

3<sup>rd</sup> September 2018

To, The Listing Department The Calcutta Stock Exchange Association Limited, 7, Lyons Range, Kolkata-700 001 Scrip Code: 11591 & 10011591	Head- Listing & Compliance Metropolitan Stock Exchange of India (MSEI) Exchange Square, Suren Road, Chakala, Andheri (East), Mumbai- 400093 Symbol Name: ASHIKA	General Manager Department of Corporate Service Bombay Stock Exchange Ltd Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400001 Scrip Code: 590122
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Respected Sir,

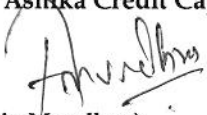
**Sub: 25th Annual General Meeting of the Company was held on 1st September 2018 for the FY 2017-2018**

Pursuant to Regulation 34 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the 25th Annual Report of the Company for FY 2017-18 after its approval and adoption at the AGM held on Saturday, 1st Day of September 2018, by the shareholders as per provisions of the Companies Act, 2013.

You are requested to kindly take above information on your record.

Thanking You,  
Yours faithfully,

For Ashika Credit Capital Ltd

  
(Anju Mundhra)  
Company Secretary  
F6686

**Registered Office:**

Trinity, 226/1, A. J. C. Bose Road  
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Tel.: +91 33 4010 2500  
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E-mail: secretarial@ashikagroup.com

**Group Corporate Office:**

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Fax: +91 22 6611 1710  
E-mail: mumbai@ashikagroup.com



Growing and sharing with you

Ashika Credit Capital Limited | Annual Report, FY2017-18

### Forward-looking statement

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



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Management discussion and analysis



# "Growing and sharing with you"

How Ashika Credit Capital's philosophy translated into attractive numbers

193

Client base  
(FY2017-18)

114.41

Total amount lent  
(FY2017-18)  
₹ in crore

10.89

Total interest earned  
(FY2017-18)  
₹ in crore

0.15

NPA (FY2017-18)  
₹ in crore

# 8 things you need to know about Ashika Credit Capital

## 01 Background

A RBI-registered non-deposit-taking non-banking financial company, Ashika Credit Capital Limited is the flagship company of the Ashika Group. Having incorporated itself as a private limited company in 1994, it converted into a public limited company in 1996.

## 02 Promoters

The Company is promoted by Mr. Pawan Jain and Mr. Daulat Jain, who possess a cumulative experience of more than 25 years in the Indian financial services industry.



**03** Location

Registered office at Trinity 226/1, AJC Bose Road, 7th Floor, Kolkata 700020, Corporate office is at 1008 Raheja Centre, 214, Nariman Point, 10th Floor, Mumbai 400021. Branch office is at 7 BB Ganguly Street, Kolkata 700012.

**06** Client satisfaction

Ashika Credit Capital Limited has always gone the extra mile while addressing the incipient needs of its customers and widened its client base to 193 in FY2017-18 from 20 in FY2016-17.

**04** Business

The Company is engaged in fund-based activities like providing loans and advances, inter corporate deposits, loans against securities and investments in shares and securities. Ashika Credit Capital Limited's services are available to individuals, corporate and financial institutions throughout India.

**07** Lending volumes

Ashika Credit Capital Limited's ability to satisfy its diverse client base (from corporates to retail clients) can be assessed from the fact that its lending volume trebled from ₹32.62 crore in FY2016-17 to ₹ 114.41 crore in FY2017-18.

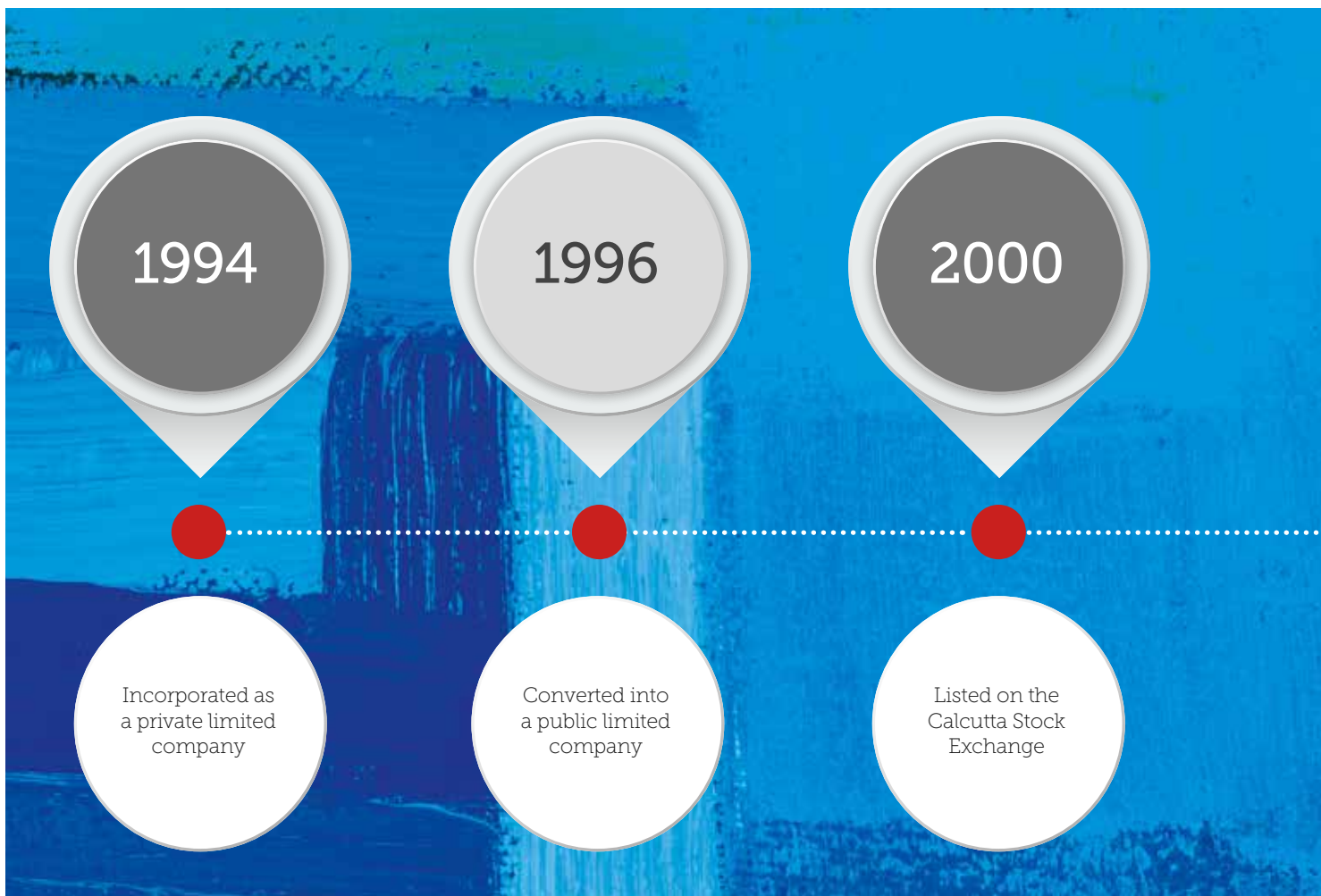
**05** Compliance-driven

Ashika Credit Capital Limited is a systems-driven company complying completely with the regulations laid down by relevant authorities.

**08** Listing

The Company is listed on CSE and Metropolitan Stock Exchange of India

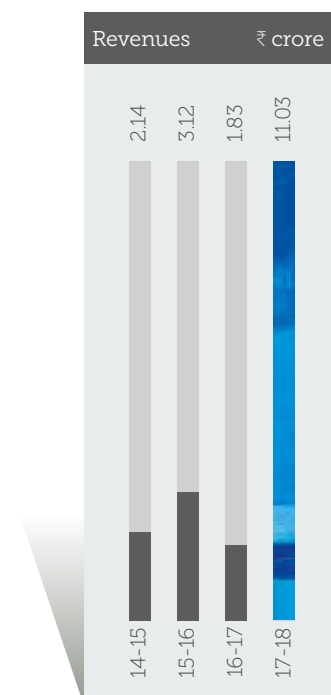
# Milestones



## Our performance over the years

20 | 193  
Client base in FY2016-17 | Client base in FY2017-18

Ashika Credit Capital Limited's client base rose sharply from 20 in FY2016-17 to 193 in FY2017-18 along with its lending volume trebling from ₹32.62 crore in FY2016-17 to ₹114.41 crore in FY2017-18. The Company is optimistic of growing its loan book to ₹5000 million over the next two years.





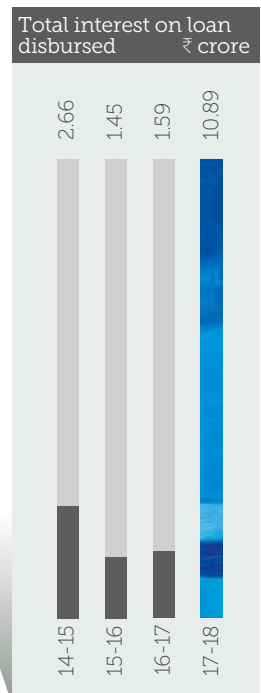
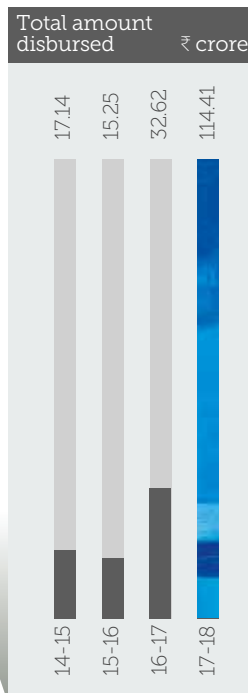
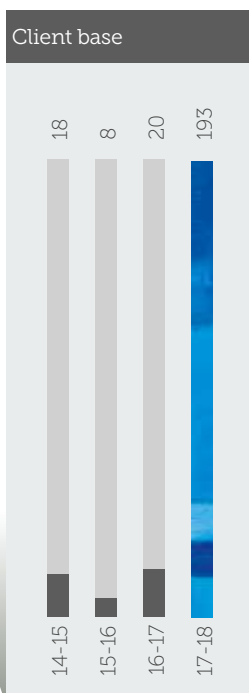
Received permission to trade securities on BSE Ltd under the category of 'Permitted Securities'



Commenced trading on Metropolitan Stock Exchange of India Ltd



Preferential allotment to a Domestic Investor & Foreign Portfolio Investor







“ India is not just one of the world's largest economies but the fastest-growing economy. It is also a critical piece in the puzzle that is humankind's pursuit of prosperity and the desire to make the world a better place to live in.”

Interestingly, India is at an inflection point in this pursuit of prosperity. Even as the country is the fastest-growing economy, it is extensively under-borrowed. India's debt AUM-GDP ratio at 8% compares weakly with 21% for the world. Interestingly, the once-conservative Indian has begun to borrow a larger quantum of money to finance the acquisition of properties and vehicles or set up and manage businesses. The one thing that modern India is not borrowing for (relatively) is the purchase of financial assets (shares or mutual funds).

At Ashika Credit Capital Limited, we believe that time has come for India to start capitalising on the financing wave sweeping through the country. In 1984, the GDPs of China and India were virtually identical but three decades later, China's GDP is ~5x that of India's (US\$11 trillion vis-à-vis US\$2.6 trillion). The rapid outperformance can be narrowed down to the fact that India's credit-GDP proportion for private non-finance entities is 57%, while in China this is a staggering 211%. For years, as Indian savings were largely allocated towards gold and cash, China invested in financial assets and bank deposits.

The silver lining is that this trend might have begun to correct. The digitisation of the Indian economy, creation of Jan Dhan accounts, issuance of gold bonds and demonetisation are converging to do something remarkable: transferring assets from the physical to demat at a speed few have seen before. The result: following the demonetisation, currency as a percentage of the GDP declined from 12% to 10%, signalling the start of a course correction.



Besides, the demonetisation made something else happen: it moved India's mutual fund industry into the next gear. As investors deposited more cash in their bank accounts, banks were flooded with funds. As banks reduced their rates on fixed deposits, investor money flowed into mutual funds. SIPs became immensely popular and the Indian mutual fund industry surged 30% to ₹21.45 lakh crore in September 2017 from ₹16.51 lakh crore, a year earlier. A product that was preferred more in urban centres saw its reach spread beyond the top-15 cities. Investments from these locations rose to ₹3.79 lakh crore in September 2017 from ₹2.74 lakh crore a year earlier, a 38.5% rise.

What makes this reality compelling is that until now most NBFCs have focused on financing hard assets but not financial assets. If the speed of financing in India is to accelerate, it will need a larger number of people putting down their savings to buy into them. Similarly, it will need a larger number of people who will be encouraged to borrow to do the same. Although the former is somewhat a prevalent trend, the second is relatively nascent.

This is where a forward-looking company like Ashika Credit Capital comes into the picture. There are a number of reasons why the management believes that the financial products intermediation sector in India is at a sweet spot.

**One**, this is the phase during which awareness regarding financial products has reached a climactic point and the time has come to make the most of this opportunity by getting people to actually invest in them.

**Two**, although incomes have increased consistently during the past few years, there is still a large part of the Indian population that is wary of investing in financial instruments.

**Three**, in modern India, financial inclusion is not just about getting citizens to open bank accounts; it is about providing them with a diverse choice of financial instruments that enhances returns, improves liquidity and provides security.

**Four**, the attractiveness of this space comes largely from the growth of the country itself. India's annual GDP growth rate makes it an attractive consumption-driven economy, which, in turn, creates a case for investing in all those sectors and companies that can capitalise on this phenomenon.

At Ashika Credit Capital, we take the case of secondary financial inclusion ahead by providing loans to investors to buy shares and create income-enhancing assets for the future.

This model has been woven around an attractive proposition in the sense that this business is synergistic with the Group's brokerage business. When investors seek to buy shares from our broking arm, Ashika Credit Capital provides loans, creating an effective Group synergy. The result is that the Ashika Credit Capital has helped in cementing the Group's identity as a one-stop-solution provider.

Ashika Credit Capital mobilises funds at single-digit cost and lends in the mid-double-digits, generating an attractive net interest margin. Ashika Credit Capital addresses a large captive family of customers; the lending is against securities held as collateral with an adequate buffer

**SIPs became immensely popular and the Indian mutual fund industry surged by 30% to ₹21.45 lakh crore in September 2017 from ₹16.51 lakh crore, a year earlier. A product that was preferred more in urban centres saw its reach spread beyond the top-15 cities.**

that eliminates the scope of non-performing assets. Ashika Credit Capital's net worth of ₹410 million speaks for the credibility of the Company whereas there is no disequilibrium in the inflow and outflow of funds.

In view of these realities, the management perceives that Ashika Credit Capital is at the bottom-end of a long J-curve. Even though it earned ₹110 million in revenues during the year, it is optimistic of growing the loan book to ₹5000 million over the next two years, enhancing value for stakeholders. Ashika Credit Capital is at a dynamic phase in its existence that will generate incremental returns for stakeholders.

**Pawan Jain**  
Chairman

# What sets Ashika Credit Capital apart?

## Flexible

We provide loan amounts with no minimum ticket size and tenures varying between a year and three, so as to cater to a wide variety of clients.



We believe in forging long-term partnerships and targeting those areas dominated by unorganised lenders. By providing these people with facilities currently not accessible and charging lower rates of interest, we intend to carve out a large slice of the market.

## Farsighted







## Focused

Our development team identified the untapped potential in Tier 2 and Tier 3 cities and set up an entrenched network in these cities enjoying considerably brighter prospects



With more Indians becoming tech-savvy, we introduced an instant cash feature that allows our clients to avail loans immediately against the collateral of shares or mutual funds. By making sure that all pertinent legal procedures are duly completed online, we provided clients with loans in minutes.

## Forward-looking



# The management's review of operations, 2017-18

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**Q** Was the management pleased with the working of the Company during the year under review?

**A** Yes, the management was pleased with the working of the Company during the year under review. The highlight of the Company's working was a change in its operating model: the Company transformed from giving loans to private individuals to providing loans against shares in line with regulatory norms. The Company graduated from giving out unsecured to the disbursement of secured loans. We believe that this change has been momentous and sends out a signal regarding where we are headed.

**Q** Why was this transition important for the Company?

**A** This transition was important for a number of reasons. The Company needed a transition from a small revenue base to a larger and more secured revenue spread. The Company needed a platform that would generate sustainable growth. The Company needed to address opportunities that would be synergistic with its overall business of capital market intermediation. The Company needed to leverage established competencies. We believe that by undergoing this transition, we have been able to achieve these objectives.

**Q** What is the experience of the Company in this business?

**A** Over the last few years, the Company has been providing loans against shares for the benefit of select individuals. At the Company, this period was one of business-building and experience-gathering. We strengthened our systems and matured to a point where we would be able to make this service more market-facing. Providing loans against shares will help customers trade on the markets, a service provided by one of our Group companies. Subsequently, we believe our venturing into this area has allowed the Group to emerge as a one-stop shop.

**Q** How has this change in the operating model helped de-risk the Company?

**A** This de-risking represents the core rationale behind the fine-tuning of the business model. The lending that we were earlier engaged in was completely unsecured whereas the lending that we are now engaged in is virtually secure. The fact that we possess collateral in hand with an adequate buffer represents the robustness of the business model and provides us with the foundation to scale the business.

**Q** What were some of the other achievements of FY2017-18?

**A** The promoters of the Company infused net worth to strengthen the Balance Sheet and increase borrowing/lending capability; the promoters raised their stake from 26.70% to 31.23%. Besides, the



Company mobilised additional net worth from a foreign portfolio investor, prominent investors and a high net worth individual. We believe that this infusion provides the Company with a robust foundation on which to build the business across the foreseeable future.

The other achievement was that the Company complemented its net worth with additional borrowings. I am pleased to report that the borrowing costs declined to a single-digit whereas we lent in the mid-teens. We believe that this spread is indicative of the relative under-penetration of financing against shares in our business and provides us with an attractive opportunity to scale our growth.

**Q** What were some of the other initiatives taken to strengthen the business?

**A** The Company took decisive initiatives to enhance its focus on the NBFC business. The Company divested non-core investments that generated an aggregate ₹88 million, stopped proprietary trading and moved resources towards lending, helping generate predictable income flows. Here, one must add that the Company had written off extensive non-recoverable loans from our books in 2015-16. I am pleased to state that the Company has begun to recover a part of this outstanding amount. We are focused on recovering the rest of the amount to strengthen our net worth.

**Q** What is the outlook for the business?

**A** The Company will continue to lend against shares. The Company will also look to extend to adjacent business spaces without compromising the integrity of the loan book. For instance, the Company will finance property and extend to small ticket lending (secured and unsecured) by leveraging the Group's established distribution network and online presence. We believe that the market for this is large and relatively under-penetrated. Case in point: the Tier 2 cities show a preference for loans against shares and property while the tier 3 cities largely prefer micro-finance and, hence, give us the chance to make our presence felt by providing competitive loans.

**Q** What does the Company expect to achieve in the current financial year?

**A** The Company crossed ₹100 million in revenues during the last financial year. Given the potential in the business, we believe that we should be able to more than double revenues during the current financial year and double that again in 2019-20. The next two years are expected to generate sizeable growth, enhancing value for our customers while improving our visibility and profitability.



The Company took decisive initiatives to enhance its focus singularly on the NBFC business. The Company divested non-core investments that generated an aggregate ₹88 million

# Ashika Credit Capital's responsive business model



## Sectoral opportunities

▶ **Governmental support:** The Central Government's decision of including NBFCs in the credit guarantee scheme for SMEs and an extension of the amount of loan disbursement up to ₹2 crore under the scheme is likely to lead to an upsurge in the accessibility to capital.

▶ **PE push:** PE investment in the NBFC sector in the past few years has changed the way these firms grow. PE firms also provide access to a wide business network, facilitating strategic partnerships and other business opportunities. Collaboration opportunities unlocked through common investors allow NBFCs – whether online, offline or hybrid – to work towards mutual goals of enabling seamless access to credit.

▶ **Alternative lending:** The alternative unorganised lending space is marked by high interest rates, making the need for organised intervention imperative.

▶ **Fin tech boom:** India is one of the fastest-growing technological hubs in the world with customers in almost every sector demanding online transactional services, brightening prospects for key fin tech players.

▶ **Tier-2 and Tier-3 centres:** Although the Tier-1 cities of India are developing thick and fast, Tier-2 and Tier-3 centres are not far behind. There is an immense need of funds to ensure the growth engines of these centres do not run out of steam any time soon.

**Retail demand:** Apart from corporates, there has been a steady increase in demand from retail clients like sole proprietorship businesses and small-scale tradesmen.



## How Ashika Credit Capital intends to capitalise on these opportunities

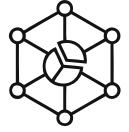
▶ **By evolving proactively:** The business addresses the emerging financing needs of Indians – a divergence from physical to financial assets (bank loans, shares and other debt instruments).

▶ **By leveraging Group synergies:** The business provides loans against financial instruments, which can be utilised for the purchase of securities from a Group company.

▶ **By foraying into unexplored territories:** The Company had been quick enough to realise the potential within Tier-2 and Tier-3 centres and created a strong network in these areas. Looking ahead, the Company intends to tap into more such centres.

▶ **By diversifying farsightedly:** Having witnessed the recent intensification in demand from a retail clientele, the Company diversified from corporate lending to the retail segment.

▶ **Online finance facility:** Going with the trend in online services, the Company planned to introduce an online loan facility where one can avail of a loan within 15 minutes by visiting the Company's website.



### Strengths

- ▶ The Company utilises its strong sectoral knowhow to broaden and deepen its presence across India.
- ▶ The Company has exhibited its inherent adaptability in the face of fast-changing business scenarios.
- ▶ The Company offers no minimum lending amount.
- ▶ The Company generally does not go beyond a ticket size of ₹3 crore for a single client also maintains a term period between 90 days to 3 years, de-risking its portfolio.



### Tangible impact

- ▶ Crossed ₹100 crore in terms of lending during FY2017-18
- ▶ Increased promoter shareholding from 26.70% to 31.23%
- ▶ Wrote off bad debt worth 8.25 crore
- ▶ Reported almost nil NPAs



### Intangible impact

- ▶ Attracted investment worth ₹36 lakhs from a Mauritius-based foreign portfolio investor
- ▶ Improved credit rating by writing off bad debts and reducing NPAs
- ▶ Widened its geographic footprint and attracted more talented people



# The benefits of Ashika Credit Capital's distinctive model



## More customers

Our consistent efforts in expanding our

business led to a more-than-nine-fold increase in our client base from 20 in March 2017 to 193 a year later.



## Robust financials

By broadening our scope from corporate to

retail lending we corrected a longstanding skew in our loan book. Here's proof: till FY2016-17, the ratio between secured and unsecured loans stood at 48:52, but completely flipped it and our portfolio now comprises ~ 60% of secured loans and ~ 40% of unsecured loans.



## Bigger loan book

In line with the norms laid down by the Reserve Bank

of India, started granting loans against shares. This has grown our loan book from ₹32.62 crore to ₹114.41 crore in FY2017-18 and a projected ₹250 crore mark soon.



## Reduced exposure to risks

Not only have we improved the

quality of loans by keeping a margin of ~ 50% on the loan amount but also considerably reduced the ticket size of loans to a maximum of ₹3 crore to reduce our exposure to risks.



## Enhanced income visibility

We are a one-stop-shop for the clients of our broking arm. We provide them with the funds needed to invest in equity markets which in-turn helps them increase their portfolio

and simultaneously create an income opportunity for both businesses. Lately, we are planning to initiate the process of lending cash against mutual funds via the online mode to enhance our income visibility and reduce the turnaround time for the prospective clients.



## Brightened prospects

We reduced borrowing costs from 12% to 9.5 - 10%, generating a net interest margin of 6% (our average lending rate is 16%). In order to make the most of the opportunities

emerging from this sector, we intend to cut down on all our non-core investments and focus more on our NBFC business. The fact that we are on the verge of recovering some bad debts which had been written off in FY2015-16 bodes well for us.



## Greater influx of capital

Our sound business strategies have given

us the confidence to increase our promoter holding from 26.70% to 31.23%. We received investments from corporates, HNIs and a Mauritian foreign portfolio investor, with a lock-in period of a year for non-promoters and three years for promoters.

# Factors driving the growth of our sector



## Population

- ▶ India has the second-largest population in the world
- ▶ India is adding ~15 million people a year, the largest in the world
- ▶ India could surpass China as the world's most populous country by 2024
- ▶ With an average age of 29 years, India is one of the youngest nations with 66% of the people being <35 years
- ▶ India's working population is expected to account for 66% share of its total population by 2025



## Income

- ▶ India's per capita income is likely to witness a growth of 8.3% to reach ₹1,11,782 during FY2017-18.
- ▶ India's per capita income could more than double by 2027.
- ▶ Per capita income growth in India for a 3-year CAGR was 4.5%.
- ▶ India has moved up one position to 126 in terms of per capita GDP in 2017.
- ▶ The number of middle-class households is estimated to more than fourfold to 148 million by 2030 from 32 million in 2010.



## Government support

- ▶ The Central Government has set a target of ₹3,00,000 crore for loans to be provided under MUDRA in 2018-19.
- ▶ NBFCs with asset sizes of >₹5,000 million would be eligible as a financial institution under SARFAESI Act.
- ▶ NBFCs are eligible for deduction to the extent of 5% of their income in respect of provision of NPAs under the Income Tax Act.



## Reasons for demand of funds

- ▶ There are over 51 million MSMEs in the country contributing to about a third of GDP, but they face an immense need for working capital or investments.
- ▶ According to RBI estimates, the total requirement of funds for SMEs is around ₹26 lakh crore; banks have provided just 40% of that so far.
- ▶ Non-Banking Finance Companies have seen a surge in their IPO financing business as record bids for initial public offerings (IPO) led to an increased demand for loans.

(Source: The Hindu Business Line; The Economic Times)

# Management discussion and analysis

## Ashika Credit Capital Limited

Ashika Credit Capital Limited, part of the Ashika Group, is a RBI registered non-deposit taking non-banking financial company. It was incorporated with the Registrar of Companies, West Bengal on 8th March 1994 as a private limited company and subsequently converted itself into a public limited company on 3rd September 1996. The Company is listed on the Calcutta Stock Exchange, and Metropolitan Stock Exchange of India Ltd. The Company is engaged in fund-based activities like providing loans and advances, inter corporate deposit and investment in shares and securities. Ashika Credit Capital Limited's services are readily available to individuals, corporates and financial institutions throughout India.

## Global economic overview

In 2017, a decade after the global economy spiralled into a meltdown, a revival became visible. Every major economy expanded and a growth wave created jobs. This reality was marked by ongoing Euro-zone growth, modest growth in Japan, late revival in China and improving realities in Russia and Brazil leading to an estimated 3.7% global economic growth in 2017, some 60 bps higher than the previous

year. Crude oil prices increased in 2017, the prices at the beginning of the year being at \$54.13 per barrel, declining to a low of \$46.78 per barrel in June 2017 and closing the year at \$61.02 per barrel, the highest since 2013.

## Outlook

The outlook for advanced economies improved, notably for the Euro area, but in many countries inflation remained weak, indicating that slack was yet to be eliminated, and prospects for growth in GDP per capita were held back by weak productivity growth and rising old-age dependency ratios. Global growth forecasts for 2018 and 2019 were revised upward by 20 bps (from previous WEO estimates) to 3.9% for both years, reflecting improved momentum and the impact of tax policy changes in the US. (Source: WEO, IMF)

## Indian economic overview

After registering GDP growth of over 7% for the third year in succession in 2016-17, the Indian economy headed for slower growth estimated at 6.7% in 2017-18. Even with this lower growth for 2017-18, GDP growth averaged 7.3% for the period 2014-15 to 2017-18, achieved through lower inflation, improved

current account balance and reduction in fiscal deficit to GDP.

The year under review was marked by various structural reforms by the Government. In addition to GST introduction, the year witnessed significant resolution of problems associated with bank non-performing assets, FDI liberalisation, bank recapitalisation and privatisation of coal mines. After remaining in negative territory for a couple of years, export growth rebounded during 2016-17 and strengthened in 2017-18; foreign exchange reserves rose to US\$ 426 billion as on April 2018. (Source: CSO, Economic Survey 2017-18)

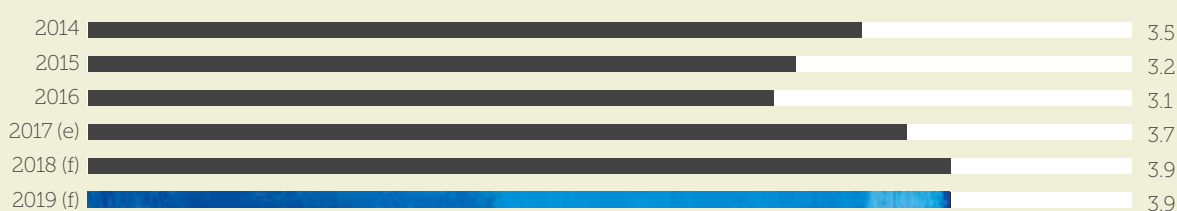
## Key government initiatives

World Economic Forum's Global Competitiveness Report 2017 ranked India at an impressive 23 in the Global Competitiveness Index from 39 in 2016. Demonetisation dampened short-term growth, but could prove beneficial across the long-term. Some government initiatives comprised:

**Bank recapitalisation scheme:** The Central Government announced capital infusion of ₹2.1 lakh crore in public sector banks.

**Expanding road network:** The Government of India announced a ₹6.9 lakh crore investment to

## Global real GDP growth for 6 years (%)



[Source: World Economic Outlook, January 2018] e: estimated f: forecasted



construct 83,677 kilometres of roads across five years.

**Improving ecosystem:** The country was ranked at the hundredth position, an improvement of 30 places in the World Bank's Ease of Doing Business 2017 report, a result of the Central Government's pro-reform agenda, comprising measures like the passing of Insolvency and Bankruptcy Code, simplifying tax computation and merging applications for PAN and TAN. In addition, Aadhaar-based identification approach could streamline the regulatory regime. (Source: KPMG)

**Goods and Services Tax:** The Government of India launched GST in July 2017, with the vision of creating a unified market. Under this regime, various goods and services would be taxed as per five slabs (28%, 18%, 12%, 5% and zero tax).

**Foreign Direct Investment:** Foreign direct investment increased from approximately USD 24 billion in FY2012 to approximately USD 60 billion in FY2017, an all-time high.

**Coal mining opened for private sector:** Ending state monopoly, the government opened coal mining to private sector firms for commercial use, the most ambitious sectoral reform since bank nationalisation in 1973. Coal accounts for around 70% of the country's power generation, and the move for energy security through assured coal supply is expected to attract major players, enhance sectoral efficiency, widen competition, increase competitiveness and induct best technologies. (Source: The Hindu, Business Today)

**Doubling farm incomes:** The government initiated a seven-point action plan to double farm incomes by 2022.

#### Outlook

World Bank projected India's economic growth to accelerate to 7.3% in 2018-19 and 7.5% in 2019-20. Strong private consumption and services are expected to continue to support economic activity. Private investment is expected to revive as soon as the corporate sector adjusts to the GST. The recapitalisation package for public sector banks announced by the Government of India is expected to resolve banking sector Balance Sheets, enhance credit availability and spur investment. (Source: IMF, World Bank)

#### Indian NBFC sector overview

The Indian NBFC sector for the past three years have been giving stiff competition to established banks in the country and finally edged ahead as their portfolio of loans grew at a rate of 14.9% during the first half of 2017-18, compared to 6.2% in the case of banks. The credit granted by NBFCs as a percentage of GDP rose to 8%, displaying their significance in the country's financial ecosystem. While the bank credit reached a historical low during 2016-17, NBFCs recorded an increased credit performance during the same year, highlighting the growing popularity in the country. Retail NBFCs benefited immensely from lower interest rate and benign liquidity conditions in the last three years. It not only lowered their cost of funds and boosted margins but easy availability of capital allowed them to raise their share of the



World Bank projected India's economic growth to accelerate to 7.3% in 2018-19 and 7.5% in 2019-20. Strong private consumption and services are expected to continue to support economic activity. Private investment is expected to revive as soon as the corporate sector adjusts to the GST.



overall loan market at the expense of commercial banks. This came on the back of industry's equally fast growth in the previous three years. Retail NBFCs' loan book grew at a CAGR of 19.7% during the three years ending March 2017. This was nearly thrice the pace of growth (6.9%) in bank loan books during the period. This helped bridge the credit gap in the country and provided alternate sources of finance to individuals and entities with lower credit ratings. This rise was mainly on account of a subdued performance by banks on the back of events such as the demonetisation and the implementation of resuscitative actions such as the PCA and the AQR. This translated into a profit boom in the industry and the combined net profit of NBFCs grew at a CAGR of 18.7% during three-year period ending March 2017, making NBFCs one of the best-performing sectors on the bourses during the period. (Source: Business Standard, RBI)

### Outlook

NBFCs are expected to report as much as a 35% growth in earnings despite state-run lenders continuing to tighten purse strings in the wake of rising NPAs.

Moreover, most SMEs, especially in the rural areas have limited or no access to formalised credit. NBFCs are expected to account for >17% of the total credit in the country by FY2019, compared to 13.1% at the end of the FY2015 and 9.4% in the FY2006. During the fiscal gone by, the balance sheet of the banking sector remained neck-deep in bad debts which dented their operational efficiency. The NBFCs did well to fill the space vacated by banks and uphold the debt market in the country. While the amount of credit issued by banks witnessed a record low, credit issued by NBFCs

**NBFCs are expected to report as much as a 35% growth in earnings despite state-run lenders continuing to tighten purse strings in the wake of rising NPAs.**

continued to peak during the year. Despite facing a reduction in quantity, the quality of operations remained positive as NBFCs capitalised on the dismal condition of the banking sector and reacted positively to the regulatory reforms introduced by the RBI. However, the spike in operations came at a cost as financials came under stress. The year was somewhat of a pivot for NBFCs as the MSME sector witnessed a spurt in disbursements during the year while automobile loans and loans to agricultural sector remained lower in comparison. The ability to tap into niche markets and provide specialised services was the pivotal reason behind the growth in operations. Sources of funding too witnessed a change as debentures and public deposits gained popularity.

(Source: *Financial Express, Economic Times, Value Research Online, India Ratings*)

### Governmental initiatives

RBI recognises the importance of NBFCs that possess expertise in their respective niche and thus facilitate greater financial inclusion of entities operating in such sectors. With this view in mind, RBI has been constantly tweaking the law in order to create a level playing ground in the country and bring NBFCs on par with established banking institutions in the country. NBFCs with asset sizes of >₹5,000

million would be eligible as a financial institution under SARFAESI Act. NBFCs have been eligible for deduction to the extent of 5% of their income in respect of provision of NPAs under the Income Tax Act. The Central Government has introduced incentives for MSMEs in the form of capital support and corporate tax reduction of up to 25% for companies with turnovers <₹250 crore, to encourage small entrepreneurs in both urban and rural areas. Lastly, the Central Government's focus on improving digital infrastructure will help in widening financial inclusion with the help of a strengthened internet and telecom infrastructure in rural areas. (Source: *BFSI, Value Research Online*)

### Budgetary provisions

With the Union Budget 2018-19 in play, the refinancing policy and eligibility criteria under the MUDRA programme will be reviewed to encourage easier financing of MSMEs by NBFCs. The Central Government has set a target of ₹3,00,000 crore for loans to be provided under MUDRA in 2018-19. Specific measures to address NPAs of MSMEs were promised to ease the cash flow challenges that they face. The tax burden on MSMEs has been reduced by reducing the tax rate to 25% for those with revenues of below ₹250 crore. Recapitalisation of PSU banks will add an additional

₹5,00,000 crore to the available lending pool this year. (Source: BFSI)

### Growth drivers

There has been a range of factors behind the performance of NBFCs. One of the big reasons being the unique value proposition that the NBFCs offer. This differentiated approach allows them to meet loan requirements of individuals and businesses left traditionally under-served by banks. With the introduction of e-KYC and digital loan agreements making borrowing a hassle-free experience, NBFC lenders are already offering the right financial product to consumers and small businesses. The use of technology to optimise business processes also keeps cost overheads to a minimum, enabling credit to be availed at highly competitive interest rates. Moreover, NBFCs often have deep regional reach, which they leverage to build robust relationships with their target customer bases. Many new-age NBFCs have started investing in analytics and AI capabilities to connect to their customers in a hyper-personalised manner to serve their credit needs better. (Source: InCred)

### Challenges

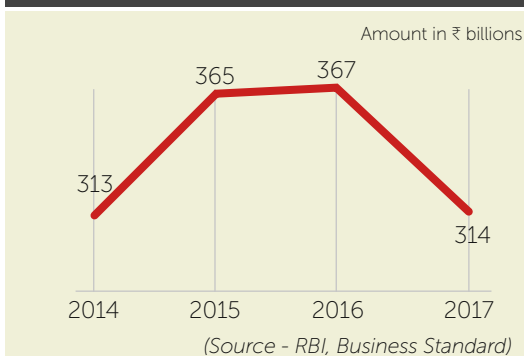
The sector was one of the key beneficiaries of low bond yields and interest rates in the past three years, but now that yields have

started rising, the companies are likely to see a compression in their net interest margins, translating into lower profitability. NBFCs' cost of funds was up by 40 bps during the first half of FY18 over the last fiscal and is expected to rise further as bond yields continue to head north. The hardest hit could be second and third-tier NBFCs with lower credit ratings and higher cost of funds. As lending rates rise, banks will become more cost-competitive and grow faster than NBFCs. With regard to the financial performance of NBFCs, while net profits had plateaued during the past two years, there was a significant fall of 14.44% in terms of profits compared to the previous year despite a rise in revenues. This could be attributed to the increased provisioning norms introduced by the RBI as well as the increased amounts of public funding raised by NBFCs. The increase in cost-to-income ratio by ~3.81% highlights the deteriorating efficiency levels of NBFCs. Banks were not the only financial entities burdened with huge stressed assets, as NBFCs also noted a marginal fall in their asset quality. This weakening could be ascribed to the subdued industrial environment in the country. GNPA and NNPA ratios increased in comparison to the previous year, amounting to 6.1% and 4.1%, respectively. (Source: Business Standard, RBI)

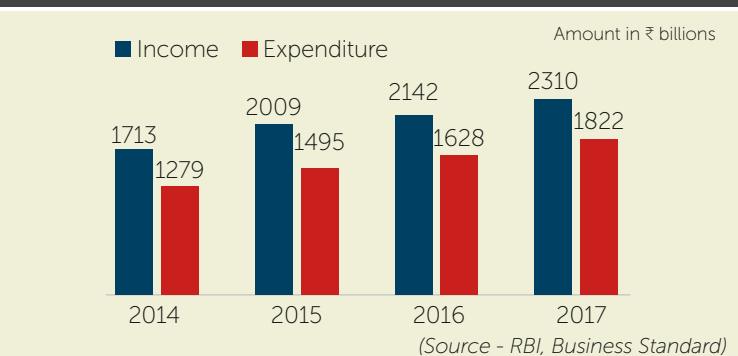
### Opportunities

- ▶ Rising entrepreneurship among the country's youth has bolstered demand for small-ticket loans because of the low interest burden associated with them.
- ▶ People are gradually opting for online loan facilities because of the inherent ease-of-use and speed of transactions.
- ▶ The market remains largely under-penetrated with the 15 major cities in India preferring loans against shares and properties, whereas the remaining 15 cities beyond the top-15 exhibiting a preference for microfinance.
- ▶ NBFCs lend to retail borrowers without strong credit history and mid-level corporates who are usually not considered creditworthy by major banks, indicating the fact that there is still ample headroom for growth for NBFCs.
- ▶ With the banking sector bearing the brunt of rising NPA levels, they are becoming increasingly strict when it comes to disbursing loans, brightening prospects for NBFCs.
- ▶ Even if half of the lower-middle class makes the transition to upper-middle or middle class, they would still amount to ~350 million people, indicating that there will be a sizeable chunk of the population for the NBFCs to cater to over the long-term.

### Net profit



### Income versus expenditure



### Threats

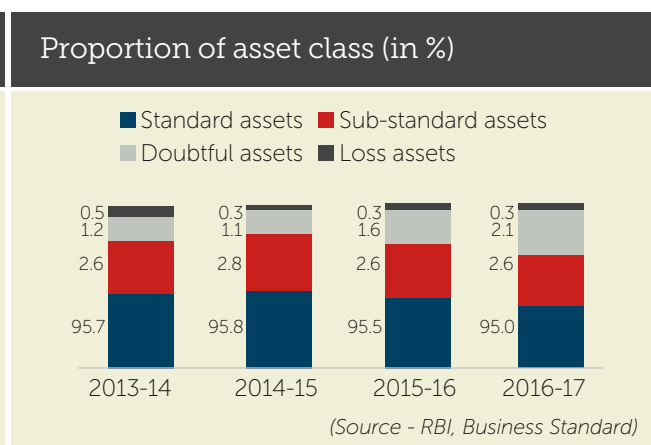
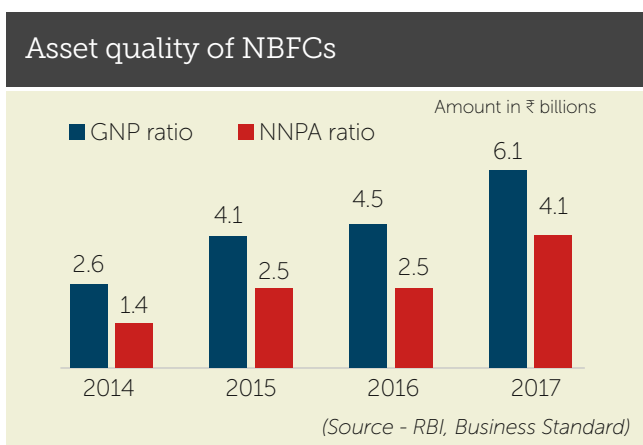
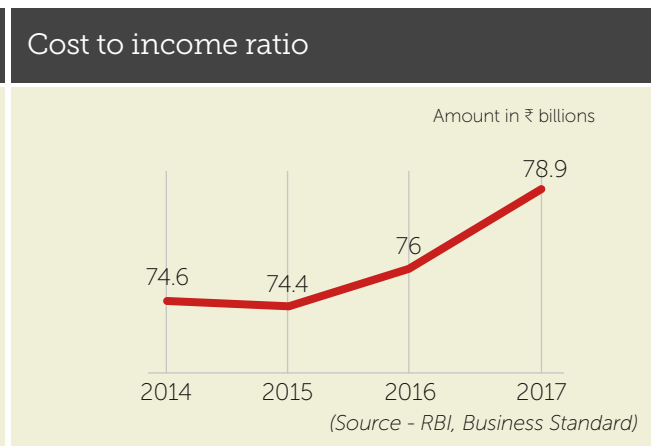
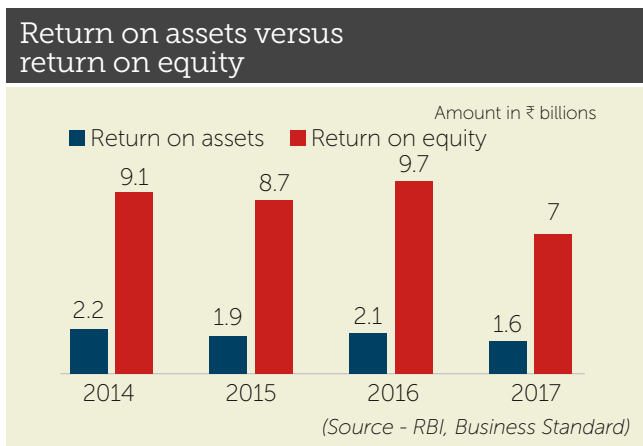
- ▶ The Financial Intelligence Unit put 9,491 non-banking finance companies (82% of the total NBFCs in India) under the high-risk category because of non-compliance with Prevention of Money Laundering Act.
- ▶ With a large number of NBFCs getting into the market, the competition is becoming fierce as consumers have more alternatives to choose from.
- ▶ Unorganised money lenders continue to hold sway in the rural markets and are a significant threat to NBFCs in these areas.

### Risks and concerns

- ▶ Though the industry is presently doing well, it possesses certain risks

as well. One of them being the high interest rates levied on NBFCs which will affect them in two ways. First, it will compress industry's NIMs or the spread of yield on assets over cost of funds. Secondly, higher interest rate could hit the demand for retail loans, lowering industry's pace of growth. The fact that credit penetration of NBFCs in India is at 13% of GDP, which is significantly low in comparison to other emerging economies, reflects that there are still few challenges that need to be addressed immediately. One of the key challenges that NBFCs currently face is that they are extremely dependent on competitors, banks and capital markets for raising funds. This can prove detrimental to the sustainability of their growth and can cause lot of distress, as

funds from these sources can dry up without much notice. A strong regulatory framework which allows opening up of refinance windows will help NBFCs raise low-cost funds and increase their lending penetration. Another critical factor that forms a challenge for NBFCs is lack of flexibility in classification of loans. The assumption of 'one-size fits all' doesn't work for NBFCs. The regulations need to consider the borrowers' profile and assets under classification. Other issues that need redressal include withdrawal of priority sector status of bank lending to NBFCs, disparity in treatment in terms of taxation for NBFCs and banks and minimum mandatory credit rating for deposit taking NBFCs. (Source: Business Standard, Financial Express)



# Financial review

## Sales and other income

Revenue during the year stood at ₹11.04 crore, increased by 503.27% as compared to ₹1.83 crore in FY2016-17.

## Profit before tax

The Company registered a profit before tax of ₹3.76 crore compared to ₹2.98 crore in the previous year.

## Profit after tax

The Company registered a profit after tax of ₹2.78 crore compared to ₹1.88 crore in the previous year.

Ashika Credit Capital Limited's culture is rooted in its ability to break through the age old norms in the sector and enhance competitiveness. The Company always takes decisions which are in close alignment with the professional and personal goals of employees,

## Key ratios

Particulars	2017-18	2016-17
EBIDTA/Turnover	0.35	1.63
EBIDTA/Net interest	0.60	1.89
Debt-equity ratio	2.24	0.23
Return on equity (%)	9	8
Book value per share (₹)	40.58	33.52
Earnings per share (₹)	3.94	2.69

## Human resources

The organisation believes that its competitive advantage lies within its people. The Company's people bring to the stage a multi-sectoral experience, technological experience and domain knowledge. Ashika Credit Capital Limited's culture is rooted in its ability to break through the age old norms in the sector and enhance competitiveness. The Company always takes decisions which are in close alignment with the professional and personal goals of employees, enhancing work-life balance and sense of pride regarding their association.

## Industrial relations

Industrial relations during FY2017-18 remained cordial. The Company's Directors wish to express their appreciation for the services

rendered by the employees of the Company during the fiscal gone by.

## Internal control systems and their adequacy

The Company's internal audit system has been continuously monitored and updated to ensure that assets are safeguarded, established regulations are complied with and pending issues are addressed promptly. The audit committee reviews reports presented by the internal auditors on a routine basis. The committee makes note of the audit observations and takes corrective actions, if necessary. It maintains constant dialogue with statutory and internal auditors to ensure that internal control systems are operating effectively.

## Cautionary statement

The management discussion and analysis report containing your Company's objectives, projections, estimates and expectation may constitute certain statements, which are forward looking within the meaning of applicable laws and regulations. The statements in this management discussion and analysis report could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in the governmental regulations, tax regimes, forex markets, economic developments within India and the countries with which the Company conducts business and other incidental factors.



# BOARD'S REPORT

Dear Shareholders,

Your Directors takes pleasure in presenting the Twenty-Fifth Annual Report of the operations and business of your Company together with the Audited Statement of Accounts for the year ended 31st March, 2018.

## 1. FINANCIAL SUMMARY OF THE COMPANY:

Financial results for the year ended	(Amount in ₹ lakhs)	
	31st March, 2018	31st March, 2017
Total Income	1103.69	183.22
Profit/ (Loss) before tax	376.41	298.62
Less: Tax Expenses	98.69	110.36
Profit / (Loss) for the year	277.72	188.26
Add: Balance as per last financial statements	(573.83)	(724.43)
Less: Transfer to statutory reserve U/s 45-IC of RBI Act 1934	55.54	37.65
Surplus/(Deficit) in the Statement of Profit and Loss	(351.65)	(573.83)

## 2. STATE OF COMPANY AFFAIRS:

The year 2017-18 is a profitable year for the Company wherein your company recorded a profit after tax of ₹277.72 lakh as compared to ₹188.26 lakh in the previous Financial Year showing growth of approx 48%. Your company has earned approx ₹1089.24 lakh in the current fiscal year which pertains to interest income .

During the year 2017-18 , your company has drastically increased its loan book size, secured and unsecured, both in terms of value and count as compared to its previous year. The Company is concentrating more on lending activities as can be reflected from the Loan Book which has increased nearly 3 times as compared to last year. Your company as on 31st March 2018 has crossed the asset size of ₹100 crore .

The EPS (both basic & diluted) of your company is reflected as ₹3.94 and ₹3.93 respectively.

## 3. CHANGE IN NATURE OF BUSINESS:

There has been no change in nature of business of the Company during the F.Y. 2017-2018. Your company is engaged in financial services i.e. providing Loan against securities, so there is only one segment reporting as per AS 17.

## 4. DIVIDEND:

Your Board of Directors has declared that the funds of the Company are required for future expansion of the Company and so the profits of the Company for the year ended 31st March 2018 shall be deployed for the said purpose. The Board has decided not to recommend any dividend for the

year ended 31st March 2018.

## 5. CHANGES IN SHARE CAPITAL:

During the year the Company issued 38,05,174 equity shares of face value of ₹10/- each and 10,80,000 convertible warrants of face value of ₹10/- each at ₹36/- per shares at a premium of ₹26/- per share on preferential basis to promoter & non-promoter group on 27th March 2018. The new Equity Shares issued shall rank pari passu with the existing Equity Shares of the Company in all respects.

Consequent to issue of the additional Equity Shares as above, the issued and subscribed Share Capital of the Company stands to ₹1080.62 lakh divided into 1,08,06,174 Equity shares of ₹10/- each and Paid up Share Capital stands to ₹1080 lakh divided into 1,08,00,000 Equity shares of ₹10/- each. Further the paid up share capital on fully diluted basis stands to ₹1188 lakh divided into 1,18,80,000 Equity shares of ₹10/- each.

Further the Company has utilized the proceeds of the Preferential issue after the end of F.Y. 31.03.2018 and the said proceeds were utilized for the objects as mentioned in the notice of Shareholders and Private Placement Offer Letter. Also there has been no deviation in utilization of proceed pursuant to regulation 32 of SEBI (LODR) Regulation 2015.

## 6. TRANSFER TO RESERVE:

Your company proposes to transfer ₹55.54 lakhs to statutory reserve under section 45 IC of RBI Act 1934 for the year ended 31st March 2018.

## 7. DIRECTORS & KEY MANAGERIAL PERSON:

### DIRECTORS

During the year there stood changes in the Board of the Company wherein Mr. K.P. Khandelwal, Independent Director, Mr. K.K.Saraf, non executive director & Ms. Anju Mundhra, Executive Director resigned from the directorship of the Company w.e.f. 13.09.2017, 01.11.2017 & 20.11.2017 respectively. Further Your directors at its meeting held on 14th February 2018 on the recommendation of the Nomination and Remuneration Committee had appointed Ms Suparna Sengupta as the Additional Director in the capacity of Non-Executive Independent Director with effect from 14.02.2018 for a period of 3 years subject to approval of shareholders at the ensuing Annual General Meeting.

### RETIREMENT BY ROTATION

Pursuant to regulation 36 of SEBI (LODR) Regulation 2015, a brief resume / details relating to Directors who are proposed to be appointed/re-appointed and the details of the director liable to retire by rotation is furnished in the Notice of the ensuing Annual General Meeting (AGM) of the Company. The Board of Directors of your Company recommends the reappointment of the Director liable to retire by rotation at the ensuing Annual General Meeting (AGM).

### INDEPENDENT DIRECTORS

All the Independent Directors have given a declaration that they meet the criteria of independence as laid down under Section 149(6) of the Act and as per regulation 25 of SEBI (LODR) Regulation 2015. All requisite declarations were placed before the Board.

### FAMILIARIZATION PROGRAMME

In compliance with the requirement of Regulation 25 of Listing Regulations, the Company has conducted familiarization programme for the Independent Directors to familiarize them about the Company and their roles, rights, responsibilities in the Company. The details of the familiarization programme are uploaded on the website of the Company at <http://www.ashikagroup.com/PDF/familiarization%20programme.pdf>.

### REMUNERATION POLICY

The major highlights of the Remuneration Policy of the Company framed on selection and appointment of Directors, Key Managerial Personnel, Senior Management Personnel and their remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178, are disclosed in the Corporate Governance Report. The policy is uploaded at the website of the Company at [http://www.ashikagroup.com/PDF/Remuneration\\_Policy\\_final.pdf](http://www.ashikagroup.com/PDF/Remuneration_Policy_final.pdf).

## KEY MANGERIAL PERSONNEL

In terms of section 203 of Companies Act 2013 and rules made thereon, the following are the Key Managerial Personnel of the Company.

- 1) Mr. Pawan Jain – Whole Time Director (Executive Chairman)
- 2) Mr Daulat Jain – Managing Director & CEO
- 3) Mr Amit Jain – Chief Financial Officer
- 4) Ms Anju Mundhra – Company Secretary

## 8. NUMBER OF MEETINGS OF THE BOARD:

The Company has duly complied with section 173 of the Companies' Act 2013. During the year under review, five board meetings were convened and held. The date on which meeting were held are as follow 30th April, 2017, 27th July 2017, 23rd October 2017, 14th February 2018 & 22nd February 2018. The maximum interval between any two meetings did not exceeded 120 days.

## 9. FORMAL ANNUAL EVALUATION:

During the year, the Board has carried out the annual evaluation of its own performance as well as the evaluation of the working of its Committees and individual Directors. This exercise was carried out through a structured questionnaire prepared separately for Board, Committee, Chairman and individual Directors.

The questionnaire and evaluation process was reviewed & reframed in the context of SEBI Guidance Note on Board evaluation dated January 5, 2017 and necessary alignment was made with the requirements. Separate exercise was carried out to evaluate the performance of chairman and Managing Director on basis of the parameters such as contribution, independent judgment, effective leadership to the Board, safeguarding of minority shareholders interest etc.

The Nomination and Remuneration Committee has carried out evaluation of every director's performance and reviewed the self evaluation submitted by the respective directors. These meetings were intended to obtain Directors' inputs on effectiveness of Board/ Committee processes.

The Independent Directors at their meeting, reviewed the performance and role of non-independent directors and the Board as a whole and Chairman of the Company. Further, the IDs at their meeting had also assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that was necessary for the Board to effectively and reasonably perform their duties.

The Board considered and discussed the inputs received from the Directors, which reflects the overall engagement of board and its committee with the Company. Board's

actions and decisions are aligned with the Company's best interest. All Directors are interactive and participative. The Directors at the individual level enhances the value of boards' effectiveness by elevating its knowledge and integrating the same in all desired ways so as to commit to the goal of sustainably elevating the Company's value creation for the long term. The Chairman has wide knowledge and vast experience and skills and understanding of the Board's Functioning.

## 10. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES :

The statement containing the disclosure as required in accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure A. and forms part of the Board Report.

Further, none of the employees of the Company are in receipt of remuneration exceeding the limit prescribed under rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 so details required pursuant to Section 197(12) of the Companies Act 2013 read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable. Further the details of top ten employee of the Company is annexed as Annexure A..

## 11. DETAILS OF SUBSIDIARY / JOINT VENTURES / ASSOCIATE COMPANIES:

Your Company has neither a Subsidiary Company nor a Joint Venture Company or an Associate Company during the year under review.

## 12. AUDITORS

### STATUTORY AUDITOR

Pursuant to section 139(1) of Companies Act 2013 read with applicable rules thereon M/s. Haribhakti & Co. LLP ( Registration no: 103523W/W100048) have been appointed as Statutory Auditors of the Company for a period of 5 year from the conclusion of 24th Annual General Meeting held in 2017 till the conclusion of the 29th Annual General Meeting to be held in the year 2022, subject to ratification by shareholders in every AGM.. Pursuant to the Companies Amendments Act 2017 w.e.f. 07.05.2018 the proviso to section 139(1) of Companies Act 2013 in regard to the ratification of appointment of Statutory Auditor in every Annual General Meeting has been omitted.

### 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

Company has appointed M/s. MR & Associates (Membership no 4515), Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the financial year 2017-18. The Secretarial Audit Report for the year ended 31st March 2018 is annexed herewith as Annexure B. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

### INTERNAL AUDITOR:

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and rules framed thereon, your Company has appointed M/s. Shyamsukha Amit & Associates, Chartered Accountant to undertake the Internal Audit of the Company for the F.Y. 2017-2018. There stood no adverse finding & reporting by the Internal Auditor in the Internal Audit Report for the year ended 31st March 2018.

### AUDITOR REPORTS

The Auditors' Report does not contain any qualifications, reservation or adverse remarks .The statutory Auditor has not reported any incident of fraud to the Audit committee or Board of Directors of the Company in the year under review.

## 13. COMMITTEES:

With a view to have a more focused attention on business and for better governance and accountability, and in accordance with applicable provisions, your Board has the following mandatory committees viz. Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee. The details of the committee with terms of reference along with composition, meeting held and attended by the Directors during the year are provided in the Corporate Governance Report as per Regulation 34 of SEBI (LODR) Regulations, 2015.

## 14. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Your Company has established a vigil mechanism for Directors and employees to report their genuine concerns and about unethical behavior, actual or suspected, fraud or violation of the Codes of conduct or ethics policy. It has adopted a Whistle Blower Policy and the same is hosted on the website of the Company ([http://www.ashikagroup.com/PDF/Vigil\\_Mechanism\\_Policy.pdf](http://www.ashikagroup.com/PDF/Vigil_Mechanism_Policy.pdf)). The details of the said vigil mechanism have been given in the Corporate Governance Report annexed to this Report.

## 15. RISK MANAGEMENT POLICY:

Pursuant to section 134(n) of Companies Act 2013 and Regulation 17(9) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, your company has a robust Risk management framework to identify, evaluate business risk and opportunities. This framework seeks to create transparency, minimize adverse impact on the

business objectives and enhance the competitive advantage. The framework has a different risk model which helps in identifying risk trends, exposure and potential impact analysis at a company level. The key business risk identified by the Company are related to Market Risk, Operational Risk, Interest Risk, Credit Risk, Liquidity Risk, Human Resource Risk and Regulation & Compliance and other related which are covered in MDA report..

#### **16. CORPORATE SOCIAL RESPONSIBILITY:**

The provisions of Sec 135 is not applicable for your Company, therefore the Company has not taken any initiatives for implementation of CSR accordingly.

#### **17. EXTRACT OF ANNUAL RETURN:**

Companies Act, 2013 makes mandatory for every company to prepare an extract in the format prescribed MGT 9. The details extract forming part of the Annual Return as on 31st March 2018 is annexed herewith as Annexure - C.

#### **18. MATERIAL CHANGES:**

There have been no material changes and commitments affecting the financial position of the Company, which have occurred since 31st March 2018, being the end of the Financial Year of the Company to which financial statements relate and the date of the report.

#### **19. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE:**

There are no significant material orders passed by the Regulators / Courts/Tribunals which would impact the going concern status of the Company and its future operations. The court has granted a stay order on 12.09.2012 in connection to our application filed u/s 482 Hon'ble High Court, Calcutta against the compliant filed by Manali Properties Limited and M/S. Manali Properties & Finance Private Limited against company & its officers u/s 200 of the Criminal Procedure Code before the Court of Metropolitan Magistrate , Kolkata. The matter is still pending before Bankshall court and High Court, Kolkata.

#### **20. ADEQUACY OF INTERNAL FINANCIAL CONTROLS RELATED TO FINANCIAL STATEMENTS:**

The Company's Internal Financial Control System is commensurate with the size, scale and complexity of its operations. Detailed procedural manuals are in place to ensure that all the assets are safeguarded, protected against loss, proper prevention & detection of frauds & error, the accuracy and completeness of the accounting records, and all transactions are authorized, recorded and reported

correctly. The scope and authority of the Internal Audit (IA) function is defined in the internal financial control policy. These are monitored and routinely monitor and evaluated by the Statutory as well as Internal Auditors.

The Internal Auditor monitors and evaluates the efficiency and adequacy of Internal Financial control system in the Company, its compliance with operating systems, accounting procedures and policies. To maintain its objectivity and independence, the Internal Auditor reports directly to the Chairman of the Audit Committee of the Board, all the significant audit observations and follow up actions thereon. Both Statutory and internal auditor have quarterly sessions with the Audit committee. The Internal audit reports are placed before the Audit committee on quarterly basis and all findings and observation are recorded thereon. The said observation and comments, if any of the Audit Committee are placed before the board.

#### **21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF COMPANIES ACT 2013**

Your Company is non deposit taking NBFC company.. During the year under review the Company has not made any investment and given any guarantee. The detail of Loan given pursuant to Section 186 are mentioned in the notes to the Financial Statements.

#### **22. DEPOSITS:**

Your company is Non Deposit taking NBFC registered with RBI, thus the said clause is not applicable and the Company does not accept any deposit. The Board of Directors has duly passed a resolution in their meeting giving effect to the aforesaid statement.

#### **23. CONTRACTS/ TRANSACTIONS / ARRANGEMENTS WITH RELATED PARTIES:**

All contracts/ arrangements/transactions with related parties entered by the Company during the financial year 2017-18 were at arm's length basis and in the ordinary course of business and are in compliance with the applicable provision of the Companies Act 2013 and SEBI (LODR) Regulation 2015. There were no materially significant related party transactions made by the Company with Directors, their relatives etc which may have a potential conflict with the interest of the Company at large. Members may refer to the notes to the financial statements for details of related party transactions and hence the Company is not required to provide the details of form AOC-2..

In terms of Regulation 23(2) of SEBI Listing Regulations, 2015, All transactions with Related Parties are placed before the Audit Committee for approval and the committee also grants omnibus approval from time to time for Related Party Transactions.



The Policy on Related Party Transactions has been posted on the Company's website at [http://www.ashikagroup.com/PDF/ASHIKA\\_RTP.pdf](http://www.ashikagroup.com/PDF/ASHIKA_RTP.pdf).

#### **24. CORPORATE GOVERNANCE REPORT:**

Pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, the report on Corporate Governance and Management Discussion & Analysis forms part of the Annual Report. The Certificate from the Auditors' of the Company confirming compliance with the conditions of Corporate Governance as stipulated under Schedule V of Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 also constitute an integral part of the Annual Report.

#### **25. DISCLOSURES ON POLICY AGAINST SEXUAL AND WORKPLACE HARASSMENT:**

The Company has adopted a 'Policy for Prevention of Sexual Harassment' to prohibit, prevent or deter any acts of sexual harassment at workplace and to provide the procedure for the redressal of complaints pertaining to sexual harassment, thereby providing a safe and healthy work environment. The said policy is upload on the website of the Company at <http://www.ashikagroup.com/PDF/sexual%20harassment%20policy-ACCL.pdf>. The Company believes that it is the responsibility of the organisation to provide an environment to its employee who is free of discrimination, intimidation and abuse and also to protect the integrity and dignity of its employees and to avoid conflicts and disruptions in the work environment. Further there stood no cases filed during the year under review.

#### **27. DISCLOSURES UNDER SECRETARIAL STANDARD**

During the year under review your company was in compliance with applicable Secretarial Standard issued by Institute of Company Secretaries of India.

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

Since the Company does not own any manufacturing facility, the requirements pertaining to disclosure of particulars relating to conservation of energy, technology absorption

and foreign exchanges earning and outgo, as prescribed under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, are not applicable.

#### **29. DIRECTORS RESPONSIBILITY STATEMENT:**

Your Directors to the best of their knowledge and belief and according to the information and explanation obtained by them make the following statement in terms of clause (c) of sub-section (3) of section 134 of Companies Act 2013 that –

- a) In the preparation of the annual accounts for the financial year ended on 31st March 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) 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 31st March 2018 and of the profit and loss of the Company for that period;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis;
- e) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

#### **30. ACKNOWLEDGEMENTS:**

The Directors are thankful and acknowledge the unstinting support extended by exchanges, its bankers, business partner and other stakeholders and place on record their sincere appreciation of its employees of the Company for their commitment and hard work in the growth of the Company.

For and on behalf of the Board of Directors

Place: Kolkata  
Date: 28/05/2018

**(DAULAT JAIN)**  
Managing Director  
DIN: 00040088

**(PAWAN JAIN)**  
Chairman  
DIN: 00038076

## Annexure "A" to the Board's Report

### DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- a. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during FY 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for FY 2017-18 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Name of the Directors & KMP with Designation	Remuneration for FY. 2017-18 (₹ in lakh) <sup>a</sup>	% of Increase in Remuneration in FY 2017-18	Ratio of the remuneration of each director /to median remuneration of the employee
Mr. Pawan Jain, Executive Chairman	78,34,003	Nil	11.41
Mr. Daulat Jain, Managing Director & CEO	12,91,959	157.26	1.88
Mr Sanjay Kr Singh, Non Executive Independent Director	NA	NA	Nil
Mr Kashi Prasad Khandelwal, non Executive Independent Director*	NA	NA	Nil
Mr Sagar Jain, non Executive Independent Director	NA	NA	Nil
Mr Radhey Shyam Agarwal, non Executive Independent Director	NA	NA	Nil
Mr Keshav Kumar Saraf , non Executive Independent Director**	NA	NA	Nil
Ms. Suparna Sengupta, non Executive Independent Director***	NA	NA	Nil
Mr Amit Jain, Chief Financial Officer	20,31,995	Nil	2.96
Ms Anju Mundhra, Company Secretary	11,36,620	5.02	1.65

- b. The Median remuneration of employees of the Company during the Financial year was ₹6,86,852/-
- c. The percentage increase in the median remuneration of Employees in the financial year was 196.11.
- d. There were 11 permanent employees on the rolls of Company as on 31.03.2018.
- e. Average percentile increase made in the salaries employees other than the managerial personnel in the last financial year i.e. 2017-18 was 119.30 % and whereas the increase in the Managerial remuneration for the same F.Y. was 1.85% since employees were appointed during the year in the last fiscal year .
- f. It is hereby confirmed that the remuneration paid is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors

Place: Kolkata  
Date: 28/05/2018

(DAULAT JAIN)  
Managing Director  
DIN: 00040088

(PAWAN JAIN)  
Chairman  
DIN: 00038076

## PARTICULARS OF EMPLOYEES

Information as per Sec 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 referred to in the Board's Report for the year ended March 31, 2018 and forming part thereof.

### 1. Top ten employees of the Company in terms of remuneration drawn

Name	Age (in years)	Qualification	Designation	Date of commencement of employment	Experience (Years)	Remuneration (₹ in lakh)	Particulars of last employment, last post, employer
Pawan Jain	52	FCA	Whole Time Director	01/12/2009	25	78.34	Entrepreneur
Daulat Jain	45	FCA	Managing Director & CEO	01/11/2016	20	13.00	Entrepreneur
Amit Jain	41	ACA	CFO	01/12/2012	16	20.31	Pusphanjali Credit Resources Pvt Ltd, Senior Manager Marketing
Anju Mundhra	37	FCS	Company Secretary & Compliance Officer	01/06/2006	13	11.37	Swati Chemicals, Accounts Officer
Amit Sharda	42	M.com	Senior Manager	01/12/2016	15	9.48	Unique Keemya (Builders), AVP – Sales
Ashish Jain	35	MBA – Finance	Senior Manager	01/12/2016	12	7.39	Sant Kumar Sonthalia Securities Pvt Ltd, Senior Manager
Aditya Jhunjhunwala	29	ACA	Accounts Manager	01/07/2015	5	6.50	Rajesh Mohan & Associates, Partner
Romeel Jain	28	MBA -Marketing	Manager	01/11/2017	4	5.39	Thomas Press, Asst Manager

#### Notes :

- Gross remuneration comprises salary, medical reimbursement, Leave Travel Concession, Company's contribution to provident fund, and gratuity fund, monetary value of other perquisites as per the Income Tax Act and Rules and bonus .
- All appointments were made in accordance with the terms & conditions as per the Company Rules.

For and on behalf of the Board of Directors

Place: Kolkata  
Date: 28/05/2018

**(DAULAT JAIN)**  
Managing Director  
DIN: 00040088

**(PAWAN JAIN)**  
Chairman  
DIN: 00038076

## Annexure "B" to the Board's Report

### Form No. MR - 3 SECRETARIAL AUDIT REPORT

for the financial year ended 31st March, 2018

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

To,

The Members,

**ASHIKA CREDIT CAPITAL LIMITED**

226/1 A.J.C. Bose Road "Trinity"

7th Floor, Kolkata 700020, West Bengal

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ASHIKA CREDIT CAPITAL LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.
2. Based on our verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2018 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:
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) 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;
  - (e) The Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and other applicable regulations /guidelines/circulars as may be issued by SEBI from time to time.
3. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:
  - i) The Companies Act, 2013 (the Act), amendments thereof and the rules made thereunder;
  - ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
    - (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
    - (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

I further report that, there were no actions/ events in pursuance of;

(a) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(b) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

(c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

(e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, the Company has complied with the following laws applicable specifically to the Company.



- a) Reserve Bank of India Act, 1934 and guidelines, directions and instructions issued by RBI through notifications and circulars relating to Non- banking Financial Institution laws from time to time.
- b) Prevention of Money Laundering Act, 2002 and The Prevention of Money-Laundering (Amendment) Act, 2012

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and to the extent amended and notified from time to time.
- (ii) The Listing Agreements entered into by the Company with The Calcutta Stock Exchange Limited and Metropolitan Stock Exchange Limited.

However, the trading in equity shares under Permitted Securities category which was re-commenced w.e.f. 26th April, 2017 at BSE vide its notice No. 20170424-27 dated 24th April, 2017 was again discontinued w.e.f. 15th November, 2017 vide its notice No. 20171024-10 dated 24th October, 2017 due to the procedural reason .

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

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors including Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period,

- I. the Company had obtained approval of shareholders by way of passing Ordinary / Special resolution at the Annual General Meeting of the Company held on 07.09.2017
  - a. For appointment of Mr. Pawan Jain (DIN 00038076) as Whole time Director, designated as Executive Chairman of the Company w.e.f. 1st November 2016 for a period of 3 years.
  - b. For appointment of Mr. Daulat Jain as Managing Director & CEO of the Company for a period of 3 (Three) years w.e.f. 1st November 2016 till 31st October, 2019
  - c. For re-appointment of Ms Anju Mundhra (DIN: 06969718) Company Secretary, as a Whole-Time director of the Company, designated as "Executive Director – Legal" for a period of three years commencing from 1st February, 2018 till 30th January 2021
  - d. To borrow money under Section 180(1)(c) of Companies Act, 2013 not exceeding the sum of 500 crores.
  - e. For approval of the existing material related party transaction (material as per SEBI LODR 2015 ) as entered by the Company with the related party during the F.Y. 2016-2017 and to be continued thereafter
- II. the Company had also obtained approval of shareholders by way of postal ballot on 26th March 2018 for issue of 3805174 equity shares on preferential / private placement basis to promoter and non promoter and issue of 1080000 Convertible Warrants to be allotted into equal number of equity shares on preferential basis to promoter and promoter group

This Report is to be read with our letter of even date which is annexed "Annexure A" and forms an Integral Part of this Report.

For **M R & Associates**  
Company Secretaries

**[M R Goenka]**  
Partner  
FCS No.:4515  
C P No.:2551

Place : Kolkata  
Date : 28.05.2018

**"Annexure – A"**

**(To the Secretarial Audit Report  
for the financial year ended 31st March, 2018)**

To,  
The Members,  
**ASHIKA CREDIT CAPITAL LIMITED**  
226/1 A.J.C. Bose Road "Trinity"  
7th Floor, Kolkata 700020, West Bengal

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

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

For **M R & Associates**  
Company Secretaries

**[M R Goenka]**  
Partner  
FCS No.:4515  
C P No.:2551

Place : Kolkata  
Date : 28.05.2018

## Annexure "C" to the Board's Report

### Form No. MGT-9 EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2018

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

#### I. REGISTRATION AND OTHER DETAILS:

1.	CIN:	L67120WB1994PLC062159
2.	Registration Date:	08/03/1994
3.	Name of the Company	Ashika Credit Capital Ltd.
4.	Category / Sub-Category of the Company:	Public Limited company /Indian Non Government Company
5.	Address of the Registered office and contact details:	Trinity, 226/1, A.J.C.Bose Road, 7th Floor, Kolkata- 700020 , Tel : ( 033) 40102500, fax : (033) 40102543 Email id- ashika@ashikagroup.com, secretarial@ashikagroup.com Website : www.ashikagroup.com
6.	Whether listed company Yes / No	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any –	M/s. Maheshwari Datamatics Pvt Ltd, 23, R.N.Mukherjee Road, 5th floor, Kolkata – 700001 Tel : 033-22482248, 2243-5029 Fax : 033-22484787 Email id- mdpldc@yahoo.com

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Non Banking Financial Services	64990	100

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable section
1.	N.A	N.A	N.A	N.A	N.A

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

### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on April 01, 2017)				No. of Shares held at the end of the year (As on March,31, 2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical <sup>o</sup>	Total	% of Total Shares	
<b>A. PROMOTERS</b>									
<b>(1) Indian</b>									
a) Individual/HUF	789000	-	789000	11.2798	789000	450000	1239000	11.4722	0.1924
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1066900	-	1066900	15.2527	1078525	1055174	2133699	19.7565	4.5038
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	<b>1855900</b>	<b>-</b>	<b>1855900</b>	<b>26.5325</b>	<b>1867525</b>	<b>1505174</b>	<b>3372699</b>	<b>31.2287</b>	<b>4.6962</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>1855900</b>	<b>-</b>	<b>1855900</b>	<b>26.5325</b>	<b>1867525</b>	<b>1505174</b>	<b>3372699</b>	<b>31.2287</b>	<b>4.6962</b>
<b>B. PUBLIC SHAREHOLDING</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others									
Alternate Investment Funds	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investors	-	-	-	-	-	100000	100000	0.9259	0.9259
Provident Funds / Pension Funds	-	-	-	-	-	-	-	-	-
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>100000</b>	<b>100000</b>	<b>0.9259</b>	<b>0.9259</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	4116422	138000	4254422	60.8224	3145273	728000	3283273	35.8636	(24.9588)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lakh	184593	44457	229050	3.2746	208047	44457	252504	2.3380	(0.9366)
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	644076	11000	655076	9.3652	1565028	1621000	3186028	29.5003	20.1351

Category of Shareholders	No. of Shares held at the beginning of the year (As on April 01, 2017)				No. of Shares held at the end of the year (As on March,31, 2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical <sup>®</sup>	Total	% of Total Shares	
c) Others (specify)									
• Clearing Member	43	-	43	0.0006	15431	-	15431	0.1429	0.1423
• Non Resident Individual	335	-	335	0.0048	65	-	65	0.0006	(0.0042)
<b>Sub-total (B)(2):-</b>	<b>4945469</b>	<b>193457</b>	<b>5138926</b>	<b>73.4676</b>	<b>4933844</b>	<b>2393457</b>	<b>7327301</b>	<b>67.8454</b>	<b>(5.6222)</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>4945469</b>	<b>193457</b>	<b>5138926</b>	<b>73.4676</b>	<b>4933844</b>	<b>2393457</b>	<b>7327301</b>	<b>67.8454</b>	<b>(5.6222)</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>6801369</b>	<b>193457</b>	<b>6994826</b>	<b>100</b>	<b>6801369</b>	<b>3998631</b>	<b>1080000</b>	<b>100</b>	<b>Nil</b>

@Company has issued 3805174 Equity shares & 10,80,000 convertible warrants on preferential basis as on 27.03.2018 for which Corporate action was executed post 31.03.2018, so the shares are shown under Physical shares.

### (ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			%change in Share -holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	Pawan Jain(HUF)	789000	11.2798	Nil	789000	7.3056	Nil	(3.9742)
2	Ashika Hedge Fund Pvt Ltd	566900	8.1046	Nil	836900	7.7491	Nil	(0.3555)
3	Ashika Share Trading Pvt Ltd	500000	7.1481	Nil	770000	7.1296	Nil	(0.0185)
4	Ashika Global Securities Pvt Ltd	Nil	Nil	Nil	526799	4.8778	Nil	4.8778
4	Pawan Jain *	Nil	Nil	Nil	Nil	Nil	Nil	Nil
5	Daulat Jain *	Nil	Nil	Nil	450000	4.1667	Nil	4.1667
	<b>Total</b>	<b>1855900</b>	<b>26.5325</b>	<b>Nil</b>	<b>3372699</b>	<b>31.2287</b>	<b>Nil</b>	<b>4.6962</b>

\*Promoter Director

### (iii) Change in Promoters' Shareholding

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year				
	• Pawan Jain – HUF	789000	11.2798	789000	11.2798
	• Ashika Hedge Fund Pvt Ltd	566900	8.1046	566900	8.1046
	• Ashika Share Trading Pvt Ltd	500000	7.1481	500000	7.1481
	• Ashika Global Securities Pvt Ltd	Nil	Nil	Nil	Nil
	• Pawan Jain	Nil	Nil	Nil	Nil
	• Daulat Jain	Nil	Nil	Nil	Nil
	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)	1505174 Equity shares were allotted to promoter on 27.03.2018 on preferential basis Ashika Share Trading Pvt Ltd – 270000 Equity shares Ashika Hedge Fund Pvt Ltd – 270000 Equity shares Ashika Global Securities Pvt Ltd – 515174 Equity shares Daulat Jain – 450000 Equity shares			



Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the End of the year				
	• Pawan Jain – HUF	789000	7.3056	789000	7.3056
	• Ashika Hedge Fund Pvt Ltd	836900	7.7491	836900	7.7491
	• Ashika Share Trading Pvt Ltd	770000	7.1296	770000	7.1296
	• Ashika Global Securities Pvt Ltd	526799	4.8778	526799	4.8778
	• Pawan Jain	Nil	Nil	Nil	Nil
	• Daulat Jain	450000	4.1667	450000	4.1667

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

Sl. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Winall Vinimay Pvt Ltd #				
	April 01, 2017	144753	2.0694	-	-
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease	No change			
	March 31, 2018	-	-	144753	1.3403
2	Kripa Securities Pvt Ltd #				
	April 01, 2017	145000	2.0730	-	-
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease	No change			
	March 31, 2018	-	-	145000	1.3426
3	Lilygold Merchants Private Limited #				
	April 01, 2017	144725	2.0690	-	-
	12/05/2017 - Transfer	-25000	-0.3574	119725	1.7116
	19/05/2017 - Transfer	-119725	-1.7116	-	-
	March 31, 2018	-	-	Nil	Nil
4	Brilliant Vincom Private Limited #				
	April 01, 2017	143620	2.0532	-	-
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease	No change			
	March 31, 2018	-	-	143620	1.3298
5	Trident Distributors Private Limited				
	April 01, 2017	184462	2.6371	-	-
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease	No change			
	March 31, 2018	-	-	184462	1.7080
6	Rohini Dealcom Private Limited #				
	April 01, 2017	181000	2.5876		
	20/10/2017 - Transfer	-131000	-1.8728	50000	0.7148
	27/10/2017 - Transfer	-50000	-0.7148	-	-
	March 31, 2018	-	-	Nil	Nil
7	Class Commercial Private Limited #				
	April 01, 2017	143640	2.0535	-	-
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease	No change			
	March 31, 2018	-	-	143640	1.3300

Sl. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
8	Apex Commotrade Private Limited				
	April 01, 2017	340000	4.8607	-	-
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease	No change			
	March 31, 2018	-	-	340000	3.1481
9	Swetambari Tradecom Private Limited*				
	April 01, 2017	259786	3.7140	-	-
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease	No change			
	March 31, 2018	-	-	259786	2.4054
10	Spice Merchants Private Limited				
	April 01, 2017	214675	3.0691	-	-
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease	No change			
	March 31, 2018	-	-	214675	1.9877
11	Sidhiman Vyapaar Private Limited				
	April 01, 2017	138685	1.9827		
	17/11/2017 - Transfer	(102685)	(1.4680)		
	26/01/2018 - Transfer	(36000)	(0.5147)	-	-
	March 31, 2018	-	-	Nil	Nil
12	Runicha Merchants Pvt. Ltd.				
	April 01, 2017	134983	1.9298	-	-
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease	No change			
	March 31, 2018	-	-	134983	1.2498
13	Amara Capital Pvt. Ltd *				
	April 01, 2017	-	-	-	-
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease	Preferential Allotment of 410000 Equity shares on 27.03.2018			
	March 31, 2018	-	-	410000	3.7963
14	Tulsi Kumar Dugar *				
	April 01, 2017	-	-	-	-
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease	Preferential Allotment of 170000 Equity shares on 27.03.2018			
	March 31, 2018	-	-	170000	1.5741
15	Rishabh Dugar *				
	April 01, 2017	-	-	-	-
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease	Preferential Allotment of 165000 Equity shares on 27.03.2018			
	March 31, 2018	-	-	165000	1.5278
16	Gyanchand Surajmal Mehta *				
	April 01, 2017	-	-	-	-
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease	Preferential Allotment of 360000 Equity shares on 27.03.2018			
	March 31, 2018	-	-	360000	3.3333
17	Rachita Dugar *				
	April 01, 2017	-	-	-	-
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease	Preferential Allotment of 165000 Equity shares on 27.03.2018			
	March 31, 2018	-	-	165000	1.5278
18	Kabir Shran Dagar (HUF) *				
	April 01, 2017	-	-	-	-
	30/03/2018 - Transfer	159896	1.4805	159896	1.4805
	March 31, 2018	-	-	159896	1.4805

Sl. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
19	R K Stockholding Pvt. Ltd				
	April 01, 2017	-	-	-	-
	12/05/2017 - Transfer	14983	0.2142	14983	0.2142
	19/05/2017 - Transfer	46404	0.6634	61387	0.8776
	26/05/2017 - Transfer	66009	0.9437	127396	1.8213
	02/06/2017 - Transfer	20038	0.2865	147434	2.1078
	09/06/2017 - Transfer	-14246	0.2037	133188	1.9041
	16/06/2017 - Transfer	-28985	0.4144	104203	1.4897
	23/06/2017 - Transfer	-23663	0.3383	80540	1.1514
	30/06/2017 - Transfer	-14818	0.2118	65722	0.9396
	07/07/2017 - Transfer	-65004	0.9293	718	0.0103
	14/07/2017 - Transfer	10	0.0001	728	0.0104
	21/07/2017 - Transfer	-8	0.0001	720	0.0103
	28/07/2017 - Transfer	3834	0.0548	4554	0.0651
	04/08/2017 - Transfer	-1	0.0000	4553	0.0651
	11/08/2017 - Transfer	-3824	0.0547	729	0.0104
	18/08/2017 - Transfer	742	0.0106	1471	0.0210
	25/08/2017 - Transfer	447	0.0064	1918	0.0274
	01/09/2017 - Transfer	-6	0.0001	1912	0.0273
	08/09/2017 - Transfer	-1301	0.0186	611	0.0087
	15/09/2017 - Transfer	19828	0.2835	20439	0.2922
	22/09/2017 - Transfer	1687	0.0241	22126	0.3163
	30/09/2017 - Transfer	308	0.0044	22434	0.3207
	06/10/2017 - Transfer	356	0.0051	22790	0.3258
	13/10/2017 - Transfer	561	0.0080	23351	0.3338
	20/10/2017 - Transfer	583	0.0083	23934	0.3422
	27/10/2017 - Transfer	-4489	0.0642	19445	0.2780
	03/11/2017 - Transfer	1952	0.0279	21397	0.3059
	10/11/2017 - Transfer	167728	2.3979	189125	2.7038
	17/11/2017 - Transfer	-13841	0.1979	175284	2.5059
	30/03/2018 - Transfer	-159896	1.4805	15388	0.1425
	March 31, 2018	-	-	15388	0.1425

\*Not in the list of Top 10 shareholders as on 01/04/2017 The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2018.

#Ceased to be in the list of Top 10 shareholders as on 31/03/2018. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01/04/2017.

#### (v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of the Directors and KMP	Shareholding at the beginning of the year 01/04/2017		Shareholding at the end of the year 31/03/2018	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Mr Pawan Jain, Executive Chairman	-	-	-	-
2	Mr Daulat Jain, Managing Director & CEO	Nil	Nil	450000	4.17
3	Mr R.S. Agarwal	Nil	Nil	Nil	Nil
4	Mr Sanjay Kr Singh	Nil	Nil	Nil	Nil
5	Ms.Suparna Sengupta*	Nil	Nil	Nil	Nil
6	Mr Sagar Jain	Nil	Nil	Nil	Nil
7	Ms Anju Mundhra, CS	Nil	Nil	Nil	Nil
8	Mr Amit Jain – CFO	Nil	Nil	Nil	Nil

# holding 789000 shares in capacity of Karta of Pawan Jain (HUF), \* appointed w.e.f. 14.02.2018 as Additional Director (Independent)

## V. INDEBTEDNESS

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

(Amount in ₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	Nil	55,000,000	Nil	55,000,000
ii) Interest due but not paid	Nil	27,945	Nil	27,945
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>55,027,945</b>	<b>Nil</b>	<b>55,027,945</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	2,020,600,000	781,900,000	Nil	2,802,500,000
• Reduction	(1,256,027,030)	(684,127,945)	Nil	(1,940,154,975)
<b>Net Change</b>	<b>764,572,970</b>	<b>97,772,055</b>	<b>Nil</b>	<b>862,345,025</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	764,572,970	152,800,000	Nil	917,372,970
ii) Interest due but not paid	5,007,737	15,78,496	Nil	6,586,233
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>769,580,707</b>	<b>154,378,496</b>	<b>Nil</b>	<b>923,959,203</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (₹)
		Pawan Jain, WTD	Daulat Jain, MD & CEO	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	78,34,003	12,91,959	91,25,962
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	-as % of profit	-	-	-
	-Other, specify	-	-	-
5	Other, please specify	-	-	-
	Total (A)	79,34,003	12,91,959	91,25,962
	Ceiling as per the Act	As per Part II, section II Proviso of Schedule V as prescribed under Companies Act 2013.		

## B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors						Total Amount (₹)
		Sagar Jain	K.K. Saraf	K. P. Khandelwal	R.S. Agarwal	Sanjay Kumar Singh	Suparna Sengupta	
1.	Independent Directors							
	• Fee for attending board	25000	-	10000	25000	25000	5000	90000
	• Committee meetings #	10000	-	6000	13000	4000	-	33000
	• Commission	-	-	-	-	-	-	-
	Total(1)	35000	-	16000	38000	29000	5000	123000
2.	Other Non-Executive Directors							
	• Fee for attending board	-	15000	-	-	-	-	15000
	• Committee meetings	-	9000	-	-	-	-	9000
	• Commission	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-
	Total (2)	-	24000	-	-	29000	-	147000
	Total (B)=(1+2)	35000	24000	16000	38000	29000	5000	147000
	Total Managerial Remuneration	No Remuneration is paid						
	Overall Ceiling as per the Act	No Commission or other remuneration apart from sitting fees is being paid to Non Executive Directors.						

# includes sitting fee for Independent Director meeting also.

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		Total Amount (₹)
		Amit Jain, CFO	Anju Mundhra, CS	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	20,31,995	11,36,620	31,68,615
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	-as % of profit	-	-	-
	-Other, specify	-	-	-
5	Other, please specify	-	-	-
	Total (A)	20,31,995	11,36,620	31,68,615

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

There were no penalties / punishment / compounding of offences under any sections of the Companies Act, 2013 against the Company or its Directors or other Officers in default, if any, during the year.

For and on behalf of the Board of Directors

Place: Kolkata  
Date: 28/05/2018

(DAULAT JAIN)  
Managing Director  
DIN: 00040088

(PAWAN JAIN)  
Chairman  
DIN: 00038076



# CORPORATE GOVERNANCE REPORT

(As per Regulation 34(3) read with Clause C of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

(Forming part of the Board Report for the year ended 31st March, 2018)

## 1) STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

ACCL believes that good Corporate Governance is essential to achieve long-term corporate goals and enhance stakeholders' value. Thus ACCL philosophy on corporate governance is based on integrity, honesty, transparency and fairness to all stakeholders. ACCL being a value driven organization, has always worked towards building trust with shareholders, employees, customers based on principles of good governance namely, integrity, transparency, accountability and commitment to values.

Ashika Credit Capital Limited continues to focus to be globally recognized financial service provider, leveraging the best of people, idea, resources and technology.

The Board of Directors of the Company fully supports Corporate Governance practices of the Company and has complied with all the requirements of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and listed below is the status with regard to same.

## 2) BOARD OF DIRECTORS

Your Company endeavors to have an optimum combination of executive, non-executive and Independent Directors, including women director on the Board which brings diversity on the Board. As on 31st March, 2018, the Board comprised of six Directors, wherein there are 2 Executive Directors and 4 Non-executive Independent Directors. The Chairman of the Board is a Promoter-Executive Director. Directors are renowned professionals, having diverse expertise in finance, taxation, corporate planning, legal procedures and compliance of law and general administration in letter and spirit and management, strengthens the governance and management of Company's affairs.

### a) Composition, category and other relevant details of directors:

As per the Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 every listed entity having Executive Chairperson shall have at least half of the board members as Independent Directors'. The composition and category of directors as on 31.03.2018 is prescribed below:

Sl. No.	Name of Director & DIN No	Category	No. of directorship held in Indian Public Ltd company other than ACCL®	#Committee positions, including ACCL®		Disclosure of relationship director inter se	No of shares held
				Member	Chairperson		
1	Mr. Pawan Jain (00038076)	Promoter, Executive Chairman (Whole Time Director)	1	-	-	Brother of Daulat Jain	789000 holding in capacity of Karta of Pawan Jain - HUF
2	Mr. Daulat Jain (00040088)	Promoter, Executive Director (Managing Director & CEO)	2	-	-	Brother of Pawan Jain	450000
3	Mr. Radhey Shyam Agarwal (01142185)	Non Executive Independent Director	-	2	1	-	Nil
4	Mr. Sagar Jain (00392422)	Non Executive Independent Director	1	2	1	NA	Nil
5	Mr. Sanjay Kumar Singh (00003695)	Non Executive Independent Director	3	4	-	NA	Nil
6	Ms Suparna* Sengupta (07689952)	Non Executive Independent Director	-	-	-	NA	Nil

\* Appointed as an Additional Director in capacity of Independent Director w.e.f. 14.02.2018.

@ Excludes directorships held in Private Limited Companies, Foreign Companies and Section 8 Companies.

#Only Audit Committee and Stakeholders' Relationship Committee has been considered as per regulation 26 of SEBI (LODR) 2015

### Details of Directors resigned during the year 2017-2018

Mr Kashi Prasad Khandelwal, Non Executive Independent Director resigned w.e.f. 13.09.2017 and Mr Keshav Kumar Saraf, Non Executive Director resigned w.e.f. 01.11.2017. Further Ms Anju Mundhra, Executive Director Legal & CS resigned from Directorship w.e.f. 20.11.2017 and continued as Company Secretary.

### b) Attendance of each director at the meeting of the board of directors and the last Annual General Meeting:

During the year the board meet 5 (five) time. The details of attendance of the same are given here under.

Sl. No.	Name of Director	Dates of Meeting & Attendance in meeting					Attendance at last AGM held 7th September, 2017
		30.04.2017	27.07.2017	23.10.2017	14.02.2018	22.02.2018	
1	Mr.Pawan Jain	√	√	√	√	√	Yes
2	Mr. Daulat Jain	√	√	√	√	√	Yes
3	Mr. Radhey Shyam Agarwal	√	√	√	√	√	Yes
4	Mr. Kashi Prasad Khandelwal	√	√	NA	NA	NA	Yes
5	Mr. Sagar Jain	√	√	√	√	√	Yes
6	Mr. Sanjay Kr Singh	√	√	√	√	√	Yes
7	Mr. Keshav Kumar Saraf	√	√	√	NA	NA	Yes
8	Ms Anju Mundhra	√	√	√	NA	NA	Yes
9	Ms Suparna Sengupta	NA	NA	NA	NA	√	N.A

### ► FAMILIARISATION PROGRAMME

Pursuant to regulation 25(7) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015, your Company has conducted the familiarization programme for its Independent Directors during the year 2017-2018. The details of familiarization programme conducted during the year is being hosted on the website of the Company at <http://www.ashikagroup.com/PDF/familiarizationprogramme.pdf>

### ► INDEPENDENT DIRECTOR

The Independent Directors of the Company held separate informal meeting on 05.02.2018 without the attendance of non-independent Directors and managerial personnel for the purposes, inter alia, as required by Regulation 25 (4) of the Listing Regulations..

### ► BOARD EVALUATION

The Securities and Exchange Board of India (SEBI) vide Circular No. SEBI / HO / CFD / CMD / CIR / P / 2017 / 004 dated January 5, 2017 had issued a guidance note on Board Evaluation specifying the criteria for evaluation of performance of (i) Board as a whole (ii) individual Directors (including Independent Directors & Chairperson) and (iii) various Committees of the Board.

Based on the parameters suggested, the Nomination and Remuneration Committee has adopted & revised the criteria to evaluate the Directors and board approved the same. The evaluation exercise was carried out through a structured questionnaire prepared separately for Board, Committee,

Chairman, MD and individual Directors. Independent Directors' performance is evaluated based on their qualification, experience, knowledge and competency to fulfill allotted functions / roles, participation and attendance, commitment, contribution, integrity, independence from the Company and ability to articulate independent views and judgment.

The draft questionnaires was distributed to all directors requesting them to put their scoring and comments if any and send back the filled information to the Company Secretary who in turn submitted the same to the Chairman of NRC committee . The NRC chairman consolidated the response and forwarded the summary of the same to respective committee/board/ID. The NRC chairman also discussed the feedback with the Chairman of the Board who considered and took note of the same.

### (3) AUDIT COMMITTEE:

#### a) Brief description of terms of reference :

The Company has a well defined Audit committee with terms of reference in line with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. comprising of 3 (three) Directors all being Independent, non Executive Director, Chairman also being an Independent Director as on 31st March 2018 . They possess sound knowledge on accounts, audit, finance, taxation, internal controls etc. The Company Secretary to the Company acts as secretary to the

Committee. The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. The primary objective of the Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting..

The terms of reference of the Audit Committee is in line with the regulatory requirements and, inter alia are as follows –

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommends board for appointment, re-appointment, remuneration, terms of appointment of Auditor and if required the replacement or removal of Auditors of the Company.
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
- Reviewing with management, performance of Statutory & Internal Auditor, adequacy of Internal Control System, scope of audit and note the observation of Auditors.
- Examination & review of the Annual financial statement, auditors' report with management before submission to board with particular reference to :
  - Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of any related party transactions.
  - Modified opinion(s) in the draft audit report.
- Review, approve or any subsequent modification of transactions of the Company with related parties and to grant omnibus approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis subject to the approval of the Board;
  - reviewing with management quarterly, half yearly financial statement before submission to board for approval;
  - Valuation of undertakings or assets of the Company, wherever it is necessary;
  - Evaluation of internal financial controls and risk management systems;
  - Reviewing with the management, the statement of uses /application of funds rose through an issue & other related matter and make appropriate recommendations to the Board.
  - Discussion with Statutory Auditor before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
  - Reviewing the functioning of Vigil Mechanism /Whistle Blower Policy adopted for Directors & employees of the Company to report their genuine concerns and shall have direct access to the chairperson of the Audit Committee in appropriate or exceptional cases
  - Scrutiny of Inter corporate Loans & Investments.
  - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
  - Discussion with internal auditors any significant findings and follow up there on.
  - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
  - To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
  - Approval of appointment/ removal including terms of remuneration of Chief Financial Officer. (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

### b) Composition, meeting and attendance during the year :

The committee met 4 (four) times during the year and the necessary quorum was present in all the meeting. The representatives of the Statutory Auditors, Internal Auditor are permanent invitees to the Audit Committee Meetings. The Company Secretary to the Company acts as secretary to the committee.. The Chairman of the Audit Committee was present at the Annual General Meeting to answer the shareholders queries, if any.

Name of Director	Category	Date of Meeting and Attendance in meeting			
		30.04.2017	27.07.2017	23.10.2017	14.02.2018
Mr. Sagar Jain	Chairman, Non Executive and Independent	Yes	Yes	Yes	Yes
Mr. Radhey Shyam Agarwal	Member, Non-Executive Independent	Yes	Yes	Yes	Yes
Mr. Sanjay Kumar Singh	Member, Non-Executive Independent	N.A	N.A	N.A	Yes

The Audit Committee was re-constituted by the board in their meeting held on 23rd October 2017 wherein Mr. Kashi Prasad Khandelwal ceased to be a member of the Committee pursuant to his resignation from the Company and further while reconstitution Mr K.K.Saraf ceased to be the member and Mr. Sanjay Kr Singh was inducted as the member of the Committee w.e.f. 23.10.2017. The aforesaid members attended the requisite meetings as applicable.

## (4) NOMINATION AND REMUNERATION COMMITTEE:

### a) Brief description of terms of reference:

The committee's constitution and terms of reference are in compliance with provisions of section 178 of Companies Act 2013 read with Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The committee is primarily responsible for:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, KMP and other employees
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of evaluation of independent directors.
- Identifying and assessing potential individuals in accordance with the Criteria laid down for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnel / senior management and recommend to the Board their appointment and removal
- Formulate the criteria for performance evaluation of independent directors and the Board of directors.
- Devise a policy on Diversity of Board of Directors.
- Periodically reviewing the size and composition of the Board to ensure that the structured commensurate with the requirement of the Company.

### b) Composition, meeting and attendance during the year:

As on 31st March 2018, the Nomination and Remuneration Committee consist of the 3 (three) members all being non executive members. The Chairman is an Independent Director. The committee met 4 (four) times during the year

Name of members	Category – Directorship	Dates of Meeting & Attendance			
		30/04/2017	27/07/2017	23/10/2017	14/02/2017
Mr. Sanjay Kr Singh	Chairman, Non Executive and Independent	N.A	N.A	N.A	Yes
Mr. Sagar Jain	Member, Non-Executive and Independent	Yes	Yes	Yes	Yes
Mr. R. S. Agarwal	Member, Non-Executive and Independent	Yes	Yes	Yes	Yes

The Nomination & Remuneration Committee was re-constituted by the board in their meeting held on 23rd October 2017 wherein Mr. Kashi Prasad Khandelwal ceased to be a Chairman & member of the Committee pursuant to his resignation from the Company and while reconstitution Mr K.K.Saraf ceased to be the member and Mr. Sanjay Kr Singh was inducted as the member of the Committee w.e.f. 23.10.2017. The aforesaid members attended the requisite meetings as applicable.

### c) Performance Evaluation Criteria for Independent Directors:

Based on SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2017/4 dated 5th January, 2017 the Committee had formulated performance evaluation criteria for the evaluation of the Chairman of the Board, the Board as a whole, committees of the Board, Independent Directors and Non independent Directors. The evaluations were conducted as per the criteria determined by this Committee.

Based on the parameters suggested, the Nomination and Remuneration Committee has adopted suitable criteria to evaluate the Independent Directors on the Board. Independent Directors' performance is evaluated based on their qualification, experience, knowledge and competency, ability to fulfil allotted functions / roles, participation and attendance, commitment, contribution, integrity, independence from the Company and ability to articulate independent views and judgment. Accordingly, performance evaluation of Independent Directors has been conducted and the results have been communicated to the Chairman of the Board.

### d) Remuneration Policy:

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors has adopted a Remuneration Policy which, inter alia, deals with Appointment and Remuneration of Directors, Key Managerial Personnel and Senior Management Employees. During the year under review, the committee met on 14th February 2018 to recommend for appointment of Ms Suparna Sengupta as Additional Independent Director. The key points derived from the said policy are mentioned below:

#### I) AIMS & OBJECTIVES

The aims and objectives of this remuneration policy may be summarized as follows:

- The remuneration policy aims to enable the Company to attract, retain and motivate highly qualified members for the Board and other executive level.
- The remuneration policy seeks to enable the

Company to provide a well-balanced and performance-related compensation package, taking into account shareholder interests, industry standards and relevant Indian corporate regulations.

- The remuneration policy will ensure that the interests of Board members & senior executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the Company and will be consistent with the "pay-for-performance" principle.
- The remuneration policy will ensure that remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

#### II) CRITERIA, SELECTION AND APPOINTMENT: -

##### ▶ EXECUTIVE /NON EXECUTIVE DIRECTOR INCLUDING INDEPENDENT DIRECTOR

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director and recommend to the Board his / her appointment.
- the extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing directors and enhance the efficiencies of the Company;
- the nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment.
- A person, to be appointed as Director, should possess deep expertise and insights in sectors / areas relevant to the Company, ability to contribute to company's growth, complementary skills in relation to the other Board members.
- In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.



- The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
  - Diversity of the Board.
  - Demonstrable leadership skills;
  - Commitment to high standards of ethics, personal integrity and probity;
  - Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace;
  - Having continuous professional development to refresh knowledge and skills.
  - Degree holder in relevant disciplines;
  - Experience of management in a diverse organization;
  - Excellent interpersonal, communication and representational skills
- In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

#### ▶ INDEPENDENT DIRECTOR

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on April 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.
- At the time of appointment of Independent

Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

- Independent Director shall not be entitled to any stock option, if any introduced by the Company.

#### Role of Independent director:

Independent Director shall abide by the Code for Independent Directors as laid down under Schedule IV of the Companies Act, 2013, or any amendments thereto and duties of Directors as provided in Section 166 of the Act and stipulated applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulations').

#### ▶ KMPS AND SMP

- The Committee shall actively liaise with the relevant departments of the Company to study the requirement for management personnel, and produce a written document thereon;
- The Committee may conduct a wide-ranging search for candidates for the positions of KMP and SMP within the Company, within enterprises controlled by the Company or within enterprises in which the Company holds equity, and on the human resources market;
- To practice and encourage professionalism and transparent working environment;
- The professional, academic qualifications, professional titles, detailed work experience and all concurrently held positions of the initial candidates shall be compiled as a written document;
- A meeting of the Committee shall be convened, and the qualifications of the initial candidates shall be examined on the basis of the conditions for appointment of KMP and SMP;
- Before the selection of KMP or SMP, the recommendations of and relevant information on the relevant candidate(s) shall be submitted to the Board of Directors;
- A whole-time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same

time. However, a whole-time KMP can be appointed as a Director in any company, with the permission of the Board of Directors.

- The Committee shall carry out other follow-up tasks based on the decisions of and feedback from the Board of Directors.

### ▶ **SELECTION OF BOARD MEMBERS/ EXTENDING INVITATION TO A POTENTIAL DIRECTOR TO JOIN THE BOARD**

Nomination & Remuneration Committee periodically evaluate the Performance of every director, ascertain their availability and make suitable recommendations to the Board. The Committee identifies suitable candidates in the event of a vacancy being created on the Board on account of retirement, resignation or demise of an existing Board member. Based on the recommendations of the Committee, the Board evaluates the candidate(s) and decides on the selection of the appropriate member.

The Board then makes an invitation (verbal / written) to the new member to join the Board as a Director. On acceptance of the same, the new Director is appointed by the Board.

### **III) RE-APPOINTMENT OF DIRECTORS**

The re-appointment of directors will not be automatic. The reappointment if any made shall be after consideration the report on the Performance Evaluation of each director as done by Board. The board will ensure planned and progressive refreshing of the board. Every Director except Independent and Nominee Director shall retire from office at each Annual General Meeting. A Director who retires at an Annual General Meeting may, if willing to act, be reappointed.

### **IV) TERM OF MANAGING DIRECTOR/WHOLE-TIME DIRECTOR:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

### **V) REMOVAL:**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

### **VI) RETIREMENT:**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company pursuant to the applicable law.

### **VII) PRINCIPLES OF REMUNERATION:**

The objective of the remuneration policy is to enable the Company to attract, motivate, and retain qualified industry professionals for the Board of Management and other executive level in order to achieve the Company strategic goals. The remuneration policy acknowledges the internal and external context as well as the business needs and long term strategy. The policy is designed to encourage behavior that is focused on long-term value creation, while adopting the highest standards of good corporate governance. The policy is built on the following principles:

- **Vision And Strategy** – Remuneration and reward frameworks and decisions shall be developed in a manner that is consistent with, supports and reinforces the achievement of the Company's vision and strategy.
- **Transparent** – The policy and its execution are clear and practical.
- **Aligned within the Company's objectives** – The remuneration policy is aligned with the Company's short term and long term objectives, compatible with those of management and other employees.
- **Long-term orientated** – The incentives focus on long-term value creation.
- **Compliant** – Company adopts the highest standards of good corporate governance.
- **Simple** – The policy and its execution are as simple as possible and easily understandable to all stakeholders.
- **Internal equity** – The Company shall remunerate the board members, KMP and senior management in terms of their roles within the organisation. Positions shall be formally evaluated to determine their relative weight in relation to other positions within the Company.
- **External equity** – The Company strives to pay an equitable remuneration, capable of attracting and retaining high quality personnel. Therefore

the Company will remain logically mindful of the ongoing need to attract and retain high quality people, and the influence of external remuneration pressures. Reference to external market norms will be made using appropriate market sources, including relevant and comparative survey data, as determined to have meaning to the Company's remuneration practices at that time.

- **Flexibility** – Remuneration and reward offerings shall be sufficiently flexible to meet both the needs of individuals and those of the Company whilst complying with relevant tax and other legislation.
- **Performance-Driven Remuneration** – The Company shall entrench a culture of performance driven remuneration through the implementation of the Performance Incentive System, as and when required.
- **Affordability and Sustainability** – The Company shall ensure that remuneration is affordable on a sustainable basis.

## VIII) REMUNERATION

- **Executive Directors (MD, CEO, WTD /Manager)**
  - The remuneration / compensation / commission etc. to Directors will be determined by the Committee and recommended to the Board for approval.
  - The remuneration and commission to be paid to the Executive Directors shall be in accordance with the provisions of the Companies Act, 2013, and the rules made there under.
  - Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Executive Directors, as applicable.
  - At the time of appointment or re-appointment, the CEO/ Managing Director/WTD shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO/Managing Director/WTD within the overall limits prescribed under the Companies Act, 2013.
  - The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

The remuneration of the Executive Director is broadly divided into fixed and variable components.

The fixed component comprises salary, allowances, perquisites, amenities and retrial benefits. The variable component comprises performance bonus/commission.

In determining the remuneration (including the fixed increment and performance bonus) the N&R Committee shall ensure / consider the following:

- the relationship of remuneration and performance benchmarks is clear;
- balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
- responsibility required to be shouldered by the CEO & Managing Director, the industry benchmarks and the current trends;
- the Company's performance vis-à-vis the annual budget achievement and individual performance vis-à-vis the KRAs / KPIs.

- **Minimum remuneration to Managing Director / WTD**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director / WTD in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government

- **Non Executive Director:**

Non-Executive Directors are paid sitting fees for each meeting of the Board or its committees attended by them. No other commissions are paid to Non executive Directors. Presently there are no stock option benefits given to any of its directors.

- **Independent Directors**

The Independent Directors will receive remuneration by way of fees for attending meetings of Board or Committee thereof, as decided by the Committee from time to time subject to the limit defined under the Companies Act, 2013 and rules. Further the Independent Directors of the Company shall not be entitled to participate in Stock Option Scheme of the Company, if any, introduced by the Company

- **KMP and SMP**

- The remuneration/compensation/commission etc. to KMP and SMP will be determined by the Committee and recommended to the Board for approval.

- At the time of appointment, KMP and SMP shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and KMP and SMP.
- The remuneration of KMP and SMP is broadly divided into fixed and variable components. The fixed component comprises salary, allowances, perquisites, amenities and retrial benefits. The variable component comprises performance bonus and Incentives.

the requirements of the Clause 49 of the equity Listing Agreement. In case of any subsequent changes in the provisions of the Companies Act, 2013, or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy.

This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification on the policy as recommended by the Committee would be given for approval of the Board of Directors.

## IX) REVIEW

This policy is framed based on the provisions of the Companies Act, 2013, and rules there under and as per

## (5) REMUNERATION OF DIRECTORS:

a) None of our Non-Executive Directors has any pecuniary relationship or transaction with the Company, except to the extent of shareholding, if any in the Company.

### b) Details of Remuneration paid to Directors :

The Non-Executive Directors of the Company are remunerated only through payment of sitting fees for attending the meetings of Board of Directors, committees of Board of Directors and other meetings of Directors at the rate of ₹5,000/- per Board meeting and ₹1000/- per committee meeting. The details are disseminated on the website of the Company [http://www.ashikagroup.com/PDF/Criteria\\_for\\_Payment\\_to\\_Non\\_Executive\\_Directors.pdf](http://www.ashikagroup.com/PDF/Criteria_for_Payment_to_Non_Executive_Directors.pdf)

Remuneration payable to Executive Director consists of fixed as well as variable. The fixed pay consists of salary , allowances and perquisites including bonus . Remuneration to Executive Director is determined by the Nomination and Remuneration Committee of Board of Directors and is approved by the shareholders at the General Meeting. No sitting fee is being paid to the Executive Director.

Remuneration of Directors for the year ended 31st March, 2018:

Name	Amount in ₹		
	Salary p.a.	Sitting fees	Total
Mr Pawan Jain, Executive Chairman	78,34,003	-	78,34,003
Mr Daulat Jain, MD & CEO	12,91,259	-	12,91,259
Mr. Kashi Prasad Khandelwal	.	16,000	16,000
Mr. R.S.Agarwal	-	38,000	38,000
Mr. Sagar Jain	-	35,000	35,000
Mr. K.K. Saraf	-	24,000	24,000
Mr. Sanjay Kr Singh	-	29,000	29,000
Ms. Suparna Sengupta	-	5,000	5,000

No benefits, other than the above are given to the Directors. No Stock Option, Performance linked incentives and severance fees are given to Directors. No service contracts were entered into with Directors , their appointment are governed by the resolutions passed at the General Body meeting of the Company in line with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## (6) STAKEHOLDERS' RELATIONSHIP COMMITTEE:

### a) Brief description of terms of reference:

The Stakeholders' Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015. The committee consists of the

three non executive directors as members. The Committee met as and when required during the year. The committee met 4 (four) times in the year 2017-2018. The review of activities of Share Transfer Agent is undertaken quarterly by the Company Secretary. The terms of reference of the committee are:

- Consider & Resolve the Grievances of Security holders including complaints related to transfer of shares, non receipt of balance sheet, non receipt of declared dividends
- Transfer & transmission of shares
- Issue of duplicate shares
- Exchange of new design share certificates
- Recording dematerialization & rematerialization of shares & related matters.

#### b) Composition, meeting and attendance during the year:

Name of members	Category	Dates of Meeting & Attendance in meeting			
		30.04.2017	27.07.2017	23.10.2017	14.02.2018
Mr. R. S. Agarwal	Chairman, Non Executive Independent	√	√	√	√
Mr. Sanjay Kr Singh	Member, Non Executive Independent	N.A	N.A	N.A	√
Sagar Jain	Member, Non Executive Independent	N.A	N.A	N.A	√

The Stakeholder Relationship Committee was re-constituted by the board in their meeting held on 23rd October 2017 wherein Mr. Kashi Prasad Khandelwal ceased to be a member of the Committee pursuant to his resignation from the Company and while reconstitution Mr K.K.Saraf ceased to be the member and Mr Sagar Jain & Mr. Sanjay Kr Singh was inducted as the member of the Committee w.e.f. 23.10.2017. The aforesaid members attended the requisite meetings as applicable.

**Compliance Officer:** Ms Anju Mundhra holds the position of Company Secretary of the Company and is also the Compliance Officer of the Company.

#### Grievances Details:

Particulars	2017-2018
Number of complaint at the beginning of the year	Nil
Number of Shareholder's Complaints received during the year	6
Number of complaint not solved to the satisfaction of shareholders	Nil
Number of pending complaints at the end of the year	Nil

#### (7) FINANCE COMMITTEE :

The Board constituted the Finance committee to assist the Board in overseeing the financial matters comprising financial & Investment strategy, borrowing of funds & related matter as required for smooth operation of business, decision taking and implementation of policies etc . The terms of the committee were revised in the Board meeting held on 22nd February 2018, wherein the committee was given additional power to issue and allot securities on Preferential basis and do all necessary compliances , application, submission etc as may be required to carry on the said Preferential Issue. The committee met 6 times during the year. The attendance and composition of members of the committee are as follow .

Particulars	Category	No of meeting attended
Mr Pawan Jain	Member , Promoter Executive	5
Mr Daulat Jain	Chairman, Promoter Executive	6
Mr Sanjay Kr Singh	Member, Independent non Executive Director	6
Mr. Sagar Jain (inducted as member w.e.f. 22.02.2018)	Member , Independent non Executive Director	1
Mr Amit Jain	Member, CFO	6
Ms Anju Mundhra @	Member , CS	6

@resigned from post of Executive director w.e.f. 20.11.2017.



## (8) GENERAL BODY MEETINGS:

### a) The details of last three Annual General Meetings held:

Date and Day	Venue	Time	Number of Special resolutions passed
7th September, 2017, Thursday	"TRINITY", 226/1 A.J.C. Bose Road, Kolkata-700020	11:30 A.M.	4 (Four)
8th August, 2016, Monday	"TRINITY", 226/1 A.J.C. Bose Road, Kolkata-700020	11:00 A.M.	4 (Four)
31st July, 2015, Friday	"TRINITY", 226/1 A.J.C. Bose Road, Kolkata-700020	11.30 A.M	2 (Two)

All resolutions moved at the last Annual General Meeting were passed by the requisite majority of shareholders. No Extraordinary General Meeting of the shareholders was held during the year. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a Special Resolution through Postal Ballot

### b) Postal Ballot

During the year, the Company had conducted Postal Ballots on 26th March 2018 pursuant to Section 110 of the Act read with Companies (Management and Administration) Rules, 2014 and have approved the resolutions, stated in the below table by requisite majority, by means of Postal Ballot, including Electronic Voting (e-voting). The Postal Ballot Notice dated 22nd February 2018 along with the Postal Ballot Form was sent in electronic form to the members whose e-mail addresses were registered with the Company / respective Depository Participants. In case of physical shareholding, copies of the Postal Ballot Notice along with Postal Ballot Form was sent in physical, by permitted mode along with self-addressed postage pre-paid Business Reply Envelope. The voting period commenced from Sunday 25.02.2018 at 9:00 a.m. (IST) and ended on Monday 26.03.2018 at 5:00 p.m. (IST). The voting rights of members were reckoned on the paid-up value of shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on 16.02.2018.

The Board appointed Mr Mohan Ram Goenka (CP no 2551) , Partner at M/s M.R.& Associates, Practising Company Secretaries as the Scrutiniser for conducting the postal ballot voting process in a fair and transparent manner. The report was submitted to Managing Director on 26.03.2018 and resolution was duly passed on 26.03.2018.

In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Listing Regulations, the Company had provided to the members the facility to exercise their right to vote by electronic means through NSDL platform. The following resolutions were passed with requisite majority:

Date	Type of resolution passed	Particulars of Resolution	% of votes cast in favour of resolution
26th March 2018	Special Resolution	Issue of Equity shares on a Preferential allotment/Private Placement Basis	100%
		Issue of Convertible warrants on a Preferential Basis	100%

The results of Postal Ballot were uploaded on the Company's website [www.ashikagroup.com](http://www.ashikagroup.com) and send to MSEI, CSE and BSE and also to NSDL.

## (9) MEANS OF COMMUNICATION:

- The unaudited quarterly / half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within 60 (sixty) days from the close of the financial year as per the requirements of the Listing Agreement with the Stock Exchanges. The approved results are sent to the stock exchanges immediately where the Company shares are listed and traded. The results are also published within 48 hours in Business Standards (English) – All India Edition and in Arthik Lipi, vernacular newspaper (Bengali) and also displayed on the Company's website, [www.ashikagroup.com](http://www.ashikagroup.com).
- The Annual Report and other statutory filings are posted on the website of the Company [www.ashikagroup.com](http://www.ashikagroup.com). The website also contains information on the businesses of the Company, governance and important policies of the Company. All material information relating to the Company which are potentially price sensitive in nature matters or which could impact the continuity of the information publicly available for the Company are disclosed to stock exchange as per the Company's Policy on Material Information
- During the year under review there were no such news releases. There were no presentation made to any institutional investors and angel investors during the year

## (10) MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The MDA section is carried in detail and forms part of the Board's Report.

## (11) SEBI COMPLAINTS REDRESS SYSTEM (SCORES) :

The Company has registered itself on SCORES and endeavors to resolve all investor complaints received through SCORES or otherwise within 15 days of the receipt of the complaint. During the year, the Company has not received any investor complaints through SCORES.

## (12) GENERAL SHAREHOLDER INFORMATION:

The Annual Reports, notices of Annual General Meetings, Postal Ballots and other compliances under the Act are mailed to shareholders either in electronic mode or send through physical mode to keep them updating about the Company.

- a) **Annual General Meeting - date, time and venue** : As per Notice calling the AGM
- b) **Date of book Closure** : 25th August, 2018 to 1st September, 2018 (both days inclusive)
- c) **Financial Year** : 1st April 2017 to 31st March 2018
- d) **Dividend payment date** : The Board has not recommended any dividend for the year under review
- e) **Listing on Stock Exchange**

Sl no	Name of Stock Exchange	Address (s)	Scrip code/symbol
1	The Calcutta Stock Exchange Limited	7, Lyons Range Kolkata 700001	11591 & 10011591
2	Metropolitan Stock Exchange Limited	Exchange Square, Suren Road, Chakala, Andheri (East), Mumbai- 400093	ASHIKA

Note: The shares of the Company were permitted to be traded at BSE platform under "Permitted Securities Category", the trading in the shares of the Company were discontinued w.e.f. 15.11.2017 as per BSE notice dated 24.10.2017 as the Company do not meet the Exchange's requirements based upon the intimation by CSE.

- f) **Listing Fees to Stock Exchanges** : The Annual Listing Fees has been paid to all the Stock Exchanges where securities of the Company are listed.
- g) **Demat facility** : The Company has shares in demat form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).  
As on 31st March 2018, 6801369 equity shares constituting 97.24 % of total listed paid up equity shares (6994826 Equity shares).  
As 3805174 Equity shares and 1080000 convertible warrant issued and allotted on 27.03.2018 are pending for listing approval & Corporate action.
- h) **International Securities Identification Number (ISIN) of the Company** : INE094B01013 – Equity  
INE094B13018 – Warrant (activated - 03.04.2018)
- i) **Corporate Identification Number (CIN)** : L67120WB1994PLC062159
- j) **Registered office address** : Trinity, 7th Floor, 226/1, A.J.C. Bose Road, Kolkata – 700020  
Tel: (033) 40102500  
Fax: (033) 40033254/ 40102543  
Website: www.ashikagroup.com  
Email: secretarial@ashikagroup.com
- k) **Branch office address** : 7, B.B. Ganguly Street  
4th Floor, Kolkata – 700012  
Email : secretarial@ashikagroup.com
- l) **Corporate office address** : 1008, Raheja Centre, 10th floor  
214, Nariman Point, Mumbai - 400021  
Tel: (022) 661111700

**m) Market Price Data**

The high / low market prices of the shares during the year 2017-2018 at the exchanges were as under:-

Month	CSE		MCX-SX		BSE*	
	High	Low	High	Low	High	Low
April, 2017	-----	-----	-----	-----	29.25	28.45
May, 2017	-----	-----	-----	-----	33.80	29.05
June, 2017	-----	-----	-----	-----	32.70	31.40
July, 2017	-----	-----	-----	-----	35.05	31.35
August, 2017	-----	-----	-----	-----	34.85	31.60
September, 2017	-----	-----	-----	-----	33.15	27.05
October, 2017	-----	-----	-----	-----	27.85	25.35
November, 2017	-----	-----	-----	-----	28.80	26.00
December, 2017	-----	-----	-----	-----	-----	-----
January, 2018	-----	-----	-----	-----	-----	-----
February, 2018	-----	-----	-----	-----	-----	-----
March, 2018	-----	-----	-----	-----	-----	-----

\* Shares were traded at BSE under permitted securities category.

**n) Registrar and Transfer Agents**

: Maheswari Datamatics Pvt Ltd  
 23, R.N.Mukherjee Road, 5th Floor, Kolkata – 700001.  
 Tel: 033-22482248, 2243-5029  
 Fax no: 033-22484787  
 Email: mdpldc@yahoo.com.

**o) Share transfer system:**

- Share Transfer: During the year there we no physical transfer of shares. .
- Members who hold shares in dematerialized form should correspond with the Depository participant with whom they maintain Demat Account/s, for their queries relating to shareholding, change of address, credit of dividend through NECS. However, queries relating to non-receipt of dividend, non-receipt of annual reports, or on matters relating to the working of the Company should be sent to the Company or Share Transfer Agent.

**p) Category-wise shareholding pattern as on March 31, 2018**

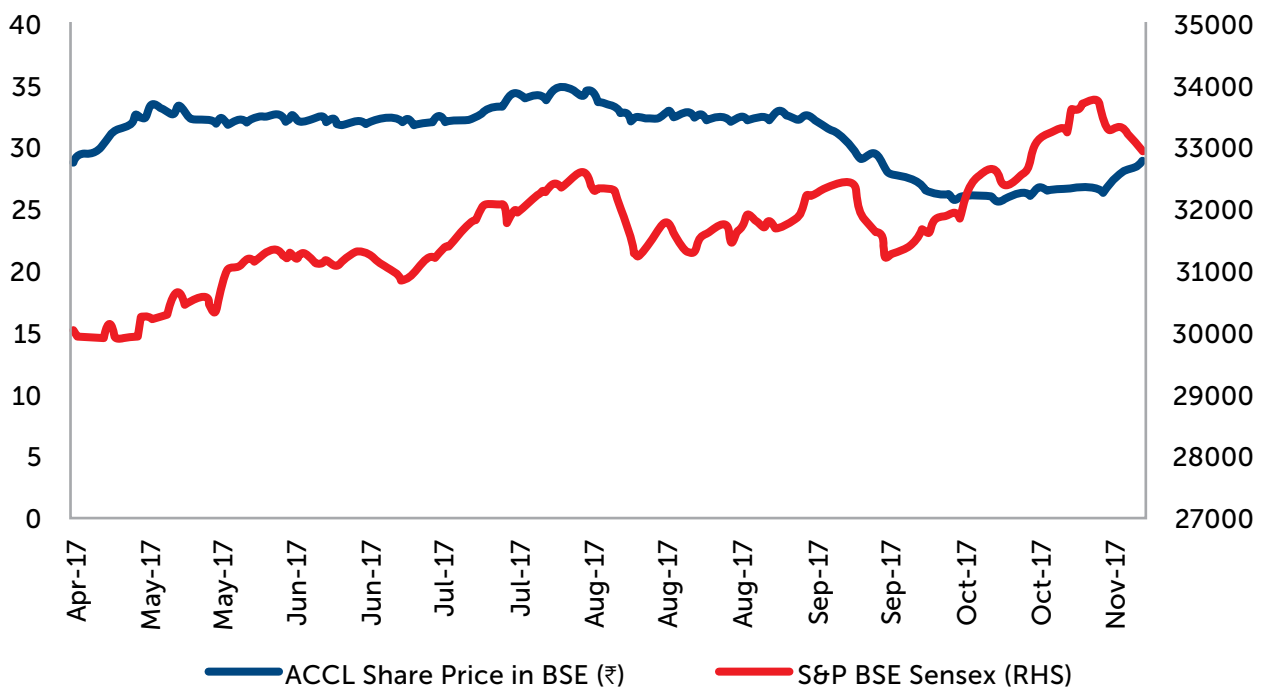
Sr. No	Category	No. of shares	% holding
1	Promoter & promoter Group	3372699	31.2287
2	Institution – Public	100000	0.9259
3	Body Corporate – Public	3873273	35.8636
4	Individual – Public	3438532	31.8382
5	Clearing member	15431	0.1429
6	Non Resident Individual	65	0.0006
	<b>Total</b>	<b>10800000</b>	<b>100</b>

**q) Distribution of Shareholding as on March 31, 2018**

Slab of shareholding	Number of Shareholders	Number of Shares	% to total no of shares
Upto 500	710	23306	0.2158
501-1000	29	24314	0.2251
1001-2000	38	69749	0.6458
2001-3000	10	26301	0.2435
3001-4000	12	44687	0.4138
4001-5,000	6	29216	0.2705
5001-10000	20	169163	1.5663
Above 10000	99	10413264	96.4191
<b>Total</b>	<b>924</b>	<b>10800000</b>	<b>100.0000</b>

- r) Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity : The Company had issued 10,80,000 convertible warrants to its promoter group Ashika Global Securities Pvt Ltd which is convertible within 18 months from date of allotment i.e. 27.03.2018.
- s) **Commodity price risk or foreign exchange risk and hedging activities** : None
- t) **Plant locations** : None
- u) **Address for correspondence** : Ms. Anju Mundhra  
 Secretarial Department  
 Trinity, 7th floor, 226/1, A.J.C. Bose Road,  
 Kolkata – 700 020.  
 Tel No. (033) 40102500, Fax No. (033) 40102543  
 Email : anjulohia@ashikagroup.com  
 secretarial@ashikagroup.com
- v) **Email if grievances redressal division** : investorservices@ashikagroup.com

w) Performance comparison chart with S&P BSE Sensex



(the last trade was on 14.11.2017 , as due to procedural reason Trading in the shares of the Company was discontinued w.e.f 15.11.2017 at BSE )

### (13) OTHER DISCLOSURES:

#### (a) **Materially significant Related Party Transactions:**

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on arms length basis and do not attract the provisions of Section 188(1) of the Companies Act, 2013. All the related party transactions were prior approved by the Audit Committee. During the year the Audit committee has granted omnibus approval for Related Party transactions as per the provisions and restrictions contained in the SEBI (LODR) Regulations, 2015 and Companies Act 2013.

There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Details of transactions with Related parties as required by the Accounting Standards (AS 18) has been made in the notes to the Financial Statements of the Company. The board has adopted a policy on the Material Related Party Transaction and the same is uploaded on the website of the Company [http://www.ashikagroup.com/PDF/ASHIKA\\_RTP.pdf](http://www.ashikagroup.com/PDF/ASHIKA_RTP.pdf)

(b) There was no such non-compliance by the listed entity. Further no penalties or strictures have been imposed on the Company by stock exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

#### (c) **Establishment of Vigil Mechanism, Whistle Blower Policy, and affirmation**

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Whistle-Blower Policy for establishing a vigil mechanism for directors and employees to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics policy. It also provides for adequate safeguards against victimization of employees & directors, who avail of the mechanism, and also allows direct access to the Chairperson of the audit committee in exceptional cases. The Company has framed a Whistle Blower Policy / Vigil mechanism to deal with instances of fraud and mismanagement, if any. We affirm that no employee of the Company was denied access to the Audit Committee. The said Whistle-Blower Policy has been hosted on the website of the Company ([http://www.ashikagroup.com/PDF/Vigil\\_Mechanism\\_Policy.pdf](http://www.ashikagroup.com/PDF/Vigil_Mechanism_Policy.pdf))

As per the requirement of the clause, Mr. Daulat Jain, Managing Director & CEO and Mr. Sagar Jain Chairman of Audit Committee has affirmed that there stood no complaint in regard to the said clause.

#### (d) **Adoption of Mandatory and Non- Mandatory requirements of Regulation 27(1) of Listing Regulations**

The Company has complied with all mandatory requirements as per SEBI LODR Regulation, 2015. Further the Company has adopted various non mandatory requirements as disclosed below:

- **The Board:** The Company does not have non executive chairman, so it does not maintain such office.
- **Shareholder Rights:** As the quarterly and half year financial results are published in the newspaper, send to stock exchanges and uploaded on the website of the Company, so the same are not being send to shareholders.
- **Audit Qualification:** The financial statement for the year ended on 31st March 2018 does not contain any audit qualification.
- **Reporting of Internal Auditor:** The Internal Auditor is a permanent invitee to the Audit Committee meeting and reports their finding to the Audit Committee .
- **Separate Post of Chairman & CEO:** Mr Pawan Jain is the Executive Chairman and Mr Daulat Jain is the Managing Director & CEO of the Company.

#### (e) **Determining 'Material Subsidiaries:**

During the year ended 31st March, 2018, the Company does not have any material listed/unlisted subsidiary companies as defined in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; therefore the Company has not formed as of now any such policy on Material Subsidiaries.

(h) The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated under SEBI LODR Regulation, 2015.

### (14) WEBSITE :

The Company's has an functional website [www.ashikagroup.com](http://www.ashikagroup.com) wherein complete overview of the Company, its Annual Report, financial results, details of its business, shareholding pattern, compliance with Corporate Governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, and Code of Conduct are uploaded.

### **(15) DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN CHAPTER IV OF LISTING REGULATIONS**

The Company has fully complied with the Applicable requirements specified under regulation 17 to 27 and clause (b) to (i) of Sub regulation (2) of regulation 46 of SEBI (LODR) Regulation 2015. The disclosure of the said has being made in the section of this Corporate Governance Report.

There has been no such non compliance of any requirement of Corporate Governance Report.

### **(16) CODE OF CONDUCT FOR BOARD AND SENIOR MANAGEMENT PERSONNEL:**

The Board of Directors has adopted the Code of Conduct for Directors and Senior Management Personnel and the said code is uploaded on the website of the Company at [http://www.ashikagroup.com/PDF/Code\\_of\\_Conduct.pdf](http://www.ashikagroup.com/PDF/Code_of_Conduct.pdf). All the Board members and senior management personnel have confirmed compliance with the code .Affirmation regarding compliance of the Code of Conduct by the CEO of the Company has been published elsewhere in this Annual Report.

### **(17) CEO/ CFO CERTIFICATION:**

The CEO (Managing Director) and CFO of the Company have certified to the Board of Directors, inter alia, the accuracy of financial statements and adequacy of internal controls for the financial reporting as required under Regulation 17(8) of the Listing Regulations for the year ended 31st March 2018.

### **(18) POLICY AGAINST SEXUAL AND WORKPLACE HARASSMENT:**

The Company has put in place a 'Policy on Sexual Harassment' as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("Sexual Harassment Act"). As per the policy, any employee may report his / her complaint to the Redressal Committee formed for this purpose. We affirm that adequate access was provided to any complainant who wished to register a

complaint under the policy, during the year. There has no case placed before the committee. The said policy is hosted on the website of the Company (<http://www.ashikagroup.com/PDF/sexual%20harassment%20policy-ACCL..pdf>)

### **(19) PROHIBITION OF INSIDER TRADING:**

In compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) the Company has adopted a Code of Conduct for regulating, monitoring and reporting of Trading by Insider with a view to regulate trading in securities by the Directors and designated employees of the Company. This policy also provides for periodical disclosures from designated employees as well as preclearance of transactions by such persons. The Compliance Officer is responsible for implementation of the Code. During the year under review there has been due compliance with the said code. All Board Directors and the designated employees have confirmed compliance with the Code. The said code is available on the website of the Company.

Pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company, during the year, approved and adopted the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information". The Code has also been hosted on the website of the Company, viz., [http://www.ashikagroup.com/PDF/Code\\_of\\_Practice\\_and\\_Procedure\\_for\\_Fair\\_Disclosure\\_of\\_Unpublished\\_Price\\_Sensitive\\_Information\\_new.pdf](http://www.ashikagroup.com/PDF/Code_of_Practice_and_Procedure_for_Fair_Disclosure_of_Unpublished_Price_Sensitive_Information_new.pdf).

### **(20) COMPLIANCE WITH ACCOUNTING STANDARD:**

The Company has followed all relevant Accounting Standards notified by the Companies (Accounting Standard) Rules 2006, while preparing the Financial Statements.

### **(21) None of shares of the Company are lying in the demat suspense account or unclaimed suspense account.**

For and on behalf of the Board of Directors

Place: Kolkata  
Date: 28/05/2018

**(DAULAT JAIN)**  
Managing Director  
DIN: 00040088

**(PAWAN JAIN)**  
Chairman  
DIN: 00038076



## COMPANY SECRETARY CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To  
The Members of  
**Ashika Credit Capital Limited**

1. We have examined the compliance of conditions of Corporate Governance by Ashika Credit Capital Limited (hereinafter called the Company) for the Financial Year ended on 31st March, 2018, as stipulated in the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulations').
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us and based on the representation made by the directors and management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulations').
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **M R & Associates**  
Company Secretaries

Sd/-

**M R Goenka**  
Partner

FCS No: 4515  
C P No.: 2551

Place: Kolkata  
Date: 28.05.2018

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## CODE OF CONDUCT

To  
The Board of Directors of  
**Ashika Credit Capital Ltd.**

Dear Sirs,

I, Daulat Jain, Managing Director & CEO of Ashika Credit Capital Limited do hereby confirm that all the member of Board and Senior Management Personnel have affirmed compliance with Code of Conduct for the year ended 31st march 2018.

Thanking You  
For Ashika Credit Capital Ltd

**(Daulat Jain)**  
Managing Director & CEO

## COMPLIANCE CERTIFICATE

[Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015]

To  
The Board of Directors  
**Ashika Credit Capital Limited**

We, the undersigned in our respective capacity as Managing Director and Chief Executive Officer and Chief Financial Officer of Ashika Credit Capital Limited, do hereby certify to the best of our knowledge and belief that :

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We 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. We have indicated to the Auditors and the Audit committee
- (1) significant changes in internal control over financial reporting during the year;
  - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Yours sincerely,  
For, **Ashika Credit Capital Ltd**

**(Daulat Jain)**  
Chief Executive Officer

**(Amit Jain)**  
Chief Financial Officer

## INDEPENDENT AUDITOR'S REPORT

To the Members of  
Ashika Credit Capital Limited

### Report on the Financial Statements

We have audited the accompanying financial statements of Ashika Credit Capital Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls and ensuring their operating effectiveness and the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements

and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018, its profit and its cash flows for the year ended on that date.

### Other Matter

The financial statements of the Company for the year ended 31st March, 2017 were audited by P.K.Sah & Associates who expressed an unmodified opinion on those statements on 30th April, 2017.

Our opinion is not modified in respect of this matter.

### Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the

Act, we give in "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of written representations received from the directors as on 31st March, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in "Annexure 2";

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 on its financial position in its financial statements – Refer Note 22 to the financial statements;
- (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

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.103523W/ W100048

**Anand Kumar Jhunjunwala**

Partner

Membership No.056613

Kolkata

28th May, 2018

## ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report of even date, to the members of the Company on the financial statements for the year ended 31st March, 2018]

- |                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>(i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.</p> <p>(b) According to the information and explanations given to us, the Company's Management ("management")</p> | <p>physically verifies its fixed assets annually which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. As informed, no material discrepancies were noticed on such verification of fixed assets during the year.</p> |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

- (c) The title deeds of immovable properties recorded as fixed assets in the books of account of the Company are held in the name of the Company, except as detailed herein below :-

Land/ Building	Total number of cases	Leasehold/ Freehold	Gross Block as at 31st March, 2018 (₹)	Net Block as at 31st March, 2018 (₹)	Remarks
Building	1	Freehold	15,62,394	13,26,484	Conveyance is pending

- |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>(ii) The Company is a Non-Banking Finance Company ("NBFC") and it does not hold any inventory. Thus, paragraph 3(ii) of the Order is not applicable.</p> <p>(iii) The Company has granted secured and unsecured loans to a Company covered in the register maintained under Section 189 of the Act.</p> <p>(a) According to the information and explanation given to us, we are of the opinion that the terms and conditions of the grant of the aforesaid loans are not prejudicial to the Company's interest.</p> <p>(b) The schedule of repayment of principal and payment of interest in respect of the aforesaid loans has been stipulated and the payment of interest is regular. As per the schedule of repayment of principal, no amount was repayable as at 31st March 2018.</p> <p>(c) There is no amount which is overdue in respect of the aforesaid loans.</p> <p>(iv) According to the information and explanations given to us in respect of loans, investments, guarantees and security, the Company has complied with the provisions of section 185 and 186 of the Act wherever applicable.</p> <p>(v) According to the information and explanations given to us, the Company has not accepted any deposits from the public.</p> | <p>(vi) Being a Non-Banking Financial Company, the provisions of clause 3(vi) of the Order with regard to the maintenance of cost records are not applicable to the Company.</p> <p>(vii) (a) According to 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 and services tax, cess and any other material statutory dues have generally been regularly deposited with the appropriate authorities.</p> <p>According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were in arrears as at 31st March, 2018 for a period of more than six months from the date they became payable.</p> <p>(b) According to the information and explanations given to us, the dues as at 31st March, 2018 of income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax and goods and services tax, which have not been deposited on account of any dispute, are as follows :</p> |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Name of the Statute	Nature of dues	Amount (₹)	Period to which the amount relates (Financial Year)	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	1,10,500	2010-11	CIT (Appeals), Kolkata
Income Tax Act, 1961	Income Tax	34,590	2014-15	CIT (Appeals), Kolkata

(viii) Based on our audit procedures and as per the information and explanations given to us by the management, we are of the opinion that during the year the Company has not defaulted in repayment of loans or borrowings to a financial institution, bank or Government. The Company has not issued any debentures as at the balance sheet date.

(ix) The Company has neither raised money by way of initial public offer or further public offer (including debt instruments ) nor has obtained any term loans. Therefore, paragraph 3(ix) of the Order is not applicable to the Company.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given to us by the management, we report that we have neither come across any instance of fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.

(xi) According to the information and explanations given to us, managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

(xii) The Company is not a Nidhi Company.

(xiii) According to the information and explanation given to us and based on our examination of the records of the

Company, transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of Act where applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards.

(xiv) The Company has made preferential allotment of equity shares and fully convertible equity warrants during the year on 27th March, 2018 and as at 31st March, 2018 the Company had not yet used the amount raised. According to the information and explanations given to us, the requirements of Section 42 of the Act have been complied with.

(xv) As per the information and explanations given to us, the Company has not entered into any non-cash transactions during the year with directors or persons connected with them.

(xvi) The Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and the registration has been obtained.

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.103523W/ W100048

**Anand Kumar Jhunjunwala**

Partner

Membership No.056613

Kolkata  
28th May, 2018



## ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report of even date, to the members of the Company on the financial statements for the year ended 31st March, 2018]

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

We have audited the internal financial controls over financial reporting of the Company as of 31st March, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

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

### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting 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 operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

### Meaning of Internal Financial Controls Over Financial Reporting

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

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

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial 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

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial

reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Company, considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 103523W/ W100048

**Anand Kumar Jhunjunwala**

Partner

Membership No. 056613

Kolkata

28th May, 2018

## Balance Sheet as at 31st March, 2018

(₹ in Lakhs)

	Note No.	As at 31st March, 2018	As at 31st March, 2017
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	1,080.17	699.65
Reserves and Surplus	3	2,914.03	1,646.97
Money Received Against Share Warrants	2.6	97.20	-
		<b>4,091.40</b>	<b>2,346.62</b>
<b>Non-Current Liabilities</b>			
Long-Term Provisions	4	<b>17.83</b>	<b>828.90</b>
<b>Current Liabilities</b>			
Short-Term Borrowings	5	9,173.73	550.00
Trade Payables			
- Due to Micro and Small Enterprises	6	-	-
Other Current Liabilities	7	103.16	21.70
Short-Term Provisions	8	44.61	6.60
		<b>9,321.50</b>	<b>578.30</b>
<b>TOTAL</b>		<b>13,430.73</b>	<b>3,753.82</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets	9		
- Tangible Assets		18.71	19.19
Non-Current Investments	10	18.80	18.80
Deferred Tax Assets (Net)	11	119.10	216.48
Long-Term Loans and Advances	12	175.67	152.94
		<b>332.28</b>	<b>407.41</b>
<b>Current Assets</b>			
Cash and Cash Equivalents	13	1,557.56	48.65
Short-Term Loans and Advances	14	11,234.89	3,277.10
Other Current Assets	15	306.00	20.66
		<b>13,098.45</b>	<b>3,346.41</b>
<b>TOTAL</b>		<b>13,430.73</b>	<b>3,753.82</b>

Significant Accounting Policies and Notes to Financial Statements 1 to 31

The Notes referred to above form an integral part of the Balance Sheet

This is the Balance Sheet referred to in our report of even date

 For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 103523W/W100048

**Anand Kumar Jhunjunwala**
*Partner*

Membership No. 056613

Place: Kolkata

Date: 28th May, 2018

For and on behalf of the Board of Directors

**Daulat Jain**
*Managing Director & Chief Executive Officer*
**Pawan Jain**
*Chairman*
**Anju Mundhra**
*Company Secretary*
**Amit Jain**
*Chief Financial Officer*

## Statement of Profit and Loss for the year ended 31st March, 2018

(₹ in Lakhs)

	Note No.	Year ended 31st March, 2018	Year ended 31st March, 2017
<b>INCOME</b>			
Revenue from Operations	16	1,089.84	183.22
Other Income	17	13.85	-
<b>Total Income</b>		<b>1,103.69</b>	<b>183.22</b>
<b>EXPENSES</b>			
Finance Costs	18	464.12	0.28
Employee Benefits Expense	19	158.44	135.29
Depreciation / Amortisation and Impairment Expense	9	0.48	0.39
Administrative and Other Expenses	20	54.83	37.88
Bad Debt written off, Provisions, Contingencies and Diminutions	4.1	49.41	(289.24)
<b>Total Expenses</b>		<b>727.28</b>	<b>(115.40)</b>
<b>Profit Before Tax</b>		<b>376.41</b>	<b>298.62</b>
Tax Expense:			
-Current Tax		-	27.57
-Deferred Tax		97.38	78.29
-Tax in respect of earlier years		1.31	4.50
<b>Total Tax Expense</b>		<b>98.69</b>	<b>110.36</b>
<b>Profit After Tax</b>		<b>277.72</b>	<b>188.26</b>
<b>Earnings per Equity Share (in ₹)</b>	21		
(Par Value ₹10/- per Equity Share)			
-Basic		3.94	2.69
-Diluted		3.93	2.69

Significant Accounting Policies and Notes to Financial Statements 1 to 31

The Notes referred to above form an integral part of the Statement of Profit and Loss

This is the Statement of Profit and Loss referred to in our report of even date

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 103523W/W100048

**Anand Kumar Jhunjunwala**

Partner

Membership No. 056613

Place: Kolkata

Date: 28th May, 2018

For and on behalf of the Board of Directors

**Daulat Jain**

Managing Director & Chief Executive Officer

**Pawan Jain**

Chairman

**Anju Mundhra**

Company Secretary

**Amit Jain**

Chief Financial Officer

## Cash Flow Statement for the year ended 31st March, 2018

(₹ in Lakhs)

	Year ended 31st March, 2018	Year ended 31st March, 2017
<b>A. Cash Flow from Operating Activities</b>		
<b>Profit Before Tax</b>	<b>376.41</b>	<b>298.62</b>
Adjustment for:		
Depreciation / Amortisation and Impairment Expenses	0.48	0.39
Provision for Non-Performing Assets	26.50	-
Contingent Provision against Standard Assets	22.91	4.39
Provision against Current Investments	-	(293.63)
Loss on sale of Non-Current Investments	-	0.68
(Profit) / Loss on sale of Current Investments	(0.60)	71.06
Loss on transfer of Right to Property	-	0.30
Dividend Income	-	(0.76)
<b>Operating Profit before Working Capital Changes</b>	<b>425.70</b>	<b>81.05</b>
<b>Changes in Working Capital</b>		
Adjustments for:		
Increase / (Decrease) in Trade Payables/ Others	(742.10)	(20.95)
(Increase) / Decrease in Receivables & Others	(104.91)	45.76
(Increase) / Decrease in Loan Assets	(8,179.37)	(1,736.64)
<b>Cash Generated from Operations</b>	<b>(8,600.68)</b>	<b>(1,630.78)</b>
Direct Tax Refunded / (Paid) (net)	<b>18.21</b>	<b>(6.02)</b>
<b>Net Cash (Used in) / Generated from Operating Activities</b>	<b>(8,582.47)</b>	<b>(1,636.80)</b>
<b>B. Cash Flow from Investing Activities</b>		
Proceeds from Sale / Redemption of Non - Current Investments	-	4.00
Proceeds from Sale / Redemption of Current Investments	408.56	6,535.33
Purchase of Current Investments	(407.96)	(5,451.16)
Purchase of Fixed Assets	-	(0.42)
Dividend Received	-	0.76
<b>Net Cash (Used in) / Generated from Investing Activities</b>	<b>0.60</b>	<b>1,088.51</b>
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from issue of Equity Shares (including securities premium)	1,369.86	-
Proceeds from issue of Share Warrants	97.20	-
Increase / (Decrease) in Short-Term Borrowings	8,623.72	550.00
<b>Net Cash (Used in) / Generated from Financing Activities</b>	<b>10,090.78</b>	<b>550.00</b>
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents</b>	<b>1,508.91</b>	<b>1.71</b>
<b>Cash &amp; Cash Equivalents at the beginning of the year</b>	<b>48.65</b>	<b>46.94</b>
<b>Cash &amp; Cash Equivalents at the end of the year (refer Note No.13)</b>	<b>1,557.56</b>	<b>48.65</b>

### Explanations:

- The above Cash Flow Statement has been prepared under the Indirect Method as set out in the Accounting Standard 3 'Cash Flow Statements'.
- Previous year figures have been rearranged/ regrouped wherever necessary to conform to the current year's classification. This is the Cash Flow Statement referred to in our report of even date.

For **Haribhakti & Co. LLP**  
 Chartered Accountants  
 ICAI Firm Registration No. 103523W/W100048

**Anand Kumar Jhunjunwala**  
 Partner  
 Membership No. 056613

Place: Kolkata  
 Date: 28th May, 2018

For and on behalf of the Board of Directors

**Daulat Jain**  
 Managing Director & Chief Executive Officer

**Pawan Jain**  
 Chairman

**Anju Mundhra**  
 Company Secretary

**Amit Jain**  
 Chief Financial Officer

## Significant Accounting Policies and Notes to Financial Statements

### 1(a) Corporate Information

Ashika Credit Capital Limited (the "Company") is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The shares of the Company are listed on The Calcutta Stock Exchange Limited and Metropolitan Stock Exchange of India Limited. The Company received a Certificate of Registration from the Reserve Bank of India ("RBI") on 07th September, 1998 to commence/carry on the business of Non Banking Financial Institution ("NBFI").

### 1(b) Significant Accounting Policies

#### 1.1 Basis of Preparation

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India, under the historical cost convention, on accrual basis. As per Rule 7 of The Companies (Accounts) Rules, 2014, the standards of accounting as specified under the Companies Act, 1956 shall be deemed to be the accounting standards until accounting standards are specified by the Central Government under Section 133 of the Companies Act, 2013. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under section 211 (3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006], the relevant provisions of the Companies Act, 2013 and the guidelines issued by the Reserve Bank of India ('RBI') as applicable to a Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking Company ('NBFC'). The accounting policies applied by the Company are consistent with those applied in the previous year except as otherwise stated elsewhere.

#### Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Schedule III of the Companies Act, 2013.

For the Company, there is generally no clearly identifiable normal operating cycle and hence the normal operating cycle for the Company is assumed to have a duration of 12 months.

#### 1.2 Use of estimates

The preparation of financial statements requires the management to make estimates and assumptions which are considered to arrive at the reported amounts of assets and liabilities and disclosure of contingent liabilities as on the date of the financial statements and the reported income and expenses during the reporting year. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates. The difference between the actual results and the estimates are recognized in the periods in which the results are known / materialized. Any revision to the accounting estimates is recognized prospectively in the current and future accounting years.

#### 1.3 Fixed Assets, Depreciation / Amortisation and Impairment

##### i) Fixed Assets

Tangible fixed assets are carried at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises of the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use.

##### ii) Depreciation

Depreciation on tangible assets, is provided over the estimated useful life of assets, in accordance with Schedule II to the Companies Act, 2013. The residual value of assets is considered at 5%.

The Company has adopted the useful life as specified in Schedule II to the Companies Act, 2013.

The assets for which useful life are adopted as specified in Schedule II to the Companies Act, 2013 are as follows:

	Asset Description (as per Note No. 9)	Estimated useful Life as per Schedule II
	<b>Assets for Own Use</b>	
i)	Buildings	60 years
ii)	Computers and printers	3 years

Depreciation on assets purchased / sold during the reporting year is recognised on pro-rata basis.



## Significant Accounting Policies and Notes to Financial Statements

### iii) Impairment

The carrying amount of assets is reviewed at each Balance Sheet date to determine if there is any indication of impairment, based on internal / external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation, if there was no impairment.

### 1.4 Borrowing Costs

Borrowing costs consist of interest and other ancillary cost that an entity incurs in connection with the borrowing of funds. Borrowing costs are recognised as expense in the period in which they are incurred.

### 1.5 Operating Leases

#### Where the Company is lessee

Leases under which all the risks and benefit of ownership are effectively retained by the lessor are classified as operating leases. Amount due under the operating leases are charged to the Statement of Profit and Loss, on a straight-line method over the lease term in accordance with Accounting Standard 19 on 'Leases'.

### 1.6 Investments

Investments which are readily realisable and intended to be held for not more than one year from the date on which such investments are made are classified as current investments in accordance with the RBI guidelines and Accounting Standard 13 on 'Accounting for Investments'. Current investments also include current maturities of long-term investments. All other investments are classified as non-current investments. Current investments are carried at lower of cost and market price determined category-wise. All Non-Current investments, are carried at cost. However, provision for diminution in value, other than temporary in nature, is made to recognise a decline, on an individual basis.

Cost is arrived at on first-in, first-out method for the purpose of valuation of investment.

### 1.7 Provisioning / Write-off of assets

The Company makes provision for Standard and Non-Performing Assets as per Master Direction - Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016, as amended from time to time.

Loans & Advances which, as per the management are not likely to be recovered, are considered as bad debts and written off.

### 1.8 Revenue Recognition

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company, it can be reliably measured and it is reasonable to expect ultimate collection.

- a) Income from loans is recognised on accrual basis, except in the case of non-performing assets where it is recognised, upon realisation, as per the Prudential Norms / Directions of RBI, applicable to NBFCs.
- b) Interest income from loan assets is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.
- c) Income from Dividend of shares of corporate bodies is accounted when the Company's right to receive the dividend is established.
- d) Revenue from trading in securities/intraday transactions is accounted for on trade date basis.
- e) Profit or Loss on sale of non-current and current investments are recognised when a binding obligation has been entered into.
- f) All other income is accounted for on accrual basis.

### 1.9 Retirement and Other Employee Benefits

- a) Retirement and employee benefits in the form of Provident Fund and Employee State Insurance are defined contribution plans and the Company's contributions, paid or payable during the reporting period, are charged to the Statement of Profit and Loss.

## Significant Accounting Policies and Notes to Financial Statements

- b) Gratuity liability is a defined benefit plan and is provided for on the basis of actuarial valuation on projected unit credit method at the Balance Sheet date.
- c) Long-Term compensated absences are provided for based on actuarial valuation as per projected unit credit method at the Balance Sheet date.
- d) Actuarial gains / losses are charged to the Statement of Profit and Loss and are not deferred.

### 1.10 Taxes on Income

Tax expense comprises of current tax [(net of Minimum Alternate Tax (MAT) credit entitlement)] and deferred tax.

Current tax is the amount of tax payable on the taxable income for the year determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax reflects the impact of timing differences between taxable income and accounting income for the current reporting year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities. The deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each Balance Sheet date, the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in guidance note issued by The Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

### 1.11 Segment Reporting

Based on the risks and returns associated with business operations and in terms of Accounting Standard-17 (Segment Reporting), the Company is predominantly engaged in a single reportable segment of 'Financial Services'.

### 1.12 Provision, Contingent Liabilities and Contingent Assets

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent Liabilities are not recognised but are disclosed in the notes to financial statements. Contingent Assets are neither recognised nor disclosed in the financial statements.

### 1.13 Earnings Per Share (EPS)

Basic EPS is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted EPS, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### 1.14 Prior Period and Extra Ordinary Items

Prior Period and Extra Ordinary items having material impact on the financial affairs of the Company are disclosed separately.

## Significant Accounting Policies and Notes to Financial Statements

### 2. SHARE CAPITAL

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	No. of Shares	₹ in lakhs	No. of Shares	₹ in lakhs
<b>Authorised</b>				
Equity Shares, ₹10/- par value per share	2,02,50,000	2,025.00	2,02,50,000	2,025.00
<b>Issued and subscribed</b>				
Equity Shares, ₹10/- par value per share	1,08,06,174	1,080.62	70,01,000	700.10
<b>Fully Paid-up</b>				
Equity Shares, ₹10/- par value per share	1,08,00,000	1,080.00	69,94,826	699.48
<b>Forfeited Shares</b>	6,174	0.17	6,174	0.17
		<b>1,080.17</b>		<b>699.65</b>

#### 2.1 Reconciliation of the Number of Equity Shares outstanding

The reconciliation of the number of equity shares outstanding and the corresponding amount thereof, as at the Balance Sheet date is set out below:

Equity Shares	As at 31st March, 2018		As at 31st March, 2017	
	No. of Shares	₹ in lakhs	No. of Shares	₹ in lakhs
At the beginning of the year	69,94,826	699.48	69,94,826	699.48
Add: Issued during the year (refer Note No. 2.5)	38,05,174	380.52	-	-
At the end of the year	1,08,00,000	1,080.00	69,94,826	699.48

#### 2.2 Rights, preferences and restrictions in respect of Equity Shares

The Company's authorised capital consists of one class of shares, referred to as Equity Shares having par value of ₹10/- each. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### 2.3 Shares allotted as fully paid-up without payment being received in cash/by way of bonus shares (during 5 years preceding 31st March, 2018) -

The Company has not issued any shares without payment being received in cash/ by way of bonus shares since 2012-13.

#### 2.4 Details of Shareholders holding more than 5% of the equity shares each, are set out below:

Name of the shareholders	As at 31st March, 2018		As at 31st March, 2017	
	No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
Pawan Jain (HUF)	7,89,000	7.31	7,89,000	11.28
Ashika Hedge Fund Pvt. Ltd.	8,36,900	7.75	5,66,900	8.10
Ashika Share Trading Pvt. Ltd.	7,70,000	7.13	5,00,000	7.15

2.5 The Company had issued and allotted 38,05,174 Equity Shares of the face value of ₹10 each at a premium of ₹26 per share on preferential basis to some of the Promoter and Non-Promoter Group Entities on 27th March, 2018.

#### 2.6 MONEY RECEIVED AGAINST SHARE WARRANTS

The Company had issued and allotted 10,80,000 Fully Convertible Warrants to one of the Promoter Group Entities on a preferential basis on 27th March, 2018 on receipt of 25% of the issue price amounting to ₹97.20 Lakh, entitling it to obtain equivalent number of equity shares of ₹10 each fully paid-up (including premium of ₹26 per share).

## Notes to Financial Statements

### 3. RESERVES AND SURPLUS

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Securities Premium Reserve</b>		
Opening balance	2,091.87	2,091.87
Add : On account of issue of equity shares (refer Note No. 2.5)	989.34	-
Closing balance	<b>3,081.21</b>	<b>2,091.87</b>
<b>Special Reserve (Reserve Fund as per Section 45-IC of the Reserve Bank of India Act, 1934)</b>		
Opening balance	128.93	91.28
Add: Transfer from Surplus in the Statement of Profit and Loss	55.54	37.65
Closing balance	<b>184.47</b>	<b>128.93</b>
<b>Surplus in the Statement of Profit and Loss</b>		
Opening balance	(573.83)	(724.43)
Add: Net profit for the year	277.72	188.25
Amount available for appropriation	<b>(296.11)</b>	<b>(536.18)</b>
<b>Appropriations:</b>		
Transferred to Special Reserve	55.54	37.65
Closing balance	<b>(351.65)</b>	<b>(573.83)</b>
<b>Total Reserves and Surplus</b>	<b>2,914.03</b>	<b>1,646.97</b>

### 4. LONG-TERM PROVISIONS

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Provision for Employee Benefits (refer Note No. 24)</b>		
Gratuity	16.19	14.14
Unavailed Leave	1.46	1.26
	<b>(A)</b>	<b>15.40</b>
<b>Other Provisions</b>		
Contingent Provisions against Standard Assets (refer Note No. 4.2)	0.18	-
Provision for Bad Debts (refer Note No. 4.2)	-	813.50
	<b>(B)</b>	<b>813.50</b>
<b>Total (A+B)</b>	<b>17.83</b>	<b>828.90</b>

#### 4.1 Bad Debt written off/ Provisions, Contingencies & Diminutions

(₹ in Lakhs)

Particulars	2017-18	2016-17
Bad Debts written off (net)	825.00	-
Provision for Bad Debts (refer Note No. 4.2)	(798.50)	-
Contingent Provisions against Standard Assets (refer Note No. 4.2)	22.91	4.39
Provision for Diminution in Value of Investment	-	(293.63)
<b>Total</b>	<b>49.41</b>	<b>(289.24)</b>

#### 4.2 Nature of certain provisions and their movement

Provision for Bad Debts is made in the financial statements according to the Prudential Norms prescribed by RBI for NBFCs.

## Notes to Financial Statements

### 4. LONG-TERM PROVISIONS (Contd.)

The Company creates a general provision at 0.25% of the standard assets outstanding on the balance sheet date, as per the RBI Prudential Norms.

The following table sets forth the movement of aforesaid Provisions.

(₹ in Lakhs)

Particulars	Provision for Bad Debts		Contingent Provisions against Standard Assets	
	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2018	As at 31st March, 2017
Opening balance	813.50	813.50	6.09	1.70
Provision made during the year	26.50	-	22.91	4.39
Provision reversed during the year on Bad Debts written off	(825.00)	-	-	-
<b>Closing balance</b>	<b>15.00</b>	<b>813.50</b>	<b>29.00</b>	<b>6.09</b>

### 5. SHORT-TERM BORROWINGS

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>A. Secured</b>		
<b>Loans repayable on demand</b>		
Working Capital Facilities from Financial Institutions <sup>1</sup>	959.44	-
<b>Other Loans</b>		
Working Capital Facilities from Financial Institutions <sup>1</sup>	6,686.29	-
<b>(A)</b>	<b>7,645.73</b>	<b>-</b>
<b>B. Unsecured</b>		
<b>Other Loans</b>		
Working Capital Facilities from Related Parties	-	550.00
Working Capital Facilities from Others	1,528.00	-
<b>(B)</b>	<b>1,528.00</b>	<b>550.00</b>
<b>Total (A+B)</b>	<b>9,173.73</b>	<b>550.00</b>

<sup>1</sup>Secured against fully paid up equity shares which were kept as collateral with the Company by the parties to whom loans were disbursed by the Company.

## TRADE PAYABLES

### 6. DUE TO MICRO AND SMALL ENTERPRISES

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
a) The principal amount and interest due thereon remaining unpaid to any supplier	-	-
b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of payment made to the supplier beyond the appointed day	-	-
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
d) The amount of interest accrued and remaining unpaid	-	-

## Notes to Financial Statements

### 6. DUE TO MICRO AND SMALL ENTERPRISES (Contd.)

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
e) The amount of further interest remaining due and payable even in the succeeding year until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

### 7. OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Interest Accrued but not due on Borrowings	60.01	0.25
Interest Accrued and due on Borrowings	5.85	-
Statutory Liabilities	14.37	6.28
Payable to Employees	14.22	13.24
Liability for Operating Expenses	8.71	1.93
<b>Total</b>	<b>103.16</b>	<b>21.70</b>

### 8. SHORT-TERM PROVISIONS

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Provision for Employee Benefits (refer Note No. 24)</b>		
Gratuity	0.72	0.44
Unavailed Leave	0.07	0.06
<b>(A)</b>	<b>0.79</b>	<b>0.50</b>
<b>Other Provisions</b>		
Contingent Provisions against Standard Assets (refer Note No. 4.2)	28.82	6.10
Provision for Bad Debts (refer Note No. 4.2)	15.00	-
<b>(B)</b>	<b>43.82</b>	<b>6.10</b>
<b>Total (A+B)</b>	<b>44.61</b>	<b>6.60</b>

### 9. FIXED ASSETS

(₹ in Lakhs)

Particulars	Gross Block/Original Cost					Depreciation/ Amortisation and Impairment				Net Carrying Value
	As at 1st April, 2017	Additions during the year	Adjustments during the year	Disposals during the year	As at 31st March, 2018	As at 1st April, 2017	For the year	Disposals during the year	As at 31st March, 2018	As at 31st March, 2018
	(a)	(b)	(c)	(d)	(e=a+b+c-d)	(f)	(g)	(h)	(i=f+g-h)	(e-i)
<b>Tangible Assets:</b>										
<b>Assets for Own use</b>										
Buildings <sup>1</sup>	21.88	-	-	-	21.88	3.55	0.35	-	3.90	17.98
Computers and printers	10.22	-	-	-	10.22	9.36	0.13	-	9.49	0.73
<b>Total</b>	<b>32.10</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>32.10</b>	<b>12.91</b>	<b>0.48</b>	<b>-</b>	<b>13.39</b>	<b>18.71</b>

<sup>1</sup>Building includes ₹15.62 lakhs in respect of which conveyance is pending.



## Notes to Financial Statements

### 9. FIXED ASSETS (Contd.)

(₹ in Lakhs)

Particulars	Gross Block/Original Cost					Depreciation/ Amortisation and Impairment				Net Carrying Value
	As at 1st April, 2016	Additions during the year	Adjustments during the year	Disposals during the year	As at 31st March, 2017	As at 1st April, 2016	For the year	Disposals during the year	As at 31st March, 2017	As at 31st March, 2017
	(a)	(b)	(c)	(d)	(e=a+b+c-d)	(f)	(g)	(h)	(i=f+g-h)	(e-i)
<b>Tangible Assets:</b>										
<b>Assets for Own use</b>										
Buildings <sup>1</sup>	21.88	-	-	-	21.88	3.21	0.34	-	3.55	18.33
Computers and printers	9.80	0.42	-	-	10.22	9.31	0.05	-	9.36	0.86
<b>Total</b>	<b>31.68</b>	<b>0.42</b>	<b>-</b>	<b>-</b>	<b>32.10</b>	<b>12.52</b>	<b>0.39</b>	<b>-</b>	<b>12.91</b>	<b>19.19</b>

<sup>1</sup>Building includes ₹15.62 lakhs in respect of which conveyance is pending.

### 10. NON-CURRENT INVESTMENTS

Particulars	Face value (₹)	Quantity		₹ in lakhs	
		As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2018	As at 31st March, 2017
<b>Investments- at cost unless otherwise stated</b>					
<b>In Equity Instruments (Unquoted)</b>					
Shishir Exports Pvt. Ltd.	10	62,610	62,610	18.79	18.79
Maniratnam Flat Owners Association	1	1,298	1,298	0.01	0.01
<b>Total</b>				<b>18.80</b>	<b>18.80</b>

### 11. DEFERRED TAX ASSETS (Net)

In terms of Accounting Standard 22, the net Deferred Tax Asset (DTA) reversed during the year is ₹97.38 lakhs (Previous year: ₹78.29 lakhs). Consequently, the net DTA as at year-end stands at ₹119.10 lakhs (Previous Year: ₹216.48 lakhs). The break-up of deferred tax is as follows:

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Deferred Tax Assets</b>		
Provision of Gratuity	4.35	3.74
Provision for Unavailed Leave	0.39	0.34
Income derecognised on Non-performing Assets	-	1.49
Contingent Provision against Standard Assets	7.47	1.57
Business Loss	103.18	0.00
Provisions for Non-Performing Assets	3.86	209.48
	<b>(A) 119.25</b>	<b>216.62</b>
<b>Deferred Tax Liabilities</b>		
Difference between tax depreciation and book depreciation on fixed assets	0.15	0.14
	<b>(B) 0.15</b>	<b>0.14</b>
<b>Total (A-B)</b>	<b>119.10</b>	<b>216.48</b>

## Notes to Financial Statements

### 12. LONG-TERM LOANS AND ADVANCES

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Unsecured, Considered Good</b>		
<b>Loan Assets</b>		
Loans to Others	75.00	-
<b>Others</b>		
Advances		
Capital Advances	-	33.93
Security Deposits		
To Related parties	1.00	0.60
To Others	0.33	0.65
Advance Tax [(net of provision for tax ₹38.14 lakhs) (previous year ₹38.14 lakhs)]	99.34	117.76
<b>Total</b>	<b>175.67</b>	<b>152.94</b>

### 13. CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Cash on Hand	4.90	4.10
Balances with Banks - in Current Account	1,482.88	44.55
Cheques on Hand <sup>1</sup>	69.78	-
<b>Total</b>	<b>1,557.56</b>	<b>48.65</b>

<sup>1</sup> Cheques on Hand have been since realised.

### 14. SHORT-TERM LOANS AND ADVANCES

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Secured, Considered Good</b>		
<b>Loan Assets</b>		
Loans to Related parties <sup>1</sup>	227.84	-
Loans to Others <sup>1</sup>	6,481.80	1,564.38
<b>Unsecured, Considered Good</b>		
<b>Loan Assets</b>		
Loans to Related parties	111.50	-
Loans to Others <sup>2</sup>	4,395.32	1,697.71
<b>Others</b>		
Advances		
Advances for Operating Expenses	1.80	0.05
Employee Advances	0.42	0.09
Security Deposits		
To Related Parties	0.60	-
Balance with Revenue Authorities	0.99	-
Prepaid Expenses	-	0.25
MAT Credit Entitlement	14.62	14.62
<b>Total</b>	<b>11,234.89</b>	<b>3,277.10</b>

<sup>1</sup> Secured by way of maintaining a margin of such percentage as stipulated in the Loan Agreement relevant to the loan facility or as varied by the Company consisting of securities acceptable to the Company.

<sup>2</sup> Includes Non-Performing Assets of ₹150 lakhs (Previous year ₹845 lakhs).

## Notes to Financial Statements

### 15. OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Unsecured, Considered Good</b>		
<b>Loan Assets</b>		
Current Maturities of Long-Term Loan Assets	150.00	-
<b>Others</b>		
Interest Accrued but not due on Loan Assets	127.44	13.89
Interest Accrued and due on Loan Assets	28.56	6.77
<b>Total</b>	<b>306.00</b>	<b>20.66</b>

### 16. REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	2017-18	2016-17
Income from Loan Assets	1,089.24	158.81
Advisory Service Fees	-	205.24
Interest from Long Term Investment	-	0.12
Profit / (Loss) on Sale of Current Investments (net)	0.60	(71.06)
Dividend Income	-	0.76
Loss on Trading in Derivatives in Equity	-	(109.97)
Loss on Sale of Long Term Investment	-	(0.68)
<b>Total</b>	<b>1,089.84</b>	<b>183.22</b>

### 17. OTHER INCOME

(₹ in Lakhs)

Particulars	2017-18	2016-17
Other Non-Operating Income	13.85	-
<b>Total</b>	<b>13.85</b>	<b>-</b>

### 18. FINANCE COSTS

(₹ in Lakhs)

Particulars	2017-18	2016-17
Interest Expense	464.12	0.28
<b>Total</b>	<b>464.12</b>	<b>0.28</b>

### 19. EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)

Particulars	2017-18	2016-17
Salaries, Allowances and Bonus	148.65	126.73
Contribution to Provident and Other Funds (refer Note No. 24)	8.40	7.38
Staff Welfare Expenses	1.39	1.18
<b>Total</b>	<b>158.44</b>	<b>135.29</b>

### 20. ADMINISTRATIVE AND OTHER EXPENSES

(₹ in Lakhs)

Particulars	2017-18	2016-17
Communication Expenses	0.04	0.40
Legal & Professional Fees	6.27	3.80
Electricity Charges	0.69	0.09
Rent	2.15	1.20
Rates and Taxes	0.26	0.26
Payments to the Auditor (refer Note No. 20.1)	8.37	1.49

## Notes to Financial Statements

### 20. ADMINISTRATIVE AND OTHER EXPENSES

(₹ in Lakhs)

Particulars	2017-18	2016-17
Maintenance	1.29	0.83
Travelling and Conveyance	19.45	16.38
Printing and Stationery	1.82	1.71
Advertisement Expense	1.62	1.72
Fees and Subscriptions	5.33	2.55
Business Promotion Expenses	3.19	3.65
Directors' Sitting Fees	1.57	1.87
Postage and Courier	0.35	0.43
Loss on Transfer of Right to Property	-	0.30
Miscellaneous Expenses	2.43	1.20
<b>Total</b>	<b>54.83</b>	<b>37.88</b>

### 20.1 Payments to the Auditor:

(₹ in Lakhs)

Particulars	2017-18	2016-17
As Auditor - Statutory Audit and Limited Reviews	6.65	1.18
For Other Services (Certification, etc.)	0.05	0.08
Tax Audit	1.64	0.23
For Reimbursement of Expenses	0.03	-
<b>Total</b>	<b>8.37</b>	<b>1.49</b>

### 21. EARNINGS PER EQUITY SHARE

Particulars	2017-18	2016-17
(a) Profit after tax attributable to Equity Shareholders (₹ in lakhs)	277.72	188.26
(b) Weighted average number of Equity Shares (Basic)	70,46,952	69,94,826
(c) Weighted average number of Potential Equity Shares	14,795	-
(d) Weighted average number of Equity Shares (Diluted)	70,61,747	69,94,826
(e) Nominal Value of Equity per share (₹)	10	10
(f) Basic Earnings per share [(a)/(b)] (₹)	<b>3.94</b>	<b>2.69</b>
(g) Diluted Earnings per share [(a)/(d)] (₹)	<b>3.93</b>	<b>2.69</b>

### 22. CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Contingent Liabilities</b>		
Claims against the Company not acknowledged as debts:		
Income Tax	0.35	-
<b>Total</b>	<b>0.35</b>	<b>-</b>

### 23. LEASES

#### In the capacity of Lessee

- The Company has cancellable operating lease arrangement for office premises, which is of 3 years and is usually renewable by mutual consent, on mutually agreeable terms. Lease payments charged to the Statement of Profit and Loss with respect to such leasing arrangement aggregate to ₹0.90 lakhs (Previous year Nil).
- Further, the Company has a non-cancellable operating lease arrangements for office premises, which is of 3 years and is usually renewable by mutual consent on mutually agreeable terms. In respect of such arrangements, lease payments for the year aggregating to ₹1.20 lakhs (Previous year ₹1.20 lakhs) have been recognised in the Statement of Profit and Loss.

## Notes to Financial Statements

### 23. LEASES (Contd.)

The future lease payments in respect of the above non-cancellable operating leases are as follows:

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Not later than 1 year	0.70	1.20
Later than 1 year but not later than 5 years	-	0.70
Later than 5 years	-	-
<b>Total</b>	<b>0.70</b>	<b>1.90</b>

### 24. DISCLOSURE PURSUANT TO ACCOUNTING STANDARD 15- EMPLOYEE BENEFITS

a. Expenses recognised in the Statement of Profit and Loss are as follows:

(₹ in Lakhs)

Particulars	Gratuity		Unavailed Leave	
	2017-2018	2016-2017	2017-2018	2016-2017
Current service cost	2.63	2.30	0.17	0.11
Interest cost	1.13	0.82	0.10	0.09
Expected return on plan assets	-	-	-	-
Net actuarial losses/(gains)	(1.43)	4.10	(0.08)	0.12
<b>Net benefit expenses</b>	<b>2.33</b>	<b>7.22</b>	<b>0.19</b>	<b>0.32</b>

b. Net Liability recognised in the Balance Sheet is as follows:

(₹ in Lakhs)

Particulars	Gratuity		Unavailed Leave	
	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2018	As at 31st March, 2017
Defined benefit obligation	16.91	14.58	1.53	1.32
Fair value of plan assets	-	-	-	-
<b>Net Liability</b>	<b>16.91</b>	<b>14.58</b>	<b>1.53</b>	<b>1.32</b>
- Non-Current	16.19	14.14	1.46	1.26
- Current	0.72	0.44	0.07	0.06

c. Changes in the present value of the defined benefit obligations are as follows:

(₹ in Lakhs)

Particulars	Gratuity		Unavailed Leave	
	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2018	As at 31st March, 2017
Opening defined benefit obligation	14.58	7.35	1.32	1.00
Interest Cost	1.13	0.82	0.11	0.09
Current service cost	2.63	2.31	0.17	0.11
Benefits paid	-	-	-	-
Actuarial losses/(gains)	(1.43)	4.10	(0.07)	0.12
Closing defined benefit obligation	16.91	14.58	1.53	1.32

d. The principal assumptions used in determining the gratuity and leave liability are as shown below:

	As at 31st March, 2018	As at 31st March, 2017
Discount rate (%)	7.75%	7.50%
Salary growth rate (%)	6.00%	6.00%
Withdrawal rates based on age (%)	Varying between 8% and 1% per annum depending upon the duration and age of the employees.	
Mortality	Indian Assured Lives Mortality (2006-2008) ultimate	Indian Assured Lives Mortality (2006-2008) ultimate

## Notes to Financial Statements

### 24. DISCLOSURE PURSUANT TO ACCOUNTING STANDARD 15- EMPLOYEE BENEFITS (Contd.)

e. The amounts for the current and previous years are as follows:

(₹ in Lakhs)

Particulars	Gratuity				
	2017-18	2016-17	2015-16	2014-15	2013-14
Defined benefit obligation	16.91	14.58	7.35	5.05	1.02
Fair Value of Plan Assets	-	-	-	-	-
Deficit	(16.91)	(14.58)	(7.35)	(5.05)	(1.02)
Experience adjustments on plan liabilities Gain /(Loss)	0.33	(0.66)	(0.34)	(0.12)	1.84
Experience adjustments on plan assets Gain / (Loss)	-	-	-	-	-

e. The amounts for the current and previous years are as follows:

(₹ in Lakhs)

Particulars	Unavailed Leave				
	2017-18	2016-17	2015-16	2014-15	2013-14
Defined benefit obligation	1.53	1.32	1.00	0.49	0.24
Fair Value of Plan Assets	-	-	-	-	-
Deficit	(1.53)	(1.32)	(1.00)	(0.49)	(0.24)
Experience adjustments on plan liabilities Gain /(Loss)	0.03	(0.07)	(0.09)	(0.01)	0.08
Experience adjustments on plan assets Gain / (Loss)	-	-	-	-	-

f. The estimate of future salary increase, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employee market.

g. The amount provided for defined contribution plan is as follows:

(₹ in Lakhs)

Particulars	As at	As at
	31st March, 2018	31st March, 2017
Contribution to Provident Fund	8.18	7.22
Contribution to Employee State Insurance	0.22	0.16
<b>Total</b>	<b>8.40</b>	<b>7.38</b>

### 25. DISCLOSURE PURSUANT TO ACCOUNTING STANDARD 18 - RELATED PARTY DISCLOSURES

#### Key Management Personnel (KMP) :

Pawan Jain – Executive Chairman and Whole time Director

Daulat Jain – Managing Director & Chief Executive Officer

Anju Mundhra - Company Secretary (Resigned from post of Director w.e.f. 20.11.2017)

Amit Jain – Chief Financial Officer

#### Enterprises over which KMP and/or relative of such KMP is able to exercise significant influence (with whom transactions have taken place during the year):

Ashika Global Securities Pvt. Ltd.

Ashika Stock Broking Ltd.

Ashika Hedge Fund Pvt. Ltd.

Ashika Share Trading Pvt. Ltd.

Ashika Business Pvt. Ltd.

Puja Sales Promotion Pvt. Ltd.

Shishir Exports Pvt. Ltd.

Pawan Jain (HUF)



## Notes to Financial Statements

### 25. DISCLOSURE PURSUANT TO ACCOUNTING STANDARD 18 - RELATED PARTY DISCLOSURES (Contd.)

#### Details of Related Parties Transactions:

(₹ in Lakhs)

Name of the party and Nature of Relationship	Nature of Transaction	Year Ended 31st March, 2018		Year Ended 31st March, 2017	
		For the year	Balance Outstanding as on 31.03.2018	For the year	Balance Outstanding as on 31.03.2017
<b>Enterprises over which KMP and/or relative of such KMP is able to exercise significant influence (with whom transactions have taken place during the year):</b>					
Ashika Global Securities Pvt. Ltd.	Issue of Equity Shares (including premium)	185.46	-	-	-
	Issue of Share Warrants	97.20	-	-	-
	Loans Taken	4,792.00	-	550.00	550.00
	Loans Repaid	5,342.00	-	-	-
	Interest on Loan paid	58.47	-	0.28	0.25
Ashika Stock Broking Ltd.	Margin Money Paid	-	-	643.00	-
	Computer Software Charges	0.85	-	-	-
	Demat Charges	1.24	-	0.08	-
	Electricity Charges	0.56	0.56	-	-
	Brokerage Paid	0.01	-	30.46	-
Ashika Hedge Fund Pvt. Ltd.	Issue of Equity Shares (including premium)	97.20	-	-	-
Ashika Share Trading Pvt. Ltd.	Issue of Equity Shares (including premium)	97.20	-	-	-
	Loan Given	1,107.49	337.00	-	-
	Refund of Loan Given	770.49	-	-	-
	Loans Taken	1,427.00	-	-	-
	Loans Repaid	1,427.00	-	-	-
	Interest on Loan received	2.47	2.38	-	-
	Interest on Loan paid	4.33	-	-	-
Ashika Business Pvt. Ltd.	Loan Given	-	-	400.00	-
	Refund of Loan Given	-	-	400.00	-
	Interest on Loan received	-	-	12.29	-
Puja Sales Promotion Pvt. Ltd.	Security Deposit	-	0.60	-	0.60
	Rent Paid	1.20	0.10	1.20	-
Shishir Exports Pvt. Ltd.	Investment in equity shares	-	18.78	-	18.78
Pawan Jain (HUF)	Security Deposit	1.00	1.00	-	-
	Office Maintenance	0.90	-	-	-
	Rent Paid	0.90	-	-	-
<b>KMP</b>					
Pawan Jain	Remuneration	78.34	2.77	80.65	1.79
Daulat Jain	Issue of Equity Shares (including premium)	162.00	-	-	-
	Staff Advance	0.11	-	-	-
	Remuneration	12.92	0.89	5.02	0.69

## Notes to Financial Statements

### 25. DISCLOSURE PURSUANT TO ACCOUNTING STANDARD 18 - RELATED PARTY DISCLOSURES (Contd.)

#### Details of Related Parties Transactions:

(₹ in Lakhs)

Name of the party and Nature of Relationship	Nature of Transaction	Year Ended 31st March, 2018		Year Ended 31st March, 2017	
		For the year	Balance Outstanding as on 31.03.2018	For the year	Balance Outstanding as on 31.03.2017
Amit Jain	Staff Advance	6.50	0.43	-	-
	Remuneration	20.32	-	24.22	2.29
Anju Mundhra	Loan Given	4.13	2.34	-	-
	Refund of Loan Given	1.79	-	-	-
	Interest on Loan received	0.05	0.03	-	-
	Staff Advance	0.88	-	-	-
	Remuneration	11.37	1.65	10.82	1.37

26. CIF Value of Imports : Nil (Previous Year: Nil)

27. Expenditure in Foreign Currency : Nil (Previous Year: Nil)

28. Earnings in Foreign Currency : Nil (Previous Year: Nil)

29. Information as required in terms of paragraph 18 of Master Direction - Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 is furnished vide Annexure - I attached herewith.

30. Previous year's financial statements have been audited by P.K.Sah & Associates, Chartered Accountants.

31. Figures pertaining to previous year have been rearranged/ regrouped, wherever necessary, to make them comparable with those of current year.

#### SIGNATURE TO NOTES 1 TO 31

As per our report of even date attached.

For **Haribhakti & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No. 103523W/W100048

**Anand Kumar Jhunjhunwala**  
Partner  
Membership No. 056613

Place: Kolkata  
Date: 28th May, 2018

For and on behalf of the Board of Directors

**Daulat Jain**  
Managing Director & Chief Executive Officer

**Pawan Jain**  
Chairman

**Anju Mundhra**  
Company Secretary

**Amit Jain**  
Chief Financial Officer

## Notes to Financial Statements

### Annexure - I to Notes to Financial Statements (refer Note No. 29)

Disclosure of details as required in terms of paragraph 18 of Master Direction - Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016

(₹ in Lakhs)

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Amount outstanding	Amount overdue	Amount outstanding	Amount overdue
<b>Liabilities Side:</b>				
<b>(1) Loans and advances availed by the non-banking financial company inclusive of Interest accrued thereon but not paid:</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	228.00	5.85	550.00	-
(e) Commercial Paper	-	-	-	-
(f) Public Deposit	-	-	-	-
(g) Other Loans	-	-	-	-
Working capital facility	8,945.73	-	-	-
<b>(2) Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid) :</b>				
(a) In the form of Unsecured debentures	-	-	-	-
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-	-	-
(c) Other public deposits	-	-	-	-

(₹ in Lakhs)

Assets Side:	As at 31st March, 2018	As at 31st March, 2017
	Amount outstanding	Amount outstanding
<b>(3) Break-up of Loans and Advance including bills receivables [other than those included in (4) below]</b>		
(a) Secured	6,709.64	1,564.38
(b) Unsecured	5,006.92	1,886.32
<b>(4) 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	-	-

## Notes to Financial Statements

(₹ in Lakhs)

Assets Side:	As at 31st March, 2018	As at 31st March, 2017
	Amount outstanding	Amount outstanding
(iii) Other loans counting towards AFC activities		
(a) Loans where assets have been repossessed	-	-
(b) Loans other than (a) above	-	-
<b>(5) 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	-	-
2. Unquoted :		
(i) Shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of Mutual Funds	-	-
(iv) Government Securities	-	-
(v) Others	-	-
Long Term Investments :		
1. Quoted :		
(i) Shares: (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of Mutual Funds	-	-
(iv) Government Securities	-	-
(v) Others	-	-
2. Unquoted :		
(i) Shares: (a) Equity	18.80	18.80
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of Mutual Funds	-	-
(iv) Government Securities	-	-
(v) Others	-	-

## Notes to Financial Statements

### Annexure - I to Notes to Financial Statements (refer Note No. 29)

Disclosure of details as required in terms of paragraph 18 of Master Direction - Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016

#### (6) Borrower group-wise classification of assets financed as in (3) and (4) above

(₹ in Lakhs)

Category	As at 31st March, 2018 Amount net of provisions			As at 31st March, 2017 Amount net of provisions		
	Secured	Unsecured	Total	Secured	Unsecured	Total
1. Related Parties						
(a) Subsidiaries	-	-	-	-	-	-
(b) Companies in the same group	-	-	-	-	-	-
(c) Other related parties	227.84	111.50	339.34	-	-	-
2. Other than related parties	6,481.80	4,895.42	11,377.22	1,564.38	1,886.32	3,450.70
<b>Total</b>	<b>6,709.64</b>	<b>5,006.92</b>	<b>11,716.56</b>	<b>1,564.38</b>	<b>1,886.32</b>	<b>3,450.70</b>

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

(₹ in Lakhs)

Category	As at 31st March, 2018		As at 31st March, 2017	
	Market Value/ Break up or fair value or NAV*	Book Value (Net of Provisions)	Market Value/ Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties				
(a) Subsidiaries	-	-	-	-
(b) Companies in the same group	-	-	-	-
(c) Other related parties	174.58	18.79	174.58	18.79
2. Other than related parties	0.01	0.01	0.01	0.01
<b>Total</b>	<b>174.59</b>	<b>18.80</b>	<b>174.59</b>	<b>18.80</b>

\*Break up value have been considered for unquoted equity investment in 'Other related parties' based on the audited financials statements for the year ended 31st March, 2017, of the Company in which the investment is made.

#### (8) Other Information

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
	Amount	Amount
i. Gross Non-Performing Assets		
(a) Related Parties	-	-
(b) Other than related parties	150.00	845.00
ii. Net Non-Performing Assets		
(a) Related Parties	-	-
(b) Other than related parties	135.00	31.50
iii. Assets acquired in satisfaction of debt	-	-

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

Mr. Pawan Jain	<i>Executive Chairman</i>
Mr. Daulat Jain	<i>Managing Director &amp; CEO</i>
Mr. Sagar Jain	<i>Independent Director</i>
Mr. R.S.Agarwal	<i>Independent Director</i>
Mr. Sanjay Kumar Singh	<i>Independent Director</i>
Ms. Suparna Sengupta	<i>Independent Director (w.e.f. 14.02.2018)</i>

## CHIEF FINANCIAL OFFICER

Mr. Amit Jain

## COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Anju Mundhra

## STATUTORY AUDITORS

Haribhakti & Co LLP

Chartered Accountants  
Bagrodia Niket, 1st Floor  
19C, Sarat Bose Road,  
Kolkata – 700 020

## INTERNAL AUDITOR

Shyamsukha Amit & Associates

Chartered Accountants  
19, Ganesh Chandra Avenue,  
Premier House, 2nd Floor, Suit no 7  
Kolkata – 700013

## SECRETARIAL AUDITOR

M R & Associates

Company Secretaries  
46, B. B. Ganguly Street,  
Kolkata- 700012

## PRINCIPAL BANKERS

HDFC Bank Ltd.

INDUSIND Bank Ltd.

## REGISTERED OFFICE

'Trinity' 226/1 A. J. C. Bose Road,  
7th Floor, Kolkata – 700 020

Tel : (033) 40102500

Fax : (033) 4033254

Email : [secretarial@ashikagroup.com](mailto:secretarial@ashikagroup.com),  
[ashika@ashikagroup.com](mailto:ashika@ashikagroup.com)

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

## CORPORATE OFFICE

1008, Rahej Centre, 10th Floor  
214, Nariman Point, Mumbai - 400021  
Tel : (022) 66111700  
Fax : (033) 66111710  
Email : [mumbai@ashikagroup.com](mailto:mumbai@ashikagroup.com)

## BRANCH OFFICE :

7, B.B.Ganguly Street  
4th Floor, Kolkata – 700012  
Email : [secretarial@ashikagroup.com](mailto:secretarial@ashikagroup.com)

## CIN NO.

L67120WB1994PLC062159

## REGISTRAR & SHARE TRANSFER AGENT

Maheshwari Datamatics Pvt. Ltd.  
23, R.N.Mukherjee Road, 5th Floor,  
Kolkata 700 001

## AUDIT COMMITTEE

Mr. Sagar Jain, Chairman  
Mr. R.S Agarwal  
Mr. Sanjay Kr Singh

## NOMINATION & REMUNERATION COMMITTEE

Mr. Sanjay Kr Singh, Chairman  
Mr Sagar Jain  
Mr. R.S Agarwal

## STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. R.S Agarwal, Chairman  
Mr Sanjay Kr Singh  
Mr. Sagar Jain





**Registered office**

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