13	6898.79
<b>Total</b>	<b>684.68</b>	<b>2051.87</b>	<b>6408.13</b>	<b>6898.79</b>

### 2. OPERATING PERFORMANCE

During the year under review, the Company have achieved a total income of Rs. 287.46 lakhs against Rs. 1203.71 Lakhs In the previous year. The decrease is on account of due to sale of shares in the previous year. The Company have incurred a net loss after tax of Rs. 1367.60 Lakhs as compared to a loss of 230.30 Lakhs. The increase in loss is due to interest cost and diminution in the value of shares held as Inventory/Stock in Trade.

Your Company continues to be a Non-Deposit Taking Non - Systematically Important Non-Banking Financial Company, primarily engaged in investment in shares/ securities and providing Inter-Corporate Deposits. There was no change in the nature of the business of the Company during the year under review.



**3. LISTING OF EQUITY SHARES ON MSEI**

The Company has listed its entire paid up capital of 56,27,787 equity shares as a secondary listing with admission to dealings on the Metropolitan Stock Exchange of India (MSEI) w.e.f. 03rd January, 2019.

**4. ADOPTION OF NEW ACCOUNTING STANDARD - IND-AS**

The Company has adopted the new accounting standards being called as IND-AS w.e.f 01.04.2019 in compliance with the requirement of Section 133 of the Companies Act, 2013 and Companies (Indian Accounting Standards) Rules 2015 vide notification dated 16.02.2015 and accordingly the current year's financial figures and audit thereof are as per requirements of new IND-AS to the extent the same were applicable to the Company's financial transactions and found practical to adopt with use of optional exemptions.

**5. DIVIDEND**

In view of loss, the Board of Directors' do not recommend payment of any dividend for the financial year ended 31<sup>st</sup> March, 2019.

**6. TRANSFER OF UNCLAIMED DIVIDEND**

The provisions of Section 125(2) of the Companies Act, 2013 (hereinafter referred to as "the Act"), do not apply to your Company as there is no unclaimed or unpaid dividend amount due for transferring to Investor Education and Protection Fund established by the Central Government.

**7. STATUTORY RESERVES**

In view of loss, no sum is required to be transferred to Statutory Reserve under Section 45 of the Reserve Bank of India Act, 1934.

**8. DEPOSITS**

The company is a Non-deposit taking Non- Banking Finance Company, registered with the Reserve Bank of India (RBI). Accordingly, your Company has not accepted any deposits from the public/members during the year or earlier and pass a resolution every year for non-acceptance of any public deposit.

**9. SUBSIDIARY/JOINT VENTURE/ASSOCIATE COMPANIES**

The Company has one associate as on 31<sup>st</sup> March, 2019, namely M/s. Adventz Finance Private Limited. The said Company is also the Holding Company of your Company. A statement containing the salient features of the financial statement of the associate company, in Form AOC-1, is attached as Annexure to this report. Your Company does not have any subsidiary or joint venture.

Pursuant to Section 129 of the Act, the Company has prepared Consolidated Financial Statements, incorporating the results of its associate. These Financial Statements shall also be laid before the members in the ensuing Annual General Meeting, for consideration and adoption.

**10. RELATED PARTY TRANSACTIONS**

During the financial year ended 31<sup>st</sup> March, 2019, all the contracts and/or arrangements and/or transactions entered into by the Company with related parties were on arm's length basis and in the ordinary course of business and were in compliance with the applicable provisions of Companies act, 2013 and the SEBI LODR Regulations 2015.

Further the Company has not entered into any contract / arrangement/ transaction with the promoters, directors, key managerial personnel and any other related party which could be considered material to

have a potential conflict of interest with the Company at large in accordance with the policy of the Company.

In view of the above, disclosure in Form AOC- 2 is not applicable for the year ended 31<sup>st</sup> March, 2019. The Company has formulated a policy on dealing with Related Party transactions and the same is disclosed on the Company's website. The web link for accessing the Related Party Transaction Policy is <http://poddarheritage.com/policies/rleated-party-transaction-policy.pdf>.

## **11. LOANS, GUARANTEES AND INVESTMENTS**

The details of Loans and Investments made during the years under the provisions of Section 186 of the Act have been disclosed in the notes to the Financial Statements. No Guarantee has been issued by your Company.

## **12. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

### **Directors Responsibility Statement**

Pursuant to Section 134(5) of the Act, the board of directors, to the best of their knowledge and ability, state that:

- i. In the preparation of the annual accounts for the financial year ended March 31, 2019, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed along with proper explanation relating to material departures, if any;
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit of the Company for the year ended on that date;
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The Directors have prepared the annual accounts on a 'going concern' basis;
- v. The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- vi. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### **a. Board Composition**

The Board of your Company consists of six directors as on 31<sup>st</sup> March, 2019, comprising of Independent and Non-Independent Directors and there has been no change in the composition of the Board during the year under review. All the directors of the Company, including the Independent Directors, have disclosed their concern and interest in other companies, bodies corporate, firms, and other association of individuals, including the shareholding, in Form MBP-1. Further, all the Independent Directors have confirmed that they meet the criteria of independence, as laid down under Section 149(6) of the Act, read along with the Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations").

### **b. Re-appointment**

Pursuant to Section 152(6) of the Act, Mr. Akshay Poddar (DIN: 00008686), Non-executive Non-independent Director, retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for reappointment.

A brief profile and details of directorship and committee membership in other Companies of Mr. Akshay Poddar is given in the Report on Corporate Governance which is attached as Annexure to this report.

All the three Independent Directors, Rewati Raman Goenka, Piyush Khaitan and Kunal Agarwala are proposed to be re-appointed

**c. Meetings of the Board**

The details of the number of meetings of the Board held during the Financial Year 2018-19 forms part of the Corporate Governance Report.

**d. Key Managerial Personnel**

There has been no change in the Key Managerial Personnel of the Company for the year under review.

**13. BOARD EVALUATION**

During the financial year under review, the Board of Directors/Independent Directors/Nomination and Remuneration Committee (as applicable) has carried out an annual evaluation of its own performance, performance of all individual Directors including Independent Directors, the performance of its Committees and the evaluation of Chairman of the Board, in terms of provisions of the Companies Act, 2013 and Regulation 25(3) and (4) of the Listing Regulations. The Board of Directors was assisted by the Nomination and Remuneration Committee ("NRC"). The performance evaluation was carried out by seeking inputs from all the Directors/Members of the Committees, as the case may be. The criteria for evaluating the performance of the Board as a whole covered various aspects of the Board's functioning such as fulfillment of key responsibilities, structure of the Board and its composition, establishment and delineation of responsibilities of the Board Committees, effectiveness of Board processes, information and functioning, Board culture and dynamics, etc. The criteria for evaluation of individual Directors covered parameters such as attendance and contribution at meetings, guidance to Management, etc. The criteria for evaluation of the Board Committees covered areas related to degree of fulfillment of key responsibilities, adequacy of Board Committee composition, effectiveness of meetings, Committee dynamics, quality of relationship of the Committee with the Board and the Management, etc.

Pursuant to Clause VII of the Schedule IV to the Act, in a separate meeting, held on 29<sup>th</sup> March, 2019, the feedback of the Independent Directors on their review of the performance of Non-Independent Directors and the Board as a whole, the performance of the Chairman of the Company and the assessment of the quality, quantity and timeliness of flow of information between the Company Management and the Board, was taken into consideration.

The Board of Directors in a meeting held on 08<sup>th</sup> April, 2019, reviewed the performance evaluation report given by the Independent Directors in their meeting and also performed their own review of the performance of the Independent Directors, their independency criteria and conduct during the financial year 2018-19 and found it to be satisfactory.

The results of the above performance evaluations are satisfactory and adequate and meet the requirement of the Company.

#### **14. NOMINATION AND REMUNERATION POLICY**

Pursuant to Section 178(1) of the Act, the Company had constituted Nomination and Remuneration Committee to perform such functions as enumerated in the Act and the SEBI Listing Regulations. Your Company follows the Policy on Remuneration of Directors/Senior Management Employees, as drafted by the Committee and approved by the Board. A detailed report on the same is given in the Corporate Governance Report, which forms an integral part of this report.

#### **15. AUDITORS AND AUDITOR'S REPORTS**

##### **a. Statutory Auditor**

M/s. Chaturvedi & Company, Chartered Accountants (Firm Registration No. 302137E), were appointed as Statutory Auditors of the Company for a period of 5 years commencing from conclusion of 33<sup>rd</sup> Annual General Meeting. The ratification of Auditors is no longer required under the Companies Amendment Act, 2017, read with The Companies (Audit And Auditors) 2<sup>nd</sup> Amendment Rules, 2018. Accordingly, the appointment of the Statutory Auditors of the Company hereby stands confirmed and approved till the conclusion of the 38<sup>th</sup> Annual General Meeting of the Company to be held in the year 2021.

The Statement on Impact of Audit Qualifications for the financial year ended 31<sup>st</sup> March, 2019, as stipulated in regulation 33(3)(d) of the SEBI Listing Regulations, is attached as an annexure to this report. The observations and qualifications made by the Auditor's in their Audit Report for 2018-19 are self-explanatory in nature and do not call for any further comments.

##### **b. Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed Mr. G. L. Bubna, Practicing Company Secretary, (ACS – 7290) to conduct the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is enclosed as Annexure to the Directors' Report.

##### **c. Internal Auditor**

In accordance with the provisions of Part C of Schedule II of the SEBI (Listing Obligation and Disclosure Requirements) Regulations and Section 138 of the Companies Act, 2013, M/s. Beriya & Co., Chartered Accountants (Firm Registration No: 327617E) were appointed as the Internal Auditor of the Company to audit the internal systems, controls and procedures and/or such other matters as may be decided by the Audit Committee. The Internal Auditors directly report to the Chairman of the Audit Committee of the Company to maintain its objectivity and independence. There is no adverse observation in the report.

#### **16. SECRETARIAL STANDARDS**

The Company complies with all applicable secretarial standards.

#### **17. COMMITTEES OF THE BOARD**

Pursuant to various provisions of the Act, the Board of Directors have formed the following Committees:

- i. Audit Committee
- ii. Nomination and Remuneration Committee
- iii. Stakeholders' Relationship Committee
- iv. Corporate Social Responsibility (CSR) 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.

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

Pursuant to the provisions of Section 178(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, a "Vigil Mechanism Policy" for Directors and employees of the Company is in place, to report their genuine concern of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, unethical behavior, actual or suspected fraud, or violation of the Company's code of conduct etc. During the financial year under review, no employee has been denied access to the Chairman of the Audit Committee. Also, Whistle blower complaints, if any and their redressal are discussed at the meeting of Audit Committee of the Board. During the financial year under review, no such complaints were received. The Whistle Blower Policy has been posted on the website of the Company <http://www.poddarheritage.com/policies/vigil-mechanism-whistle-blower-policy.pdf>.

#### **19. CORPORATE SOCIAL RESPONSIBILITY ("CSR")**

Your Company perceives Corporate Social Responsibility (CSR) as an opportunity to contribute towards uplifting the society at large, empowering individuals, making them self-reliant. The CSR philosophy of your Company is embedded in its commitment to all stakeholders namely consumers, employees, environment and society and its sustainable approaches towards practicing humble service to Humanity, has enabled it to continue fulfilling its commitment to be a socially responsible corporate citizen.

Your Company is committed towards promoting and encouraging education and hence donated Rs. 50,000 (Fifty Thousand) towards Vidya Bharti – Vivekananda Parishad, the Bengal arm of the largest NGO in the world, engaged in enhancing educational opportunities by upgrading existing schools as well as constructing new buildings for constructing four classrooms at Saraswati Sishu Mandir, Jhowbona, Murshidabad. After discussions, the Board approved the same.

The Company has codified a policy on Corporate Social Responsibility, the text of which is available at <http://www.poddarheritage.com/policies/csr.pdf>.

The Annual Report on CSR activities as required under Section 134 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014, including a brief outline of the Company's CSR Policy, total amount to be spent under CSR Policy for the financial year 2018-2019, amount unspent and the reason for the unspent amount, is set out as an Annexure, forming a part of this Board's Report.

#### **20. HUMAN RESOURCE**

Your Company treats its "Human Resource" as one of its most important assets. The Company has always provided a congenial atmosphere for work to all its employees, that is free, from discrimination and harassment.

#### **21. SAFE & CONDUCTIVE WORKPLACE**

The Company is committed to provide a safe and conducive work environment to its employees. During the year under review, your Company has zero tolerance towards sexual harassment at the workplace. To strengthen the security against sexual harassment, as required under Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013, the Company has adopted "Anti-Sexual Harassment Policy" and also constituted an Internal Complaints Committee (ICC). The Internal

Complaints Committee has been re-formulated according to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and now comprises of the following members:

Ms. Punam Singh: Chairman /Member (Independent)

Mrs. Puja Poddar: Member

Mr. Rewati Raman Goenka: Member

Further, as per the provisions of Section 21 & 22 of the said Act, the Report on the details of the number of cases filed under Sexual Harassment and their disposal for the financial year under review, is as under:

Sr. No.	No. of cases pending as on the beginning of the financial year under review	No. of complaints filed during the financial year under review	No. of cases pending as on the end on the financial year under review
NIL	NIL	NIL	NIL

## **22. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

Particulars of employees as required under Section 197(12) of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as an Annexure to this report. Further, there was no employee in the Company who was in receipt of remuneration beyond the threshold limit prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 are provided as an Annexure to this Report.

## **23. INTERNAL CONTROL SYSTEMS**

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the design, adequacy and efficacy of the Company's internal controls, including its systems and processes and compliance with regulations and procedures. Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board which also reviews the adequacy and effectiveness of the internal controls in the Company. The Company's internal control system is commensurate with the size, nature and operations of the Company.

## **24. ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, crucial financial information, prevention and detection of fraud, error reporting mechanisms, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures. These controls are reviewed and updated on a regular basis to improve the internal controls system and operational efficiency. The Company uses the Tally software system to record data for accounting and managing information with adequate security procedure and controls. The internal controls are tested for adequacy, efficiency and effectiveness through audits by the in-house internal audit department and

the observations, corrective and preventive actions are reviewed by the management and Audit Committee of the Board of Directors.

The Management, Internal Auditors and Statutory Auditors work simultaneously in tandem as an Internal Audit Team to evaluate the design, adequacy and operating effectiveness of the Internal Financial Controls of the Company, broadly in accordance with the criteria established under the Internal Financial Controls.

During the financial year under review, no material or serious observation has been received from the Internal Auditors of the Company for inadequacy or ineffectiveness of such controls.

## **25. RISK MANAGEMENT**

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's Risk Management Policy is well defined to identify and evaluate business risk across all segments. It assesses all risks at both pre and post-mitigation levels and looks at the actual or potential impact a risk may have on the business together with an evaluation of the probability of the same occurring. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee.

## **26. EXTRACT OF ANNUAL RETURN**

The extract of Annual Return as on the financial year ended 31<sup>st</sup> March, 2019, in Form No MGT-9 is enclosed as an Annexure to this report and the link for the same is <http://www.poddarheritage.com/annual-returns/annual-returns-2018-19.pdf>

## **27. DISCLOSURES**

- No significant and material orders passed by any regulator, court or tribunal between the end of the financial year to which these financial statements relates to and the date of this report, which may affect the going concern or future operations of the Company.
- No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report.
- There has been no change in capital of the Company during the year under review.

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

### **A. Conservation of Energy and Technology Absorption**

Particulars in respect of Conservation of Energy, technology absorption etc. as required under 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to this Company. The Company has not carried out any R&D activities.

## B. Foreign Exchange Earnings and Outgo

Particulars	Financial Year 2018-19	Financial Year 2017-18
Foreign Exchange Earnings during the year	NIL	NIL
Foreign Exchange Outgoings during the year	Rs. 1,75,122/-	Rs. 1,94,064

### 29. CORPORATE GOVERNANCE

As per Regulation 34 (3) read with Schedule V of the SEBI Listing Regulations, a separate Corporate Governance Report is attached to this Annual Report and the same forms an integral part of this Report.

### 30. BOARD POLICIES

The details of the policies approved and adopted by the Board are provided as an Annexure to this Report.

### 31. MANAGEMENT DISCUSSION AND ANALYSIS

As per Schedule V of the SEBI Listing Regulations, the Management Discussion and Analysis Report is attached to this Report as Annexure.

### 32. ACKNOWLEDGEMENT

Your Directors also place on record their sincere thanks and appreciation for the continuing support and assistance received from the financial institutions, banks, Government as well as non-government authorities, stock exchange and members during the financial year under review.

#### **Registered Office:**

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31, B. B. D. Bagh(s)

Kolkata - 700 001

Phone: 033- 2248 8891

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Website: [www.poddarheritage.com](http://www.poddarheritage.com)

For and on behalf of the Board

**For Adventz Securities Enterprises Limited**

Rewati Raman Goenka

Chairman

DIN: 00375716

Piyush Khaitan

Director

DIN: 00348151

**Dated: 29<sup>th</sup> July, 2019**



# **CORPORATE GOVERNANCE REPORT**

The Directors present the Company's Report on Corporate Governance for the financial year ended 31<sup>st</sup> March, 2019, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ( hereinafter referred to as "SEBI Listing Regulations").

## **1. COMPANY'S PHILOSOPHY ON THE CODE OF CORPORATE GOVERNANCE**

Our Corporate Governance Policies and practices are a reflection of our value system encompassing our culture, policies and relationships with our stakeholders, employees and associates. Integrity and transparency are key to our corporate governance to ensure that we gain and retain the trust of our associates, employees at all times. The compliance report is prepared and given below in conformity with the mandatory requirements of Regulation 34(3) and Schedule V of the SEBI (LODR) Regulations, 2015.

To succeed, we believe, requires highest standards of corporate behaviour towards everyone we work with, the communities we touch and the environment on which we have an impact. This is our road to consistent, competitive, profitable and responsible growth and creating long-term value. The above principles have been the guiding force for whatever we do and shall continue to be so in the years to come.

The Board of Directors' are primarily responsible for and committed to sound principles of Corporate Governance in the Company. The Board of Directors plays a crucial role in overseeing how the Management serves the short and long-term interests of Members and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. The Company believes that governance practices enable the Management to direct and control the affairs of the Company in an efficient manner and to achieve the Company's goal of maximizing value for all its stakeholders. The Company will continue to focus its resources, strengths and strategies, while upholding the core values of transparency, integrity, honesty and accountability, which are fundamental to Adventz Group.

The Company's governance philosophy is based on trusteeship, transparency and accountability. As a corporate citizen, our business fosters a culture of ethical behavior and disclosures aimed at building trust of our stakeholders. The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders, Whistle Blower/Vigil Mechanism Policy, a Fair Practices Code, a Policy against Sexual Harassment in the Workplace, a Policy on Board Diversity and Director Attributes, are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances. The Company believes that there is a need to view Corporate Governance as more than just regulatory requirements, as there exists, a fundamental link with the organization of business, corporate responsibility and shareholder wealth maximization.

## 2. BOARD OF DIRECTORS

The Board of Directors along with the Committees thereof, provides guidance to the Company's Management and directs, supervises and controls the activities of the Company.

### a. Composition of the Board

The Board of your Company has a good mix of Non-Executive Directors with half of the Board of the Company comprising Independent Directors. As on date of this Report, the Board consists of six Directors comprising one Non-Executive Independent Chairman, two Independent Directors and three Non- Independent Non-Executive Directors. The composition of the Board represents an optimal mix of professionalism, knowledge, experience and enables the Board to discharge its responsibilities and provide effective leadership to the business in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013 ("the Act"). The Board, as part of its succession planning exercise, periodically reviews its composition to ensure that the same is closely aligned with the strategy and long-term needs of the Company.

Necessary disclosures regarding Committee positions in other public companies as on 31<sup>st</sup> March 31, 2019 have been made by the Directors.

### Number of Board Meetings

During the year under review, six meetings of the Board were held on respectively on :26<sup>th</sup> April, 2018; 29<sup>th</sup> May, 2018; 03<sup>rd</sup> July, 2018; 01<sup>st</sup> September, 2018; 13<sup>th</sup> November, 2018; 12<sup>th</sup> February, 2019 and 27<sup>th</sup> March, 2019 respectively. The maximum time gap between any two meetings was less than 120 days.

Sl. No	Name of Director	Category of Director	No. of Board Meetings		Last AGM attended	No of Directorship in other Companies		No of Committee Membership in other Companies	No of Committee Chairmans hip in other companies	Relationship with other Director	No. of shares held in the Company
			Held	Attend ed		Listed	Unlisted				
1	Mr. Rewati Raman Goenka	Board Chairman ID NED	6	6	Yes	NIL	2	NIL	NIL	N.A.	NIL
2	Mr. Akshay Poddar	NID NED (P)	6	2	Yes	5	10	6	1	Husband of Mrs. Puja Poddar	NIL
3	Mr. Gaurav Agarwala	NID NED (P)	6	6	Yes	NIL	6	NIL	NIL	Brother -in- law of Mr. Akshay Poddar	NIL
4	Mr. Kunal Agarwala	ID NED	6	6	Yes	NIL	6	NIL	NIL	N.A.	NIL
5	Mr. Piyush Khaitan	ID NED	6	6	No	NIL	3	NIL	NIL	N.A.	NIL
6	Mrs. Puja Poddar	NID NED (W) (P)	6	2	No	NIL	1	NIL	NIL	Wife of Mr. Akshay Poddar	NIL

(Note: Number of Directorships/Membership held in other companies excludes directorship in foreign companies and Companies under Section 8 of the Companies Act, 2013 and Committee Membership of various chambers/bodies.)

Abbreviations:

ID	Independent Director
NID	Non-Independent Director
NED	Non-Executive Director
P	Promoter Category/Group
W	Women Director

None of the Directors on the Board hold directorships in more than ten public companies. All the Directors have confirmed that they do not serve as an Independent Director in more than seven listed companies or where they are whole-time directors in any listed company. Further none of them are a member of more than ten committees or chairman of more than five committees across all the public companies in which he/she is a Director.

Akshay Poddar is a director in the following other listed companies as on 31.03.2019

Name of Director	Names of other Listed entities where person is a director	Category of Directorship
Akshay Poddar	Mangalore Chemicals & Fertilisers Ltd	NID NED (P)
	Texmaco Infrastructure & Holdings Ltd	NID NED (P)
	Texmaco Rail & Engineering Ltd	NID NED (P)
	Zuari Agro Chemicals Ltd	NID NED (P)
Puja Poddar	Nil	N.A.
Guarav Agarwala	Nil	N.A.
Goenka	Nil	N.A.
Piyush Khaitan	Nil	N.A.
Kunal Agarwala	Nil	N.A.

**b. Meeting Mechanisms**

Pursuant to the Revised Secretarial Standard-1 (SS-1), your Company has complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India, during the Financial Year under review.

The Company places the information, as set out in Regulation 17 read with Part A of Schedule II of the SEBI Listing Regulations, to the Board and Committees thereof, to the extent it is applicable and relevant. The important decisions taken at the Board or Committee Meetings are communicated to the concerned department/division.

**c. Attendance at Board Meetings apart from Board Members.**

The Company Secretary attends the Board and Committee Meetings and advises the Board on Compliances with applicable laws and governance. The Chief Financial Officer is also present in the meetings, where discussions related to financials take place.

The Statutory Auditors attend the Board meetings on all occasions of financial relevance.

**d. Retirement of Directors by rotation and re-appointment**

Pursuant to provisions of the Companies Act, 2013, Mr. Akshay Poddar (DIN: 00008686) retires by rotation and is eligible for re-appointment.

As per Regulation 36 of the SEBI (LODR), Regulations, 2015, brief profile and information about the director is given herein:

<b>Name</b>	Akshay Poddar		
<b>Date of Birth</b>	20.07.1976		
<b>Date of Appointment</b>	28.04.2001		
<b>DIN</b>	00008686		
<b>Qualification</b>	Graduate London School of Economics.		
<b>Experience</b>	He is a dynamic person possessing good working experience on the affairs of the Company. He also has sound knowledge in capital markets worldwide.		
<b>Directorship in other public limited Companies</b>		<b>Public Limited Companies</b>	<b>Nature of Interest</b>
	1	Lionel Edwards Ltd.	Director
	2	Lionel India Ltd.	Director
	3	Texmaco Infrastructure & Holdings Ltd.	Director
	4	Texmaco Rail & Engineering Ltd.	Director
	5	Zuari Agro Chemicals Ltd.	Director
	6	Mangalore Chemicals & Fertilizers Ltd.	Director
	7	YPO (Calcutta)	Director
	8	Indian Chamber of Commerce	Director
	9	The Fertiliser Association of India	Director
<b>Name of listed Companies in which director is Chairman/Member of Committee other than this Company</b>		<b>Name of the Company</b>	<b>Committee</b>
	1	Texmaco Infrastructure & Holdings Ltd	Audit Committee
			Investors/ Shareholders Grievance Share Transfer Committee
			Nomination & Remuneration Committee
	2	Texmaco Rail & Engineering Ltd	Investors/ Shareholders Grievance Share Transfer Committee
			Nomination & Remuneration Committee
	3	Zuari Agro Chemicals Ltd	Nomination & Remuneration Committee
CSR Committee			

Shares of the Company held by Mr. Akshay Poddar, himself or for any other person on beneficial basis as on 31<sup>st</sup> March, 2019, is NIL. Mr. Saroj Kumar Poddar and Mrs. Jyotsna Poddar, relatives of Mr. Akshay Poddar hold shares in the Company which have been disclosed in MGT-9, is hereby attached with this report.

**e. Declaration by Independent Directors**

The Company has received necessary declaration under Section 149 (7) of the Companies Act, 2013, that they meet criteria of Independence as laid down in Section 149(6) of the Companies Act, 2013, and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and thus in the in the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

**f. Separate Meeting of Independent Directors**

During the financial year under review, in compliance with the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25(3) and 25(4) of the Listing Regulations, a separate meeting of Independent Directors was convened, on 29<sup>th</sup> March, 2019. The role of the Independent Directors, inter-alia includes the following –

1. Review the performance of Non-Independent Directors and the Board as a whole;
2. Review the performance of the Chairperson of the Company taking into account the views of the Executive Director and the Non-Executive Director;
3. Assess the quality, quantity and functions of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the meeting.

**g. Familiarisation Programme**

The Independent Directors are familiarized, with the Company, their duties, roles and responsibilities, the nature of the industry, the business model of the Company, in line with the “Familiarisation programme of Independent Directors”, the details of which can be viewed at (<http://www.poddarheritage.com/policies/familiarization-programme.pdf>).

**h. Code of Conduct**

The Company has adopted a Code of Conduct for its Board Members and Senior Management which have been revised and reviewed and has posted the Code on the website of the Company in terms of Regulation 17 (5) of the Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). The Chairman has affirmed the compliance of the Code of Conduct by the Board Members and Senior Management for the year under review. A declaration to this effect signed by the Chairman, Mr. Rewati Raman Goenka forms part of this report.

**i. Matrix Chart setting out the skills / expertise /competence of the board of directors:**

With effect from the financial year ending March 31, 2019, the list of core skills/expertise/competencies identified by the Board of Directors as require in the context of its business(es) and sector(s) for it to function effectively are herein outlined below:

Section	Competency	Self-Assessment						Current Competency	Met/Not Met
		AP							
Technical Skills and Expertise	Tenure								
	Accounting								
	Finance								
	Industry Experience								
	Strategic Planning								
	Risk Management								
	Financial Planning								

**Note:** With effect from the financial year ended March 31, 2020, the Directors shall be marked accordingly.

#### 4. AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of the SEBI Listing Regulations, read with Section 177 of the Act. The members of the Committee are well qualified and financially literate and two-third of the Committee consists of Independent Directors. The Committee acts as a link between the Management, Auditors and the Board of Directors of the Company and has full access to financial information.

##### a. Terms of Reference

The terms of reference of the Audit Committee are in line with the SEBI Listing Regulations and Section 177 of the Act, and includes, among other things, review of the Company's financial reporting process and its financial statements, review of the accounting and financial policies and practices, the internal control and internal audit systems, risk management policies and practices and Internal audit reports, review the functioning of the Whistle Blower mechanism, etc. The role also includes making recommendations to the Board, re-appointment of statutory auditors and fixation of audit fees.

Besides above, the additional terms of reference of Audit Committee as per the Companies Act, 2013 includes review and monitor auditor's independence and performance, and effectiveness of audit process; examination of the financial statement and the auditor's report thereon; approval or any subsequent modification of transactions of the company with related parties; scrutiny of inter-corporate loans and investments; valuation of undertakings or assets of the company, wherever it is necessary.

##### b. Number of Committee Meetings

During the financial year under review, the Committee met four times on 29<sup>th</sup> May, 2018; 01<sup>st</sup> September, 2018; 13<sup>th</sup> November, 2018 and 12<sup>th</sup> February, 2019. The details of the Committee Meetings held during the year 2018-19 are as under:-

Name of the Members	Category	No. of meetings during the financial year 2018-19	
		Held	Attended
Mr. Piyush Khaitan Chairman	NED ID	4	4
Mr. Rewati Raman Goenka Member	NED ID	4	4
Mr. Gaurav Agarwala Member	NED ID	4	4

The Chairman of the Audit Committee, Mr. Piyush Khaitan was present at the last Annual General Meeting of the Company held on 04<sup>th</sup> August, 2018, to answer members' queries.

The Chief Financial Officer and representatives of the Statutory Auditors are also invited for the Audit Committee meetings. The Company Secretary acts as the Secretary to the Committee.

The Manager cum CFO, attend the Audit Committee meetings by invitation. The Statutory Auditors are also invited to attend the meetings.

## 5. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company is duly constituted in line with the provisions of Regulation 19 of the SEBI Listing Regulations and Section 178 of the Act. The Broad terms of reference of the Committee include the following:

- To identify and recommend persons who are qualified to become Directors and who may be appointed in Senior Management Personnel, and also recommend to the Board for their re-appointment and removal.
- To recommend the Board the setup and composition of the Board and its committees, and to also periodically review the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- To formulate the policy/criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
- To Recommend the Board the Remuneration Policy for directors, Key Managerial Personnel, other Senior Management as well as the rest of the employees.
- To carry out the evaluation of all the Directors, Independent Directors and the Board as a whole and its committees. This shall include "Formulation of criteria for evaluation of Independent Directors and the Board".
- To oversee the performance and review the contributions made by the Key Managerial Personnel and other Senior Executives of the Company.
- To perform such other duties and responsibilities as may be consistent with the provisions of the Committee charter.

The Nomination and Remuneration Committee comprises- Mr. Piyush Khaitan, Mr. Rewati Raman Goenka and Mr. Gaurav Agarwala.

The Committee met on 26<sup>th</sup> April, 2018, in the financial year 2018-19 to evaluate the performance of the whole Board and Non- Independent Directors for the financial year 2017-18. The Nomination and Remuneration Committee, then, met on 08<sup>th</sup> April, 2019, to evaluate the same during the whole financial year 2018-19.

Name of the Members	Category	No. of meetings during the financial year 2018-19	
		Held	Attended
Mr. Piyush Khaitan Chairman	NED ID	1	1
Mr. Rewati Raman Goenka Member	NED ID	1	1
Mr. Gaurav Agarwala Member	NED NID	1	1

### Performance evaluation

Pursuant to the provisions contained in Companies Act, 2013 and SEBI Listing Regulations, the Annual performance evaluation has been carried for the evaluation of all the Directors, the Board, Chairman of the Board and the working of the Board and the Committees thereof. Evaluations are performed at three levels. Performance of the Chairman, non-independent directors and the Board as a whole is carried out by the independents directors in their meeting. All the directors, including the Independent Directors, and the Board as a whole, including its committees, are periodically reviewed both by the Nomination & Remuneration Committee and the Board of Directors. Such periodical review helps the Company to assess the

performance and contribution of the directors. The performance evaluation criteria for the Independent Directors are determined by the Nomination & Remuneration Committee. The performance evaluation parameters are based on their roles and responsibilities, contribution to the Company's goals, decision making process, flow of information and various other aspects. Some of the specific issues and questions that are considered in the performance evaluation of an Independent Director are set out below:

<b>Sr. No.</b>	<b>Assessment Criteria</b>
1	Attendance and participation in the board and committee meetings and timely inputs on the minutes of the meetings, including Resolutions passed by Circulation.
2	Adherence to the ethical standards & code of conduct of the Company and disclosure of non-independence, as and when it arises and disclosure of interest.
3	Effective deployment of knowledge and constructive contribution to the issues being discussed at meetings.
4	Effective management of interpersonal relationship with other directors, management and various stakeholders
5	Maintenance of integrity and confidentiality of the matters discussed at the meetings.
6	Understanding the internal and external environment in which the Company operates and contribution to strategic decision making
7	Safeguarding the interest of whistle-blowers under the Vigil Mechanism.

## **6. REMUNERATION TO DIRECTORS**

All the directors of your Company are Non-executive Director and as such, no remuneration is payable to them. In the meeting of Board, held on 26<sup>th</sup> April, 2018, the directors unanimously decided to waive off their sitting fees for all the Board and Committee Meetings to be held during the financial year 2018-19.

The remuneration paid to the Senior Management is approved by the Nomination and Remuneration Committee, the Board and the shareholders, if required. The remuneration comprises of salary, incentives, perquisites, contribution to the Provident Fund, Superannuation Fund and Gratuity.

## **7. DETAILS OF TOTAL FEES PAID TO STATUTORY AUDITORS**

The detail of total fees for all services paid by the Company, on a consolidated basis, to the statutory auditor is as follows:

<b>Type of service</b>	<b>Financial year 2018-19</b>	<b>Financial year 2017-18</b>
Audit Fees	1,06,200.00	77,850.00
Certification Fees	53,100.00	55,400.00
<b>Total</b>	<b>1,59,300.00</b>	<b>1,33,250.00</b>



## 8. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee comprises of three directors namely Mr. Gaurav Agarwala, Mr. Piyush Khaitan and Mr. Rewati Raman Goenka, Mr. Gaurav Agarwala, Chairman of the Committee, heads the Committee.

The Stakeholders' Relationship Committee oversees the performance of the share transfer work and recommends measures to improve the level of investor services. In addition, the Committee looks into investors' grievances such as non-receipt of dividend, Annual Reports and other complaints related to share transfers.

There were no complaints received from the shareholders during the year. There were no outstanding complaints or share transfers pending as on 31<sup>st</sup> March, 2019.

The Committee has met once on 26<sup>th</sup> April, 2018 during the financial year 2018-19 to review outstanding complaints of the shareholders for the financial year 2017-18. The Committee has again separately met on 08<sup>th</sup> April, 2019, to review outstanding complaints during the financial year 2018-19.

The shareholding of promoters of the Company has been dematerialized in its entirety.

Name of the Members	Category	No. of meetings during the financial year 2018-19	
		Held	Attended
Mr. Gaurav Agarwala Chairman	NED NID	1	1
Mr. Rewati Raman Goenka Member	NED ID	1	1
Mr. Piyush Khaitan Member	NED ID	1	1

## 9. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Corporate Social Responsibility (CSR) Committee comprises of Mr. Akshay Poddar, Mr. Piyush Khaitan and Mr. Rewati Raman Goenka. Mr. Akshay Poddar serves as the Chairman of the Committee.

The CSR Committee approves the activities to be undertaken by the Company, within the purview of activities specified in the Schedule VII of the Companies Act, 2013, and also recommends the amount of expenditure to be incurred. The Committee also regularly monitors the CSR Policy and the activities undertaken by the Company. A report on Corporate Social Responsibility is attached as an Annexure to this Report.

During the year the Committee met once on 29<sup>th</sup> March, 2019, and the attendance of the members at the meeting was as follows:

Name of the Members	Category	No. of meetings during the financial year 2018-19	
		Held	Attended
Mr. Akshay Poddar Chairman	NED NID	1	1
Mr. Rewati Raman Goenka Member	NED ID	1	1
Mr. Piyush Khaitan Member	NED ID	1	1

#### 10. **SAFE & CONDUCTIVE WORKPLACE**

The Company is committed to provide a safe and conducive work environment to its employees. During the year under review, your Company has zero tolerance towards sexual harassment at the workplace. To strengthen the security against sexual harassment, as required under Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013, the Company has adopted "Anti-Sexual Harassment Policy" and also constituted an Internal Complaints Committee (ICC).

Further, as per the provisions of Section 21 & 22 of the said Act, the Report on the details of the number of cases filed under Sexual Harassment and their disposal for the financial year under review, is as under:

Sr. No.	No. of cases pending as on the beginning of the financial year under review	No. of complaints filed during the financial year under review	No. of cases pending as on the end on the financial year under review
NIL	NIL	NIL	NIL

#### 11. **GENERAL BODY MEETINGS**

Details of the last three Annual General Meetings are as follows:

Year	Location	Date	Time	Whether any special resolution has been passed
2015-16	-Do-	15.09.2016	11.00 a.m.	No
2016-17	-Do-	16.09.2017	11.00 a.m.	Yes
2017-18	-Do-	04.08.2018	10.00 a.m.	No

#### 12. **POSTAL BALLOT**

There was no special resolution required to be passed through postal ballot at any of the above General Meetings. None of the resolution proposed for the ensuing Annual General Meeting need to be passed by Postal Ballot.

#### 13. **MEANS OF COMMUNICATION**

The Company communicates with the Shareholders at large through its Annual Report, publication of Un-audited Financial Results in the newspapers. The Company's notice, results etc. are generally published in Financial Express/Business Standard (English edition) and Pratidin/Aajkal/Dainik Statesman/Ek Din- Kolkata (Bengali -Vernacular language). The financial results of the Company are also available on the website of the company [www.poddarheriatge.com](http://www.poddarheriatge.com).

#### 14. GENERAL SHAREHOLDER INFORMATION

1	<b>Annual General Meeting (AGM) 2019 Date, Time and Venue</b>	Monday, 26th August, 2019, at 11:00 a.m. at the Registered Office of the Company at "Hongkong House", 31, B. B. D. Bagh(s), Kolkata – 700 001												
2	<b>Book Closure</b>	The Register of Members and the Share Transfer Register of the Company shall remain closed from Saturday, 17th August, 2019, to Monday, 26th August 2019, (both days inclusive).												
3	<b>Financial Calendar (tentative)</b>	<table border="1"> <tr> <td>Financial Year</td> <td>01st April 2019 to 31st March 2020</td> </tr> <tr> <td>First Quarter Results</td> <td>by 14th August, 2019</td> </tr> <tr> <td>Half Yearly Results</td> <td>by 14th November, 2019</td> </tr> <tr> <td>Third Quarter Results</td> <td>by 14th February, 2020</td> </tr> <tr> <td>Audited Financial Results</td> <td>by 30th May, 2019</td> </tr> <tr> <td>AGM</td> <td>by 30th September, 2019</td> </tr> </table>	Financial Year	01st April 2019 to 31st March 2020	First Quarter Results	by 14th August, 2019	Half Yearly Results	by 14th November, 2019	Third Quarter Results	by 14th February, 2020	Audited Financial Results	by 30th May, 2019	AGM	by 30th September, 2019
Financial Year	01st April 2019 to 31st March 2020													
First Quarter Results	by 14th August, 2019													
Half Yearly Results	by 14th November, 2019													
Third Quarter Results	by 14th February, 2020													
Audited Financial Results	by 30th May, 2019													
AGM	by 30th September, 2019													
4	<b>Dividend Payment Date</b>	Not Applicable												
5	<b>Listing on Stock Exchange and payment of Listing Fees</b>	<ul style="list-style-type: none"> <li>➤ <b>The Calcutta Stock Exchange Limited</b> 7, Lyons Range, Kolkata-700 001 Scrip Code-26189</li> <li>➤ <b>The Delhi Stock Exchange Limited</b> "DSE House" 3/1, Asaf Ali Road, New Delhi – 110002 <b>(Note: SEBI vide its order WTM/PS/45/MRD/DSA/NOV/2014 dated 19th November, 2014 has derecognized Delhi Stock Exchange.)</b></li> <li>➤ <b>The Metropolitan Stock Exchange of India Ltd. (MSEI)</b> Vibgyor Towers, 4th floor, Plot No. C 62, G- Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai- 400 098</li> </ul> <p>Listing Fee has been paid up-to-date to the above stock exchanges.</p>												
6	<b>Stock Code- Physical</b>	ADVENTZSEC (MSEI)												
	<b>Demat ISIN Number</b>	INE810E01016												
7	<b>Registrar and Share Transfer Agent</b>	M/s. Zuari Finserv Limited Address: Corporate One, First Floor, 5, Commercial Centre Jasola- New Delhi - 110025 Contact Personnel: Mr. Krishankant Phone No.: (+91)9818501728												
8	<b>Share Transfer System</b>	Information has been given at the end of this table												
9	<b>Distribution of shareholding as on 31<sup>st</sup> March, 2019</b>	Information has been given at the end of this table												
10	<b>Dematerialization of shares</b>	As on 31 <sup>st</sup> March, 2019, 71.46% of the Company's paid-up share capital representing 40,21,415 equity shares are held in demat form												
11	<b>Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity</b>	Not issued												
12	<b>Address for correspondence</b>	Adventz Securities Enterprises Limited 31, B. B. D. Bagh (s), Kolkata – 700 001 Phone No.: (033) 2248-8891 / 8892 Fax No. : (033) 2243-7215 Email : corp@poddarheritage.com Website : www.poddarheritage.com												

Information in respect of clause 11(8):

**Share Transfer System:**

The Company's shares are in compulsorily Demat trading mode in the Stock Exchanges. Shares in physical mode if lodged for transfer are processed and get returned to the shareholders within the stipulated time. Pursuant to Regulation 46 of SEBI (LODR), Regulations, 2015 Company's email id for grievance redressal purpose is [corp@poddarheritage.com](mailto:corp@poddarheritage.com) where complaints can be lodged by the investors.

The Compliance Officer of the company on basis of Scores Registration is the Company Secretary of the company. The complaints of the shareholders are to be processed through the RTA. The contact addresses of both are provided:-

**Registrar and Share Transfer Agents: M/s. Zuari Finserv Limited**

Address: Corporate One, First Floor,  
5, Commercial Centre  
Jasola- New Delhi - 110025  
Contact Personnel: Mr. Krishan Kant  
Phone No.: (+91)9818501728

**Compliance Officer:**

**Ms. Punam Singh**  
Fax No. : (033) 2243-7215  
Website : [www.poddarheritage.com](http://www.poddarheritage.com)

Information in respect of clause 11(19):

**Distribution of Shareholding (as on 31.03.2019)**

	Category	Number of shareholders	% of Share Holding	
A	<b><u>Promoter (s) Holding</u></b>			
	1 Promoters			
	a. Indian Promoters	40,21,415	71.46	
	b. Foreign Promoters	-	-	
	2 Persons Acting in Concert	-	-	
	<b>Sub-Total</b>	<b>40,21,415</b>	<b>71.46</b>	
B	<b><u>Non-Promoters Holding</u></b>			
	3 Institutional Investors	-	-	
	a. Mutual Funds and UTI	-	-	
	b. Banks, Financial Institutions, Insurance Companies (Central State Govt. Institutions/Non- Government Institutions)	-	-	
	c. FIIS	-	-	
		<b>Sub-Total</b>	<b>-</b>	<b>-</b>
	4 Others			
	a. Private Corporate Bodies	14,07,050	25.00	
	b. Indian Public	1,99,322	3.54	
	c. NRIs / OCBs	-	-	
d. Any Other	-	-		
	<b>Sub-Total</b>	<b>16,06,372</b>	<b>28.54</b>	
	<b>GRAND TOTAL</b>	<b>56,27,787</b>	<b>100.00</b>	

**Distribution Schedule (as on 31.03.2019)**

Share Holding	Share Holder Number	%	No. of Shares	%
1 to 500	254	73.41	78972	1.40
501 to 1000	45	13.00	35800	0.64
1001 to 2000	4	1.16	4750	0.08
2001 to 3000	1	0.29	2500	0.04
3001 to 4000	1	0.29	4000	0.07
4001 to 5000	12	3.47	60000	1.07
5001 to 10000	5	1.45	42500	0.76
10001 and above	23	6.93	5399265	95.94
	<b>345</b>	<b>100.00</b>	<b>5627787</b>	<b>100.00</b>

**a. Holding Pattern as on 31.03.2019**

	Shareholders		Share	
	No.	%	No.	%
Physical	341	98.84	1606372	28.54
NSDL	4	1.16	4021415	71.46
CDSL	--	--	--	--
TOTAL	345	100.00	5627787	100.00

**15. DISCLOSURES****a. Related party transactions**

All transactions entered into with the Related Parties during the financial year were in the ordinary course of business and on arm's length basis. There were no materially significant transactions with Related Parties during the financial years. None of the transactions with Related Parties were in the conflict with the interest of Company.

As required under Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions and the same is available on the website of the Company. (Link: <http://www.poddarheritage.com/policies/related-party-transaction-policy.pdf>)

**b. Non-Compliance**

Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchanges or the SEBI or any statutory authority, on any matter related to capital markets, during the last three years 2016-17, 2017-18 and 2018-19 respectively: NIL

**c. Vigil Mechanism / Whistle Blower Policy**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the chairman of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website. (<http://www.poddarheritage.com/policies/vigil-mechanism-whistle-blower-policy.pdf>)

**d. Adoption of non-mandatory requirements of SEBI (LODR) Regulations, 2015**

Adoption of non-mandatory requirements of the Listing Regulations is being reviewed by the Board from time-to-time.

**(i) Separate posts of Chairman and CEO**

The Board has Non-executive Chairman. The day-to-day management of the Company is done by the Manager appointed as per Section 203 of the Companies Act, 2013.

**(ii) Shareholder Rights:**

The official news release and other related information, if any, are displayed on the website of the Company. These are not sent individually to the shareholders.

**(iii) Audit Qualifications:**

The audit qualifications on the Company's Financial Statements for the year ended 31st March, 2019 are self explanatory in nature and do call for any further comments.

**(iv) Reporting of Internal Auditor:**

The internal auditor has the facility to report directly to the Audit Committee as and when required.

- e. Since, the company does not have any subsidiary as on date; Policy for determining "material" subsidiary has not been adopted. The company shall adopt and implement the same, as and when required.

**f. Commodity price risk and Commodity hedging activities**

Since, the Company deals primarily in Investment in shares and securities; it is exposed to the risk of price fluctuations. The Company proactively manages its risk through constant monitoring of the stock and forward planning and research.

**16. COMPLIANCES WITH GOVERNANCE FRAMEWORK**

The Company has complied with all the Corporate Governance requirements under Regulation 17 to 27 and relevant clauses of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations.

**17. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT**

None of the shares of the Company are in Demat Suspense/ Unclaimed Suspense Account.

**18. CEO/CFO CERTIFICATE**

Mr. Devendra Khemka, Manager cum Chief Financial Officer of the Company, has certified to the Board the particulars as stipulated vide Regulation 17(8) of the SEBI Listing Regulations, read with Part-B of Schedule II of the said Regulations.

**19. COMPLIANCE CERTIFICATE**

The Company has obtained a Certificate from CS A. K. Labh, Practising Company Secretary of M/s A. K. Labh & Co., Company Secretaries regarding compliance of Corporate Governance as stipulated in SEBI Listing Regulations.

## **20. CERTIFICATE FOR NON DISQUALIFICATION OF DIRECTORS**

The Company has obtained a Certificate from CS A. K. Labh, Practising Company Secretary of M/s A. K. Labh & Co., Company Secretaries regarding compliance of non-disqualification of all the Directors on the Board of the Company Regulation 34(3) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) and is attached as an Annexure to this Report.

## **21. CREDIT RATING**

The Company has not obtained any credit rating for the financial year 2018-19.

### **Registered Office:**

CIN: L36993WB1995PLC069510

For and on behalf of the Board

**For Adventz Securities Enterprises Limited**

Hongkong House

31, B. B. D. Bagh(s)

Kolkata - 700 001

Phone: 033- 2248 8891

Fax: 033- 2243 7215

Email: [corp@poddarheritage.com](mailto:corp@poddarheritage.com)

Website: [www.poddarheritage.com](http://www.poddarheritage.com)

**Dated: 29<sup>th</sup> July, 2019**

Rewati Raman Goenka

Chairman

DIN: 00375716

Piyush Khaitan

Director

DIN: 00348151

# **Management Discussions and Analysis Report**

*Annexure to the Directors' Report for the year ended 31<sup>st</sup> March, 2019*

## **Industry Trend and Development**

Non-Banking Financial Companies (NBFC) made a humble beginning back in the 1960's to serve the need of the investor whose financial requirements were not sufficiently covered by the existing banking system in India. However, between 1980's and 1990's, NBFCs gained good ground and started to persuade a huge number of investors owing to their customer friendly reputation. In the recent years, the NBFC sector in India has witnessed significant change over the past few years and has come to be recognized as a systematically key element of the financial system.

The biggest contribution of NBFCs is their ability to cater to the needs of the Micro, Small & Medium Enterprises (MSMEs) and their understanding of customers' profile, credit needs, ability to innovate and customise products as per their clients' needs. NBFCs have also been successful in pioneering retail asset-backed lending, lending against securities and microfinance. The segment aspires to emerge as a one-stop shop for all financial services; this is evident in its moderate consolidation activities in recent years, a trend expected to continue in the near future.

The Monetary Policies were regulated and constantly revisited by the Regulatory Authorities, during the year under review. The said policies of the Government and the Reserve Bank of India were and are to control inflation and curb inflationary expectations. A large part of the increasing signs of the Indian economy can be attributed to global factors although domestic factors also played a role. Your Company being a NBFC continued to perform well in the current scenario and accept challenges to perform diligently and effectively in order to enhance value to its shareholders and other stakeholders.

## **Opportunities and Threats**

2018 was a blowout year for Non-Banking Finance Companies (NBFC) on all counts. In their bid to step into the space vacated by capital constrained Public Sector Banks (PSBs), NBFCs went on a reckless credit expansion, without taking into account the asset-liability scenario)

Many went bust and out of business in no time, and most others had to run helter-skelter seeking bail-out funds from investors. Credit risk perception has increased significantly, with investors developing cold feet in opening fresh funding taps to the sector. The market too has punished them heavily, with stock prices of the listed non-banks hitting rock bottom.

The situation has changed since then, with some of the measures taken by the Government, stopping the crisis developing into a contagion and spilling over to other sectors. However, NBFCs will take most of this baggage into 2019, as the ground reality remains more or less same, as was in 2018. On the whole, the outlook for the sector for the next year is still looking weak.

But this is not to say that all is lost for them. The gradual improvement in liquidity situation indicates that stabilisation is on the cards over the next few months. The liquidity situation has improved significantly since the last fortnight of September, immediately following the IL&FS default. Availability of funds has improved, and the rate of interest has dropped. However, liquidity can no longer be taken as a given. With the regulatory fist tightening on them, cash will be coming to only solvent NBFCs. To put it simply, liquidity situation for NBFCs with lower creditworthiness may continue to remain tight.



Regardless of recent panic and meltdown in the market values of NBFCs, they are here to stay and will play an important role in the economic growth and financial inclusion. In fact, as the economy becomes larger and grows faster, the need for credit will rise disproportionately. We need both banks and NBFCs to rise to the occasion and provide the economy with its lifeblood, i.e., credit.

Sources: Articles; Business Today, Economic Times

### **Segment-Wise Performance**

Your Company has operated in one segment during the financial year 2018-19, hence segment reporting has not been given.

### **Risk and Concern**

The Company recognizes that Risk Management is an integral part of sound management practice and good corporate governance, as it improves decision making and enhances outcomes and accountability. The Management has thus, always been proactive in handling foreseeable risks. The latest regulatory crisis has been a wake-up call. People who have been trying to work on the edge in terms of liquidity or in terms of managing their cost of funds have got a wakeup call and hopefully some balance will be achieved. The experience and knowledge of the industry has also helped your Company to handle unpredicted risks and challenges, faced due to changing economic situations and regulations.

### **Outlook**

After all the negative narrative above, NBFCs will still play a critical role in ensuring capital to a vast array of consumers. They have brought new borrowers into the ambit of formal finance with their underwriting skills and inculcating financial discipline among the borrowers. They are much less leveraged than the PSU Banks, and still account for close to 15% of the incremental credit in the economy, making NBFCs still very important and relevant to the system.

Therefore, to say that this is the end of the road for NBFCs is wrong and grossly misplaced. As good economic agents of change, they should learn that a fall in the pit is a gain in the wit. The gain in the wisdom is to avoid credit ebullience and try to learn to live within their means, and do their business as allowed by their capital base. It is important for them to grow in business while remaining solvent. As business gets tough, the tough among the NBFCs will get going. Therefore, the New Year resolution for NBFCs could be - "better to be safe than sorry". In view of the present economic scenario, although, the Management has decided to concentrate on its traditional business, the Company is always looking for new opportunities and avenues for growth and development.

### **Discussion on financial performance with respect to operational performance**

The following are the significant areas of financial performance during the year under review:

- ❖ Revenue from operation was Rs. 242.08 Lakhs during the year as compared to Rs. 1150.04 Lakhs during the previous year.
- ❖ Finance Cost incurred was Rs. 272.42 Lakhs during the year as compared to Rs. 134.93 Lakhs during the previous year.
- ❖ The Company purchased stock in trade amounting to Rs. 1148.57 lakhs during the year as compared to Rs. 3422.88 Lakhs during the previous year.

## Key financial ratio with explanations

	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018	% change
<b>Debt to Equity Ratio</b>	10.22	4.7	117.45
<b>Assets to turnover Ratio</b>	0.03	0.19	-84.21
<b>Return on Equity Ratio</b>	-2.43	-0.41	-84.21
<b>Current Ratio</b>	1.04	1.61	-35.4
<b>Interest Coverage Ratio</b>	-4.02	-0.71	666.2

The Company has increased short term borrowings due to ICDs taken during the financial year and has seen an increase in its current liabilities and thus its debt to equity ratio has increased.

The Company has reduced revenue from operations during the year as there has been no income from sale of shares as compared to the last financial year which has generated a lower income thus effecting turnover negatively.

The other income of the Company has reduced during the current year due to decrease in rental income and profit on sale of investments due to which the Net Profit of the Company has gone down and thus the return on equity has declined.

The short term borrowings of the Company has increased during the current year as a result of which current liabilities of the Company has increased thus resulting in declining current ratio.

The interest expense of the Company has increased during the year as a result of which earnings of the Company has decreased and thus interest coverage ratio has gone down.

### Change in Return on Net Worth with explanation

The revenue from operations of the Company has fallen down as a result of which the net profit of the Company has gone down and thus Net Worth of the Company has decreased from -0.41 to -2.43.

### Internal Control and System

The Company has been taking continuous steps to upgrade the system of internal audit to make the same contemporary and relevant with the changes in the Business and the environment in which the Company operates.

### Cautionary Statement:

Details given here in above relating to various activities and future plans may be 'forward looking statements' within the meaning of applicable laws and regulations. The actual performance may differ from those expressed or implied.

### Registered Office:

CIN: L36993WB1995PLC069510

For and on behalf of the Board

**For Adventz Securities Enterprises Limited**

Hongkong House

31, B. B. D. Bagh(s)

Kolkata – 700 001

Phone: 033- 2248 8891

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Website: [www.poddarheritage.com](http://www.poddarheritage.com)

**Dated: 29<sup>th</sup> July, 2019**

Rewati Raman Goenka

Chairman

DIN: 00375716

Piyush Khaitan

Director

DIN: 00348151

**PRACTICING COMPANY SECRETARY CERTIFICATE ON CORPORATE GOVERNANCE**

**To the Members of Adventz Securities Enterprises Limited**

We have examined the compliance of conditions of Corporate Governance by ***Adventz Securities Enterprises Limited*** ("the Company") in terms of Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations") for the year ended 31.03.2019.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

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

For **A. K. LABH & Co.**  
***Company Secretaries***

( **CS A. K. LABH** )  
***Practicing Company Secretary***  
***FCS - 4848 / CP No - 3238***

**Place : Kolkata**  
**Dated : 29.07.2019**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,  
The Members of Adventz Securities Enterprises Limited  
Hongkong House  
31 B.B.D Bagh(S)  
Kolkata - 700001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Adventz Securities Enterprises Limited** having CIN : L36993WB1995PLC069510 and having registered office at 31, B. B. D. Bagh (S), Kolkata – 700001, West Bengal (hereinafter referred to as ‘the Company’), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>	<b>Date of appointment Company</b>
1.	Akshay Poddar	00008686	28.04.2001
2.	Gaurav Agarwala	00201469	22.03.2000
3.	Piyush Khaitan	00348151	30.06.2000
4.	Rewati Raman Goenka	00375716	12.12.2006
5.	Kunal Agarwala	01205229	04.03.2013
6.	Puja Poddar	05333989	22.06.2012

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

For **A. K. LABH & Co.**  
**Company Secretaries**

( **CS A. K. LABH** )  
**Practicing Company Secretary**  
**FCS – 4848 / CP No - 3238**

**Place : Kolkata**  
**Dated : 29.07.2019**

## **SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31.03.2019**

*[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,**  
**Adventz Securities Enterprises Limited**  
31, B. B. D. Bagh (S)  
Kolkata – 700001  
West Bengal

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Adventz Securities Enterprises Limited** having its Registered Office at 31, B. B. D. Bagh (S), Kolkata – 700001, West Bengal (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31.03.2019 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.

### **Auditors' Responsibility**

Maintenance of Secretarial Records is the responsibility of the management of the Company. My responsibility is to express an opinion on existence of adequate Board process and compliance management system, commensurate to the size of the Company, based on these secretarial records as shown to me during the said audit and also based on the information furnished to me by the officers' and the agents of the Company during the said audit.

I have followed the audit practices and processes as were appropriate to the best of my understanding to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed, provide a reasonable basis for my opinion.

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

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

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

My report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness or accuracy with which the management has conducted the affairs of the Company.

***I report that***, I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31.03.2019 according to the provisions of (*as amended*) :

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) Secretarial Standards as issued by The Institute of Company Secretaries of India;
- (iii) The Securities Contracts (Regulation) Act, 1956 and the rules made there under;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulation made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) 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;
  - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

***I further report that***, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has specifically complied with the provisions of the following Acts:

1. Reserve Bank of India Act, 1934 (pertaining to NBFC matters)

to the extent of their applicability to the Company during the financial year ended 31.03.2019 and my examination and reporting is based on the documents, records and files as produced and shown to me and the information and explanations as provided to me by the Company and its management and to the best of my judgment and understanding of the applicability of the different enactments upon the Company. Further, to the best of my knowledge and understanding there are adequate systems and processes in the Company commensurate with its size and operation to monitor and ensure compliances with applicable laws including general laws, labour laws, competition law, environmental laws, etc.

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

During the period under review, provisions of the following regulations/guidelines/standards were not applicable to the Company:

- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (ii) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ;
- (iii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (iv) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.
- (v) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

**I further report that :**

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (c) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.
- (d) 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.

**(CS G. L. BUBNA)**  
**Practicing Company Secretary**  
**ACS - 4266 / CP No. - 7290**

**Place: Kolkata**  
**Dated: 29.07.2019**

**CERTIFICATE OF COMPLIANCE OF THE CODE OF CONDUCT OF THE COMPANY**

This is to confirm that a Code of Conduct for the Board Members and Senior Management Personnel of the Company has been adopted by the Board and the same was also circulated and posted on the Website of the Company. The Company received affirmation for compliance of the Code from the persons concerned for the Financial Year ended 31<sup>st</sup> March, 2019 and the same has also been noted by the Board.

**Place:** Kolkata

**Dated:** 29<sup>th</sup> July, 2019

**Rewati Raman Goenka**

**Chairman**

**DIN: 00375716**



**Dated: 28th May, 2019**

**The Board of Directors,**

Adventz Securities Enterprises Limited

31, B. B. D. Bagh (S),

Kolkata – 700 001

Dear Sirs,

In compliance of and Regulation 17(8) of SEBI (LODR), Regulations, 2015, I do hereby confirm and certify the following in connection with the financial results of the Company for the year ended 31<sup>st</sup> March, 2019, that :

(a) I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief :

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be missing;

(ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

(c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company 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 to the auditors and the Audit Committee :

(i) significant changes in internal control over financial reporting during the year;

(ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) there are no instances of significant fraud and no involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Thanking you,

Yours truly,

**For ADVENTZ SECURITIES ENTERPRISES LIMITED**

**(Devendra Khemka)**

Manager and Chief Financial Officer

**ICAI Membership No. - 057158**

**STATEMENT OF PARTICULARS AS PER RULE 5 OF THE COMPANIES  
Annexure to the Directors' Report for the year ended 31<sup>st</sup> March, 2019**

Pursuant to Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2016

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

Serial No.	Name of Director	Ratio of the remuneration of each director to the median remuneration of the employees
1.	Mr. Akshay Poddar Non-Independent Director	NIL
2.	Mrs. Puja Poddar Non-Independent Director	NIL
3.	Mr. Guarav Agarwala Non-Independent Director	NIL
4.	Mr. Rewati Raman Goenka Independent Director	NIL
5.	Mr. Piyush Khaitan Independent Director	NIL
6.	Mr. Kunal Agarwala Independent Director	NIL

(Note: All the directors of your Company are Non-executive Director and as such, no remuneration is payable to them)

**(ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year**

Serial No.	Name of Director	Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year
1.	Mr. Akshay Poddar Non-Independent Director	NIL
2.	Mrs. Puja Poddar Non-Independent Director	NIL
3.	Mr. Guarav Agarwala Non-Independent Director	NIL
4.	Mr. Rewati Raman Goenka Independent Director	NIL
5.	Mr. Piyush Khaitan Independent Director	NIL
6.	Mr. Kunal Agarwala Independent Director	NIL
7.	Mr. Devendra Khemka Chief Financial Officer/Manager	14.61 %
8.	Ms. Punam Singh Company Secretary	12.74 %

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

16.21 %

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

4 (Four)

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

Other than Managerial Personnel and KMP the employees of the Company were given increment on an average of 16.21 %

The KMP of the Company were given an increment, on an average of 14.40 % in the financial year 2018-19.

**(vi) The Remuneration paid to KMP is as per the Remuneration policy of the Company.**

Yes

**Registered Office:**

CIN: L36993WB1995PLC069510

For and on behalf of the Board

**For Adventz Securities Enterprises Limited**

Hongkong House

31, B. B. D. Bagh(s)

Kolkata – 700 001

Phone: 033- 2248 8891

Fax: 033- 2243 7215

Email: [corp@poddarheritage.com](mailto:corp@poddarheritage.com)

Website: [www.poddarheritage.com](http://www.poddarheritage.com)

Rewati Raman Goenka

Chairman

DIN: 00375716

Piyush Khaitan

Director

DIN: 00348151

**Dated: 29<sup>th</sup> July, 2019**

**STATEMENT OF PARTICULARS AS PER RULE 5 OF THE COMPANIES  
Annexure to the Directors' Report for the year ended 31<sup>st</sup> March, 2019**

Pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5 (2) of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name	Designation	Age (Years)	Remuneration (In Lakhs)	Qualification	Experience (Years)	Date of Commencement of Employment	Previous Employment
Mr. Devendra Khemka	CFO & Manager	50	47.17	Chartered Accountant	26	01 <sup>st</sup> April, 2009	Poddar Heritage Investments Limited
Ms. Punam Singh	Company Secretary	33	5.61	BA.LLB & CS	6	01 <sup>st</sup> March, 2015	
Mr. Arun Kumar Sharma	Accounts Officer	38	6.41	B.Com	13	14 <sup>th</sup> July, 2010	Wires & Fabriks (SA) Limited
Mr. Bihari Lal Kanoongo	Accounts Officer	69	6.28	B.Com	46	01 <sup>st</sup> April, 2000	Poddar Services Limited

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For and on behalf of the Board

**For Adventz Securities Enterprises Limited**

Rewati Raman Goenka

Chairman

DIN: 00375716

Piyush Khaitan

Director

DIN: 00348151

**Dated: 29<sup>th</sup> July, 2019**

**FORM AOC-I****Annexure to the Directors' Report for the year ended 31<sup>st</sup> March, 2019**

Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies  
(Accounts) Rules, 2014

Statement containing salient features of the financial statement of subsidiaries/associate  
companies/joint ventures

**Part A: Subsidiaries****(Information in respect of each subsidiary to be presented with amounts in Rs.)**

<b><u>PARTICULARS</u></b>		<b><u>DETAILS</u></b>
1.	Sl. No.	N.A.
2.	Name of the Subsidiary	N.A.
3.	The date since when subsidiary was acquired	N.A.
4.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
5.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries-	N.A.
6.	Share capital	N.A.
7.	Reserves & surplus	N.A.
8.	Total assets	N.A.
9.	Total Liabilities	N.A.
10.	Investments	N.A.
11.	Turnover	N.A.
12.	Profit before taxation	N.A.
13.	Provision for taxation	N.A.
14.	Profit after taxation	N.A.
15.	Proposed Dividend	N.A.
16.	% of Shareholding	N.A.

**Notes: The following information shall be furnished at the end of the statement:**

1.	Names of subsidiaries which are yet to commence operations	NIL
2.	Names of subsidiaries which have been liquidated or sold during the year	NIL

**Part B: Associates and Joint Ventures**

<b><u>PARTICULARS</u></b>		<b><u>DETAILS</u></b>
1.	Name of the Associate	Adventz Finance Private Limited
2.	Latest Balance Sheet Date	March 31, 2019
3.	Date on which the Associate or Joint Venture was associated or acquired	
4.	Shares of Associate or Joint Venture held by the company on the year end	
a.	No.	1,29,26,745
b.	Amount of Investment in Associate	Rs. 39,96,09,417/-
c.	Extend of Holding %	26%

5.	Description of how there is significant influence	Significant influence is exercised through equity shareholding
6.	Reason why the Associate/ Joint Venture is not Consolidated	N.A.
7.	Net worth attributable to Shareholding as per latest audited Balance sheet	Rs. 2,37,64,69,851/-
8.	Profit/Loss for the year	
	i. Considered in Consolidation	Rs. 8,76,53,561/-
	ii. Not Considered in Consolidation	Rs. 27,59,33,531/-

1.	Names of associates or joint ventures which are yet to commence operations	NIL
2.	Names of associates or joint ventures which have been liquidated or sold during the year	NIL

**Registered Office:**

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For and on behalf of the Board  
**For Adventz Securities Enterprises Limited**

Rewati Raman Goenka

Chairman

DIN: 00375716

Piyush Khaitan

Director

DIN: 00348151

**Dated: 29<sup>th</sup> July, 2019**

Devendra Khemka  
Chief Financial Officer

Punam Singh  
Company Secretary  
ACS No: A38649

**Report of Corporate Social Responsibility (CSR)**  
***Annexure to the Directors' Report for the year ended 31<sup>st</sup> March, 2019***

[Pursuant to clause (0) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies  
(Corporate Social Responsibility) Rules, 2014]

**1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

Your Company perceives Corporate Social Responsibility (CSR) as an opportunity to contribute towards uplifting the society at large, empowering individuals, making them self-reliant. The CSR philosophy of your Company is embedded in its commitment to all stakeholders and its approaches towards practicing humble service to Humanity on a sustainable basis, has enabled it to continue fulfilling its commitment to be a socially responsible corporate citizen.

The CSR Committee of your Company has formulated the CSR Policy which describes the multiple lines around which the CSR activities of your Company are positioned being education and skill development, social and economic welfare and such other activities included in Schedule VII of the Companies Act, 2013, as may be identified by the CSR Committee from time to time. The policy is available on the web link <http://www.poddarheritage.com/policies/csr.pdf> at the website of the Company [www.poddarheritage.com](http://www.poddarheritage.com).

Driven with great passion and desire to be a good Corporate Citizen, your company has continued its progress on community initiatives with renewed vigor and devotion. As a responsible Corporate Citizen, we have built sustainable plan effective upon the CSR policy of the Company outlining initiatives that are vital towards fulfilling societal need gaps in the communities we operate and live in. We also believe that we have a larger responsibility towards making a difference within our industry and also society at large.

As a responsible business corporation, we have built sustainable plan effective upon the CSR policy of the Company outlining initiatives that are vital towards fulfilling societal need gaps in the communities we operate and live in. We also believe that we have a larger responsibility towards making a difference within our industry and also society at large. Our initiatives broadly include promotion of education, eradication of poverty etc.

**2. The Composition of the CSR committee**

- |    |                         |          |
|----|-------------------------|----------|
| a) | Mr. Akshay Poddar       | Chairman |
| b) | Mr. Piyush Khaitan      | Member   |
| c) | Mr. Rewati Raman Goenka | Member   |

**3. Average Net Profits of the company for the last three financial years**

Average profit	Rs. 19,31,632/-
(Rs. Nineteen Lakhs, Thirty One Thousand, Six Hundred Thirty Two Only)	

#### 4. Prescribed CSR expenditure

2% of the net profit Rs. 38,633/-  
(Rs. Thirty Eight Thousand, Six Hundred Thirty Three Only)

#### 5. Details of CSR spent during the year:

a) Total amount to be spent for the financial year: Rs. 50,000/-  
(Rs, Fifty Thousand only)

b) Amount unspent, if any: Nil

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

Sl. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programme wise	Amount Spent	Cumulative Expenditure upto the reporting period	Amount Spent: Direct or through Implementing Agency
1.	Vivekananda Parishad	Promoting education	West Bengal	Rs. 50,000/-	Rs. 50,000/-	Rs. 50,000/-	Direct

**6. In case the Company has failed to spend the 2% of the average net profit of the last 3 years of any part thereof, the Company shall provide the reasons for not spending the amount in the Board's Report. -**

N.A.

**7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and the Policy of the Company.**

The CSR Committee confirms that the implementation and monitoring of CSR policy is in line with the CSR objectives and Policy of the Company.

**Registered Office:**

CIN: L36993WB1995PLC069510

For and on behalf of the Board  
**For Adventz Securities Enterprises Limited**

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Rewati Raman Goenka  
Member

DIN: 00375716

Piyush Khaitan  
Member

DIN: 00348151

**Dated: 29<sup>th</sup> July, 2019**

**Akshay Poddar**  
**Chairman**  
**DIN: 00008686**



## CORPORATE POLICIES

The Company being a part of Adventz Group seeks to promote and follow the highest level of ethical standards in all its business relations. The SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, mandate the formulation of certain policies for all listed companies. The major corporate governance policies are available on the Company's website on: <http://www.poddarheritage.com/investors-info.html>

Name of the Policy	Brief Description	Web Link	Summary of Key Changes
Whistle blower Policy (Policy on Vigil Mechanism)	The Company has adopted a "Vigil Mechanism Policy" for Directors and employees of the Company is in place, to report their genuine concern of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, unethical behavior, actual or suspected fraud, or violation of the Company's code of conduct etc. The Policy was revised and adopted effective 1 <sup>st</sup> April, 2019.	<a href="http://www.poddarheritage.com/policies/vigil-mechanism-whistle-blower-policy.pdf">http://www.poddarheritage.com/policies/vigil-mechanism-whistle-blower-policy.pdf</a>	The Whistle Blower Policy was amended in line with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, enabling employees to report instances of leak of Unpublished Price Sensitive Information (UPSI).
Code of Conduct and Ethics	The Company has adopted a code of conduct to promote conduct of business ethically in an efficient and transparent manner and to meet its obligations to shareholders and all other stakeholders. The Policy was revised and adopted effective 1 <sup>st</sup> April, 2019.	<a href="http://www.poddarheritage.com/policies/code-of-conduct.pdf">http://www.poddarheritage.com/policies/code-of-conduct.pdf</a>	The Policy was revised keeping in view SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, enabling employees to report instances of leak of Unpublished Price Sensitive Information (UPSI) and the corporate governance requirements of the Company.
Insider Trading Policy	The Policy provides the framework in dealing with securities of the Company. The Policy was revised and adopted in the Board Meeting held on 8 <sup>th</sup> April, 2019.	N.A.	The Insider Trading Policy was amended in line with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. The key changes include inter alia, change in the definition of designated persons, maintenance of digital database, internal control with policy and procedures for inquiry in case of leak of UPSI.
Policy for determining	The Policy aims to provide a framework for determining materiality of events and information for the purpose of	<a href="http://www.poddarheritage.com/policies/policy-for-determination-of-">http://www.poddarheritage.com/policies/policy-for-determination-of-</a>	There has been no change in the Policy.

Materiality of event	making disclosure to Stock Exchanges in terms of Regulation 30 of Listing Regulations. The Policy was adopted effective 1 <sup>st</sup> December, 2015.	<a href="#">materiality-of-event.pdf</a>	
Nomination and Remuneration Policy (NRC Policy)	This Policy formulates the criteria for determining qualification, competencies, positive attributes for appointment of director (executive/non-executive) and also criteria for determining the remuneration of the directors, Senior Management and Key Managerial positions. The Policy was revised and adopted effective 1 <sup>st</sup> April, 2019.	N.A.	The NRC Policy was revised and reviewed in line with the requirements of SEBI (Listing Obligation and Disclosure Requirements) (Amendment) Regulations, 2018. There has been no major change in the Policy.
Corporate Social Responsibility Policy	This Policy outlines developmental activities/initiatives undertaken in the field of education, healthcare, sanitation, employment, generation infrastructure development, caring of older section of societies to bring social and economic development by the Company. The Policy is effective from 1 <sup>st</sup> April, 2014.	N.A.	There has been no change in the Policy.
Related Party Transaction Policy (RPT Policy)	This Policy regulates all transactions between the Company and its related parties. The Policy was revised and adopted effective 8 <sup>th</sup> April, 2019.	<a href="http://www.poddarheritage.com/policies/related-party-transaction-policy.pdf">http://www.poddarheritage.com/policies/related-party-transaction-policy.pdf</a>	The RPT Policy was revised and reviewed in line with the requirements of SEBI (Listing Obligation and Disclosure Requirements) (Amendment) Regulations, 2018. The key changes include, inter alia, threshold limits for determining materiality together with record updation procedure.
Archival Policy	This Policy regulates the archiving of documents and corporate records of the Company on information systems. The Policy was adopted in the Board Meeting held on 13 <sup>th</sup> November, 2015.	<a href="http://www.poddarheritage.com/policies/archival-policy.pdf">http://www.poddarheritage.com/policies/archival-policy.pdf</a>	There has been no change in the Policy.
Policy for preservation of documents	This Policy aims to provide a framework for preservation of the documents of the Company required to be maintained in terms of any statutory or regulatory requirements. The Policy was adopted effective 1 <sup>st</sup> December, 2015.	<a href="http://www.poddarheritage.com/policies/policy-for-preservation-of-documents.pdf">http://www.poddarheritage.com/policies/policy-for-preservation-of-documents.pdf</a>	There has been no change in the Policy.
Code of Fair Disclosure	The Code aims to provide a framework of practices and procedures for fair disclosure of events and occurrences which may impact the price discovery in the market for the Securities of the Company listed on the stock exchanges. The Policy was revised and adopted in the Board Meeting held on 8 <sup>th</sup> April, 2019.	<a href="http://www.poddarheritage.com/policies/code-for-fair-disclosure.pdf">http://www.poddarheritage.com/policies/code-for-fair-disclosure.pdf</a>	The Code was revised and reviewed in line with the requirements of SEBI (Listing Obligation and Disclosure Requirements) (Amendment) Regulations, 2018. The key changes include inter alia, change in the definition of UPSI and Chief Investor Relations Officer/Company Secretary.



<b>Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	-	40,21,415	40,21,415	71.46	40,21,415	-	40,21,415	71.46	-
<b>B. PUBLIC SHAREHOLDIN</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
C) Central govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
Venture Capital Funds (specify)	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (B)(1):</b>	-	-	-	-	-	-	-	-	-
<b>(2) Non Institutions</b>									
a) Bodies corporates	-	14,07,050	14,07,050	25.00	-	14,07,050	14,07,050	25.00	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	-	1,39,322	1,39,322	2.48	-	1,39,322	1,39,322	2.48	-
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	-	60,000	60,000	1.07	-	60,000	60,000	1.07	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
<b>(B)(2):</b>	-	16,06,372	16,06,372	28.54	-	16,06,372	16,06,372	28.54	-
<b>Shareholding (B)= (B)(1)+(B)(2)</b>	-	16,06,372	16,06,372	28.54	-	16,06,372	16,06,372	28.54	-
<b>C. Shares held by Custodian for</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	56,27,787	56,27,787	100.00	40,21,415	16,06,372	16,06,372	100.00	71.46

(ii) **SHARE HOLDING OF PROMOTERS**

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the
		NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Mr. Saroj Kumar Poddar	1,38,888	2.47	-	1,38,888	2.47	-	NIL
	Mr. Saroj Kumar Poddar as Karta of Saroj & Co.	2,22,222	3.95		2,22,222	3.95		
2	Jyotsna Poddar as a Partner of Poddar Heritage Enterprises Limited (Partnership Firm)	27,777	0.49	-	27,777	0.49	-	
3	M/s Adventz Finance Pvt Ltd	36,32,528	64.55	-	36,32,528	64.55	-	
	<b>Total</b>	<b>40,21,415</b>	<b>71.46</b>	<b>-</b>	<b>40,21,415</b>	<b>71.46</b>	<b>-</b>	

(iii) **CHANGE IN PROMOTERS' SHAREHOLDING ( SPECIFY IF THERE IS NO CHANGE)**

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	There is no change in Promoter's Shareholding between 01/04/2018 and 31/03/2019			
	Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year				

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

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Poddar Projects Limited	3,96,000	7.04	3,96,000	7.04
2	21st Century Exports Ltd	2,45,000	4.35	2,45,000	4.35
3	Perfect Properties Pvt Ltd	1,00,000	1.78	1,00,000	1.78
4	S. L. Properties Pvt Ltd	1,00,000	1.78	1,00,000	1.78
5	Savitri Commercials Pvt Ltd	92,500	1.64	1,00,000	1.64
6	Wimco Credit & Commercial Pvt Ltd	74,350	1.32	74,350	1.32
7	Monotype Vinimay Pvt Ltd	90,000	1.60	90,000	1.60
8	Om Shree Finance Ltd	77,500	1.38	77,500	1.38
9	Alankar India Pvt. Ltd	50,000	0.89	50,000	0.89
10	Prem Lata Devi Jain (*)	20,000	0.36	20,000	0.36
	At the beginning of the year	NIL There is no change in the Shareholding of top ten shareholders between 01/04/2018 and 31/03/2019			
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year (or on the date of separation, if separated during the year)				

\* Nomita Jain and Meera Devi Jain are also holding 20,000 shares each

(v) **Shareholding of Directors & KMP**

Sl. No	For Each of the Directors & KMP	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the	No of shares	% of total shares of the company
1	Mrs. Puja Poddar (Director)	NIL There is no change in the Shareholding of top ten shareholders between 01/04/2018 and 31/03/2019			
2	Mr. Akshay Poddar (Director)				
3	Mr. Gaurav Agarwala (Director)				
4	Mr. Rewati Raman Goenka (Independent Director)				
5	Mr. Piyush Khaitan (Independent Director)				
6	Mr. Kunal Agarwala (Independent Director)				
7	Mr. Devendra Khemka (CFO & Manager)*				
8	Ms. Punam Singh (CS)				

\*Mr. Devendra Khemka has been appointed to the post of Manager of the company w.e.f. 22.12.2016 and currently receives no remuneration for holding the post of Manager

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	26,84,32,044	-	26,84,32,044
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	1,21,43,836	-	1,21,43,836
<b>Total (i+ii+iii)</b>	-	<b>28,05,75,880</b>	-	<b>28,05,75,880</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	-	56,15,00,000	-	56,15,00,000
Reduction	-	25,15,00,000	-	25,15,00,000
<b>Net Change</b>	-	<b>31,00,00,000</b>	-	<b>31,00,00,000</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	57,84,32,044	-	57,84,32,044
ii) Interest due but not paid	-	1,24,96,438	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>59,09,28,482</b>	-	<b>59,09,28,482</b>

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount
		Mr. Devendra Khemka *	
1	<b>Gross salary</b>		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	-	-
	(b) Value of perquisites u/s 17(2) of the Income tax Act,	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission as % of profit	-	-
5	Others, please specify (Provident Fund and Perquisites)	-	-
	<b>Total (A)</b>	-	-
	<b>Ceiling as per the Act</b>	-	-

\*Mr. Devendra Khemka has been appointed to the post of Manager of the company w.e.f. 22.12.2016 and currently receives no remuneration for holding the post of Manager

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors		
1	<b>Independent Directors</b>	<b>Rewati Raman Goenka</b>	<b>Piyush Khaitan</b>	<b>Kunal Agarwala</b>
	(a) Fee for attending board committee	-	-	-
	(b) Commission	-	-	-
	(c) Others, please specify	-	-	-
	<b>Total (1)</b>	-	-	-
2	<b>Other Non Executive Directors</b>	<b>Akshay Poddar</b>	<b>Gaurav Agarwala</b>	<b>Puja Poddar</b>
	(a) Fee for attending board committee	-	-	-
	(b) Commission	-	-	-
	(c) Others, please specify.	-	-	-
	<b>Total (2)</b>	-	-	-
	<b>Total (B)=(1+2)</b>	-	-	-
	<b>Total Managerial Remuneration</b>	-	-	-
	<b>Overall Ceiling as per the Act.</b>	N.A.	N.A.	N.A.

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	TOTAL
1	<b>Gross Salary</b>		<b>Punam Singh</b>	<b>Devendra Khemka</b>	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	5,24,950	41,91,750	<b>47,16,700</b>
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	89,317	<b>89,317</b>
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	
2	Stock Option	-	-	-	
3	Sweat Equity	-	-	-	
4	Commission as % of profit	-	-	-	
	others, specify	-	-	-	
5	Others, please specify (Provident Fund and Perquisites)	-	36,720	4,35,600	<b>4,72,320</b>
		-	-	-	
	<b>Total</b>	-	5,61,670	47,16,667	<b>52,78,337</b>

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

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

**Registered**

**Office:**

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31, B. B. D. Bagh(s)

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Website: [www.poddarheritage.com](http://www.poddarheritage.com)

**For and on behalf of the Board  
For Adventz Securities Enterprises Limited**

Rewati Raman Goenka

**Chairman**

**DIN: 00375716**

Piyush Khaitan

**Director**

**DIN: 00348151**

Dated: 29th July, 2019

## **INDEPENDENT AUDITORS REPORT**

**To**  
**The Members of**  
**M/s. Adventz Securities Enterprises Limited**

### **Report on the standalone Financial Statements**

#### **Opinion**

We have audited the accompanying Standalone financial statements of **M/s. Adventz Securities Enterprises Limited (“the Company”)** which comprises the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the standalone financial statements”).

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 (“the Act”) in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019.

#### **Qualified Opinion**

We have audited the standalone financial statements of Adventz Securities Enterprises Limited (“the Company”), which comprise the Balance Sheet as at March 31, 2019, and the statement of Profit and Loss and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (which are included the Returns for the year ended on that date.)

In our opinion, and to the best of our information and according to the explanations given to us, except for the effect of the matters described in the Basis for Qualified Opinion paragraph, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and its loss and its cash flows for the year ended on that date.

#### **Basis for Qualified Opinion**

- a) Non-accounting of rent under dispute and the amount being unascertainable (refer Note 32).
- b) Provision for Gratuity and Leave has not been made as per requirement of AS-15 (Employee benefits) during the year or in earlier years.



**Emphasis of Matter**

We draw attention to the notes to the financial statements regarding:

- a. Non-accounting of interest and other charges (not quantifiable) on unsecured loan lying unconfirmed also. (refer note 4).
- b. non-accounting of alleged security and recoverability of the Loan/Advance due in view of the uncertainty thereof (refer Note 27); and
- c. non-provision of liability of interest/late payment surcharge, on the amount of amicably settled maximum demand charges paid by Company and Company's claim of interest on amounts refunded by WBSEB against provisional bills, since the matter remains unresolved and amounts being unascertainable (refer Note 28).
- d. Scripts of certain quoted and unquoted shares and securities have not been furnished for verification. (Refer note 10).
- e. Lease of Paharpur godown which, expired in 2002 has not been renewed by KPT and Companies petition is pending before the Court. KPT has also claimed compensation of Rs. 1.36 Crore. As per direction of the Court the Company has deposited a sum of Rs. 25 lakhs and is also remitting cheque of Rs. 25,000 p.m. to KPT.

The above godown has been subleased but no rent is received from the tenant after June, 2009 for which the Company has filed recovery and eviction suit against them. No rental income is being accounted for (refer note 29 to accounts).

- f. Lease of Taratalla godown has not been renewed and eviction notice has issued by KPT. KPT has claimed compensation which been neither been paid nor accounted for. No accounting for rent or Compensation has been made in the accounts. The tenant to whom it is subleased has not paid rent since July, 1985 and suit for recovery / eviction is pending before Court. No rental income or expenses have been accounted for (refer note 30).
- g. No physical verification of inventory of land has been carried out by the management ( Refer Note 14)

**Key Audit Matters:**

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

Sr. No	Key Audit Matter	How are audit addressed the Key Audit Matter
1	<p><b>Revenue Recognition on interest income, dividend income and gain/ sale of investments</b></p> <p>We focused on this area because of the majority in determining the company's revenue and risk of under/over estimation of revenue.</p>	<p>We reviewed the process adopted for assuring the consistency in approach between accounting periods. Our tests included:</p> <ul style="list-style-type: none"> <li>• Assessing compliance of company's revenue recognition accounting policies with applicable accounting standards.</li> <li>• Checking the accuracy of various reconciliations carried out on sale of investments.</li> <li>• Considered the appropriateness and accuracy of interest and dividend as recorded in the relevant records</li> <li>• Verifying the disclosure in accounting records with various supporting documentation</li> </ul> <p><b>Conclusion:</b></p> <p>Our applied procedures did not indicate any material deviations.</p>

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Directors Report including Annexures to Directors' Report, Report on Corporate Governance but does not include the Standalone Financial Statements and our auditors' report thereon. The Management Discussion and Analysis, Directors' Report including Annexures to Directors' Report and Report on Corporate Governance are expected to be made available to us after the date of this auditor's report.

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

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

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

## **Responsibility of Management and Those charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, statement of profit and loss and cash flows of the Company in accordance with the accounting Standards specified under section 133 of the Act, 2013 read with relevant rules issued there under and other Accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate **internal financial controls**, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement 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.

Those Board of Directors are also responsible for overseeing the company's financial reporting process

## **Auditor's Responsibility for the Audit of the Financial Statements**

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 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 controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company 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 interim consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the 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.

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**

(i) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order.

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. Except for the effect/possible effect of the matter described in the Basis for Qualified opinion paragraph, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. the financial statements dealt with by this report are in agreement with the books of account;
- d. except for the effect / possible effect of the matter described in the Basis for Qualified Opinion paragraph, 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 (as amended);
- e. on the basis of the written representations received from the directors as on 31 March 2019 and taken on record by the Board of Directors, none of the directors are disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act;
- f. The qualification relating to non-accounting of rent due to dispute and non-provision of gratuity and leave as per the requirement of AS-15 are as stated in the Basis for Qualified Opinion paragraph above.
- g. With respect to the adequacy of the internal financial controls over financial reporting (IFCoFR) of the Company and the operating effectiveness of such controls refer to our separate report in Annexure 'B'.
- h. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations which would impact its financial position in Note no. 23 of the balance sheet.
  - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

- i. According to the information and explanations given to us and on the basis of test checks carried out by us during the course of the audit of the Company, our reports on the matters specified in Para 3A and 3C of the Master Direction - Non-Banking Financial Companies Auditors' Report (Reserve Bank) Directions, 2016 are as follows:
- (i) The Company is engaged in the business of non-banking financial institution and has obtained a Certificate of Registration from the Reserve Bank of India;
  - (ii) Based on the information and explanations given to us, the Company is entitled to continue to hold the Certificate of Registration in terms of its asset/income pattern as on 31<sup>st</sup> March 2019;
  - (iii) The Company is meeting the net-owned fund requirement as laid down in the Master Directions issued by the Reserve Bank of India;
  - (iv) The Board of Directors of the Company has passed a resolution for not accepting any public deposit;
  - (v) The Company has not accepted any public deposit during the year;
  - (vi) The Company has complied with the prudential norms relating to income recognition, income on investments, accounting for investments, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it in terms of Non-Banking Financial Company - Non-Systemically Important Non-Deposit Taking Company (Reserve Bank) Directions, 2016 ( updated as on February 23, 2018)
  - (vii) Based on the information and explanations given to us, the Company has not been classified as a NBFC Micro Finance Institution (MFI) as defined in the Non-Banking Financial Company Non-Systemically Important Non-Deposit Taking Company (Reserve Bank) Directions, 2016 ( updated as on February 23, 2018)

**For Chaturvedi & Company**  
Chartered Accountants  
Firm Regn. No : 302137E

Dated : 28/05/2019  
Place : Kolkata

**Nilima Joshi**  
Partner  
Memb No. 52122

## **Annexure A to the Auditor's Report**

### **The Annexure referred to in Independent Auditor's Report of even date to the members of ADVENTZ SECURITIES ENTERPRISES LIMITED, on the financial statements for the year ended 31<sup>st</sup> March, 2019**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The leasehold property received and held by the company by virtue of amalgamation vide the scheme approved by the Hon'ble High Court of Kolkata, is still not mutated or transferred in the name of the Company.
- (ii) (a) The management has conducted physical verification of inventory of shares at reasonable intervals during the year. No verification of inventory of land has been done.
- (b) The procedures of physical verification of inventory followed by the management for shares are reasonable and adequate in relation to the size of the Company and the nature of its business except in case of inventory of land
- (c) The Company is maintaining proper records of inventory for shares and no material discrepancies between physical inventory and book records were noticed on physical verification. Since no physical verification of land was made we cannot comment on the discrepancies between physical inventory and book records in respect of land.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms, LLP or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a),3(iii)(b) and 3(iii)(c)of the Order are not applicable.
- (iv) The relevant provisions of sections 185 and 186 of the Act in respect of loans, investments, guarantees, and security are not applicable to the Company. Accordingly, the provisions of clause 3(iv) of the Order are not applicable.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) As per the information and explanation given to us by the management, the Central Government has not prescribed maintenance of cost records pursuant to Section 148 of the Companies Act, 2013 and Rules made for any of the products of the Company. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, goods & service tax, cess and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding on the

year-end for a period of more than six months from the date they became payable except for Sales Tax of Rs. 9,25,712

- (b) According to the information and explanations given to us, there are no dues of income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise and value added tax that have not been deposited with the appropriate authorities on account of any dispute, except :

Name of the Statute	Nature of Dues	Year	Amount (Rs. Lacs)	Forum where dispute is pending
B. F. (Sales Tax) Act, 1941	Sales Tax	1990-1991	0.45	WB Commercial Taxes Appellate & Revisional Board
		1991-1992	4.55	WB Commercial Taxes Appellate & Revisional Board
West Bengal Sales Tax Act, 1995	Sales Tax	1995-1996	33.57	Commissioner of Sales Tax
Central Sales Tax Act, 1956	Sales Tax	1990-1991	0.05	WB Commercial Taxes Appellate & Revisional Board
		1991-1992	0.96	Commissioner of Sales Tax
		1995-1996	3.24	Dy. Commissioner of Sales Tax
Income Tax Act, 1961	Income Tax	1985-1986	16.03	CIT (Appeals)
		1986-1987	4.08	CIT (Appeals)
		1990-1991	1.31	CIT (Appeals)
		1998-1999	9.40	CIT (Appeals)
		2006-2007	2.88	CIT (Appeals)
		2010-2011	1.54	Asst. Comm. of Income Tax
		2011-2012	0.59	Assessing Officer
Central Excise Act, 1944	Central Excise & Customs	2012-2013	2.07	CIT (Appeals)
			16.98	Appellate Tribunal

- (viii) The Company has no loans or borrowings payable to a financial institution or a bank or government and no dues payable to debenture-holders during the year. Accordingly, the provisions of clause 3(viii) of the Order are not applicable.
- (ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) and did not have any term loans outstanding during the year. Accordingly, the provisions of clause 3(ix) of the Order are not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) No Managerial remuneration has been paid (and)/ provided by the company. Accordingly, the provisions of clause 3(xi) of the Order are not applicable.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such



transactions have been disclosed in the financial statements as required by the applicable accounting standards.

- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non – cash transactions with directors or persons connected with him.
- (xvi) The company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and such registration has been obtained by the company.

**For Chaturvedi & Company**  
Chartered Accountants  
**(Firm Reg. No. 302137E)**

Place : Kolkata  
Date : 28/05/2019

**Nilima Joshi**  
Partner  
Mem. No. 52122

## **Annexure B to the Auditor's Report**

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

1. In conjunction with our audit of the financial statements of ADVENTZ SECURITIES ENTERPRISES LIMITED ("the Company") as of and for the year ended 31 March 2019, we have audited the internal financial controls over financial reporting of the company of as of that date.

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

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal financial controls over financial reporting issued by 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 its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls over financial reporting, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. 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 over financial reporting.

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

6. A company's internal financial controls 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 controls 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**

7. 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 internal financial controls 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**

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based 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 ICAI.

**For Chaturvedi & Company**  
Chartered Accountants  
(Firm Reg. No. 302137E)

Place : Kolkata  
Date : 28/05/2019

**Nilima Joshi**  
Partner  
Mem. No. 52122

**ADVENTZ SECURITIES ENTERPRISES LIMITED**

**Balance Sheet as at 31<sup>st</sup> March, 2019**

	Notes	As at 31st March, 2019		As at 31st March, 2018	
<b><u>EQUITY &amp; LIABILITIES</u></b>					
<b>Shareholders' Funds</b>					
(a) Share Capital	2	<b>5,62,77,870</b>		5,62,77,870	
(b) Reserves & Surplus	3	<b>16,64,82,179</b>	<b>22,27,60,049</b>	<b>30,32,01,413</b>	35,94,79,283
<b>Non-Current Liabilities</b>					
(a) Long-Term Borrowings	4	<b>1,84,32,044</b>		1,84,32,044	
(b) Other Long-Term Liabilities	5	<b>63,27,360</b>	<b>2,47,59,404</b>	<b>65,02,360</b>	2,49,34,404
<b>Current Liabilities</b>					
(a) Short-Term Borrowings	7	<b>57,24,96,438</b>		26,21,43,836	
(b) Other Current Liabilities	8	<b>18,51,814</b>		16,56,799	
(c) Short-term Provisions	6	<b>7,72,801</b>	<b>57,51,21,053</b>	<b>4,58,477</b>	26,42,59,112
<b>TOTAL</b>			<b>82,26,40,506</b>	<b>64,86,72,799</b>	
<b><u>ASSETS</u></b>					
<b>Non-Current Assets</b>					
(a) Property, Plant & Equipment					
(i) Tangible Assets	9	<b>33,57,937</b>		30,95,843	
(b) Non-Current Investments	10.1	<b>18,74,29,721</b>		18,74,29,721	
(c) Deferred tax Assets (net)	11	<b>39,17,279</b>		39,17,279	
(d) Long-term Loans and Advances	12	<b>3,15,71,297</b>		2,93,31,511	
(e) Other non-current assets	13	<b>4,65,815</b>	<b>22,67,42,049</b>	<b>4,65,815</b>	22,42,40,169
<b>Current Assets</b>					
(a) Current Investments	10.2	<b>2,75,07,239</b>		66,73,869	
(b) Inventories	14	<b>21,38,92,970</b>		22,36,86,620	
(c) Cash and Cash equivalents	15	<b>4,36,01,573</b>		86,66,218	
(d) Short-term Loans and Advances	12	<b>30,93,56,034</b>		18,38,65,282	
(e) Other current assets	16	<b>15,40,641</b>	<b>59,58,98,457</b>	<b>15,40,641</b>	42,44,32,630
<b>TOTAL</b>			<b>82,26,40,506</b>	<b>64,86,72,799</b>	
Significant Accounting Policies	1				

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

As per our report of even date

For and on behalf of the Board

**For Chaturvedi & Company**  
**Firm Registration No. 302137E**  
*Chartered Accountants*

R. R. Goenka  
 Chairman  
 DIN : 00375716

**Nilima Joshi**  
*Partner*  
 M. No. 52122

Piyush Khaitan  
 Director  
 DIN : 00348151

Kolkata  
 May, 28, 2019

Devendra Khemka  
 Chief Financial Officer

Punam Singh  
 Company Secretary  
 Membership No.:A38649

**ADVENTZ SECURITIES ENTERPRISES LIMITED**

**Statement of Profit and Loss for the year ended 31<sup>st</sup> March 2019**

	Notes	Year ended 31st March, 2019	Year ended 31st March, 2018
Revenue from operations	17	2,42,08,184	11,50,04,052
Other Income	18	45,37,703	53,66,499
<b>Total Revenue</b>		<b>2,87,45,887</b>	<b>12,03,70,551</b>
<b>Expenses:</b>			
(a) Purchases of Stock-in-Trade		11,48,57,061	34,22,88,333
(b) Change in Inventories	19	97,93,650	(22,34,55,120)
(c) Employee Benefits Expense	20	65,61,304	57,30,992
(d) Financial Cost	21	2,72,42,054	1,34,93,151
(e) Depreciation and amortization expense	9	11,87,226	6,10,480
(f) Other expenses	22	58,64,767	47,32,217
<b>Total expenses</b>		<b>16,55,06,062</b>	<b>14,34,00,053</b>
<b>Profit/(Loss) before Tax</b>		<b>(13,67,60,175)</b>	<b>(2,30,29,502)</b>
<b>Tax Expenses</b>			
(a) Current Tax		-	-
(b) Deferred Tax		-	9,36,952
<b>Profit/(loss) after Tax</b>		<b>(13,67,60,175)</b>	<b>(2,39,66,454)</b>
<b>Earning per Equity Share ( nominal value of share Rs.10)</b>			
(a) Basic		(24.30)	(4.26)
(b) Diluted		(24.30)	(4.26)

The accompanying notes are an integral part of the financial statements

As per our report of even date

**For Chaturvedi & Company**  
**Firm Registration No. 302137E**  
*Chartered Accountants*

**Nilima Joshi**  
*Partner*  
M. No. 52122

Kolkata  
May, 28, 2019

For and on behalf of the Board

R. R. Goenka  
Chairman  
DIN : 00375716

Piyush Khaitan  
Director  
DIN : 00348151

Devendra Khemka  
Chief Financial Officer

Punam Singh  
Company Secretary  
Membership No.:A38649

**ADVENTZ SECURITIES ENTERPRISES LIMITED**  
**Cash Flow Statement for the year ended 31<sup>st</sup> March 2019**

	31st March, 2019	31st March, 2018
<b><u>Cash flow from operating activities</u></b>		
Profit Before tax	(13,67,60,175)	(2,30,29,502)
<b><u>Adjustment for Non Cash and Non Operating Items</u></b>		
Depreciation/amortization on continuing operation	11,87,226	6,10,480
Provision for Standard Assets	3,14,324	36,046
Loss/(profit) on sale of Investments	(1,45,226)	(7,63,602)
Loss/(profit) on sale of Fixed Assets	(2,07,696)	(62,625)
Finance Cost	2,72,42,054	1,34,93,151
Dividend Income	(41,73,932)	(39,16,272)
<b><u>Operating Profit Before change in working Capital</u></b>	<b>(11,25,43,425)</b>	<b>(1,36,32,324)</b>
Change in Current Assets	97,93,650	(22,34,55,120)
Change in Current Liabilities	1,95,015	12,68,590
Change in Short-term Loans and Advances	(12,54,90,752)	(1,46,38,965)
<b><u>Cash generated from Operations</u></b>	<b>(22,80,45,512)</b>	<b>(25,04,57,819)</b>
Direct taxes paid/Adjusted (net of refunds)	-	-
Tax Adjustment	40,941	67,86,255
<b>Net Cash Flow from Operating Activity</b>	<b>(22,80,04,571)</b>	<b>(24,36,71,564)</b>
<b><u>Cash flow from investing activities</u></b>		
Change in Long Term Investments	-	-
Change in Current Investments	(2,06,88,144)	6,20,413
Change in Long-term Loans and Advances	(22,39,786)	(1,21,02,431)
Net (Purchase)/Sale of Fixed Assets	(12,41,624)	(21,76,107)
Dividend Received	41,73,932	39,16,272
<b>Net Cash Flow from Investing Activity</b>	<b>(1,99,95,622)</b>	<b>(97,41,853)</b>
<b><u>Cash flow from Financing activities</u></b>		
Change in Long Term Borrowings	31,03,52,602	26,21,43,836
Change in Other Long Term Liabilities	(1,75,000)	2,96,848
Finance Cost	(2,72,42,054)	(1,34,93,151)
<b>Net Cash Flow from Financing Activity</b>	<b>28,29,35,548</b>	<b>24,89,47,533</b>
Net increase/(decrease) in cash and cash equivalents (A+B+C)	3,49,35,355	(44,65,884)
Cash and cash equivalents at the beginning of the year	86,66,218	1,31,32,102
<b>Cash and cash equivalents at the end of the year</b>	<b>4,36,01,573</b>	<b>86,66,218</b>

As per our report of even date

**For Chaturvedi & Company**  
**Firm Registration No. 302137E**  
*Chartered Accountants*

**Nilima Joshi**  
*Partner*  
M. No. 52122

Kolkata  
May 29, 2019

For and on behalf of the Board

R. R. Goenka  
Chairman  
DIN : 00375716

Piyush Khaitan  
Director  
DIN : 00348151

Devendra Khemka  
Chief Financial Officer

Punam Singh  
Company Secretary  
Membership No.:A38649

**1. Significant Accounting Policies****1.1 Basis of Preparation of Financial Statements**

The Financial Statements have been prepared under the historical cost convention and in accordance with the provisions of the Companies Act, 2013. Accounting policies not referred to otherwise are consistent and are in consonance with the generally accepted accounting principles in India.

**1.2 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 revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialized.

**1.3 Property, Plant and Equipment**

- (i) Property, Plant and Equipment are stated at cost less depreciation. Cost includes cost of acquisition, inward freight, duties, taxes and expenses incidental to acquisition & installation. Government grant/ subsidy is deducted from the value of the concerned assets.
- (ii) Cost of Leasehold land is not being amortised since the lease is for a long period.
- (iii) In respect of the revalued assets, the amount added on revaluation is transferred to Revaluation Reserve.
- (iv) Depreciation on tangible asset is provided on written down value method on the basis of useful life of the assets and in the manner as prescribed in Schedule II to the Companies Act, 2013. Depreciation methods, useful lives and residual values are reviewed, and adjusted as appropriate, at each reporting date. Based on above, the estimated useful lives of assets for the current period are as follows:

Category	Useful Life
Furniture & Fixtures	10 Years
Vehicles	8 Years
Office Equipments	
- Computers	3 Years
- Fax Machine	5 Years
- Others	5 Years

**1.4 Impairment of Assets**

The carrying amounts of assets are reviewed at each balance sheet date. If there is any indication of impairment based on internal/external factors, ie when the carrying amount of the assets exceeds the recoverable amount, an impairment loss is charged to the profit & loss account in the year in which an asset is identified as impaired.

**1.5 Investments**

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined category wise. Long-term investments are carried at cost. Provision for diminution in the value of long term investments is made on individual investment basis only if such a decline is other than temporary in nature in the opinion of the management.

**1.6 Inventories**

Stock of land is valued at cost. Stock of Equity Shares valued at cost or reliable value whichever is lower.

**1.7 Employee Retirement Benefits**

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

**1.8 Taxes on Income**

Current tax is determined as the amount of tax payable in respect of taxable income for the year. Deferred tax is recognized, subject to consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

**1.9 Provisions, Contingent Liabilities and Contingent Assets**

- (i) Provisions are recognized in respect of obligations where, based on the evidence available, their existence at the balance sheet date is considered probable.
- (ii) Contingent liabilities are shown by way of notes to the accounts in respect of obligations, where, based on the evidence available, their existence at the balance sheet date is considered not probable.
- (iii) Contingent assets are not recognized in the accounts.

**1.10 Provision/ Write off**

- (i) The company makes provision for Standard, Restructured and Non-performing Assets as per the Non-Systematically Important Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015, as amended from time to time. The company also makes additional provision, to the extent considered necessary, and based on the management's best estimate.
- (ii) Loans and Advances which, as per the management are not likely to be recovered are considered as bad debts and written off.

**1.11 Revenue Recognition**

- (i) Income from loans is recognized on accrual basis, except in the case of non-performing assets where it is recognized, upon realization, as per the Prudential Norms/Directions of RBI, as applicable to NBFC's.
- (ii) Income from Dividend from Shares of Corporate bodies is accounted when the company's right to receive the dividend is established.
- (iii) Interest income from Fixed deposits/margin money is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.
- (iv) All other income is accounted for on accrual basis.

**ADVENTZ SECURITIES ENTERPRISES LIMITED**
**Notes to the financial statements for the year ended 31<sup>st</sup> March, 2019**

			<b>31 March, 2019</b>	<b>31 March, 2018</b>
<b>2. Share Capital</b>				
<b>a) Capital Structure</b>				
<u>Authorised</u>				
5,650,000 Equity Shares of Rs. 10/- each			<b>5,65,00,000</b>	5,65,00,000
(Previous year - 5,650,000 Equity Shares of Rs. 10/- each)			<b>5,65,00,000</b>	5,65,00,000
<u>Issued, Subscribed and Fully Paid Up</u>				
5,627,787 Equity Shares of Rs. 10/- each			<b>5,62,77,870</b>	5,62,77,870
(Previous year - 5,627,787 Equity Shares of Rs. 10/- each)			<b>5,62,77,870</b>	5,62,77,870
<b>b) Share Capital Reconciliation</b>				
<b>Equity Shares</b>	<b>31 March 2019</b>		<b>31 March 2018</b>	
	Nos.	Amount (₹)	Nos.	Amount (₹)
Opening balance	<b>56,27,787</b>	<b>5,62,77,870</b>	56,27,787	5,62,77,870
Issued during the period	-	-	-	-
<b>Closing Balance</b>	<b>56,27,787</b>	<b>5,62,77,870</b>	56,27,787	5,62,77,870
<b>c) Particulars of Equity Shareholders holding more than 5% Shares at Balance Sheet date</b>				
	<b>31 March 2019</b>		<b>31 March 2018</b>	
	No. of shares	% holding	No. of shares	% holding
Adventz Finance Pvt. Ltd. (Holding Company)	<b>36,32,528</b>	<b>64.55%</b>	36,32,528	64.55%
Poddar Projects Ltd.	<b>3,96,000</b>	<b>7.04%</b>	3,96,000	7.04%
Saroj Kumar Poddar	<b>3,61,110</b>	<b>6.42%</b>	3,61,110	6.42%
<b>31 March, 2019</b>				
<b>31 March, 2018</b>				
<b>3. Reserves &amp; Surplus</b>				
Capital Reserves - State Capital Subsidy			<b>37,17,000</b>	37,17,000
General Reserve (on amalgamation)			<b>4,18,56,700</b>	4,18,56,700
<u>Reserve Fund (RBI)</u>				
Opening balance			<b>5,24,40,000</b>	5,24,40,000
Add: Transfer during the year			-	-
Closing Balance			<b>5,24,40,000</b>	5,24,40,000
<u>Surplus/(Deficit) in the Statement of Profit &amp; Loss</u>				
Opening balance			<b>20,51,87,713</b>	22,23,67,912
Profit for the year			<b>(13,67,60,175)</b>	(2,39,66,454)
Add : MAT Credit Entitlement			-	67,86,255
Add: Income Tax Adjustments			<b>40,941</b>	-
Less: Transfer to Reserve Fund			-	-
Net Surplus at the end of the year			<b>6,84,68,479</b>	20,51,87,713
<b>Total Reserves &amp; Surplus</b>			<b>16,64,82,179</b>	<b>30,32,01,413</b>



	<u>31 March, 2019</u>	<u>31 March, 2018</u>
<b>4. Long-Term Borrowings</b>		
<b>Term Loans</b>		
<u>Unsecured Loans</u>		
From Others (\$)	1,84,32,044	1,84,32,044
	<u>1,84,32,044</u>	<u>1,84,32,044</u>

(\$) Includes Sales Tax Loan from WBIDC Ltd. for ` 8,170,967 under Incentive Scheme of Govt. of West Bengal which was repayable as follows:

Installments falling due on 31.03.2001	7,04,233
Installments falling due on 31.03.2002	9,34,734
Installments falling due on 30.06.2004	21,76,833
Installments falling due on 30.06.2005	21,76,833
Installments falling due on 30.06.2006	21,78,334

Unsecured loan from Calcutta Tramways Corporation Ltd. has been transferred on Amalgamation to the Company as per Order of Hon'ble Calcutta High Court. No repayment of the same has been made and interest on the same has not been accounted for.

#### **5. Other Long-Term Liabilities**

<u>Others</u>		
Security Deposits	4,18,580	4,18,580
Statutory Dues payable (net)	6,79,364	6,79,364
Lease rent payable	51,89,156	53,64,156
Advance from customers	40,260	40,260
	<u>63,27,360</u>	<u>65,02,360</u>

#### **6. Short term Provisions**

<u>Others</u>		
Contingent Provision for Standard Assets	7,72,801	4,58,477
	<u>7,72,801</u>	<u>4,58,477</u>

#### **7. Short Term Borrowings**

##### **Term Loan (Unsecured)**

##### Others

From Body Corporate	57,24,96,438	26,21,43,836
	<u>57,24,96,438</u>	<u>26,21,43,836</u>

#### **8. Other Current Liabilities**

<u>Others</u>		
Statutory dues payable	13,88,493	13,58,065
Other payables (year end accruals)	4,63,321	2,98,734
	<u>18,51,814</u>	<u>16,56,799</u>

ADVENTZ SECURITIES ENTERPRISES LIMITED

Notes to the financial statements for the year ended 31st March, 2019

9. Property, Plant & Equipment

Description	Gross Block				Accumulated depreciation/ amortisation				Net book value	
	As at 31 March, 2018	Additions	Sales / Adjustments	As at 31 March, 2019	Upto 31 March, 2018	For the Period	Sales / Adjustments	Upto 31 March, 2019	As at 31 March, 2019	As at 31 March, 2018
	-	-	-	-	-	-	-	-	-	-
<b>Tangible Assets</b>										
Leasehold Land (Note 9.1)	30,934	-	-	30,934	-	-	-	-	30,934	30,934
Buildings	69,56,009	-	-	69,56,009	62,44,083	-	-	62,44,083	7,11,926	7,11,926
Furniture & Fixtures	6,85,380	-	-	6,85,380	6,49,279	704	-	6,49,983	35,397	36,101
Vehicles	25,80,496	13,58,461	(9,08,669)	30,30,288	9,70,784	8,13,855	(7,66,365)	10,18,274	20,12,014	16,09,712
Computer	11,24,592	1,26,296	-	12,50,888	9,39,434	1,20,609	-	10,60,043	1,90,845	1,85,158
Office Equipments	11,63,741	1,06,867	-	12,70,608	6,41,729	2,52,058	-	8,93,787	3,76,821	5,22,012
<b>Total</b>	<b>1,25,41,152</b>	<b>15,91,624</b>	<b>(9,08,669)</b>	<b>1,32,24,107</b>	<b>94,45,309</b>	<b>11,87,226</b>	<b>(7,66,365)</b>	<b>98,66,170</b>	<b>33,57,937</b>	<b>30,95,843</b>
<b>Previous Year's figures</b>	1,10,12,544	22,76,107	(7,47,499)	1,25,41,152	95,44,953	6,10,480	(7,10,124)	94,45,309	30,95,843	-

Note : 9.1 The Land being leased from Kolkata Port Trust have expired (Refer Note No. 29 & 30)

**ADVENTZ SECURITIES ENTERPRISES LIMITED**
**Notes to the financial statements for the year ended 31<sup>st</sup> March, 2019**

	31 March 2019		31 March 2018	
	Qty.	Amount (₹)	Qty.	Amount (₹)
<b>10. Investments</b>				
<b>10.1 Non-Current Investments (FV Rs 10 each, unless otherwise stated)</b>				
<b>Other Investments</b>				
<b>(a) Investments in Equity Instruments</b>				
<u>Quoted (fully paid-up)</u>				
Advani Oerlikon Ltd. (*)	100	2,490	100	2,490
AFT Industries Ltd.	50	344	50	344
Alliance Udyog Ltd. (*)	50	175	50	175
Anil Special Steel Industries Ltd.	110	2,500	110	2,500
Bharat Commerce & Industries Ltd.	15	120	15	120
Birla Corporation Ltd.	11	319	11	319
Birla VXL India Ltd. (*)	25	78	25	78
Linde India Ltd. (Formerly : BOC India Ltd.)	100	3,583	100	3,583
Budge Budge Company Ltd.	44,615	4,22,822	44,615	4,22,822
Caledonian Jute Mills Co. Ltd.	60	270	60	270
Chambal Fertilizers & Chemicals Ltd.	20,022	2,00,265	20,022	2,00,265
Cheviot & Co Ltd. (Note 1)	1,383	4,499	922	4,499
DSQ Software Ltd.	300	1,35,075	300	1,35,075
Duncan Agro Ind Ltd.	400	19,225	400	19,225
Dunlop India Ltd. (*)	24	671	24	671
Eastern Investment Ltd.	18	72	18	72
Graphite India Ltd. (*)	210	723	210	723
Hind wire Ind Ltd.	25	250	25	250
Hindusthan Zinc Ltd. - (FV Rs 2)	15,710	15,979	15,710	15,979
Akzo Nobel India Ltd. (Formerly : ICI Ltd. ) (<)	65	1,171	65	1,171
Ispat Profiles Ltd. (*)	350	7,028	350	7,028
Jardine Henderson Ltd. - (FV Rs 100)	5	178	5	178
Jay Engineering Works Ltd. (*)	1,874	16,866	1,874	16,866
J.K. Cotton Spinning & Weaving Ltd.	15	199	15	199
Kirloskar Pneumatic Company Ltd. (*)	100	3,203	100	3,203
Magma Fincorp Ltd. (#) - (FV Rs 2)	81,110	19,76,835	81,110	19,76,835
Martin Burn Ltd.	15	101	15	101
New Century Leasing & Investment Ltd. (*)	1,35,294	16,41,180	1,35,294	16,41,180
Nicco Corp Ltd. (*)	5	24	5	24
Parry Agro Ind Ltd. (*)	446	3,158	446	3,158
Parry Confectioners Ltd.	20	2,154	20	2,154
PNB Finance & Ind Ltd.	2	46	2	46
Poddar Projects Ltd. (*)	33,200	1,83,596	33,200	1,83,596
Pragati Business Ltd. (*)	37,550	2,98,155	37,550	2,98,155
Premier Synthetics & Processing Ltd. (*)	50	500	50	500
Reliance Capital Ltd.	11	1,972	11	2,001
Reliance Home Finance Ltd.	11	29	-	-
Reliance Chomotax India Ltd.	100	1,000	100	1,000
Reliance Communication Ltd.	227	59,577	227	59,577
Reliance Infrastructure Ltd.	17	11,238	17	11,238
Reliance Fire Bricks Ltd. (*)	100	2,200	100	2,200
Reliance Industries Ltd.	908	80,051	454	80,051
Reliance Power Ltd.	56	1,078	56	1,078
Rohatas Ind Ltd. (*)	4	26	4	26
RPG Cables Ltd. (*)	167	1,587	167	1,587
Duroply Industries Ltd. (Formerly: Sarda Plywood In	6,045	71,982	6,045	71,982
Duncan Engineering Ltd. (Formerly: Schrader Scovil I	96	422	96	422
Searsol Chemicals Ltd. (*)	111	1,015	111	1,015
Singer India Ltd.	7,225	28,309	7,225	28,309
Sirpur Paper Mills Ltd.	80	6,128	80	6,128

Siv Industries Ltd.	25,000	3,02,150	25,000	3,02,150
Steel Complex Ltd.	50	500	50	500
Sunstar Software Ltd. (*)	16,000	4,56,600	16,000	4,56,600
Tata Chemicals Ltd. (*)	8	53	8	53
Texmaco Infrastructure & Holdings Ltd. - (FV Rs 1)	38,09,140	2,06,84,280	38,09,140	2,06,84,280
Texmaco Rail & Engineering Ltd. - (FV Rs 1)	38,09,140	2,92,77,748	38,09,140	2,92,77,748
The Pench Velly Coal Co Ltd. (&)	5,796	41,199	5,796	41,199
Tide Water Oils Ltd. (Face Value Rs.5)	4,840	69,171	4,840	69,171
Titagarh Industries Ltd. (!)	13	113	13	113
Uni-abex Alloys Products Ltd.	45	450	45	450
Universal Tyres Ltd. (*)	25	249	25	249
UTI Master Gain 1992 (*)	3,000	30,000	3,000	30,000
Zuari Global Ltd.	98,804	22,43,460	98,804	22,43,460
Zuari Agro Chemicals Ltd.	98,804	26,92,646	98,804	26,92,646
<b>Sub-total (A)</b>		<b>6,10,09,087</b>		<b>6,10,09,087</b>
<u>Quoted (partly paid-up)</u>				
Reliance Fire Bricks Ltd. (*) (Rs 5 paid up)	700	3,503	700	3,503
<b>Sub-total (B)</b>		<b>3,503</b>		<b>3,503</b>
<u>Unquoted (fully paid-up)</u>				
<u>Associates</u>				
Adventz Finance Pvt. Ltd.	1,29,26,745	3,22,95,283	1,29,26,745	3,22,95,283
<u>Others</u>				
Adventz Investment Company Pvt. Ltd.	21,20,848	10,00,400	21,20,848	10,00,400
Poddar Exports Ltd.	4,25,000	5,05,750	4,25,000	5,05,750
Amalgamated Fuels Ltd.	5,000	50,000	5,000	50,000
APV Texmaco Ltd. (*)	20	157	20	157
Birla Construction Ltd.	5,000	50,000	5,000	50,000
Bombay Tyre International Ltd.	50	500	50	500
Calcutta Tramways Ltd. (*)	46,550	2,59,632	46,550	2,59,632
Dalmia Bharat Developers Ltd.	30,000	1,30,500	30,000	1,30,500
Duncan Tobacco Ltd. (*)	400	40,400	400	40,400
Greenland Trading Pvt. Ltd.	1,25,000	3,13,282	1,25,000	3,13,282
Indrakshi Trading Company Pvt. Ltd.	1,25,000	3,13,282	1,25,000	3,13,282
Maharshi Commerce Ltd. (^)	54,800	3,25,814	54,800	3,25,814
Neiveli Ceramic & Refractory Ltd.	400	2,965	400	2,965
New Eros Tradecom Ltd.	8,19,000	8,26,79,483	8,19,000	8,26,79,483
Poddar Services Ltd. (*)	9,200	92,000	9,200	92,000
Pulse Foods India Pvt.Ltd.	28,571	9,99,985	28,571	9,99,985
Ranigunj Coal Association Ltd. (Face Value Rs.5/-)	60	274	30	274
Sanghashree Investments & Trading Co. Ltd.	58,800	2,31,000	58,000	2,31,000
Sonavalley Cement Ltd. (*)	28,093	94,012	28,093	94,012
Indian Furniture Product Ltd.	4,28,571	40,00,000	4,28,571	40,00,000
The Amalgamated Coalfields Ltd.	1,700	11,063	1,700	11,063
Venkateswar Salt Ltd. (*)	72,000	7,27,219	72,000	7,27,219
Walford Transport Ltd.	100	24	100	24
<b>Sub-total (C)</b>		<b>12,41,23,025</b>		<b>12,41,23,025</b>
<b>(b) Investments in Preference Shares (Unquoted, fully paid-up)</b>				
Anglo Jute Mills Co Ltd.	1	70	1	70
Calcutta Tramways Co Ltd. (*)	7,865	66,322	7,865	66,322
Delta Jute Mills Ltd. (*)	555	9,502	555	9,502
Poddar Services Ltd.	18,500	18,50,000	18,500	18,50,000
Pragati Business Ltd.	3,570	3,57,000	3,570	3,57,000
New Central Jute Mills Co Ltd. (*)	50	4,812	50	4,812
<b>Sub-total (D)</b>		<b>22,87,706</b>		<b>22,87,706</b>

<b>(c) Investments in Government or trust Securities (Unquoted)</b>				
National Savings Certificate		2,000		2,000
(lodged with Central Excise Authorities)				
<b>Sub-total (E)</b>		<b>2,000</b>		<b>2,000</b>
<b>(d) Investments in Debentures or Bonds</b>				
<u>Quoted (fully paid-up)</u>				
Deepak Fert. & Petrochem Corp Ltd. (*) - (FV Rs 50)	50	2,500	50	2,500
<b>Sub-total (F)</b>		<b>2,500</b>		<b>2,500</b>
<u>Unquoted (fully paid-up)</u>				
Incab India Ltd 12.5% Pcd (*) - (FV Rs 80)	6	480	6	480
J K Industries Ltd. 12% Deb (*) - (FV Rs 20)	3	60	3	60
J K Synthetics Ltd. 12% Deb Ncd (*) - (FV Rs 180)	2	360	2	360
SRF Ltd 13.5% Ncd (*) - (FV Rs 100)	10	1,000	10	1,000
<b>Sub-total (G)</b>		<b>1,900</b>		<b>1,900</b>
<b>Aggregate Non-Current Investments</b>		<b>18,74,29,721</b>		<b>18,74,29,721</b>

## 10.2 Current Investments

<b>(a) Investments in Mutual Funds (Unquoted, fully paid-up)</b>				
Kotak Liquid Scheme Plan - Growth	5,515.6060	2,08,33,370	-	-
HDFC Prudence Fund - Regular Plan - Growth (Note ;	-	-	10,875.2390	50,00,000
HDFC Balanced Advantage Fund - Regular Plan - Gro	29,274.2300	50,00,000	-	-
ICICI Prudential Balance Fund - Growth	14,704.9920	16,73,869	14,704.9920	16,73,869
		<b>2,75,07,239</b>		<b>66,73,869</b>
<b>Aggregate Current Investments</b>		<b>2,75,07,239</b>		<b>66,73,869</b>
Aggregate Amount of				
Quoted Investments		6,10,15,090		6,10,15,090
Unquoted Investments		15,39,21,870		13,30,88,500
		<b>21,49,36,960</b>		<b>19,41,03,590</b>
<b>Market Value of Quoted Investments</b>		<b>55,72,21,506</b>		<b>67,13,47,258</b>
<b>Repurchase price of Units of Mutual Fund</b>		<b>2,87,35,769</b>		<b>71,12,037</b>

Note 1 : Company has issued Bonus shares in the ratio of 1:2.

Note 2 : Pursuant to Merger of HDFC Prudence Fund into HDFC Balanced Advantage Fund 29274.230 units have been allotted against 10875.239 units.

(\*) The said shares could not be produced to the auditors for verification as these are either in the process of transfer in the name of the Company or are not traceable and for which due records are maintained. Please also refer notes below.

(<) 11 shares could not be produced for verification

(#) 5000 shares could not be produced for verification

(&) 4196 shares could not be produced for verification

(!) 12 shares could not be produced for verification

(^) 49800 shares could not be produced for verification

	<u>31 March, 2019</u>	<u>31 March, 2018</u>
<b>11. Deferred Tax Assets (net)</b>		
<u>Deferred tax Asset</u>		
Tax impact of unabsorbed depreciation and losses	33,79,953	33,79,953
Tax impact of expenses charged to statement of profit & loss but allowance under tax laws deferred	<u>3,65,441</u>	<u>3,65,441</u>
	<b>37,45,394</b>	<b>37,45,394</b>
<u>Deferred tax Liability</u>		
Tax impact on difference between book value of depreciable assets and written down value for tax purposes	<u>(1,71,885)</u>	<u>(1,71,885)</u>
<b>Net Deferred Tax Assets</b>	<b><u>39,17,279</u></b>	<b><u>39,17,279</u></b>

Deferred tax assets has not been recognised on short term capital loss of Rs.17.22 crores due to absence of virtual certainty of future gain.  
Deferred Tax Assets amounting to Rs. 64.26 Lacs has not been recognised during the year due to absence of virtual certainty of future gain.

	<u>Long-Term</u>		<u>Short-Term</u>	
	<u>31 March, 2019</u>	<u>31 March, 2018</u>	<u>31 March, 2019</u>	<u>31 March, 2018</u>
<b>12. Loans and Advances</b>				
<u>(Unsecured, considered good unless otherwise stated)</u>				
<u>Security Deposits</u>				
Considered good	26,69,074	26,18,824	-	-
<u>Other Loans &amp; Advances</u>				
Loans & Advances to Other Parties				
Considered good	1,15,83,471	1,16,33,471	30,91,20,360	18,33,90,903
Considered doubtful	-	-	3,50,000	3,50,000
Income Tax Advances (including MAT Credit Entitlement of Rs.Nil P.Y. : 67,86,255/-)	1,71,41,660	1,48,99,293	-	-
Balance with statutory/government authorities	1,76,688	1,76,690	-	-
Advances recoverable in cash or in kind or for value to be received	<u>404</u>	<u>3,233</u>	<u>2,35,674</u>	<u>1,59,379</u>
	<b>3,15,71,297</b>	<b>2,93,31,511</b>	<b>30,97,06,034</b>	<b>18,39,00,282</b>
Less: Provision for Sub-Standard/Doubtful Loans & Advances	-	-	<u>3,50,000</u>	<u>35,000</u>
	<b><u>3,15,71,297</u></b>	<b><u>2,93,31,511</u></b>	<b><u>30,93,56,034</u></b>	<b><u>18,38,65,282</u></b>

	<u>31 March, 2019</u>	<u>31 March, 2018</u>
<b>13. Other non-current assets (unsecured)</b>		
<u>Rent Receivable</u>		
Considered good	4,65,815	4,65,815
	<u>4,65,815</u>	<u>4,65,815</u>

<b>14. Inventories</b>		
(as taken, valued and certified by the management)		
Others		
<u>Land (at Cost)</u>		
at Chingrihata (5B. 8Cot. 8Ch.)	2,31,500	2,31,500
<u>Quoted Equity Shares (Cost or Market Value whichever is lower)</u>		
of Bharat Road Networks Ltd. of Rs.10/- each (2326200 Nos. Previous Year 1156600)	<u>21,36,61,470</u>	<u>22,34,55,120</u>
	<b><u>21,38,92,970</u></b>	<b><u>22,36,86,620</u></b>

Above land have been transferred to the company vide order of the Hon'ble Calcutta High Court and yet to be mutated in the name of the Company.

<b>15. Cash and Cash Equivalents</b>		
Balances with Banks in Current Accounts	36,00,126	86,46,002
Cheques in hand	4,00,00,000	-
Cash on hand	<u>1,447</u>	<u>20,216</u>
	<b><u>4,36,01,573</u></b>	<b><u>86,66,218</u></b>

15.1 Indian Bank Account is held in the earlier name of the Company - Poddar Heritage Corp Limited

<b>16. Other current assets (unsecured)</b>		
Rent Receivable	15,40,641	15,40,641
	<u>15,40,641</u>	<u>15,40,641</u>

	<u>2018-19</u>	<u>2017-18</u>
<b><u>17. Revenue from Operations</u></b>		
Interest Income	2,42,08,184	2,24,34,904
Sale of Shares	-	9,25,69,148
	<u>2,42,08,184</u>	<u>11,50,04,052</u>
<b><u>18. Other Income</u></b>		
Dividend Income from long-term investments	41,73,932	39,16,272
Rental Income	-	6,24,000
Gain/(loss) on sale of current Investments	1,45,226	7,63,602
Profit on sale of Fixed Assets	2,07,696	62,625
Miscellaneous Income	10,849	-
	<u>45,37,703</u>	<u>53,66,499</u>
<b><u>19. Change in Inventories</u></b>		
Opening Stock	22,36,86,620	2,31,500
Less : Closing Stock	<u>21,38,92,970</u>	<u>22,36,86,620</u>
	<u>97,93,650</u>	<u>(22,34,55,120)</u>
<b><u>20. Employee Benefits Expense</u></b>		
Salaries, Wages & Allowances	58,88,151	51,23,651
Contribution to Provident and Other Funds	5,98,039	5,33,584
Staff Welfare Expenses	75,114	73,757
	<u>65,61,304</u>	<u>57,30,992</u>
<b><u>21. Financial Charges</u></b>		
Interest Expenses	2,72,42,054	1,34,93,151
	<u>2,72,42,054</u>	<u>1,34,93,151</u>
<b><u>22. Other expenses</u></b>		
Rent	3,00,000	2,90,616
Rates & Taxes	4,650	4,650
CSR Donation	50,000	2,50,000
Insurance	2,24,564	1,42,292
Establishment Charges	1,76,893	1,75,832
Electricity Charges	97,375	99,384
Legal, Professional & Consultancy Expenses	6,04,574	6,43,925
Travelling & Conveyance	3,47,438	4,78,893
Telephone Charges	1,63,543	1,96,245
Repairs & Maintenance	3,51,424	3,63,994
<u>Auditors' Remuneration</u>		
Audit Fees	1,06,200	77,850
Certification Fees	53,100	55,400
Motor Car Expenses	4,07,692	3,77,888
Listing & Registrar expenses	10,03,000	97,891
Security Service Charges	1,91,160	1,68,078
Miscellaneous Expenses	10,38,772	9,67,086
Sundry Balances written off	-	102
Security Transaction Tax Paid	1,14,504	2,69,243
Provision for Standard Assets	3,14,324	36,046
Provision for Doubtful Assets	3,15,000	35,000
Prior Period Expenses	554	958
Interest Written off	-	844
	<u>58,64,767</u>	<u>47,32,217</u>
<b><u>23. Contingent liabilities</u></b>		
	Amount (₹)	Amount (₹)
(i) Contested demand of sales tax and penalty thereon for the years 1990-91,1991-92 & 1995-96	42,82,174	42,82,174
(ii) Contested demand of Income Tax assesment year 1985-86, 1986-87, 1990-91, 1998-99, 2006-07, 2008-09, 2009-10, 2010-11 and 2011-12	47,92,384	47,92,384
(iii) Contested demand of arrear rent charges including interest for the period June 1998 to May 2006 levied by the Estate Officer, Kolkata Port Trust in respect of lease premises at Taratala Road	2,78,05,395	2,78,05,395
(iv) Partly paid up shares of company	3,500	3,500
(v) Claims against Company not acknowledged as debts	19,67,205	19,67,205
<b><u>24. Demands from Central Excise and Customs Authorities claiming in aggregate ` 13,32,280/- (P.Y. ` 13,32,280/-) in respect of various matters are pending and being contested by the Company. This includes ` 1,09,556/- lacs of Central Excise liability though confirmed by appellate authorities, but since the verification to determine the final liability is pending, provision thereof shall be made only on confirmation. Similarly, pending finality of the other matters; no provision has been made for these in the accounts.</u></b>		

25. No provision for accrued liability of gratuity and leave encashment has been made in these accounts (amount unascertained).
26. No provision for diminution in the value of certain long-term investments has been made, as in the opinion of the management, the same is temporary in nature.
27. Under the terms of an arrangement dated 29.05.1997, by exercise of option, the 'loan' of ` 98.00 lacs provided to a 'Property Development Company' (hereinafter referred to as the 'Borrower') has become an 'Advance' against the right and entitlement acquired over two-third of 13,993 sq. ft. of constructed area in the 'Ishwarnagar Property' near New Delhi by assignment of the said rights under the Developmental Agreement of the 'Borrower' with the 'Owners' of the Ishwarnagar land. The Borrower was to get the said constructed acquired and released from the 'Owner' and hand over the same to the Company.
- In the dispute between the Owner and the Borrower, by an Award dated 17-07-2007, the Arbitrator concluded that the Developmental Agreement between the parties stood terminated and the owner had to pay to the Developer a sum of ` 306.32 lacs. In the suit filed by the Company against the Borrower in the Hon'ble High Court at Kolkata, the said owner intervened and have recorded that the said Award dated 17-07-2007 is under challenge before the Hon'ble High Court at New Delhi by both the parties.
- However, by a settlement dated 24-10-2007 arrived at between the Company and the Borrower, the Borrower has finally agreed to pay ` 290 lacs in full and final settlement of all the dues with the Lenders and against the same:
- (a) for recovery upto ` 200 lacs, has assigned their right, title, interest in the amount receivable under the Award dated 17-07-2007 and that any shortfall and deficiency in the realization shall have to be borne by the Company, and
- (b) balance ` 90 lacs was to be paid within five months thereof and secured by pledge of shares of certain companies in favour of the Company.
- Since the recovery of the above amounts is uncertain in view of the ongoing litigations, the accounting will be done on receipt thereof.
- 28.
- (a) As per terms of settlement between the Company and West Bengal State Electricity Board ('WBSEB'), WBSEB had agreed to provide concession of ` 375 lacs approx. in respect of maximum demand charges from August, 1982 onwards, if granted to other Mini Steel Plants by the Court or otherwise. As per the order dated 10th December, 1986, the Hon'ble Court at Kolkata had directed WBSEB to modify and amend maximum demand charges claimed by them from other Mini Steel Plants against which WBSEB preferred an appeal. The appeal filed by WBSEB has been allowed by the Court. The other Mini Steel Plants have now filed special leave petition before the Hon'ble Supreme Court, which is now pending. The Company is expecting substantial relief on this account, which will be accounted for on finality of the matter. Pending this, the arrear Maximum Demand charges, as amicably settled with WBSEB, have been paid by the Company. Liability of interest/late payment surcharge on this account being not finally determined, no provision thereof has been made in the accounts with effect from 01.04.1989.
- (b) The matter with regard to Company's claim for interest on Rs 23.63 lacs being amount refunded by WBSEB against provisional bills for the months June, 1988 to December, 1988 is pending before the Hon'ble Court at Kolkata which will be accounted for on finality of the matter.
29. The agreement for godown at Paharpur taken on Lease from Kolkata Port Trust (KPT) has been expired in 2002 and the same is yet to be renewed by KPT. The Company have filed a petition before the Alipore District Court, Kolkata for renewal of lease which is pending before the Court. As per Direction of the said Court, the Company has deposited a sum of Rs.25 Lacs with the Registrar, pending outcome of the matter. KPT has also claimed compensation of Rs.1.36 Crores pertaining to the period 15.09.2002 to 26.08.2009. Further the said Court has also directed the Company to pay Rs.25000/- as monthly rent to KPT which the company has been regular in payment.
- The godown has been subleased to West Bengal State Warehousing Corporation (WBSWC) and the tenant has given rent till June, 2009 and thereafter no rent has been received from them. The company has filed suit against WBSWC for recovery and eviction of the said tenant which is pending for disposal. No rental income on the godown has been accounted for in the accounts till certainty of recovery.
30. The agreement for godown at Taratala taken on lease from KPT has expired in 1998 and eviction notice issued by KPT. As per direction of the Estate Officer, the company paid Rs.12 Lacs to KPT towards arrear rent. KPT has claimed compensation of Rs.278.05 Lacs for the period from June,1998 to May,2006, which was contested by the company. No accounting for the same has been done by the Company.
- The portion of the godown was sub-leased to M/s.Jogendra Prasad Nayak & Sons who have vacated the godown and settled their dues in installments as per Settlement Agreement, but last installment is still pending. The balance area has been sub-leased to International Blending & Warehousing Corporation, who has not paid rent since July,1985 and is still occupying the area. The Company has filed suit against the aforesaid tenants for recovery/eviction, which is pending for disposal.
- In cases of ongoing disputes and non-receipt, the rental income from aforesaid tenants is not accounted for till certainty of recovery thereof. Management feels it is prudent not to account for, until receipt.
31. Balance in respect of certain Loans and Advances, Sundry Debtors are subject to confirmation from the respective parties and as such the recoverability thereof is unascertainable. Certain balances appearing in Sundry creditors, advance from customers' accounts, are also subject to confirmation.
32. The Company have sub-leased the godowns at Taratala and Paharpur taken on lease from Kolkata Port Trust to various parties who have defaulted in payment of rent. The Company has filed legal cases on the sub-tenents for recovery of the same and shall be accounted for as and when recovered by the Company.

### 33. Segment Reporting

The Company operates in one segment i.e. Investments and Finance, hence segment reporting has not been given.

### 34. Related Party Disclosures

As per Accounting Standard 18 'Related Party Disclosures' issued by ICAI, the disclosure of transactions with related parties are given below:

#### (i) Names of the related parties and description of relationship

##### List of related parties where control exists

#### 1. Key Management personal (KMP) and their relatives

Mr. Akshay Poddar	Director
Mrs. Puja Akshay Poddar	Director
Mr. Saroj Kumar Poddar	Relative of Director
Mrs. Jyotsna Poddar	Relative of Director
Mr. Gaurav Agarwala	Director
Mr. Devendra Khemka	CFO/Manager
Mrs. Punam Singh	Company Secretary



## 2. Associates

Adventz Finance Pvt. Ltd. (Holding Company)

## 3. Enterprises where KMP/ relatives have significant influence or control

Adventz Finance Pvt. Ltd.	Lionel Edwards Ltd.
Adventz Investment Co. Pvt. Ltd.	Texmaco Infrastructure & Holdings Ltd.
Adventz Homecare Pvt. Ltd.	Texmaco Rail & Engineering Ltd.
Greenland Trading Pvt. Ltd.	Zuari Agro Chemicals Ltd.
Indrakshi Trading Co. Pvt. Ltd.	Zuari Global Ltd.
Adventz Industries India Ltd.	Future Fuels (International) India Pvt.Ltd.
Lionel India Ltd.	Eureka Traders Pvt.Ltd.
Shracom Pvt.Ltd.	

## (ii) Transactions with related parties during the period

Sl. No	Name of the Related Party	2018-19	2017-18
1.	<b>Adventz Finance Pvt. Ltd.</b> <u>Year end balances:</u> Investment in Shares	3,22,95,283	3,22,95,283
2.	<b>Adventz Investment Company Pvt.Ltd.</b> <u>Year end balances:</u> Investment in Shares	10,00,400	10,00,400
3.	<b>Greenland Trading Pvt. Ltd.</b> <u>Year end balances:</u> Investment in Shares	3,13,282	3,13,282
4.	<b>Indrakshi Trading Co. Pvt. Ltd.</b> <u>Year end balances:</u> Investment in Shares	3,13,282	3,13,282
5.	<b>Lionel India Ltd.</b> <u>Transactions</u> Travelling Expense Interest received Loan Given <u>Year end balances:</u> Year end receivables	3,07,335 19,13,989 5,50,00,000 3,40,05,622	4,28,431 17,81,250 - 1,95,49,367
6.	<b>Future Fuels (International) India Ltd.</b> <u>Transactions</u> Interest received Loan Given <u>Year end balances:</u> Year end receivables	2,082 20,00,000 20,02,082	50,103 35,00,000 -
7.	<b>Texmaco Infrastructure &amp; Holdings Ltd.</b> <u>Transactions</u> Dividend Received <u>Year end balances:</u> Investment in Shares	7,61,828 2,06,84,280	7,61,828 2,06,84,280
8.	<b>Texmaco Rail &amp; Engineering Ltd.</b> <u>Transactions</u> Dividend Received <u>Year end balances:</u> Investment in Shares <b>Texmaco Rail &amp; Engineering Ltd. (Unit : Kalindee Rail Nirmaan Engineers Ltd.)</b> <u>Transactions</u> Interest received <u>Year end balances:</u> Year end receivables	9,52,285 2,92,77,748 27,00,000 2,03,92,801	9,52,285 2,92,77,748 27,00,000 2,12,11,673
9.	<b>Zuari Agro Chemicals Ltd.</b> <u>Transactions</u> Dividend Received <u>Year end balances:</u> Investment in Shares	- 26,92,646	98,804 26,92,646
10.	<b>Zuari Global Ltd.</b> <u>Transactions</u> Dividend Received <u>Year end balances:</u> Investment in Shares	98,804 22,43,460	98,804 22,43,460

<b>Sl. Name of the Related Party No</b>	<b><u>2018-19</u></b>	<b><u>2017-18</u></b>
<b>11. Adventz Industries Ltd.</b>		
<u>Transactions</u>		
Interest received	13,170	11,000
Loan Given	2,25,000	-
<u>Year end balances:</u>		
Year end receivables	3,25,000	1,00,000
<b>12. Eureka Traders Pvt.Ltd.</b>		
<u>Transactions</u>		
Interest received	-	-
<u>Year end balances:</u>		
Year end receivables	3,50,000	3,50,000
<b>13. Shracom Pvt. Ltd.</b>		
<u>Transactions</u>		
Interest received	4,521	-
Loan Given	25,00,000	-
<u>Year end balances:</u>		
Year end receivables	25,04,521	-
<b>35. Earning per share (EPS)</b>	<b>31 March, 2019</b>	<b>31 March, 2018</b>
The following reflects the profit and share data used in the basic and diluted EPS computations:		
Net Profit / (Loss) attributable to equity shareholders (in `)	(13,67,60,175)	(2,39,66,454)
Weighted average number of equity shares in calculating EPS	56,27,787	56,27,787
Nominal value of Equity Shares (in `)	10	10
Basic & Diluted EPS (in `)	(24.30)	(4.26)

36. On the basis of physical verification of assets and cash generation capacity of those assets, in the management perception, there is no impairment of assets as on 31<sup>st</sup> March 2019.

37. The Company has maintained general provision towards outstanding Standard Assets @ 0.25% amounting to ` 772,801 as per Notification issued by Reserve Bank of India.

38. Particulars as required in terms of Paragraph 13 of Non- Systemically Important Non Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016 are given by way of Annexure to the financial statements.

**39. Disclosures for AS 29, 'Provisions, Contingent Liabilities and Contingent Assets' issued by the ICAI:**

	Provision for doubtful debts	Provision for Standard Assets	Provision for Doubtful Loans & Advances
Carrying amount at the beginning of the year	-	4,58,477	-
Additional provision during the year	-	3,14,324	3,50,000
	-	7,72,801	3,50,000
Amounts charged against the provisions	-	-	-
Carrying amount at the end of the year	-	7,72,801	3,50,000

**40. Dues to Micro, Small & Medium Enterprises as defined under the MSMED Act,2006**

(a) Due to insufficient information from suppliers regarding their MSME status, the amount due to Micro, Small & Medium Enterprises could not be ascertained.

(b) On the basis of information available with the Company under the aforesaid Act, there are no Enterprises to whom the Company owes dues which are outstanding at year end. This has been relied upon by the Auditors.

41. Expenses in foreign currency on account of travelling ` 1,75,122/- (Previous year ` 1,94,064/-)

42. Previous year figures have been reclassified wherever appropriate to confirm to current year's presentation.

43. All the figures in these notes are in "` except otherwise stated.

As per our report of even date

For and on behalf of the Board

**For Chaturvedi & Company**  
Firm Registration No. 302137E  
Chartered Accountants

R. R. Goenka  
Chairman  
DIN : 00375716

**Nilima Joshi**  
Partner  
M. No. 52122

Piyush Khaitan  
Director  
DIN : 00348151

Kolkata  
May, 28, 2019

Devendra Khemka  
Chief Financial Officer

Punam Singh  
Company Secretary  
Membership No.:A3864

Schedule to the Balance Sheet of a non-deposit taking non-banking financial company

(Rs. in lakhs)

Particular			
<b>Liabilities side :</b>			
<b>1</b>	<b>Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:</b>	<b>Amount out-standing</b>	<b>Amount overdue</b>
	(a) Debentures : Secured	-	-
	: Unsecured	-	-
	(other than falling within the meaning of public deposits*)	-	-
	(b) Deferred Credits	-	-
	(c) Term Loans	-	-
	(d) Inter-corporate loans and borrowing	<b>5,827.58</b>	-
	(e) Commercial Paper	-	-
	(f) Other Loans (specify nature) (Car Loan)	-	-
	* Please see Note 1 below		
<b>Assets side :</b>			
<b>2</b>	<b>Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :</b>		
	(a) Secured	-	-
	(b) Unsecured	<b>3,412.27</b>	-
<b>3</b>	<b>Break up of Leased Assets and stock on hire and other assets counting towards AFC activities</b>		
i	Lease assets including lease rentals under sundry debtors :		
	(a) Financial lease	-	-
	(b) Operating lease	-	-
ii	Stock on hire including hire charges under sundry debtors:		
	(a) Assets on hire	-	-
	(b) Repossessed Assets	-	-
iii	Other loans counting towards AFC activities		
	(a) Loans where assets have been repossessed	-	-
	(b) Loans other than (a) above	-	-
<b>4</b>	<b>Break-up of Investments :</b>		
	Current Investments :		
	1.Quoted:	-	-
	(i). Shares :	-	-
	(a) Equity	-	-
	(b) Preference	-	-
	(ii) Debentures and Bonds	-	-
	(iii) Units of mutual funds	-	-
	(iv) Government Securities	-	-
	(v) Others (please specify)	-	-
	2. Unquoted :	-	-
	(i) Shares :	-	-
	(a) Equity	-	-
	(b) Preference	-	-
	(ii) Debentures and Bonds	-	-
	(iii) Units of mutual funds	<b>275.07</b>	-
	(iv) Government Securities	-	-
	(v) Others (please specify)	-	-
	Long Term investments :	-	-
	1.Quoted:	-	-
	(i). Shares :	-	-
	(a) Equity	<b>610.13</b>	-
	(b) Preference	-	-
	(ii) Debentures and Bonds	<b>0.02</b>	-
	(iii) Units of mutual funds	-	-

(iv) Government Securities	-	-
(v) Others (please specify)	-	-
2. Unquoted :	-	-
(i) Shares :	-	-
(a) Equity	1,241.23	-
(b) Preference	22.88	-
(ii) Debentures and Bonds	0.02	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	0.02	-
(v) Others (please specify)	-	-
<b>5 Borrower group-wise classification of assets financed as in (2) and (3) above :</b>		
Please see Note 2 below		
Category	Amount net of provisions	
	Secured	Unsecured
1. Related Parties **		
a) Subsidiaries	-	-
b) Companies in the same group	-	1,290.36
c) Other related parties	-	-
2. Other than related Parties	-	841.61
Total	-	2,131.97
<b>6 Investor group wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) Please see note 3 below</b>		
Category	Market Value/Break up Fair Value or NAV	Book Value (net of provisions)
1. Related Parties **		
a) Subsidiaries	-	-
b) Companies in the same group	5,417.74	888.20
c) Other related parties	-	-
2. Other than related Parties	1,706.03	1,261.17
Total	7,123.77	2,149.37
<b>7 Other information</b>		
Particulars	Amount	
(i) Gross Non-Performing Assets		
(a) Related parties	3.50	
(b) Other than related parties	-	
(ii) Net Non-Performing Assets		
(a) Related parties	3.50	
(b) Other than related parties	-	
(iii) Assets acquired in satisfaction of debt	-	

**Notes:**

- As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 or Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 whichever is applicable.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above

**For Chaturvedi & Company**

Firm Registration No. 302137E

Chartered Accountants

R. R. Goenka  
Chairman  
DIN : 00375716

Nilima Joshi

Partner

M. No. 52122

Piyush Khaitan  
Director  
DIN : 00348151

Kolkata

May 28, 2019

Devendra Khemka  
Chief Financial Officer

Punam Singh  
Company Secretary  
Membership No.:A38649

## **INDEPENDENT AUDITORS REPORT**

**To**  
**The Members of**  
**M/s. ADVENTZ SECURITIES ENTERPRISES LIMITED**

### **Report on the Audit of the Consolidated Financial Statements**

#### **Qualified Opinion**

We have audited the accompanying Consolidated financial statements of **Adventz Securities Enterprises Limited** (“the Company”) and its associate, comprising of the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as “the consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for qualified opinion section of our report the aforesaid consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India, of their consolidated state of affairs as at March 31, 2019, of Consolidated Loss and its Consolidated Cash Flows for the year then ended.

#### **Basis for Qualified Opinion**

- a) Non-accounting of rent under dispute and the amount being unascertainable (refer Note 32).
- b) Provision for Gratuity and Leave has not been made as per requirement of AS-15 (Employee benefits) during the year or in earlier years.

#### **Emphasis of Matter**

We draw attention to the notes to the financial statements regarding:

- h. Non-accounting of interest and other charges (not quantifiable) on unsecured loan lying unconfirmed also. (refer note 4).
- i. non-accounting of alleged security and recoverability of the Loan/Advance due in view of the uncertainty thereof (refer Note 27);
- j. non-provision of liability of interest/late payment surcharge, on the amount of amicably settled maximum demand charges paid by Company and Company’s claim of interest on amounts refunded by WBSEB against provisional bills, since the matter remains unresolved and amounts being unascertainable (refer Note 28).
- k. Scripts of certain quoted and unquoted shares and securities have not been furnished for verification. (Refer note 10).
- l. Lease of Paharpur godown which, expired in 2002 has not been renewed by KPT and Companies petition is pending before the Court. KPT has also claimed compensation of Rs. 1.36 Crore. As per direction of the Court the Company has deposited a sum of Rs. 25 lakhs and is also remitting cheque of Rs. 25,000 p.m. to KPT.  
The above godown has been subleased but no rent is received from the tenant after June, 2009 for which the Company has filed recovery and eviction suit against them. No rental income is being accounted for (refer note 29 to accounts).
- m. Lease of Taratalla godown has not been renewed and eviction notice has issued by KPT. KPT has claimed compensation which been neither been paid nor accounted for. No accounting for rent or Compensation has been made in the accounts. The tenant to whom it is subleased has not paid rent since July, 1985 and suit for recovery / eviction is pending before Court. No rental income or expenses have been accounted for (refer note 30).

n. No physical verification of inventory of land has been carried out by the management  
(Refer Note 14)

Our opinion is not modified in respect of this matter.

**Key Audit Matters:**

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

Sr. No	Key Audit Matter	How are audit addressed the Key Audit Matter
1	<p><b>Revenue Recognition of the Company on interest income, dividend income and gain/ sale of investments</b></p> <p>We focused on this area because of the majority in determining the company's revenue and risk of under/over estimation of revenue.</p>	<p>We reviewed the process adopted for assuring the consistency in approach between accounting periods. Our tests included:</p> <ul style="list-style-type: none"> <li>• Assessing compliance of company's revenue recognition accounting policies with applicable accounting standards.</li> <li>• Checking the accuracy of various reconciliations carried out on sale of investments.</li> <li>• Considered the appropriateness and accuracy of interest and dividend as recorded in the relevant records</li> <li>• Verifying the disclosure in accounting records with various supporting documentation</li> </ul> <p><b>Conclusion:</b> Our applied procedures did not indicate any material deviations.</p>

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Directors Report including Annexures to Directors' Report, Report on Corporate Governance but does not include the Consolidated Financial Statements and our auditors' report thereon. The Management Discussion and Analysis, Directors' Report including Annexures to Directors' Report and Report on Corporate Governance are expected to be made available to us after the date of this auditor's report.

Our opinion on the Consolidated Financial Statements does not cover the other information and we will not express any form of assurance conclusion thereon.

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

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

## **Responsibility of Management and Those charged with Governance for the Consolidated Financial Statements**

The Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Act, that give a true and fair view of the consolidated financial position, Consolidated Financial performance and Consolidated Cash Flows of the Company including its Associate in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the company and its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the company and of its associate are responsible for assessing the ability of the Company and of its associate 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 respective Board of Directors of the company and its associate are responsible for overseeing the financial reporting process of the Company and of its associate.

## **Auditor's Responsibility for the Audit of the Consolidated Financial Statements**

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

Paragraph 40(b) of this SA explains that the shaded material below can be located in an Appendix to the auditor's report. Paragraph 40(c) explains that when law, regulation or the applicable auditing standards expressly permit, reference can be made to a website of an appropriate authority that contains the description of the auditor's responsibilities, rather than including this material in the auditor's report, provided that the description on the website addresses, and is not inconsistent with the description of the auditor's responsibilities below.

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

- Identify and assess the risks of material misstatement of the Consolidated 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 controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company and its associate 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 interim consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and its associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the interim consolidated financial statements, including the disclosures, and whether the interim consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditor's such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

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

#### **Other Matters**

The Consolidated Financial Statements includes the Company shares of net profit / loss of Rs. 8,76,53,561 For the year ended 31.03.2019, as considered in the consolidated financial statements in respect of associate whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management. Our opinion in so far as it relates to the amounts and disclosures included in respect of



the associate and our report in terms of subsection (3) & (11) of Section 143d the Act in so far as it needs to the aforesaid associate is based solely on the reports of the other auditors.

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

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

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

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the Consolidated Financial Statement.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial results.
- d) In our opinion, except for the effect possible effects of the matters described in the Basis of qualified opinion paragraph above, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Company as on 31<sup>st</sup> March, 2019 taken on record by the Board of Directors of the Company and report of the Statutory Auditors of the associate none of the directors of the company and its associate are disqualified as on 31<sup>st</sup> 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 group Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The company has disclosed the impact of pending litigations which would impact its consolidated financial position in Note no. 23 of the balance sheet.
  - ii. The company and its associate company does not have any long term contracts including derivative contract for which there are any material foreseeable losses, except for long term capital advances in its associate company of Rs. 348.33 lacs out of which Rs. 50.00 lacs is doubtful.
  - iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the company and its associate company during the year ended 31<sup>st</sup> March'2019.

**For Chaturvedi & Company**  
Chartered Accountants  
(Firm Reg. No. 302137E)

## **Annexure A to the Auditors' Report**

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

We have audited the internal financial controls over financial reporting of Adventz Securities Enterprises Limited ('the Company') as on 31<sup>st</sup> March, 2019.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safe guarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

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

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion of 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 purpose 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 responsible detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are records as necessary to permit preparation of financial statements in accordance with authorizations of the 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 period are subject to the risk that the internal financial control over financial reporting may become inadequate because of change 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 31<sup>st</sup> March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Chaturvedi & Company**  
Chartered Accountants  
**(Firm Reg. No. 302137E)**

Place : Kolkata  
Date : 28/05/2019

**Nilima Joshi**  
Partner  
Mem. No. 52122

**ADVENTZ SECURITIES ENTERPRISES LIMITED**  
**Consolidated Balance Sheet as at 31<sup>st</sup> March, 2019**

	Notes	As at 31st March, 2019		As at 31st March, 2018	
<b><u>EQUITY &amp; LIABILITIES</u></b>					
<b>Shareholders' Funds</b>					
(a) Share Capital	2	<b>5,62,77,870</b>		5,62,77,870	
(b) Reserves & Surplus	3	<b>73,88,27,340</b>	<b>79,51,05,210</b>	78,78,93,013	84,41,70,883
<b>Non-Current Liabilities</b>					
(a) Long-Term Borrowings	4	<b>1,84,32,044</b>		1,84,32,044	
(b) Other Long-Term Liabilities	5	<b>63,27,360</b>	<b>2,47,59,404</b>	65,02,360	2,49,34,404
<b>Current Liabilities</b>					
(a) Short-Term Borrowings	7	<b>57,24,96,438</b>		26,21,43,836	
(b) Other Current Liabilities	8	<b>18,51,814</b>		16,56,799	
(c) Short-term Provisions	6	<b>7,72,801</b>	<b>57,51,21,053</b>	4,58,477	26,42,59,112
<b>TOTAL</b>			<b><u>1,39,49,85,667</u></b>	<b><u>1,13,33,64,399</u></b>	
<b><u>ASSETS</u></b>					
<b>Non-Current Assets</b>					
(a) Property, Plant & Equipment					
(i) Tangible Assets	9	<b>33,57,937</b>		30,95,843	
(b) Non-Current Investments	10.1	<b>75,97,74,882</b>		67,21,21,321	
(c) Deferred tax Assets (net)	11	<b>39,17,279</b>		39,17,279	
(d) Long-term Loans and Advances	12	<b>3,15,71,297</b>		2,93,31,511	
(e) Other non-current assets	13	<b>4,65,815</b>	<b>79,90,87,210</b>	4,65,815	70,89,31,769
<b>Current Assets</b>					
(a) Current Investments	10.2	<b>2,75,07,239</b>		66,73,869	
(b) Inventories	14	<b>21,38,92,970</b>		22,36,86,620	
(c) Cash and Cash equivalents	15	<b>4,36,01,573</b>		86,66,218	
(d) Short-term Loans and Advances	12	<b>30,93,56,034</b>		18,38,65,282	
(e) Other current assets	16	<b>15,40,641</b>	<b>59,58,98,457</b>	15,40,641	42,44,32,630
<b>TOTAL</b>			<b><u>1,39,49,85,667</u></b>	<b><u>1,13,33,64,399</u></b>	
Significant Accounting Policies	1				

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

As per our report of even date

For and on behalf of the Board

**For Chaturvedi & Company**  
**Firm Registration No. 302137E**  
*Chartered Accountants*

R. R. Goenka  
Chairman  
DIN : 00375716

**Nilima Joshi**  
*Partner*  
M. No. 52122

Piyush Khaitan  
Director  
DIN : 00348151

Kolkata  
May, 28, 2019

Devendra Khemka  
Chief Financial Officer

Punam Singh  
Company Secretary  
Membership No.:A38649

**ADVENTZ SECURITIES ENTERPRISES LIMITED**

**Consolidated Statement of Profit and Loss for the year ended 31<sup>st</sup> March 2019**

	Notes	Year ended 31st March, 2019	Year ended 31st March, 2018
Revenue from operations	17	2,42,08,184	11,50,04,052
Other Income	18	45,37,703	53,66,499
<b>Total Revenue</b>		<b>2,87,45,887</b>	<b>12,03,70,551</b>
<b>Expenses:</b>			
(a) Purchases of Stock-in-Trade		11,48,57,061	34,22,88,333
(b) Change in Inventories	19	97,93,650	(22,34,55,120)
(c) Employee Benefits Expense	20	65,61,304	57,30,992
(d) Financial Cost	21	2,72,42,054	1,34,93,151
(e) Depreciation and amortization expense	9	11,87,226	6,10,480
(f) Other expenses	22	58,64,767	47,32,217
<b>Total expenses</b>		<b>16,55,06,062</b>	<b>14,34,00,053</b>
<b>Profit/(Loss) before Tax</b>		<b>(13,67,60,175)</b>	<b>(2,30,29,502)</b>
<b>Tax Expenses</b>			
(a) Current Tax		-	-
(b) Deferred Tax		-	9,36,952
Profit/(Loss) for the year (before adjustment of share of profit of Associate		<b>(13,67,60,175)</b>	<b>(2,39,66,454)</b>
Add : Share of Profit in Associate Company		8,76,53,561	11,73,77,466
<b>Profit/(loss) after Tax for the year</b>		<b>(4,91,06,614)</b>	<b>9,34,11,012</b>
<b>Earning per Equity Share ( nominal value of share Rs.10)</b>			
(a) Basic		<b>(8.73)</b>	16.60
(b) Diluted		<b>(8.73)</b>	16.60

The accompanying notes are an integral part of the financial statements

As per our report of even date

**For Chaturvedi & Company**  
**Firm Registration No. 302137E**  
*Chartered Accountants*

**Nilima Joshi**  
*Partner*  
M. No. 52122

Kolkata  
May, 28, 2019

For and on behalf of the Board

R. R. Goenka  
Chairman  
DIN : 00375716

Piyush Khaitan  
Director  
DIN : 00348151

Devendra Khemka  
Chief Financial Officer

Punam Singh  
Company Secretary  
Membership No.:A38649

**ADVENTZ SECURITIES ENTERPRISES LIMITED**

**Consolidated Cash Flow Statement for the year ended 31<sup>st</sup> March 2019**

	<b>31st March, 2019</b>	<b>31st March, 2018</b>
<b><u>Cash flow from operating activities</u></b>		
Profit Before tax	<b>(4,91,06,614)</b>	9,43,47,964
<b><u>Adjustment for Non Cash and Non Operating Items</u></b>		
Depreciation/amortization on continuing operation	<b>11,87,226</b>	6,10,480
Provision for Standard Assets	<b>3,14,324</b>	36,046
Loss/(profit) on sale of Investments	<b>(1,45,226)</b>	(7,63,602)
Loss/(profit) on sale of Fixed Assets	<b>(2,07,696)</b>	(62,625)
Finance Cost	<b>2,72,42,054</b>	1,34,93,151
Share of Profit in Associate Company	<b>(8,76,53,561)</b>	(11,73,77,466)
Dividend Income	<b>(41,73,932)</b>	(39,16,272)
<b><u>Operating Profit Before change in working Capital</u></b>	<b>(11,25,43,425)</b>	<b>(1,36,32,324)</b>
Change in Current Assets	<b>97,93,650</b>	(22,34,55,120)
Change in Current Liabilities	<b>1,95,015</b>	12,68,590
Change in Short-term Loans and Advances	<b>(12,54,90,752)</b>	(1,46,38,965)
<b><u>Cash generated from Operations</u></b>	<b>(22,80,45,512)</b>	<b>(25,04,57,819)</b>
Direct taxes paid/Adjusted (net of refunds)	-	-
Tax Adjustment	<b>40,941</b>	67,86,255
<b>Net Cash Flow from Operating Activity</b>	<b>(22,80,04,571)</b>	<b>(24,36,71,564)</b>
<b><u>Cash flow from investing activities</u></b>		
Change in Long Term Investments	-	-
Change in Current Investments	<b>(2,06,88,144)</b>	6,20,413
Change in Long-term Loans and Advances	<b>(22,39,786)</b>	(1,21,02,431)
Net (Purchase)/Sale of Fixed Assets	<b>(12,41,624)</b>	(21,76,107)
Dividend Received	<b>41,73,932</b>	39,16,272
<b>Net Cash Flow from Investing Activity</b>	<b>(1,99,95,622)</b>	<b>(97,41,853)</b>
<b><u>Cash flow from Financing activities</u></b>		
Change in Long Term Borrowings	<b>31,03,52,602</b>	26,21,43,836
Change in Other Long Term Liabilities	<b>(1,75,000)</b>	2,96,848
Finance Cost	<b>(2,72,42,054)</b>	(1,34,93,151)
<b>Net Cash Flow from Financing Activity</b>	<b>28,29,35,548</b>	<b>24,89,47,533</b>
Net increase/(decrease) in cash and cash equivalents (A+B+C)	<b>3,49,35,355</b>	(44,65,884)
Cash and cash equivalents at the beginning of the year	<b>86,66,218</b>	1,31,32,102
<b>Cash and cash equivalents at the end of the year</b>	<b>4,36,01,573</b>	86,66,218

As per our report of even date

**For Chaturvedi & Company**  
**Firm Registration No. 302137E**  
*Chartered Accountants*

**Nilima Joshi**  
*Partner*  
M. No. 52122

Kolkata  
May 28, 2019

For and on behalf of the Board

R. R. Goenka  
Chairman  
DIN : 00375716

Piyush Khaitan  
Director  
DIN : 00348151

Devendra Khemka  
Chief Financial Officer

Punam Singh  
Company Secretary  
Membership No.:A38649

**1. Significant Accounting Policies****1.1 Basis of preparation of Consolidated Financial Statements****Principles of Consolidated**

The Consolidated Financial Statements have been prepared in accordance with Accounting Standard (AS) - 21 on "Consolidated Financial Statements" and AS - 23 "Accounting for Investments in Associates in Consolidated Financial Statements" issued by the Institute of Chartered Accountant of India and notified pursuant to the Companies (Accounting Standards) Rules, 2006.

The Consolidated Financial Statements related to Adventz Securities Enterprises Limited (the Company) and its associated as below.

The details are as given below

<u>Name of Company</u>	<u>Country of Incorporation</u>	<u>% of Voting Power/Profit</u>
Associate - Adventz Finance Private Limited	India	26.00%

(i) Investments in Associates are accounted in accordance with AS - 23 on "Accounting for Investments in Associates in Consolidated Financial Statements", under "equity method". Unrealised profit/loss are eliminated other than in respect of transactions in pertaining to non depreciable assets.

(ii) As far as possible, the consolidated Financials statements are prepared using uniform accounting policies for similar materials transactions and others events in similar and other events in similar circumstances otherwise as stated elsewhere.

(iii) The difference between cost of investment in the associates, over the net assets at the time of acquisition of shares in the subsidiaries is identified in the consolidated financial statements as Goodwill or Capital Reserve as the case may be.

(iv) The disclosures relating to the Associates are by considering the impact of proportionate investment by 'the company' as applicable.

(v) Investments other than in subsidiaries, joint venture and associates have been accounted as per 'AS - 13' on "Accounting for Investments".

**1.2 Basis of Preparation of Financial Statements**

The Financial Statements have been prepared under the historical cost convention and in accordance with the provisions of the Companies Act, 2013. Accounting policies not referred to otherwise are consistent and are in consonance with the generally accepted accounting principles in India.

**1.3 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 revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialized.

**1.4 Property, Plant and Equipment**

(i) Property, Plant and Equipment are stated at cost less depreciation. Cost includes cost of acquisition, inward freight, duties, taxes and expenses incidental to acquisition & installation. Government grant/ subsidy is deducted from the value of the concerned assets.

(ii) Cost of Leasehold land is not being amortised since the lease is for a long period.

(iii) In respect of the revalued assets, the amount added on revaluation is transferred to Revaluation Reserve.

(iv) Depreciation on tangible asset is provided on written down value method on the basis of useful life of the assets and in the manner as prescribed in Schedule II to the Companies Act, 2013. Depreciation methods, useful lives and residual values are reviewed, and adjusted as appropriate, at each reporting date. Based on above, the estimated useful lives of assets for the current period are as follows:

<b>Category</b>	<b>Useful Life</b>
Furniture & Fixtures	10 Years
Vehicles	8 Years
Office Equipments	
- Computers	3 Years
- Fax Machine	5 Years
- Others	5 Years

**1.5 Impairment of Assets**

The carrying amounts of assets are reviewed at each balance sheet date. If there is any indication of impairment based on internal/external factors, ie when the carrying amount of the assets exceeds the recoverable amount, an impairment loss is charged to the profit & loss account in the year in which an asset is identified as impaired.

**1.6 Investments**

Investments that are readily realisable and intended to be held for not more than one year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined category wise. Long term investments are carried at cost. Provision for diminution in the value of long term investments is made on individual investment basis only if such a decline is other than temporary in nature in the opinion of the management.

**1.7 Inventories**

Stock of land is valued at cost.

**1.8 Employee Retirement Benefits**

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

**1.9 Taxes on Income**

Current tax is determined as the amount of tax payable in respect of taxable income for the year. Deferred tax is recognized, subject to consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

**1.10 Provisions, Contingent Liabilities and Contingent Assets**

- (i) Provisions are recognized in respect of obligations where, based on the evidence available, their existence at the balance sheet date is considered probable.
- (ii) Contingent liabilities are shown by way of notes to the accounts in respect of obligations, where, based on the evidence available, their existence at the balance sheet date is considered not probable.
- (iii) Contingent assets are not recognized in the accounts.

**1.11 Provision/ Write off**

- (i) The company makes provision for Standard, Restructured and Non-performing Assets as per the Non-Systematically Important Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015, as amended from time to time. The company also makes additional provision, to the extent considered necessary, and based on the management's best estimate.
- (ii) Loans and Advances which, as per the management are not likely to be recovered are considered as bad debts and written off.

**1.12 Revenue Recognition**

- (i) Income from loans is recognized on accrual basis, except in the case of non-performing assets where it is recognized, upon realization, as per the Prudential Norms/Directions of RBI, as applicable to NBFC's
- (ii) Income from Dividend from Shares of Corporate bodies is accounted when the company's right to receive the dividend is established.
- (iii) Interest income from Fixed deposits/margin money is recognized on the proportion basis taking into account the amount outstanding and the rate applicable.
- (iv) All other income is accounted for on accrual basis.



**ADVENTZ SECURITIES ENTERPRISES LIMITED**
**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2019**

	<b>31 March, 2019</b>	<b>31 March, 2018</b>		
<b>2. Share Capital</b>				
<b>a) Capital Structure</b>				
<u>Authorised</u>				
5,650,000 Equity Shares of Rs. 10/- each (Previous year - 5,650,000 Equity Shares of Rs. 10/- each)	<b>5,65,00,000</b>	5,65,00,000		
	<b>5,65,00,000</b>	5,65,00,000		
<u>Issued, Subscribed and Fully Paid Up</u>				
5,627,787 Equity Shares of Rs. 10/- each (Previous year - 5,627,787 Equity Shares of Rs. 10/- each)	<b>5,62,77,870</b>	5,62,77,870		
	<b>5,62,77,870</b>	5,62,77,870		
<b>b) Share Capital Reconciliation</b>				
<b>Equity Shares</b>	<b>31 March 2019</b>		<b>31 March 2018</b>	
	Nos.	Amount (₹)	Nos.	Amount (₹)
Opening balance	<b>56,27,787</b>	<b>5,62,77,870</b>	56,27,787	5,62,77,870
Issued during the period	-	-	-	-
<b>Closing Balance</b>	<b>56,27,787</b>	<b>5,62,77,870</b>	56,27,787	5,62,77,870
<b>c) Particulars of Equity Shareholders holding more than 5% Shares at Balance Sheet date</b>				
	<b>31 March 2019</b>		<b>31 March 2018</b>	
	No. of shares	% holding	No. of shares	% holding
Adventz Finance Pvt. Ltd. (Holding Company)	<b>36,32,528</b>	<b>64.55%</b>	36,32,528	64.55%
Poddar Projects Ltd.	<b>3,96,000</b>	<b>7.04%</b>	3,96,000	7.04%
Saroj Kumar Poddar	<b>3,61,110</b>	<b>6.42%</b>	3,61,110	6.42%
			<b>31 March, 2019</b>	<b>31 March, 2018</b>
<b>3. Reserves &amp; Surplus</b>				
Capital Reserves - State Capital Subsidy			<b>37,17,000</b>	37,17,000
General Reserve (on amalgamation)			<b>4,18,56,700</b>	4,18,56,700
<u>Reserve Fund (RBI)</u>				
Opening balance			<b>5,24,40,000</b>	5,24,40,000
Add: Transfer during the year			-	-
Closing Balance			<b>5,24,40,000</b>	5,24,40,000
<u>Surplus/(Deficit) in the Statement of Profit &amp; Loss</u>				
Opening balance			<b>68,98,79,313</b>	58,96,82,046
Profit for the year			<b>(4,91,06,614)</b>	9,34,11,012
Add : MAT Credit Entitlement			-	67,86,255
Add: Income Tax Adjustments			<b>40,941</b>	-
<u>Less:</u> Transfer to Reserve Fund			-	-
Net Surplus at the end of the year			<b>64,08,13,640</b>	68,98,79,313
<b>Total Reserves &amp; Surplus</b>			<b>73,88,27,340</b>	<b>78,78,93,013</b>

	<u>31 March, 2019</u>	<u>31 March, 2018</u>
<b>4. Long-Term Borrowings</b>		
<b>Term Loans</b>		
<u>Unsecured Loans</u>		
From Others (\$)	1,84,32,044	1,84,32,044
	<u>1,84,32,044</u>	<u>1,84,32,044</u>

(\$) Includes Sales Tax Loan from WBIDC Ltd. for ` 8,170,967 under Incentive Scheme of Govt. of West Bengal which was repayable as follows:

Installments falling due on 31.03.2001	7,04,233
Installments falling due on 31.03.2002	9,34,734
Installments falling due on 30.06.2004	21,76,833
Installments falling due on 30.06.2005	21,76,833
Installments falling due on 30.06.2006	21,78,334

Unsecured loan from Calcutta Tramways Corporation Ltd. has been transferred on Amalgamation to the Company as per Order of Hon'ble Calcutta High Court. No repayment of the same has been made and interest on the same has not been accounted for.

#### **5. Other Long-Term Liabilities**

<u>Others</u>		
Security Deposits	4,18,580	4,18,580
Statutory Dues payable (net)	6,79,364	6,79,364
Lease rent payable	51,89,156	53,64,156
Advance from customers	40,260	40,260
	<u>63,27,360</u>	<u>65,02,360</u>

#### **6. Short term Provisions**

<u>Others</u>		
Contingent Provision for Standard Assets	7,72,801	4,58,477
	<u>7,72,801</u>	<u>4,58,477</u>

#### **7. Short Term Borrowings**

##### **Term Loan (Unsecured)**

##### Others

From Body Corporate	57,24,96,438	26,21,43,836
	<u>57,24,96,438</u>	<u>26,21,43,836</u>

#### **8. Other Current Liabilities**

<u>Others</u>		
Statutory dues payable	13,88,493	13,58,065
Other payables (year end accruals)	4,63,321	2,98,734
	<u>18,51,814</u>	<u>16,56,799</u>

ADVENTZ SECURITIES ENTERPRISES LIMITED

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

9. Property, Plant & Equipment

Description	Gross Block				Accumulated depreciation/ amortisation				Net book value	
	As at 31 March, 2018	Additions	Sales / Adjustments	As at 31 March, 2019	Upto 31 March, 2018	For the Period	Sales / Adjustments	Upto 31 March, 2019	As at 31 March, 2019	As at 31 March, 2018
	-	-	-	-	-	-	-	-	-	-
<b>Tangible Assets</b>										
Leasehold Land	30,934	-	-	30,934	-	-	-	-	30,934	30,934
Buildings	69,56,009	-	-	69,56,009	62,44,083	-	-	62,44,083	7,11,926	7,11,926
Furniture & Fixtures	6,85,380	-	-	6,85,380	6,49,279	704	-	6,49,983	35,397	36,101
Vehicles	25,80,496	13,58,461	(9,08,669)	30,30,288	9,70,784	8,13,855	(7,66,365)	10,18,274	20,12,014	16,09,712
Computer	11,24,592	1,26,296	-	12,50,888	9,39,434	1,20,609	-	10,60,043	1,90,845	1,85,158
Office Equipments	11,63,741	1,06,867	-	12,70,608	6,41,729	2,52,058	-	8,93,787	3,76,821	5,22,012
<b>Total</b>	<b>1,25,41,152</b>	<b>15,91,624</b>	<b>(9,08,669)</b>	<b>1,32,24,107</b>	<b>94,45,309</b>	<b>11,87,226</b>	<b>(7,66,365)</b>	<b>98,66,170</b>	<b>33,57,937</b>	<b>30,95,843</b>
<b>Previous Year's figures</b>	1,10,12,544	22,76,107	(7,47,499)	1,25,41,152	95,44,953	6,10,480	(7,10,124)	94,45,309	30,95,843	-

**ADVENTZ SECURITIES ENTERPRISES LIMITED**
**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2019**

	31 March 2019		31 March 2018	
	Qty.	Amount (₹)	Qty.	Amount (₹)
<b>10. Investments</b>				
<b>10.1 Non-Current Investments (FV Rs 10 each, unless otherwise stated)</b>				
<b>Other Investments</b>				
<b>(a) Investments in Equity Instruments</b>				
<u>Quoted (fully paid-up)</u>				
Advani Oerlikon Ltd. (*)	100	2,490	100	2,490
AFT Industries Ltd.	50	344	50	344
Alliance Udyog Ltd. (*)	50	175	50	175
Anil Special Steel Industries Ltd.	110	2,500	110	2,500
Bharat Commerce & Industries Ltd.	15	120	15	120
Birla Corporation Ltd.	11	319	11	319
Birla VXL India Ltd. (*)	25	78	25	78
Linde India Ltd. (Formerly : BOC India Ltd.)	100	3,583	100	3,583
Budge Budge Company Ltd.	44,615	4,22,822	44,615	4,22,822
Caledonian Jute Mills Co. Ltd.	60	270	60	270
Chambal Fertilizers & Chemicals Ltd.	20,022	2,00,265	20,022	2,00,265
Cheviot & Co Ltd. (Note 1)	1,383	4,499	922	4,499
DSQ Software Ltd.	300	1,35,075	300	1,35,075
Duncan Agro Ind Ltd.	400	19,225	400	19,225
Dunlop India Ltd. (*)	24	671	24	671
Eastern Investment Ltd.	18	72	18	72
Graphite India Ltd. (*)	210	723	210	723
Hind wire Ind Ltd.	25	250	25	250
Hindusthan Zinc Ltd. - (FV Rs 2)	15,710	15,979	15,710	15,979
Akzo Nobel India Ltd. (Formerly : ICI Ltd. ) (<)	65	1,171	65	1,171
Ispat Profiles Ltd. (*)	350	7,028	350	7,028
Jardine Henderson Ltd. - (FV Rs 100)	5	178	5	178
Jay Engineering Works Ltd. (*)	1,874	16,866	1,874	16,866
J.K. Cotton Spinning & Weaving Ltd.	15	199	15	199
Kirloskar Pneumatic Company Ltd. (*)	100	3,203	100	3,203
Magma Fincorp Ltd. (#) - (FV Rs 2)	81,110	19,76,835	81,110	19,76,835
Martin Burn Ltd.	15	101	15	101
New Century Leasing & Investment Ltd. (*)	1,35,294	16,41,180	1,35,294	16,41,180
Nicco Corp Ltd. (*)	5	24	5	24
Parry Agro Ind Ltd. (*)	446	3,158	446	3,158
Parry Confectioners Ltd.	20	2,154	20	2,154
PNB Finance & Ind Ltd.	2	46	2	46
Poddar Projects Ltd. (*)	33,200	1,83,596	33,200	1,83,596
Pragati Business Ltd. (*)	37,550	2,98,155	37,550	2,98,155
Premier Synthetics & Processing Ltd. (*)	50	500	50	500
Reliance Capital Ltd.	11	1,972	11	2,001
Reliance Home Finance Ltd.	11	29	-	-
Reliance Chomotax India Ltd.	100	1,000	100	1,000
Reliance Communication Ltd.	227	59,577	227	59,577
Reliance Infrastructure Ltd.	17	11,238	17	11,238
Reliance Fire Bricks Ltd. (*)	100	2,200	100	2,200
Reliance Industries Ltd.	908	80,051	454	80,051
Reliance Power Ltd.	56	1,078	56	1,078
Rohatas Ind Ltd. (*)	4	26	4	26
RPG Cables Ltd. (*)	167	1,587	167	1,587
Duroply Industries Ltd. (Formerly: Sarda Plywood Ind)	6,045	71,982	6,045	71,982
Duncan Engineering Ltd. (Formerly: Schrader Scovill I	96	422	96	422
Searsol Chemicals Ltd. (*)	111	1,015	111	1,015
Singer India Ltd.	7,225	28,309	7,225	28,309
Sirpur Paper Mills Ltd.	80	6,128	80	6,128

Siv Industries Ltd.	25,000	3,02,150	25,000	3,02,150
Steel Complex Ltd.	50	500	50	500
Sunstar Software Ltd. (*)	16,000	4,56,600	16,000	4,56,600
Tata Chemicals Ltd. (*)	8	53	8	53
Texmacz Infrastructure & Holdings Ltd. - (FV Rs 1)	38,09,140	2,06,84,280	38,09,140	2,06,84,280
Texmaco Rail & Engineering Ltd. - (FV Rs 1)	38,09,140	2,92,77,748	38,09,140	2,92,77,748
The Pench Velly Coal Co Ltd. (&)	5,796	41,199	5,796	41,199
Tide Water Oils Ltd. (Face Value Rs.5)	4,840	69,171	4,840	69,171
Titagarh Industries Ltd. (!)	13	113	13	113
Uni-abex Alloys Products Ltd.	45	450	45	450
Universal Tyres Ltd. (*)	25	249	25	249
UTI Master Gain 1992 (*)	3,000	30,000	3,000	30,000
Zuari Global Ltd.	98,804	22,43,460	98,804	22,43,460
Zuari Agro Chemicals Ltd.	98,804	26,92,646	98,804	26,92,646
<b>Sub-total (A)</b>		<b>6,10,09,087</b>		<b>6,10,09,087</b>
<u>Quoted (partly paid-up)</u>				
Reliance Fire Bricks Ltd. (*) (Rs 5 paid up)	700	3,503	700	3,503
<b>Sub-total (B)</b>		<b>3,503</b>		<b>3,503</b>
<u>Unquoted (fully paid-up)</u>				
<u>Associates</u>				
Adventz Finance Pvt. Ltd.	1,29,26,745	51,69,86,883	1,29,26,745	39,96,09,417
(Capital Reserve on Consolidation Rs.241,98,50,206/-)				
Share of Current year Profit		8,76,53,561		11,73,77,466
		<b>60,46,40,444</b>		<b>51,69,86,883</b>
<u>Others</u>				
Adventz Investment Company Pvt. Ltd.	21,20,848	10,00,400	21,20,848	10,00,400
Poddar Exports Ltd.	4,25,000	5,05,750	4,25,000	5,05,750
Amalgamated Fuels Ltd.	5,000	50,000	5,000	50,000
APV Texmaco Ltd. (*)	20	157	20	157
Birla Construction Ltd.	5,000	50,000	5,000	50,000
Bombay Tyre International Ltd.	50	500	50	500
Calcutta Tramways Ltd. (*)	46,550	2,59,632	46,550	2,59,632
Dalmia Bharat Developers Ltd.	30,000	1,30,500	30,000	1,30,500
Duncan Tobacco Ltd. (*)	400	40,400	400	40,400
Greenland Trading Pvt. Ltd.	1,25,000	3,13,282	1,25,000	3,13,282
Indrakshi Trading Company Pvt. Ltd.	1,25,000	3,13,282	1,25,000	3,13,282
Maharshi Commerce Ltd. (^)	54,800	3,25,814	54,800	3,25,814
Neiveli Ceramic & Refractory Ltd.	400	2,965	400	2,965
New Eros Tradecom Ltd.	8,19,000	8,26,79,483	8,19,000	8,26,79,483
Poddar Services Ltd. (*)	9,200	92,000	9,200	92,000
Pulse Foods India Pvt.Ltd.	28,571	9,99,985	28,571	9,99,985
Ranigunj Coal Association Ltd. (Face Value Rs.5/-)	60	274	30	274
Sanghashree Investments & Trading Co. Ltd.	58,800	2,31,000	58,000	2,31,000
Sonavalley Cement Ltd. (*)	28,093	94,012	28,093	94,012
Indian Furniture Product Ltd.	4,28,571	40,00,000	4,28,571	40,00,000
The Amalgamated Coalfields Ltd.	1,700	11,063	1,700	11,063
Venkateswar Salt Ltd. (*)	72,000	7,27,219	72,000	7,27,219
Walford Transport Ltd.	100	24	100	24
<b>Sub-total (C)</b>		<b>69,64,68,186</b>		<b>60,88,14,625</b>
<b>(b) Investments in Preference Shares (Unquoted, fully paid-up)</b>				
Anglo Jute Mills Co Ltd.	1	70	1	70
Calcutta Tramways Co Ltd. (*)	7,865	66,322	7,865	66,322
Delta Jute Mills Ltd. (*)	555	9,502	555	9,502
Poddar Services Ltd.	18,500	18,50,000	18,500	18,50,000
Pragati Business Ltd.	3,570	3,57,000	3,570	3,57,000
New Central Jute Mills Co Ltd. (*)	50	4,812	50	4,812
<b>Sub-total (D)</b>		<b>22,87,706</b>		<b>22,87,706</b>

<b>(c) Investments in Government or trust Securities (Unquoted)</b>				
National Savings Certificate		2,000		2,000
(lodged with Central Excise Authorities)				
<b>Sub-total (E)</b>		<b>2,000</b>		<b>2,000</b>
<b>(d) Investments in Debentures or Bonds</b>				
<u>Quoted (fully paid-up)</u>				
Deepak Fert. & Petrochem Corp Ltd. (*) - (FV Rs 50)	50	2,500	50	2,500
<b>Sub-total (F)</b>		<b>2,500</b>		<b>2,500</b>
<u>Unquoted (fully paid-up)</u>				
Incab India Ltd 12.5% Pcd (*) - (FV Rs 80)	6	480	6	480
J K Industries Ltd. 12% Deb (*) - (FV Rs 20)	3	60	3	60
J K Synthetics Ltd.12% Deb Ncd (*) - (FV Rs 180)	2	360	2	360
SRF Ltd 13.5% Ncd (*) - (FV Rs 100)	10	1,000	10	1,000
<b>Sub-total (G)</b>		<b>1,900</b>		<b>1,900</b>
<b>Aggregate Non-Current Investments</b>		<b>75,97,74,882</b>		<b>67,21,21,321</b>

## 10.2 Current Investments

<b>(a) Investments in Mutual Funds (Unquoted, fully paid-up)</b>				
Kotak Liquid Scheme Plan - Growth	5,515.6060	2,08,33,370	-	-
HDFC Prudence Fund - Regular Plan - Growth (Note :	-	-	10,875.2390	50,00,000
HDFC Balanced Advantage Fund - Regular Plan - Gro	29,274.2300	50,00,000	-	-
ICICI Prudential Balance Fund - Growth	14,704.9920	16,73,869	14,704.9920	16,73,869
		<b>2,75,07,239</b>		<b>66,73,869</b>
<b>Aggregate Current Investments</b>		<b>2,75,07,239</b>		<b>66,73,869</b>
Aggregate Amount of				
Quoted Investments		6,10,15,090		6,10,15,090
Unquoted Investments		72,62,67,031		61,77,80,100
		<b>78,72,82,121</b>		<b>67,87,95,190</b>
<b>Market Value of Quoted Investments</b>		<b>55,72,21,506</b>		<b>67,13,47,258</b>
<b>Repurchase price of Units of Mutual Fund</b>		<b>2,87,35,769</b>		<b>71,12,037</b>

Note 1 : Company has issued Bonus shares in the ratio of 1:2.

Note 2 : Pursuant to Merger of HDFC Prudence Fund into HDFC Balanced Advantage Fund 29274.230 units have been allotted against 10875.239 units.

(\*) The said shares could not be produced to the auditors for verification as these are either in the process of transfer in the name of the Company or are not traceable and for which due records are maintained. Please also refer notes below.

(<) 11 shares could not be produced for verification

(&) 5000 shares could not be produced for verification

(&) 4196 shares could not be produced for verification

(&) 12 shares could not be produced for verification

(&) 49800 shares could not be produced for verification

	31 March, 2019	31 March, 2018
<b>11. Deferred Tax Assets (net)</b>		
<u>Deferred tax Asset</u>		
Tax impact of unabsorbed depreciation and losses	33,79,953	33,79,953
Tax impact of expenses charged to statement of profit & loss but allowance under tax laws deferred	3,65,441	3,65,441
	<b>37,45,394</b>	<b>37,45,394</b>
<u>Deferred tax Liability</u>		
Tax impact on difference between book value of depreciable assets and written down value for tax purposes	(1,71,885)	(1,71,885)
<b>Net Deferred Tax Assets</b>	<b>39,17,279</b>	<b>39,17,279</b>

Deferred tax assets has not been recognised on short term capital loss of Rs.17.22 crores due to absence of virtual certainty of future gain.  
Deferred Tax Assets amounting to Rs. 64.26 Lacs has not been recognised during the year due to absence of virtual certainty of future gain.

	Long-Term		Short-Term	
	31 March, 2019	31 March, 2018	31 March, 2019	31 March, 2018
<b>12. Loans and Advances</b>				
<u>(Unsecured, considered good unless otherwise stated)</u>				
<u>Security Deposits</u>				
Considered good	26,69,074	26,18,824	-	-
<u>Other Loans &amp; Advances</u>				
Loans & Advances to Other Parties				
Considered good	1,15,83,471	1,16,33,471	30,91,20,360	18,33,90,903
Considered doubtful	-	-	3,50,000	3,50,000
Income Tax Advances (including MAT Credit Entitlement of Rs.Nil P.Y. : 67,86,255/-)	1,71,41,660	1,48,99,293	-	-
Balance with statutory/government authorities	1,76,688	1,76,690	-	-
Advances recoverable in cash or in kind or for value to be received	404	3,233	2,35,674	1,59,379
	<b>3,15,71,297</b>	2,93,31,511	<b>30,97,06,034</b>	18,39,00,282
Less: Provision for Sub-Standard/Doubtful Loans & Advances	-	-	3,50,000	35,000
	<b>3,15,71,297</b>	<b>2,93,31,511</b>	<b>30,93,56,034</b>	<b>18,38,65,282</b>

	31 March, 2019	31 March, 2018
<b>13. Other non-current assets (unsecured)</b>		
<u>Rent Receivable</u>		
Considered good	4,65,815	4,65,815
	<b>4,65,815</b>	<b>4,65,815</b>

<b>14. Inventories</b>		
(as taken, valued and certified by the management)		
Others		
<u>Land (at Cost)</u>		
at Chingrihata (5B. 8Cot. 8Ch.)	2,31,500	2,31,500
<u>Quoted Equity Shares (Cost or Market Value whichever is lower)</u>		
of Bharat Road Networks Ltd. of Rs.10/- each (2326200 Nos. Previous Year 1156600)	21,36,61,470	22,34,55,120
	<b>21,38,92,970</b>	<b>22,36,86,620</b>

Above land have been transferred to the company vide order of the Hon'ble Calcutta High Court and yet to be mutated in the name of the Company.

<b>15. Cash and Cash Equivalents</b>		
Balances with Banks in Current Accounts	36,00,126	86,46,002
Cheques in hand	4,00,00,000	-
Cash on hand	1,447	20,216
	<b>4,36,01,573</b>	<b>86,66,218</b>

<b>16. Other current assets (unsecured)</b>		
Rent Receivable	15,40,641	15,40,641
	<b>15,40,641</b>	<b>15,40,641</b>

	<u>2018-19</u>	<u>2017-18</u>
<b><u>17. Revenue from Operations</u></b>		
Interest Income	2,42,08,184	2,24,34,904
Sale of Shares	-	9,25,69,148
	<u>2,42,08,184</u>	<u>11,50,04,052</u>
<b><u>18. Other Income</u></b>		
Dividend Income from long-term investments	41,73,932	39,16,272
Rental Income	-	6,24,000
Gain/(loss) on sale of current Investments	1,45,226	7,63,602
Profit on sale of Fixed Assets	2,07,696	62,625
Miscellaneous Income	10,849	-
	<u>45,37,703</u>	<u>53,66,499</u>
<b><u>19. Change in Inventories</u></b>		
Opening Stock	22,36,86,620	2,31,500
Less : Closing Stock	<u>21,38,92,970</u>	<u>22,36,86,620</u>
	<u>97,93,650</u>	<u>(22,34,55,120)</u>
<b><u>20. Employee Benefits Expense</u></b>		
Salaries, Wages & Allowances	58,88,151	51,23,651
Contribution to Provident and Other Funds	5,98,039	5,33,584
Staff Welfare Expenses	75,114	73,757
	<u>65,61,304</u>	<u>57,30,992</u>
<b><u>21. Financial Charges</u></b>		
Interest Expenses	2,72,42,054	1,34,93,151
	<u>2,72,42,054</u>	<u>1,34,93,151</u>
<b><u>22. Other expenses</u></b>		
Rent	3,00,000	2,90,616
Rates & Taxes	4,650	4,650
CSR Donation	50,000	2,50,000
Insurance	2,24,564	1,42,292
Establishment Charges	1,76,893	1,75,832
Electricity Charges	97,375	99,384
Legal, Professional & Consultancy Expenses	6,04,574	6,43,925
Travelling & Conveyance	3,47,438	4,78,893
Telephone Charges	1,63,543	1,96,245
Repairs & Maintenance	3,51,424	3,63,994
<u>Auditors' Remuneration</u>		
Audit Fees	1,06,200	77,850
Certification Fees	53,100	55,400
Motor Car Expenses	4,07,692	3,77,888
Listing & Registrar expenses	10,03,000	97,891
Security Service Charges	1,91,160	1,68,078
Miscellaneous Expenses	10,38,772	9,67,086
Sundry Balances written off	-	102
Security Transaction Tax Paid	1,14,504	2,69,243
Provision for Standard Assets	3,14,324	36,046
Provision for Doubtful Assets	3,15,000	35,000
Prior Period Expenses	554	958
Interest Written off	-	844
	<u>58,64,767</u>	<u>47,32,217</u>
<b><u>23. Contingent liabilities</u></b>		
	Amount (₹)	Amount (₹)
(i) Contested demand of sales tax and penalty thereon for the years 1990-91,1991-92 & 1995-96	42,82,174	42,82,174
(ii) Contested demand of Income Tax assesment year 1985-86, 1986-87, 1990-91, 1998-99, 2006-07, 2008-09, 2009-10, 2010-11 and 2011-12	47,92,384	47,92,384
(iii) Contested demand of arrear rent charges including interest for the period June 1998 to May 2006 levied by the Estate Officer, Kolkata Port Trust in respect of lease premises at Taratala Road	2,78,05,395	2,78,05,395
(iv) Partly paid up shares of company	3,500	3,500
(v) Claims against Company not acknowledged as debts	19,67,205	19,67,205
<b><u>24. Demands from Central Excise and Customs Authorities claiming in aggregate ₹ 13,32,280/- (P.Y. ₹ 13,32,280/-) in respect of various matters are pending and being contested by the Company. This includes ₹ 1,09,556/- lacs of Central Excise liability though confirmed by appellate authorities, but since the verification to determine the final liability is pending, provision thereof shall be made only on confirmation. Similarly, pending finality of the other matters; no provision has been made for these in the accounts.</u></b>		



25. No provision for accrued liability of gratuity and leave encashment has been made in these accounts (amount unascertained).
26. No provision for diminution in the value of certain long-term investments has been made, as in the opinion of the management, the same is temporary in nature.
27. Under the terms of an arrangement dated 29.05.1997, by exercise of option, the 'loan' of ` 98.00 lacs provided to a 'Property Development Company' (hereinafter referred to as the 'Borrower') has become an 'Advance' against the right and entitlement acquired over two-third of 13,993 sq. ft. of constructed area in the 'Ishwarnagar Property' near New Delhi by assignment of the said rights under the Developmental Agreement of the 'Borrower' with the 'Owners' of the Ishwarnagar land. The Borrower was to get the said constructed acquired and released from the 'Owner' and hand over the same to the Company.
- In the dispute between the Owner and the Borrower, by an Award dated 17-07-2007, the Arbitrator concluded that the Developmental Agreement between the parties stood terminated and the owner had to pay to the Developer a sum of ` 306.32 lacs. In the suit filed by the Company against the Borrower in the Hon'ble High Court at Kolkata, the said owner intervened and have recorded that the said Award dated 17-07-2007 is under challenge before the Hon'ble High Court at New Delhi by both the parties.
- However, by a settlement dated 24-10-2007 arrived at between the Company and the Borrower, the Borrower has finally agreed to pay ` 290 lacs in full and final settlement of all the dues with the Lenders and against the same:
- (a) for recovery upto ` 200 lacs, has assigned their right, title, interest in the amount receivable under the Award dated 17-07-2007 and that any shortfall and deficiency in the realization shall have to be borne by the Company, and
- (b) balance ` 90 lacs was to be paid within five months thereof and secured by pledge of shares of certain companies in favour of the Company.
- Since the recovery of the above amounts is uncertain in view of the ongoing litigations, the accounting will be done on receipt thereof.

### 28.

- (a) As per terms of settlement between the Company and West Bengal State Electricity Board ('WBSEB'), WBSEB had agreed to provide concession of ` 375 lacs approx. in respect of maximum demand charges from August, 1982 onwards, if granted to other Mini Steel Plants by the Court or otherwise. As per the order dated 10th December, 1986, the Hon'ble Court at Kolkata had directed WBSEB to modify and amend maximum demand charges claimed by them from other Mini Steel Plants against which WBSEB preferred an appeal. The appeal filed by WBSEB has been allowed by the Court. The other Mini Steel Plants have now filed special leave petition before the Hon'ble Supreme Court, which is now pending. The Company is expecting substantial relief on this account, which will be accounted for on finality of the matter. Pending this, the arrear Maximum Demand charges, as amicably settled with WBSEB, have been paid by the Company. Liability of interest/late payment surcharge on this account being not finally determined, no provision thereof has been made in the accounts with effect from 01.04.1989.
- (b) The matter with regard to Company's claim for interest on Rs 23.63 lacs being amount refunded by WBSEB against provisional bills for the months June, 1988 to December, 1988 is pending before the Hon'ble Court at Kolkata which will be accounted for on finality of the matter.
29. The agreement for godown at Paharpur taken on Lease from Kolkata Port Trust (KPT) has been expired in 2002 and the same is yet to be renewed by KPT. The Company have filed a petition before the Alipore District Court, Kolkata for renewal of lease which is pending before the Court. As per Direction of the said Court, the Company has deposited a sum of Rs.25 Lacs with the Registrar, pending outcome of the matter. KPT has also claimed compensation of Rs.1.36 Crores pertaining to the period 15.09.2002 to 26.08.2009. Further the said Court has also directed the Company to pay Rs.25000/- as monthly rent to KPT which the company has been regular in payment. The godown has been subleased to West Bengal State Warehousing Corporation (WBSWC) and the tenant has given rent till June, 2009 and thereafter no rent has been received from them. The company has filed suit against WBSWC for recovery and eviction of the said tenant which is pending for disposal. No rental income on the godown has been accounted for in the accounts till certainty of recovery.
30. The agreement for godown at Taratala taken on lease from KPT has expired in 1998 and eviction notice issued by KPT. As per direction of the Estate Officer, the company paid Rs.12 Lacs to KPT towards arrear rent. KPT has claimed compensation of Rs.278.05 Lacs for the period from June,1998 to May,2006, which was contested by the company. No accounting for the same has been done by the Company. The portion of the godown was sub-leased to M/s.Jogendra Prasad Nayak & Sons who have vacated the godown and settled their dues in installments as per Settlement Agreement, but last installment is still pending. The balance area has been sub-leased to International Blending & Warehousing Corporation, who has not paid rent since July,1985 and is still occupying the area. The Company has filed suit against the aforesaid tenants for recovery/eviction, which is pending for disposal. In cases of ongoing disputes and non-receipt, the rental income from aforesaid tenants is not accounted for till certainty of recovery thereof. Management feels it is prudent not to account for, until receipt.
31. Balance in respect of certain Loans and Advances, Sundry Debtors are subject to confirmation from the respective parties and as such the recoverability thereof is unascertainable. Certain balances appearing in Sundry creditors, advance from customers' accounts, are also subject to confirmation.
32. The Company have sub-leased the godowns at Taratala and Paharpur taken on lease from Kolkata Port Trust to various parties who have defaulted in payment of rent. The Company has filed legal cases on the sub-tenents for recovery of the same and shall be accounted for as and when recovered by the Company.

### 33. Segment Reporting

In view of ongoing disputes for rental income with tenants, the Company operates in one segment only i.e. Investments and Finance. As such segment reporting has not been given.

### 34. Related Party Disclosures

As per Accounting Standard 18 'Related Party Disclosures' issued by ICAI, the disclosure of transactions with related parties are given below:

#### (i) Names of the related parties and description of relationship

##### List of related parties where control exists

#### 1. Key Management personal (KMP) and their relatives

Mr. Akshay Poddar	Director
Mrs. Puja Akshay Poddar	Director
Mr. Saroj Kumar Poddar	Relative of Director
Mrs. Jyotsna Poddar	Relative of Director
Mr. Gaurav Agarwala	Director
Mr. Devendra Khemka	CFO/Manager
Mrs. Punam Singh	Company Secretary

## 2. Associates

Adventz Finance Pvt. Ltd. (Holding Company)

## 3. Enterprises where KMP/ relatives have significant influence or control

Adventz Finance Pvt. Ltd.	Lionel Edwards Ltd.
Adventz Investment Co. Pvt. Ltd.	Texmaco Infrastructure & Holdings Ltd.
Adventz Homecare Pvt. Ltd.	Texmaco Rail & Engineering Ltd.
Greenland Trading Pvt. Ltd.	Zuari Agro Chemicals Ltd.
Indrakshi Trading Co. Pvt. Ltd.	Zuari Global Ltd.
Adventz Industries India Ltd.	Future Fuels (International) India Pvt.Ltd.
Lionel India Ltd.	Eureka Traders Pvt.Ltd.
Shracom Pvt.Ltd.	

## (ii) Transactions with related parties during the period

Sl. Name of the Related Party No	2018-19	2017-18
<b>1. Adventz Finance Pvt. Ltd.</b> <u>Year end balances:</u> Investment in Shares	60,46,40,444	51,69,86,883
<b>2. Adventz Investment Company Pvt.Ltd.</b> <u>Year end balances:</u> Investment in Shares	10,00,400	10,00,400
<b>3. Greenland Trading Pvt. Ltd.</b> <u>Year end balances:</u> Investment in Shares	3,13,282	3,13,282
<b>4. Indrakshi Trading Co. Pvt. Ltd.</b> <u>Year end balances:</u> Investment in Shares	3,13,282	3,13,282
<b>5. Lionel India Ltd.</b> <u>Transactions</u> Travelling Expense Interest received Loan Given <u>Year end balances:</u> Year end receivables	3,07,335 19,13,989 5,50,00,000 3,40,05,622	4,28,431 17,81,250 - 1,95,49,367
<b>6. Future Fuels (International) India Ltd.</b> <u>Transactions</u> Interest received Loan Given <u>Year end balances:</u> Year end receivables	2,082 20,00,000 20,02,082	50,103 35,00,000 -
<b>7. Texmaco Infrastructure &amp; Holdings Ltd.</b> <u>Transactions</u> Dividend Received <u>Year end balances:</u> Investment in Shares	7,61,828 2,06,84,280	7,61,828 2,06,84,280
<b>8. Texmaco Rail &amp; Engineering Ltd.</b> <u>Transactions</u> Dividend Received <u>Year end balances:</u> Investment in Shares <b>Texmaco Rail &amp; Engineering Ltd. (Unit : Kalindee Rail Nirmaan Engineers Ltd.)</b> <u>Transactions</u> Interest received <u>Year end balances:</u> Year end receivables	9,52,285 2,92,77,748 27,00,000 2,03,92,801	9,52,285 2,92,77,748 27,00,000 2,12,11,673
<b>9. Zuari Agro Chemicals Ltd.</b> <u>Transactions</u> Dividend Received <u>Year end balances:</u> Investment in Shares	- 26,92,646	98,804 26,92,646
<b>10. Zuari Global Ltd.</b> <u>Transactions</u> Dividend Received <u>Year end balances:</u> Investment in Shares	98,804 22,43,460	98,804 22,43,460

Sl. No	Name of the Related Party	2018-19	2017-18
11.	<b>Adventz Industries Ltd.</b>		
	<u>Transactions</u>		
	Interest received	13,170	11,000
	Loan Given	2,25,000	-
	<u>Year end balances:</u>		
	Year end receivables	3,25,000	1,00,000
12.	<b>Eureka Traders Pvt.Ltd.</b>		
	<u>Transactions</u>		
	Interest received	-	-
	<u>Year end balances:</u>		
	Year end receivables	3,50,000	3,50,000
13.	<b>Shracom Pvt. Ltd.</b>		
	<u>Transactions</u>		
	Interest received	4,521	-
	Loan Given	25,00,000	-
	<u>Year end balances:</u>		
	Year end receivables	25,04,521	-

35. Earning per share (EPS)	31 March, 2019	31 March, 2018
The following reflects the profit and share data used in the basic and diluted EPS computations:		
Net Profit / (Loss) attributable to equity shareholders (in `)	(4,91,06,614)	9,34,11,012
Weighted average number of equity shares in calculating EPS	56,27,787	56,27,787
Nominal value of Equity Shares (in `)	10	10
Basic & Diluted EPS (in `)	(8.73)	16.60

36. On the basis of physical verification of assets and cash generation capacity of those assets, in the management perception, there is no impairment of assets as on 31<sup>st</sup> March 2019.

37. The Company has maintained general provision towards outstanding Standard Assets @ 0.25% amounting to ` 772,801 as per Notification issued by Reserve Bank of India.

38. Disclosure required under Schedule III of the Companies Act, 2013 are given by way of Annexure to the financial statements.

**39. Disclosures for AS 29, 'Provisions, Contingent Liabilities and Contingent Assets' issued by the ICAI:**

	Provision for doubtful debts	Provision for Standard Assets	Provision for Doubtful Loans & Advances
Carrying amount at the beginning of the year	-	4,58,477	-
Additional provision during the year	-	3,14,324	3,50,000
	-	7,72,801	3,50,000
Amounts charged against the provisions	-	-	-
Carrying amount at the end of the year	-	7,72,801	3,50,000

**40. Dues to Micro, Small & Medium Enterprises as defined under the MSMED Act,2006**

(a) Due to insufficient information from suppliers regarding their MSME status, the amount due to Micro, Small & Medium Enterprises could not be ascertained.

(b) On the basis of information available with the Company under the aforesaid Act, there are no Enterprises to whom the Company owes dues which are outstanding at year end.

41. Expenses in foreign currency on account of travelling ` 1,75,122/- (Previous year ` 1,94,064/-)

42. Previous year figures have been reclassified wherever appropriate to confirm to current year's presentation.

43. All the figures in these notes are in `` except otherwise stated.

As per our report of even date

For and on behalf of the Board

**For Chaturvedi & Company**  
Firm Registration No. 302137E  
Chartered Accountants

R. R. Goenka  
Chairman  
DIN : 00375716

**Nilima Joshi**  
Partner  
M. No. 52122

Piyush Khaitan  
Director  
DIN : 00348151

Kolkata  
May, 28, 2019

Devendra Khemka  
Chief Financial Officer

Punam Singh  
Company Secretary  
Membership No.:A3864

**ADVENTZ SECURITIES ENTERPRISES LIMITED**

**Disclosure required under Schedule III of the Companies Act, 2013**

Sl. No.	Name of the Entity	Net Assets				Share of profit			
		2018-2019		2017-2018		2018-2019		2017-2018	
		As % of consolidated net assets	Amount (₹)	As % of consolidated net assets	Amount (₹)	As % of consolidated net profit & loss	Amount (₹)	As % of consolidated net profit & loss	Amount (₹)
1	<u>Parent</u> Adventz Securities Enterprises Limited	28.02	22,27,60,049	42.58	35,94,79,283	278.50	(13,67,60,175)	(25.66)	(2,39,66,454)
2	<u>Subsidiaries</u>								
	<u>Indian</u>	-	-	-	-	-	-	-	-
	<u>Foreign</u>	-	-	-	-	-	-	-	-
3	Minority Interest in subsidiary	-	-	-	-	-	-	-	-
4	<u>Associates (Investment as per Equity Method)</u>								
	<u>Indian</u> Adventz Finance Private Limited	71.98	57,23,45,161	57.42	48,46,91,600	(178.50)	8,76,53,561	125.66	11,73,77,466
	<u>Foreign</u>	-	-	-	-	-	-	-	-
5	<u>Joint Ventures</u>								
	<u>Indian</u>	-	-	-	-	-	-	-	-
	<u>Foreign</u>	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>100.00</b>	<b>79,51,05,210</b>	<b>100.00</b>	<b>84,41,70,883</b>	<b>100.00</b>	<b>(4,91,06,614)</b>	<b>100.00</b>	<b>9,34,11,012</b>

As per our report of even date

**For Chaturvedi & Company**  
Firm Registration No. 302137E  
Chartered Accountants

**Nilima Joshi**  
Partner  
M. No. 52122

Kolkata  
May 28, 2019

For and on behalf of the Board

R. R. Goenka  
Chairman  
DIN : 00375716

Piyush Khaitan  
Director  
DIN : 00348151

Devendra Khemka  
Chief Financial Officer

Punam Singh  
Company Secretary  
Membership No.:A38649