

Midland Services Limited
Annual Report 2017-18

Board of Directors

Shri Gautam Chatterjee	- Managing Director & CEO
Shri Manan Mahajan	- Non-executive Director
Shri Bikram Singh Rana	- Independent Director
Miss. Sonia	- Independent Non Executive Director

Chief Financial Officer (CFO)

Mr. Sanjay Kumar

Company Secretary & Compliance Officer

Ms. Priyanka Singh

Registered Office

816, Vishwa Deep Building, 8th Floor, District Center
Janakpuri, New Delhi – 110058
CIN: L74140DL1985PLC020648
PH.: +91-11-41076611
E-Mail: manan.mahajan@midlandservicesltd.com

Auditors

Sharat Sekhri & Co.
Chartered Accountants
69, Kennedy Avenue
Amritsar (Punjab)
Ph:-0183-2222650

Share Transfer Agent

RCMC Share Registry Pvt. Ltd.
B-25/1, First Floor
Okhla Industrial Area, Phase - II
New Delhi – 110020

Bankers

Kotak Mahindra Bank Ltd.
Janakpuri, New Delhi
Axis Bank Ltd.
Janakpuri, New Delhi
Yes Bank
Kirti Nagar, New Delhi

C O N T E N T S	P A G E N O.
Notice	3
Director’s Report	15
Secretarial Audit Report	25
CEO Certificate on Corporate Governance and declaration on Code of Conduct of the Company	30
Management Discussion & Analysis Report	33
Corporate Governance Report	36
Compliance Certificate on Corporate Governance	51
Auditors’ Report & Annexure to the Report	52
Balance Sheet	59
Statement of Profit and Loss	61
Cash Flow Statement	63
Notes Forming Parts of the Accounts	67
Attendance Slip & Proxy Form	81

NOTICE

NOTICE is hereby given that the Thirty Third Annual General Meeting of the Members of Midland Services Limited will be held on Friday, 21st day of September 2018 at 11:00 A.M-at the registered office of the company, 816, Vishwa Deep Building, 8th Floor, District Center, Janakpuri, New Delhi-110058, to transact the following businesses:-

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018, and Statements of Profit & Loss for the year ended on that date together with Report of the Auditors' and Directors' thereon.
2. To appoint a Director in place of Shri Gautam Chatterjee (DIN- 06916786), who retires by rotation and being eligible, offers himself for re-appointment.

Special business:

3. **To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution.**

RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, M/s. Manoj Mahajan & Associates, Chartered Accountants (FRN.:032268N), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Sharat Sekhri, Chartered Accountants (FRN:001274N),

RESOLVED FURTHER THAT M/s. Manoj Mahajan & Associates, Chartered Accountants, (FRN:032268N), be and are hereby appointed as Statutory Auditors of the Company from this Annual General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of 38th Annual General Meeting and that they shall conduct the Statutory Audits for the financial years from 2018-19 to 2022-23 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

RESOLVED FURTHER THAT any director or Company Secretary, of the Company, be and are hereby severally authorised to file relevant forms with the Registrar of companies, NCT of Delhi & Haryana, and to do all such other acts, deeds and things as may be considered necessary in connection with the above appointment”

4. Regularization of Additional Director, Miss. Sonia
To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution.

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 & 161 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Article 174 of Article of Association of the Company, SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015, and

other applicable provisions, if any, Miss. Sonia (DIN: 0008092865) who was appointed as an Additional Director on March, 30, 2018 and who hold office upto the date of the ensuing Annual General Meeting of the company and in respect of whom the Company has received notice in writing along with a deposit of Rs. 100000(Rupees one lakh only) from a member proposing the candidature of Miss. Sonia for the office of Director, be and is hereby appointed as a Non-executive Director of the Company, who is liable to retire by rotation.

RESOLVED FURTHER THAT any director or Company Secretary, of the Company, be and are hereby severally authorised to file relevant forms with the Registrar of companies, NCT of Delhi & Haryana, and to do all such other acts, deeds and things as may be considered necessary in connection with the above appointment”

5. Regularization of Additional Director, Mr. Bikram Singh Rana

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 & 161 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Article 174 of Article of Association of the Company, SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015, and other applicable provisions, if any, Mr. Bikram Singh Rana (DIN-07767074) who was appointed as an Additional Director on December, 29th, 2017 and who hold office upto the date of the ensuing Annual General Meeting of the company and in respect of whom the Company has received notice in writing along with a deposit of Rs. 100000(Rupees one lakh only) from a member proposing the candidature of Mr. Bikram Singh Rana for the office of Director, be and is hereby appointed as a Non-executive Director of the Company, who is liable to retire by rotation.

RESOLVED FURTHER THAT any director or Company Secretary, of the Company, be and are hereby severally authorised to file relevant forms with the Registrar of companies, NCT of Delhi & Haryana, and to do all such other acts, deeds and things as may be considered necessary in connection with the above appointment”

6. Approval of related party transaction under Section 188 of the Companies Act,2013

To Consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and Listing Agreement with the Stock Exchanges wherein the Equity Shares of the Company are listed and/or Regulation 23 or other applicable Regulations if any of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Regulations”) to the extent of the applicability of the said Companies Act, 2013 and/or the Listing Agreement and/or the “Regulations”, with respect to various categories/nature of transactions covered by the said Act and/or the Rules made there under and/or the listing Agreement, and/or the “Regulations”, consent of the members be and is hereby accorded to the Board of Directors to enter into the related party transactions with Amanaya Ventures Limited, a company incorporated under Companies Act,1956 and having its registered office At 10 Nagina

Avenue, Majitha Road, Amritsar, Punjab- 143001 (being a promoter of the company) for effecting the sale purchase of goods and receiving the various types of services for every year upto maximum per annum amounts as appended in table below:

S. No.	Name of the related party	Particulars of Transactions	Maximum Amt.(p.a.)
1.	Amanaya Ventures Limited (being a promoter of the company)	Sale of goods	Up to Rs. 50.00 crore
		Purchase of goods	Up to Rs. 50.00 crore
		Payment of various consultancy fees	Up to Rs. 10.00 crores
		Payment of Commission Fees	Up to Rs. 10.00 crores
		Rent Receipt	Up to Rs. 10 Lacs

“RESOLVED FURTHER THAT the Board of Directors/Company Secretary of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors

Place : New Delhi
Dated : 20.08.2018

Sd/-
Priyanka Singh
Company Secretary

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The proxies should, however, be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
2. Members/Proxies attending the meeting are requested to bring the Attendance Slip duly filled in and their copy of Annual Report for reference at the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member.
4. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of the board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from 13/09/2018 to 21/09/2018 (both days inclusive).
7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in the physical mode are requested to advise any change of address immediately to the Company/Registrar and Transfer Agent, M/s RCMC Share Registry (P) Ltd.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintain their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar and Transfer Agent, M/s RCMC Share Registry (P) Ltd.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. Members desiring any information as regards Accounts are requested to write to the Company at its Registered Office at least 7 days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
11. Members are requested to quote folio number in all correspondences with the Company.

12. Documents referred to in the notice are open for inspection by the members at the Registered Office of the Company on all working days during office hours, except Saturday and Sunday, between 11:00 A.M. to 1:00 P.M. up to the date of AGM.
13. Members may also note that the Notice of the 33rd Annual General Meeting, Attendance Slip, Proxy Form, Route Map, and the Annual Report for 2018, will also be available on the Company's website www.midlandservicesltd.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: cs@midlandservicesltd.com.
14. Shri Gautam Chatterjee, Director retire by rotation and, being eligible, offer for re-appointment at the Annual General Meeting. A brief resume of the said directors is given below.

Name	Gautam Chatterjee
DIN	06916786
Age	58
Qualification	Graduation
Expertise in Specific Area	General Management
Date of first Appointment on the Board of the Company	22/09/2014
Shareholding	NIL
Membership/Chairmanships in Committees	Refer to Report on Corporate Governance

PROCESS FOR MEMBERS OPTING FOR E-VOTING

*In compliance with provisions of Section 108 of the Companies Act, 2013, **Rule 20** of the Companies(Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company will be providing members facility to exercise their right to vote on resolutions of special businesses proposed to be considered at the ensuing Annual General Meeting (AGM) by means of Remote e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). The detailed procedure to be followed in this regard has been given in Annexure – A to the notice. The members are requested to go through them carefully.*

Explanatory Statement in respect of Special Business Pursuant to Section 102 (1) of the Companies Act, 2013 (“The Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in accompanying Notice:

Item No: 3

M/s.Sharat Sekhri & Co., Chartered Accountants, FRN-001274N have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 (“Act”). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. Manoj Mahajan & Associates, Chartered Accountants, FRN032268N be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s.Sharat Sekhri & Co (Old Auditor) Chartered Accountants,

M/s. Manoj Mahajan & Associates, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item No.4

Regularization of Additional Director Miss. Sonia

Miss. Sonia (DIN: 0008092865) on the recommendation of the Nomination and Remuneration Committee, was appointed as an additional director 30/03/2018 by the Board in accordance with the Article 149 of Article of Association and Section 161 of the Companies Act, 2013(“the Act”). As per Section 161 of the Act, Miss Sonia holds office upto the date of ensuing Annual General Meeting on Wednesday, 12th September 2018. The company has received requisite notice in writing under Section 160 of the Act, along with a deposit of Rs. 100000/-from a member proposing the candidature of Miss. Sonia to be appointed as Non-executive Director at the ensuing AGM liable to retire by rotation. Miss. Sonia possesses requisite knowledge, experience and skill for the position of Director. The Board on receipt of the said notice from a member and on the recommendation of its Nomination and Remuneration Committee and subject to the approval of members in the ensuing AGM has accorded its consent, to appoint Miss. Sonia as a Non-Executive Director liable to retire by rotation. Miss. Sonia will not be entitled for any remuneration as per the company policy for non-executive directors except sitting fees for attending the Board meetings.

Except Miss. Sonia, no other Director, key managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. The Board of Directors recommend passing of the resolution set out in the item No.4 of this Notice.

Name	Miss.Sonia
DIN	0008092865
Age	24
Qualification	ITI Professional
Expertise in Specific Area	HRM
Date of first Appointment on the Board of the Company	30/03/2018
Shareholding	NIL
Membership/Chairmanships in Committees	Refer to Report on Corporate Governance

Item No.5

Regularization of Additional Director Mr. Bikram Singh Rana

Mr. Bikram Singh Rana (DIN-07767074) on the recommendation of the Nomination and Remuneration Committee, was appointed as an additional director 29/12/2017 by the Board in accordance with the Article 149 of Article of Association and Section 161 of the Companies Act, 2013("the Act"). As per Section 161 of the Act, **Mr. Bikram Singh Rana** holds office upto the date of ensuing Annual General Meeting on Wednesday, 12th September 2018. The company has received requisite notice in writing under Section 160 of the Act, along with a deposit of Rs. 100000/-from a member proposing the candidature of **Mr. Bikram Singh Rana** to be appointed as Non-executive Director at the ensuing AGM liable to retire by rotation. Miss. Sonia possesses requisite knowledge, experience and skill for the position of Director. The Board on receipt of the said notice from a member and on the recommendation of its Nomination and Remuneration Committee and subject to the approval of members in the ensuing AGM has accorded its consent, to appoint Miss. Sonia as a Non-Executive Director liable to retire by rotation. **Mr. Bikram Singh Rana** will not be entitled for any remuneration as per the company policy for non-executive directors except sitting fees for attending the Board meetings.

Except **Mr. Bikram Singh Rana**, no other Director, key managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. The Board of Directors recommend passing of the resolution set out in the item No.5 of this Notice.

Name	Mr. Bikram Singh Rana
DIN	07767074
Age	39
Qualification	B.COM
Expertise in Specific Area	Accounting & Finance
Date of first Appointment on the Board of the Company	29/12/2017
Shareholding	NIL
Membership/Chairmanships in Committees	Refer to Report on Corporate Governance

Item No. 6

Approval of related party transaction under Section 188 of the Companies Act, 2013

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meeting of Board and its Powers) Rules 2014, prescribed certain procedures for approval of related party transactions. Regulation 23 of SEBI (LODR) Regulations 2015, has also prescribed seeking of shareholders approval for material related party transactions.

The proviso to Section 188 of Companies Act, 2013, also states that nothing in Section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis.

All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the following contracts/arrangements/transactions are material in nature and required the approval of the unrelated shareholders of the company by way of special resolution:

The rationale of the contract is to utilize the strong presence of Amanaya Ventures Limited in the Northern Region of India in order to improve the sale purchase channel of the company and synergizing the businesses of the company in this region. The particulars of the transaction which is proposed to be entered into by the Company are provided in brief herein below;

S. No.	Name of the related party	Particulars of Transactions	Maximum Amt.(p.a.)
1.	Amanaya Ventures Limited (being a promoter of the company)	Sale of goods	Up to Rs. 50.00 crore
		Purchase of goods	Up to Rs. 50.00 crore
		Payment of various consultancy fees	Up to Rs. 10.00 crores
		Payment of Commission Fees	Up to Rs. 10.00 crores
		Rent Receipt from Amanaya Venture Limited	Up to Rs. 10 Lacs

The above contracts/arrangements/transactions were approved by the Audit Committee at its meeting held on May 22, 2018, and recommended by the Board of Directors to the shareholders of the company for their approval.

None of the promoter, director, Key Managerial Personnel, or their Relatives, either directly or indirectly in any way concerned or interested in the above Resolution except Amanaya Ventures Ltd. as promoter of the company and Mr. Manan Mahajan by virtue of his position as director in both the companies.

By order of the Board of Directors

Place : New Delhi
Dated : 20.8.2018

Sd/-
Priyanka Singh
Company Secretary

Annexure A to the notice

1. Instructions for the voting through electronic means

- (i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- (i) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- (ii) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (iii) The remote e-voting period commences on September 14, 2018 (9:00 a.m) and ends on September 20, 2018 (5:00 p.m). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of September 11, 2018**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (i) The Board of Directors at their meeting held on August, 21,2018, have appointed Mr. Anjum Goyal, Company Secretary in Practice, as the scrutinizer for e-Voting to unblock the votes in favour or against, if any, and to report forthwith to the Chairman. The scrutinizer will be responsible to conduct e-Voting in a fair and transparent manner.

2. The process and manner for remote e-voting are as under:

In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:

Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

- (i) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- (ii) Click on Shareholder – Login

- (iii) Put user-Id and Password as initial password noted in step (ii) above. Click Login.
- (iv) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vi) Select “EVEN” of Midland Services Limited.
- (vii) Now you are ready for e-Voting as Cast Vote page opens.
- (viii) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (ix) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail agoyal4u@yahoo.com with a copy marked to evoting@nsdl.co.in
- (xii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- (xiii) If you are already registered with NSDL for e-voting then you can use your existing user-Id and password for casting your vote.
- (xiv) The remote e-Voting period commences on September 14, 2018 (9:00 a.m) and ends on September 20, 2018 (5:00 p.m). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized , may cast their vote electronically. The e-Voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder will not be allowed to change it subsequently.
- (xv) The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
- (xvi) Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 11th September,

2018, may obtain the user ID and password by sending a request at evoting@nsdl.co.in . However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com

- (xvii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for the businesses for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (xviii) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xix) The Results shall be declared on or after the General Meeting of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.midlandservicesltd.com The results shall also be immediately forwarded to the Metropolitan Stock Exchange of India Ltd.(formerly known as MCX-SX),Mumbai.
- (xx) Ms. Priyanka Singh, Company Secretary of the company, is responsible for addressing the grievances and all other queries related to the voting at the venue of the AGM. His contact details; email: cs@midlandservicesltd.com , landline: +91-11-41076611.

DIRECTOR'S REPORT TO THE MEMBERS

DEAR MEMBERS

Directors of your Company have pleasure in presenting their Thirty Second Annual Report on the affairs of the Company together with Audited Statements and the Auditors' Report for the financial year ended March 31, 2018. The summarized financial results for the financial year are as under;

FINANCIAL HIGHLIGHTS

(Amt.in Rs.)

Particulars	Current Year 31.03.2018	Previous Year 31.03.2017
Net Sales	71450706.00	47488341.00
Other Income	644545.00	843439.00
Total Income	72095252.00	48331780.00
Total Expenditure	74765468	48657839.00
Profit/Loss before depreciation & taxation	(2405970.00)	(218878.00)
Less: Depreciation	264246	107181
Less: Provision for taxation	(823922)	(91791)
Add: Prior period adjustment (Taxation)	0.00	0.00
Profit/Loss after taxation	(1846294.00)	(234268.00)
Balance brought forward from previous year	(9228313)	(9228313)
Balance available for appropriation	(1846294.00)	(234268.00)
Less: Dividend proposed/paid	0.00	0.00
Less: Interim Dividend	0.00	0.00
Balance carried to balance sheet	(9435965.00)	(9462581.00)

STATE OF COMPANY'S AFFAIRS

During the year under review, the Company achieved net revenue from operations of **Rs. 71450706.00/-** as against **Rs.47488341.00/-** in the previous year and made Profit/Loss before Tax of **Rs.(2670219.00)/-** as against **Rs. (326059.00)/-** in the previous year.

DISCLOSURE OF CHANGE IN NATURE OF BUSINESS

The company is a trading company, currently, it is operating in the area of Agri-commodities & bullions and during the financial year the company also started business in the area of Event Management.

DIVIDEND

In view of the loss during the year, your Directors are unable to recommend the dividend.

RESERVE

Since the Company has not declared the dividend due to loss occurred during the year, therefore no any amount has been transferred to the reserve.

SHARE CAPITAL

The paid up equity capital as on March 31, 2018 was Rs.3,19,97,250 during the year under review. Your Company has altered the share capital in the following manner during the financial year:

FINANCE

Cash and cash equivalents as on March 31, 2018 was **Rs.94,95,109/-**.

FIXED DEPOSITS

Your Company neither accepted any deposits under chapter V of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules 2014, during the year, nor have any deposits without compliance under chapter V of Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013 during the year.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your company has well defined and adequate internal controls and procedures, commensurate with its size and nature of its operations. This is further strengthened by the Internal Audit done concurrently.

The Internal Auditor evaluated the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board at a regular interval of time.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

As per provisions of the Section 135 of the Companies Act, 2013 and rules made thereunder, every company having net worth of Rs. Five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute CSR committee.

Since, the company is not falling in any of the above said criterion therefore your company did not constitute the CSR committee. However, the company donated a certain amount at interval of time to the various charitable societies.

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

Company is a trading company and it does not carry any manufacturing activities or any Research and Development programme. However, the company continues to take all possible steps to conserve energy in area of its operations.

FOREIGN EXCHANGE EARNINGS AND OUT-GO

During the financial year total;

Foreign Exchange Earnings	NIL
Foreign Exchange Outgo	NIL

INDUSTRIAL RELATIONS

During the year, your Company enjoyed cordial relationship with employees at all levels.

DIRECTORS & KEY MANAGERIAL PERSONNEL

S.No.	DIN/PAN	Name of Directors & KMPs	Designation	Date of Appointment	Date of Resignation
1.	06916786	Gautam Chatterjee	Managing Director & CEO	22/09/2014	---
2.	02217914	Manan Mahajan	Non-executive Director	08/08/2014	----
3.	ABWPC3086B	Gautam Chatterjee	MD& CEO	23/03/2015	----
4.	AKOPA4717A	SANJAY KUMAR	CFO	09/02/2017	-----
5.	JVHPS0572Q	Sonia	Independent Director	30.03.2018	
6.	ALFPJ8220P	Priyanka Singh	Company Secretary	30.03.2018	
7.	AGRPR0927N	Bikram Rama	Independent Director	29.12.2017	
8.	02119042	Harvinder Singh Dhami	Independent Director	22/09/2014	09/12/2017
9.	06929107	Rakesh Kumar Sharma	Independent Director	22/09/2014	21/09/2017

Director Mr. Gautam Chatterjee (DIN-06916786) retires by rotation and, being eligible, offers themselves for re- appointment. The Directors recommend Mr. Manan Mahajan re-appointment as a Director of the company. Also the Company has received a declaration under Section 164(2) from Mr. Gautam Chatterjee in DIR-8.

All the independent directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015.

However, one director and one Key Managerial Personnel were appointed during the year but none of the above resigned during the financial.

ANNUAL EVALUATION MADE BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and under regulation 25 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees.

The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

The Board of directors at its meeting held on March 30, 2018, has evaluated the performance of the Board, its committees and the Individual directors as per the Performance Evaluation Policy of the company.

DECLARATION BY INDEPENDENT DIRECTORS AS REQUIRED UNDER SECTION 149(7) OF THE COMPANIES ACT, 2013

Miss Sonia and Mr. Bikram Singh Rana, Independent Directors of the Company have given their statement of declaration under Section 149(7) of the Companies Act, 2013 (“the Act”) that they meet the criteria of independence as provided in Section 149(6) of the Act, and their Declarations have been taken on record.

FAMILIARIZATION PROGRAMMES FOR THE INDEPENDENT DIRECTORS

The Board members are provided with necessary documents/ brochures, reports and internal policies to enable them to familiarize with the Company’s procedures and practices. The details of such familiarization programmes for the Independent Directors are posted on the website of the Company (For details, please visit www.midlandservicesltd.com).

NOMINATION & REMUNERATION POLICY

Pursuant to the provisions of Section 178 (3) The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Nomination and Remuneration Policy details are stated in the Corporate Governance Report.

NUMBER OF BOARD MEETINGS AND AUDIT COMMITTEE MEETING HELD DURING THE FINANCIAL YEAR 2016-17

During the financial year 2017-18, the Board met 8(Eight) times, as on 29.05.2017, 11.08.2017, 04.10.2017, 10.11.2017, 4.12.2017, 29.12.2017, 09/02/2018, 30.03.2018 and four Audit Committee Meeting was held on 29.05.2017, 11.08.2017, 10.11.2017, & 09.02.2018.

The meeting of the Board was held periodically with not more than one hundred twenty days (120) intervening between two consecutive meetings of the Board as well as Audit Committee.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) 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.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Contracts or arrangements entered into with related party along with justification for entering into such contract or arrangement, referred to in sub-section(1) of section 188 in the prescribed form No. AOC-2 is as per **Annexure-I**

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

No subsidiaries, joint ventures or associate companies have become or ceased during the financial year.

Your Company had no any subsidiaries, joint Venture or any associate company at all.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in “Zero Tolerance” against bribery, corruption and unethical dealings/ behaviors of any form and the Board has laid down the directives to counter such acts.

The Code has been posted on the Company’s website www.midlandservicesltd.com.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate knowledge in this regard.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any. In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Audit Committee of the Company has to deal with instances of fraud and mismanagement, if any. The Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. Details of the vigil mechanism are posted on the company’s website www.midlandservicesltd.com.

PREVENTION OF INSIDER TRADING

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

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

THE BOARD EXPLANATIONS ON AUDITOR’S/ SECRETARIAL AUDITOR’S OBSERVATIONS

The observation made in the Auditors' Report read together with relevant notes thereon and Secretarial Report are self explanatory and hence, do not call for any further comments under Section 134 and 204 of the Companies Act, 2013.

STATUTORY AUDITORS

The Company's Auditors, M/s Sharat Sekhri & Co., Chartered Accountants (M. No. 017674) who has resigned and the Board of Directors proposed M/s Manoj Mahajan & Associates as the new statutory auditor are eligible for the appointment Subject to the approval of the Members in the ensuing Annual General Meeting.

The Company has received written consent and a certificate prescribed u/s 141 of the Companies Act, 2013 from M/s Manoj Mahajan & Associates Chartered Accountants that their appointment if made, shall be in accordance with the condition as may be prescribed.

SECRETARIAL AUDIT REPORT

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed M/s Anjum Goyal & Associates Practicing Company Secretaries, to undertake the Secretarial Audit of the Company for financial year 2017-18. The Secretarial Audit report for the period 2017-18 is annexed herewith as "Annexure II"

Cost Records

Maintenance of cost records as specified by the central Government under sub section (1) of section 148 of companies Act, 2013 is not required by the company.

DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & Regulation 21 of SEBI (LODR) Regulations 2015 the company has to constitute a business risk management committee. The Securities and Exchange Board of India has said that the top 100 companies must constitute risk management committees immediately, in line with its revised Regulations 2015 norms. Hence, your company is not liable to constitute the Risk Management Committee.

However, the board on a regular basis analyzed the risk associated with company's businesses and optimized the risk management strategies and find out at present the company has not identified any element of risk which may threaten the existence of the company.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

During the year under review, there were no employees drawing remuneration as per limits specified under sub rule (2) of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013.

The company has complied with the provisions relating to the constitution of the internal complaints committee under the sexual harassment of women at workplace (Prevention, Prohibition and redressal) Act 2013.

MATERIAL CHANGES & COMMITMENTS

No material changes and commitments affecting the financial position of the Company have occurred after the end of the financial year 2017-18 and till the date of this report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year, there were no instances of significant and material orders passed by the regulators, courts or tribunals on the Company.

CODE OF CONDUCT COMPLIANCE

As per Part-D of Schedule V of the SEBI (LODR) Regulations 2015, the declaration signed by the CEO, affirming compliance with the Code of Conduct by Directors and Senior Management, for the Financial period ended March 31, 2018 is annexed and forms part of the Directors Report **Annexure IV.**

REMUNERATION DETAILS OF DIRECTORS AND EMPLOYEES

The details of remuneration paid to the directors and employees of your company are set out in **Annexure-V.**

SHARES ISSUED UNDER EMPLOYEE STOCK OPTION SCHEME (ESOS): Nil

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexure, together with the Certificate from the auditors of the Company regarding compliance with the requirements of various regulations and Schedule V of SEBI (LODR) Regulations 2015.

ACKNOWLEDGEMENTS

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous cooperation and assistance.

For and On behalf of the Board of Directors

Place : New Delhi
Date : 20.08.2018

Sd/-
Manan Mahajan
Director
DIN: 02217914

Sd/-
Gautam Chatterjee
Managing Director & CEO
DIN: 06916786

ANNEXURE-I

Form No. AOC 2

(Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis:

a)	Name(s) of the related party and nature of relationship	There were no transactions not at arm's length basis
b)	Nature of contracts/ arrangements/ transactions	
c)	Duration of the contracts / arrangements/ transactions	
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
e)	Date(s) of approval by the Board, if any	
f)	Amount paid as advances, if any	
g)	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	

2. Details of material contracts or arrangements or transactions at arm's length basis:

S.No.	Name of the related party and nature of relationship	Nature of Transactions	Duration	Salient Terms	Amount (in lac.)
1.	Amanaya Ventures Limited(Promoter company)	Sale of goods	ongoing	On arm's length basis and in the ordinary course of business.	521.3
		Purchase of goods	ongoing		145.9
		Services Received	ongoing		9.00

a)	Name(s) of the related party	Relationship
	Amanaya Ventures Limited	Mr. Manan Mahajan is the director in both the company as well as M/s Amanaya Ventures Ltd. is the promoter company.
b)	Nature of contracts/ arrangements/ transactions	Sale/Purchases/Various consulting and advisory services
c)	Duration of the contracts / arrangements/ transactions	Ongoing basis
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	As per mentioned in Agreement
e)	Date(s) of approval by the Board, if any	N.A
f)	Amount paid as advances, if any	N.A

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2018

{Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014}

To,
The Members,
MIDLAND SERVICES LIMITED

I have conducted the Secretarial Audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by **MIDLAND SERVICES LIMITED** (hereinafter called MSL/the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **MSL** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial period 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:

Auditors' Responsibility

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

I have followed the audit practices and processes as were appropriate to the best of my understanding to obtain reasonable assurance about the correctness of the contents of the secretarial records. I believe that the processes and practices, I followed, provide a reasonable basis for our opinion. I have not verified the correctness, appropriateness and bases of financial records, books of accounts and decisions taken by the Board and by various committees of the Company during the period under scrutiny. We have checked the Board process and compliance management system to understand and to form an opinion as to whether there is an adequate system of seeking approval of respective committees of the Board, of the Board, of the members of the Company and of other authorities as per the provisions of various statues as mentioned hereinafter.

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

The Compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. My examination was limited to the verification of compliance procedures. My report is neither an assurance as to the future viability of the

Company nor of the efficacy or effectiveness or accuracy with which the management has conducted the affairs of the Company.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **MIDLAND SERVICES LIMITED** ("the Company") for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) 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) 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; **N.A**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **N.A**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **N.A.**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **N.A.** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **N.A.**
- (vi) Compliances/ processes/ systems under other applicable Laws to the Company are being verified on the basis of periodic certificate submitted to the Board of Directors of the Company.

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

(a) Secretarial Standards issued by the Institute of Company Secretaries of India.

(b) The Listing Agreements with Stock Exchange

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation:

Observations:

I report that as per Section 178(2), 149 (8) of the Companies Act, 2013, and SEBI(Listing obligations and disclosure requirements) Regulations 2015, the Nomination and Remuneration Committee of the Board was carried out performance evaluation of every director, KMP, and Independent directors of the company during the financial year under review.

I further report that the Board of Directors of the Company is duly constituted (except the woman director on the Board) with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors have not taken place during the period under review.

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

Majority decision is carried through were captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines and Company is in process of reviewing & strengthening the same.

For Anjum Goyal & Associates.
Company Secretaries

Sd/-
Anjum Goyal
ACS No. 16176
C.P No. 6211

Place: New Delhi
Date: August 20, 2018

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

“Annexure A”

To,
The Members,
MIDLAND SERVICES LIMITED

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

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

For Anjum Goyal & Associates.
Company Secretaries

Sd/-
Anjum Goyal
ACS No. 16176
C.P No. 6211

Place: New Delhi
Date: August 20, 2018

ANNEXURE-IV

DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

In terms of the requirements of Schedule V (D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, this is to confirm that all the members of the Board and the Senior Management personnel have affirmed Compliance with the Code of Conduct for the year ended March 31, 2018.

For Midland Services Limited

Sd/-
Gautam Chatterjee
Managing Director & Chief Executive Officer

Date: 20.08.2018
Place: New Delhi

CERTIFICATE OF CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) ON CORPORATE GOVERNANCE

**The Board of Directors
M/s Midland Services Limited**

- A. We, have reviewed the financial statements and the cash flow statement of Midland Services Limited for the financial year 2017-18 and that to the best of their knowledge and belief;
- I. These statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading;
- II. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, 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 have evaluated the effectiveness of the internal control systems of the Company for such reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies, if any, in the design or operation of such internal controls, of which we are aware of and the steps taken and/or proposed to be taken to rectify these deficiencies.
- D. We have also indicated to the Auditors and the Audit Committee.
- (i) Significant changes in Internal Controls with respect to financial reporting during the year.
- (ii) Significant changes in accounting policies during the Year and these have been disclosed in the notes to the financial statements.
- (iii) To the best of our knowledge and belief, there are no instances of significant fraud involving either the management or employees having a significant role in the Company's internal control systems with respect to financial reporting.

Sd/-
Gautam Chatterjee
Chief Executive Officer(CEO)

Sd/-
Sanjay Kumar
Chief Financial Officer(CFO)

Date: 20/08/2018

ANNEXURE-V

Remuneration Details of Directors, KMPs and Employees

(Amt. in Lakhs)

- (1) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year

S.No.	Directors Name	Remuneration in FY 2015-16	Median Remuneration of Employee	Ratio
1.	Mr. Gautam Chatterjee	0.00	0.00	0.00
2.	Mr. Manan Mahajan	0.00	0.00	0.00
3.	Mr. Harvinder Singh Dhani	0.00	0.00	0.00
4.	Mr. Rakesh Kumar Sharma	0.00	0.00	0.00

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

S.No.	Directors Name	Remuneration in FY 2017-18	Remuneration in FY 2016-17	% increase
1.	Mr. Gautam Chatterjee	0.00	0.00	0.00
2.	Mr. Manan Mahajan	0.00	0.00	0.00
3.	Mr. Harvinder Singh Dhani	0.00	0.00	0.00
4.	Mr. Rakesh Kumar Sharma	0.00	0.00	0.00
5.	Chief Executive Officer	0.00	0.00	0.00
6.	Company Secretary	1.37	2.64	0.00
7.	Sanjay Kumar(CFO)	1.71	0.32	1.39

- (3) The percentage increase in the median remuneration of employees in the financial year

Median Remuneration FY 2017-18	Median Remuneration FY 2015-16	% Increase
0.00	0.00	0.00

Note: Since the company has not appointed any employee during the financial year, all the transactions are handled by the existing directors, KMPs, however, in the forthcoming financial year the company will appoint the employees, if required.

- (4) Number of permanent employees on the roll of company-NIL

(5) The explanation on the relationship between average increase in remuneration and company performance:

The company follows performance appraisal methodology where in performances of employees is linked to the key deliverables and key control areas of the company. The increase in remuneration thus suggests better performance of the company in terms of profitability and stronger processes and controls, better compliances with various regulations an establishment of better relationship with stakeholders.

(6) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company

Remuneration of KMPs FY 2017-18 (Rupees in lac)	PAT of the Company FY 2017-18 (Rupees in lac)	Remuneration to PAT %
3.08	N.A.	N.A.

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

Since the company does not have any employee during the financial year, therefore, we are unable to provide the comparison data.

The company follows performance appraisal methodology for increase the remuneration of the KMPs of the company, there were not any other exceptional circumstances to increase the remuneration of KMPs.

(8) Comparison of remuneration of each of the Key Managerial Personnel against the performance of the company

Particulars	Remuneration of KMP FY 2017-18	PAT of the Company FY 2017-18	Remuneration to PAT %
CEO	0.00	0.00	N.A.
CS	1.37	0.00	N.A.
CFO	1.71	0.00	N.A.

(9) The key parameters for any variable component of remuneration availed by the directors: NIL.

(10) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;

Remuneration of Highest paid Director	0.00
Remuneration of Employee	0.00
Ratio	0.00

(11) Affirmation that the remuneration is as per the remuneration policy of the company:

It is affirmed that the remuneration is as per the remuneration policy of the Company.

Management Discussion and Analysis Report Disclaimer

Some of the statements contained in this report may be forward looking in nature and may involve risks and uncertainties. Actual Results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. Readers are cautioned not to place undue reliance on these forward looking statements.

(a) Industry Structure and Development

The Company Midland Services Limited (MSL) was not operational from a long period of time and it was acquired by the existing promoters in the month of September, 2014 and after acquisition the existing management is putting all its efforts in order to revive the business of the company. The company started its operations in the trading segment in the month of February, 2015. Being focused on the trading activities the existing management has decided to expand its activities in the commodities trading segment in near future. The Company has been making impressive progress in its business during the last years. Also the company started the business in the area of Events Managements.

(b) Opportunities, Threats and Concerns

Presented below is the management's assessment of some key potential opportunities and threats associated with the business. While the Management is looking to leverage such opportunities in an effective manner to optimize business advantages, it is also focused to create effective mitigates for all potential threats that could impact the business operations.

Opportunities

A good market segmentation strategy enables a company to significantly improve marketing effectiveness. In the case of Midland Services Limited the company is selectively targeting its products for trading activities in the current market scenario. The Company is currently focusing on expanding its operations in order to capture the market share. India has large segments of consumers and with an objective to explore the consumption story we believe that the commodity trading segment is one of the fastest growing segments, thus, to keep in view this sentiment the management has decided to enlarge its businesses in trading of various types of commodities.

Threats and Concerns

The Globalization has leveled the competitive playing fields between the industrial and emerging countries where competitors have an equal opportunity to sell their products in a free market without restrictions and the same applies in Indian context as well. Since the commodities market is more volatile so there is a requirement of a good market analyzer to control the losses arises from future.

The risks, which the management believes form a part of the company's business and tries to address the same, are Financial Risks, Business portfolio risks, Internal process risks, Legal and statutory risks, competition risks, Economic risks.

The Company has been facing difficulty also due to frequent changes in laws and the commodity trading is wholly depends upon the market demand and supply sentiments. The high level of fluctuations in the prices of the commodities will lead to revenue fluctuation of the company.

(c) Segment Performance.

The Company at present is engaged in the business of trading of commodities and securities and in the area of event managements, and its shows a drastic improvement in its sales revenue from the last financial year. The particulars of trading items are given as follows;

Sr. No.	Name	Sales value (Rs.)	Stock in trade (Rs.)	Opening inventory (Rs.)
1.	Commodities & Securities	71137255	2463591	4641635
2.	Event Managements	--	--	--

(d) Out Look

Barring the aforesaid deterrents, the company does not foresee any major threats to its growth and market share in the coming years. The existing capacity should take care of the company's requirement at least for the next Five years and the Company does not foresee any significant obsolescence for its products.

(e) Risks and Concerns

The present risks and anticipated future risks are reviewed by the management of your company at regular intervals. Based on its past experiences, the management tries to remain vigilant about all prospective risks and takes suitable preventive measures to adequately safeguard its resources like men, machine & money, so that the business continues as usual even during difficult situations. Your company does not found any concerns towards its businesses that is harmonious to operate in the future except legal or other statutory concerns, market conditions, stiff competitions and other constraints that are beyond the control of the Managements.

(f) Internal Control System and Their Adequacy

The Company has engaged the services of independent professionals to carry out the internal audit and ensure that recording and reporting are adequate and proper, the internal controls exist in the system and that sufficient measures are taken to update the internal control system. The system also ensures that all transaction are appropriately authorized, recorded and reported. Exercises for safeguarding assets and protection against unauthorized use are undertaken from time to time. All these measures are continuously reviewed by the management and as and when necessary improvements are affected.

(g) Discussion on Financial Performance with Respect to Operational Performance

The financial performance during the year under reference was impressive in terms of sales in comparison of the previous financial year. Since the company was not operational since a long time but the existing management done a lot of effort and bring back into the operation from the month of February, 2015, into the area of bullions & commodities trading and in the area of event managements also. The company has acquired its own premise during the year and done lot of expenses on repair and maintenance. The management of your company has committed to enlarge its business and increase its turnover in the forthcoming financial years.

(h) Material Developments in Human Resources/Industrial relations front, including number of people employed.

As on March 31, 2018 the company had not recruit any employee at its office nor having any permanent employee because all its operations are managed by the directors and its KMPs. However, the company is enlarging its business and will recruit as per requirement in the future.

The company enjoyed excellent relationship with the existing staffs and its stakeholders during the last year.

The Board had approved policies on Related Party Transactions and other policies. All the policies have been uploaded on the Company's website, under the web link: <http://www.midlandservicesltd.com>.

(i) Corporate Social Responsibility

The management of your company is of the opinion that the company's contribution to the society should be of its own volition and not out of compulsion.

Corporate Social Responsibility (CSR) Committee

Since the company is not falling under the provisions of the Section 135 of the Companies Act, 2013, hence, it did not constitute a CSR Committee.

Independent Directors Meeting

During the year under review, the Independent Directors met on March 31, 2018, inter alia, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the independent Directors were present at the meeting.

CORPORATE GOVERNANCE REPORT

This report on Corporate Governance forms part of the Annual Report. This section besides being in compliance of the mandatory Listing Agreement with the Stock Exchange also gives an insight into the process of functioning of the Company. The Company is committed to transparency and business ethics in discharge of its corporate responsibilities.

1. Philosophy

The Company's philosophy on Corporate Governance has been developed with a tradition of fair and transparent governance even before they were mandated by the legislation. Transparency, integrity, professionalism and accountability - based values form the basis of the Company's philosophy for Corporate Governance. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations. Your company has fulfilled all the existing guidelines prescribed by the Securities and Exchange Board of India (SEBI) in chapter IV read with schedule V of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

2. Board of Directors

a. Composition, Category of Directors and their other directorship as on March 31, 2018.

Name of Directors	Designation/Category	Attendance Particulars		No. of other Directorship on other Public/Pvt. Companies	No. of shares held
		Board Meeting	Last AGM		
-----	-----			-----	-----
Mr.Gautam Chatterjee	Promoter (Managing Director & CEO)	8	Yes	NIL	703000
Mr.Manan Mahajan	Non-executive (Director)	8	Yes	2	NIL
Mr. Bikram Singh Rana	Independent (Non-executive)	3	Yes	1	NIL
Ms Sonia	Independent (Non-executive)	1	Yes	1	NIL

Note: None of the above mentioned directors are related to each other.

The company has not provide any specific familiarization programme to independent directors of the company due to a small size of the operations and managements, however the company has drafted its familiarization policy and will comply in the forthcoming financial year, if it is necessary. This policy is available on the company's website www.midlandservicesltd.com.

b. Board Meetings:

During the year ended March 31, 2018, Eight Board Meetings were held on 29.05.2017, 11.08.2017, 04.10.2017, 10.11.2017, 4.12.2017, 29.12.2017, 09/02/2018 and 30.03.2018

3. COMMITTEES OF THE BOARD

a) Audit Committee

i) Terms of Reference:

Apart from all the matters provided in regulation 18 of SEBI (Listing obligations and disclosure requirements) Regulation, 2015 and section 177 of the Companies Act 2013, the Audit committee reviews reports of the internal auditor, meets statutory auditors as and when required and discusses their findings, suggestions, observations and other related matters. It also reviews major accounting policies followed by the company.

ii) Composition:

The Audit committee presently consists of two independent directors, Shri. Bikram Singh Rana, Shri. Manan Mahajan and Ms Sonia, Non-executive director. Shri Bikram Singh Rana has been designated as chairman of the committee. The committee met 4 times during the financial year ended March 31, 2018. The attendance record of the members at the meeting were as follows;

Name of Member	Designation	No. of Meetings attended
Mr. Bikram Singh Rana	Chairman	1
Ms Sonia	Member	0
Mr. Manan Mahajan	Member	4

4. Nomination and Remuneration Committee and Policy

The nomination & remuneration committee for nomination & remuneration of executive directors Presently consists of two independent Directors viz. Shri. Bikram Singh Rana, Ms Sonia and Shri. Manan Mahajan, Non-executive director. Shri Bikram Singh Rana is the chairman.

The committee met 1 time during the financial year ended March 31, 2018. The attendance record of the members at the meeting were as follows;

Name of The Member	Designation	No. of meeting during the year attended
Mr. Bikram Singh Rana	Chairman	1
Ms Sonia	Member	0
Mr. Manan Mahajan	Member	1

Nomination and Remuneration Policy

I. PREAMBLE

Pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee.

This Committee and the Policy is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

II. OBJECTIVE

The Key Objectives of the Committee would be:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

III. DEFINITIONS

“Board” means Board of Directors of the Company “Company” means “Midland Services Limited.”

“Independent Director” means a director referred to in Section 149 (6) of the Companies Act, 2013.

“Key Managerial Personnel” (KMP) means

- (i) Chief Executive Officer or the Managing Director or the Manager,
- (ii) Company Secretary,
- (iii) Whole-time Director,
- (iv) Chief Financial Officer and
- (v) Such other officer as may be prescribed.

“Nomination and Remuneration Committee” shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.

“Policy or This Policy” means, “Nomination and Remuneration Policy.”

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

“Senior Management” means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

IV. GUIDING PRINCIPLES

The Policy ensures that

The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.

Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and

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.

VI. ROLE OF THE COMMITTEE

The role of the Committee inter alia will be the following:

- a) To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- b) Formulate criteria for evaluation of Independent Directors and the Board.
- c) Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- d) To carry out evaluation of every Director’s performance.
- e) To recommend to the Board the appointment and removal of Directors and Senior Management.
- f) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- g) Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- h) To devise a policy on Board diversity.
- i) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- j) To perform such other functions as may be necessary or appropriate for the performance of its duties.

V. MEMBERSHIP

- a) The Committee shall comprise at least three (3) Directors, all of whom shall be non-executive Directors and at least half shall be Independent.
- b) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirements.
- c) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- d) Membership of the Committee shall be disclosed in the Annual Report.
- e) Term of the Committee shall be continued unless terminated by the Board of Directors.

VI. CHAIRMAN

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not Chair the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

VII. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

VIII. COMMITTEE MEMBERS' INTERESTS

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

IX. VOTING

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

XII. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

Appointment criteria and qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Term / Tenure:

1. Managing Director/Whole-time Director/Manager (Managerial Person):

The Company shall appoint or re-appoint any person as its Managerial Person 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.

2. **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.

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.

Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).

Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations.

Retirement:

The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

XIII. PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT

General:

1. The remuneration / compensation / commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person. Increments will be effective from the date of reappointment in respect of Managerial Person and 1st April in respect of other employees of the Company.
4. Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Managerial Person, KMP and Senior Management:

1. Fixed pay:

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person 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 prior approval of the Central Government.

3. Provisions for excess remuneration:

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

• Remuneration to Non-Executive / Independent Director:

1. Remuneration / Commission:

The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

2. Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof.

Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3. Limit of Remuneration /Commission:

Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of Companies Act, 2013.

4. Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

XIV. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Board and Committee meeting.

XV. DEVIATIONS FROM THIS POLICY

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

The Company has chosen to adopt the following Performance Evaluation Process:

Independent Directors

Some of the specific issues and questions that should be considered in the performance evaluation of an Independent Director, (the exercise in which the concerned director being evaluated shall not be included) are set out below:

S. No.	Assessment Criterion	Rating
1.	Attendance and participations in the Meetings and timely inputs on the minutes of the meetings	
2.	Adherence to ethical standards & code of conduct of Company and disclosure of non – independence, as and when it exists and disclosure of interest	
3.	Raising of valid concerns to the Board and constructive contribution to resolution of issues at meetings	
4.	Interpersonal relations with other directors and management	
5.	Objective evaluation of Board’s performance, rendering independent, unbiased opinion	
6.	Understanding of the Company and the external environment in which it operates and contribution to strategic direction.	
7.	Safeguarding interest of whistle-blowers under vigil mechanism and Safeguard of confidential information	

Based on the above criterion each of the Independent Directors has to be assessed by the other Directors (including other Independent Directors) by giving a rating of Surpasses Expectations (3) or Meets Expectations (2) or Below Expectations (1). The total of the ratings so awarded will be averaged over the number of persons who have awarded the rating. Assistance in conducting the process of evaluation shall be provided by a person as authorized by the Board and for this purpose, such person shall report to Board.

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations 2015, the Board has carried out the annual performance evaluation of its own performance, as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees and that of independent and non-independent directors was done by the Board excluding the director being evaluated. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board’ functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

5. Remuneration of Directors:

Non-Executive Directors have not been paid any remuneration for attending the Board & Committee Meetings during the financial year.

S.No.	Name of the directors	Sitting fees	commission	total
1.	Mr. Harvinder Singh Dhani	0.00	0.00	0.00
2.	Mr. Rakesh Kumar Sharma	0.00	0.00	0.00
3.	Mr. Manan Mahajan	0.00	0.00	0.00
4.	Mrs. Balwinder Kaur	0.00	0.00	0.00

The Nomination and Remuneration Policy of your Company is disclosed in this Report.

6. Stakeholders’ Grievances Committee

During the year 2017-18 the Stakeholders relationship committee that also acts as Share Transfer Committee met 5 times.

The attendance at the Shareholders/Investors Grievance Committee is given below;

Name of the Members	No. of meeting held	No. of meeting attended
Mr. Gautam Chatterjee	5	5
Mr. Bikram Singh Rana		2
Mr. Gautam Chatterjee		5
Ms Priyanka Singh	Company Secretary & Compliance Officer	

During the year 2017-18, no any complaints were received from shareholders and investors.

7. General Body Meeting

The details of last three Annual General Meetings are given as follows:

Meeting/F.Y	Day, Date and Time of the Meeting	Venue	No. of Special Resolution passed
31 st AGM/(2015-16)	Monday, 17 th day of July, 2017 at 11 A.M.	816, Vishwa Deep Building, 8 th Floor, District Center, Janakpuri New Delhi-110058	4
31 st AGM/(2015-16)	Thursday, 29 th day of September, 2016 at 2:00 P.M.	816, Vishwa Deep Building, 8 th Floor, District Center, Janakpuri New Delhi-110058	4
30 th AGM/(2014-15)	Friday 28 th day of August, 2015 at 3:00 P.M.	Hotel Metro View Inn, 9/8, Balraj Khanna Marg, East Patel Nagar, New Delhi-110008	1

Postal Ballot

For the year ended March 31, 2018 there have been no ordinary or special resolutions passed by the Company's Shareholders through postal ballot.

8. Means of Communication

The Quarterly Un-Audited (Provisional) Results and the Annual Audited Financial results of the company are sent to the stock exchange Metropolitan Stock Exchange of India Ltd. ("MSEI") immediately after they are approved by the Board and are also published in one vernacular news paper viz. "Aawam-e- Hind/Jansatta" and one English news paper viz. "Financial Chronicle/Financial Express". Also they are uploaded on the company's website www.midlandservicesltd.com.

The Company also uploaded all the above informations electronically on the portal provided by the stock exchange to the company in line with the existing provisions of the SEBI (LODR) Regulations 2015.

9. General Shareholder Information

Date, Time & Venue of the 32nd Annual General Meeting:

No. of AGM/F.Y.	Day, date & time	Venue
33 rd AGM (2017-18)	Friday, September 21, 2018 at 11:00 A.M.	816, Vishwa Deep Building, 8 th Floor, District Center Janakpuri, New Delhi-110058

Financial Calendar year 2017-18 (Tentative):

Financial Year: April 01 to March 31 for the financial year 2017-18, the tentative dates for declaration of **quarterly un-audited results** may be July 31, 2018, October 31, 2018, January 31 2019 and April 30, 2019/May 31, 2019 (for audited results).

Dividend Payment Date:

The board of the directors has not recommended Dividend for the approval of the members in the Annual General Meeting.

Listing on Stock Exchange and stock codes:

Name of the Stock Exchange	Stock Symbol	Series
Metropolitan Stock Exchange of India Ltd.(MSEI) (formerly known as MCX-SX)	MIDSERV	EQ

Demat ISIN No. in NSDL and CDSL for equity shares : **INE551E01016**

It is confirmed that the listing fees for the year 2017-18 has been paid to the Stock Exchange.

Stock data:

Months	High	Low
April 17	---	----
May 17	---	---
June 17	---	---
July 17	---	---
August 17	---	---
September 17	----	---
October 17	---	---
November 17	----	---
December 17	---	---
January 18	----	----
February 18	----	----
March 18	----	----

Registrar and Share Transfer Agent:

The Company has made arrangements with M/s. RCMC Share Registry Pvt. Ltd., the common agency for share transfer and depository services. The address of RCMC is:

RCMC Share Registry Pvt. Ltd.
 B-25/1, First Floor
 Okhla Industrial Area, Phase- II
 New Delhi – 110020
 E-mail: shares@rcmc.com

Share Transfer System

All physical share transfers are affected within 30 days of lodgment, subject to the documents being in order. The Board has delegated the authority for approval of transfer, transmission etc. to a Investors Grievances Committee comprising of two Independent Non-Executive Directors and one executive director. A summary of transfer/transmission of shares so approved by the committee is placed before the Board.

Shareholding Pattern of the Company as on 31st March, 2018;

S.No	Category	No. of Shares held	% of Shareholding
1.	Promoters' Holding;		
	Indian Promoters	1442670	45.09
2.	Others;		
	Public/Private Corporate Bodies	0	0.00
	Indian Public	1757055	54.91
	Total	3199725	100.00

Distribution of Shareholding of the Company as on 31st March, 2018:

Shareholding of value of Rs.	Shareholders		Shareholdings		
	Number	% of total	Shares	Amount	% of Total

Up to 5000	0	0.00	0	0.00	0.00
5001-10000	39	21.55	23329	233290.00	0.73
10001-20000	35	19.34	51937	519370.00	1.62
20001-30000	9	4.97	24065	240650.00	0.75
30001-40000	3	1.66	11362	113620.00	0.36
40001-50000	0	0.00	0	0.00	0.00
50001-100000	5	2.76	33252	332520.00	1.04
100001 and above	90	49.72	3055780	30557800.00	95.50
Total	181	100.00	3199725	31997250.00	100.00

Dematerialized of Shares of the Company

As on March 31, 2018, 93.43 % of shares were held in dematerialized form and the rest in physical form. Members must note that from December 5 2018 onwards no request of transfer of shares in physical form will be entertained. SEBI has made it mandatory that only dematerialize securities can be transferred in case of a listed company. Therefore all the members holding the securities in physical form are requested to dematerialize their respective holdings before December 5 2018.

Outstanding GDR's/ADR's/Warrant's/Convertible instruments and their impact on equity. NIL

Plant Location

Since the company is involving in the trading activities, therefore it does not have any plant location like a manufacturing company.

Address for correspondence:

Registered Office: 816, Vishwa Deep Building, 8th Floor, District Center, Janakpuri, New Delhi – 110058

Telephone No : +91-11- 41076611

E-mail : cs@midlandservicesltd.com

Additional shareholders information

(i) Date of Book Closure:

From September 13, 2018 to September 21, 2018 (both days inclusive)

(ii) Shares held in electronic form

Shareholders holding shares in the electronic form may give instruction regarding bank details, which they wish to incorporate on their dividend warrants to their depository participants. As per the regulations of NSDL and CDSL the company is required to print the bank details on the dividend warrants, as furnished by these depositories to the Company.

(iii) Disclosures:

The company has entered into transaction of a material nature with the Promoters, pursuant to the approval of Audit Committee and members of the company which details enclosed in AOC-2, but not with the Directors or the Management, their relatives etc. that may have any potential conflict with the interests of the company.

The company has complied with the requirements of the stock exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years. There were no penalties imposed nor any strictures issued on the Company by the Stock Exchanges, SEBI or any other statutory authority relating to the above.

(iv) Service of Documents through electronic mode

As a part of green initiatives, the members who wish to receive the notice/documents through e-mail, may kindly intimate their e-mail address to the Company's Registrar and Share Transfer Agent, RCMC Share Registry (P) Ltd. to their E-mail id i.e. shares@rcmcdelhi.com.

(v) Reconciliation of Share Capital and Audit Report

As stipulated by SEBI, a qualified Practicing Company Secretary carries out audit to reconcile total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out for every quarter and the report thereon is submitted to Metropolitan Stock Exchange of India Ltd.(formerly known as MCX-SX). The Audit confirms that the total listed and paid up capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
Midland Services Limited
816, Vishwa Deep Building, 8th floor, District Centre,
Janakpuri, New Delhi-110058

I, have examined the compliance conditions on Corporate Governance by Midland Services Limited, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (“Listing Regulations”) for the period April 01, 2017 to March 31, 2018, and issued this certificate as per requirement of Para E of Schedule V of SEBI (LODR) Regulations 2015.

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

In My opinion and to the best of my information and according to the explanations given to me and based on the representation made by the Directors and Management, I am certify that the Company has complied with the Condition of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said company with stock exchanges.

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

Date: August 20, 2018
Place: New Delhi

For Anjum Goyal & Associates.
Company Secretaries

Sd/-
Anjum Goyal
ACS No. 16176
C.P No. 6211

INDEPENDENT AUDITORS' REPORT

To The Members of Midland Services Limited

Report on the Financial Statements

- A) We have audited the Standalone financial statements of Midland Services Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including other comprehensive income), Cash Flow Statement and the statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the Financial Statements

- B) The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows of and changes in equity for the year of the Company in accordance with the Accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the act, read with the companies (Indian Accounting Standard) Rules, 2015, as amended. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgment and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors Responsibility

- C) Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.
- D) 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 there under.
- E) We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act and other applicable authoritative pronouncement issued by Institute of Chartered Accountants of India. These Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

- F) An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those standalone Ind AS risk assessments, the auditor considers internal control relevant to the Company's preparation of the standalone Ind AS financial statements that give 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 Company's directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.
- G) We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

- H) In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required to give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018 and its total comprehensive income (comprising of Loss and other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Other Matter

- I) The comparative financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 included in these Ind AS financial statements, are based on the previously issued statutory financial statements for the years ended March 31, 2017 and March 31, 2016 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended).

Our opinion is not qualified in respect of these matters.

Report on Other Legal and Regulatory Requirements

- J) As required by 'the Companies (Auditor's Report) Order, 2016 (" the Order")' as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act we give in the **Annexure B** statement on the matters specified in paragraphs 3 and 4 of the Order.
- K) As required by section 143(3) of the Act, we report that:
- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- b) in our opinion proper books of account as required by law have been kept by the company so far as it appears from our examination of those books;
- c) the Balance Sheet, Statement of Profit and Loss (including other comprehensive income), Cash Flow Statement and the statement of changes in equity dealt with by this report are in agreement with the books of account;
- d) in our opinion, the aforesaid standalone Ind AS financial statement comply with the Accounting Standards referred to in section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended.
- e) On the basis of written representations received from the directors as on March 31, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of sub section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure A**.
- g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i. The Company does not have any pending litigations which would impact its Standalone Ind AS financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii. The Company has no transferring amounts, required to be transferred to the investor education and protection fund by the company.

For Sharat Sekhri & Co.
Chartered Accountants

Sd/-
CA Sharat Sekhri Partner
Membership number: 017674
Firm's registration number: 001274N
Date:- 22nd May 2018

Annexure A

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

We have audited the internal financial controls over financial reporting of Midland Services Limited (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for my /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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Sharat Sekhri & Co.
Chartered Accountants

Sd/-

CA Sharat Sekhri Partner
Membership number: 017674
Firm's registration number: 001274N

Date:- 22nd May 2018

Annexure B

The Annexure referred to in paragraph 1 under “Report on Other Legal and Regulatory Requirements” section of our report of even date to the standalone Ind AS financial statements of the Company for the year ended March 31st, 2018.

1. In Respect of its Fixed Assets:

- a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- b) These fixed assets have been physically verified by the management at reasonable intervals in accordance with regular programme of verification. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- c) The title deeds of immovable properties are held in the name of the company.

2. In Respect of its inventory:

- a) According to the information and explanations given to us, Physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed on physical verification during the year.
3. According to information and explanations given to us, the company has not granted loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act 2013, except advance against expenses Rs 1,40,000 has been given to Mr. Gautam Chatterjee managing director of the Company.
4. According to information and explanations given to us , the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
5. According to information and explanations given to us the company has not accepted any deposits during the year.
6. According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act’2013.
7. According to the information and explanations given to us, in respect of statutory dues:
 - a) The company is generally regular in depositing undisputed statutory dues including provident fund, employees’ state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.

- b) There were no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues in arrears as at March 31,2018 for period of more than six months from the date they became payable.
8. The company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
 9. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year.
 10. According to the information and explanations given to us, we have not noticed or reported any fraud by the company or any fraud on the Company by its officers or employees during the year.
 11. The managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act
 12. This clause of the Caro 2016 is not applicable to the Company as the company is not a Nidhi Company
 13. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where ever applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
 14. According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. The company has not reissued forfeited equity shares during the year.
 15. According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and the provisions of section 192 of Companies Act, 2013 have been complied with;
 16. This clause of the Caro 2016 is not applicable to the Company as the company is not a required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Sharat Sekhri & Co.
Chartered Accountants

Sd/-

CA Sharat Sekhri Partner

Membership number: 017674

Firm's registration number: 001274N

Date:- 22nd May 2018

BALANCE SHEET AS AT 31st March 2018

(In Rupees)

Particulars	Notes	31 st March 2018	31 st March 2017
ASSETS			
a) Property, Plant and Equipment	1	6,657,685	48,43,550
b) Capital Work - in Progress			
c) Investment Property			
d) Intangible Assets			
e) Financial Assets			
- Non Current Investments			
- Other Non Current Financial Assets			
f) Non Current Tax Assets (Net)	2	9,17,215	93,293
g) Other Non Current Tax Assets	3	20,000	20,000
Total Non Current Assets		7,594,900	49,56,843
Current assets			
a) Inventories	4	2,463,591	46,41,635
b) Financial Assets			
- Trade Receivables	5	3,300,000	9,42,333
- Cash & Cash equivalents	6	9,495,109	14,835,679
- Other Bank Balances			
c) Other Current Assets	7	5,51,930	6,20,066
Total Current Assets		15,810,630	21,039,712
GRAND TOTAL		23,405,530	25,996,555
EQUITY AND LIABILITIES			
1. Shareholder's Fund			
a) Share Capital	8	31,997,250	31,997,250
b) Other Equity	9	(9,435,965)	(75,89,671)
Total Equity & Liabilities		22,561,285	24,407,579
LIABILITIES			
Non Current Liabilities			
Deferred Tax Liabilities		--	--
Other Non Current Liabilities		--	--
Total Non Current Liabilities		--	--
Liabilities			

Current Liabilities			-
a) Financial Liabilities			
- Trade Payables			-
- Other Current Financial Liabilities	10	8,44,265	15,88,976
b) Other Current Liabilities			-
c) Provisions			
d) Current Tax Liabilities (Net)			
Total Current Liabilities		8,44,265	15,88,976
GRAND TOTAL		23,405,330	25,996,555

(Contd.....)
(In Rupees)

Significant accounting policies & accompanying notes to the Financial Statements.	55 to 81		
---	----------	--	--

As per our report of even date

For on behalf of Board

For Sharat Sekhri & Co
Chartered Accountants

Sd/-

Gautam Chatterjee

(Managing Director Cum
CEO)

DIN:- 06916786

Sd/-

CA Sharat Sekhri
Partner

M.No 017674

FRN 001274N

Sd/-

Manan Mahajan

(Director)

(Din: 02217914)

Date: 22th May 2018

Priyanka Singh

(Company Secretary)

Sd/-

Sanjay Kumar

(Chief Financial
Officer)

**STATEMENT OF PROFIT AND LOSS for the Period ended as at
31st March 2018**

(In Rupees)

Sr No.	Particulars	Notes	31 st March 2018	31 st March 2017
I	Revenue from Operations	11	71450706	47488341
II	Other Income	12	644545	843439
III	Total Revenue (I+II)		72095252	48331780
IV	Expenses:			
	Cost of Material Consumed			-
	Purchases of Stock-in-Trade	13	68729549	42773911
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	14	2178044	2406764
	Employee benefits expense	15	798750	487750
	Finance costs	16	28974	15946
	Depreciation and amortization expenses	4	264246	107181
	Other expenses	18	2765905	2866287
	Total expenses (IV)		74765468	48657839
V	Profit before exceptional and extraordinary items and tax (III-IV)		(2670216)	(326059)
VI	Exceptional Items			
VII	Profit before extraordinary items and tax (V - VI)		(2670216)	(326059)
VIII	Extraordinary Items			
IX	Profit before tax (VII- VIII)		(2670216)	(326059)
X	Tax expense:			
	(1) Current tax			--
	(2) Deferred tax		(832922)	(91791)
XI	Profit (Loss) for the period from continuing operations (IX-X)		(1846294)	(234268)
XII	Profit/(loss) from discontinuing operations			
XIII	Tax expense of discontinuing operations			

(Contd.....)

(In Rupees)

Sr No.	Particulars	Notes	31 st March 2018	31 st March 2017
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)			
XV	Profit (Loss) for the period (XI + XIV)		(1846294)	(234268)
XVI	Earnings per equity share:			
	(i) Basic (Rs.)		(0.58)	(0.09)
	(ii) Diluted			
	Significant accounting policies & accompanying notes to the Financial Statements	55 to 81		

As per our report of even date

For on behalf of Board

**For Sharat Sekhri & Co
Chartered Accountants**

Sd/-

Gautam Chatterjee
(Managing Director Cum
CEO)
DIN:- 06916786

Sd/-
CA Sharat Sekhri
Partner
M.No 017674
FRN 001274N

Sd/-

Manan Mahajan
(Director)

Priyanka Singh
(Company Secretary)

Sd/-

Sanjay Kumar
(Chief Financial
Officer)

(Din: 02217914)

Date: 22th May 2018

CASH FLOW STATEMENT for the year ended 31st March 2018

Particulars	(In Rupees)	
	31 st March 2018	31 st March 2017
A. Cash flow from Operating Activities		
Net Profit before taxation and extraordinary items	(2,670,216)	(326,059)
Dividend Received	--	(16,612)
Interest Received	(632,097)	(826,827)
Depreciation & Amortizations Expenses	2,64,246	107,181
Operating Profit Before Working capital changes	(3,038,068)	(1,062,317)
Adjustment for		
(Increase) / Decrease in Inventories	2,178,044	2,406,764
(Increase) / Decrease in Short Term Loans and advances	68,135	534,274
(Increase) / Decrease in Other Current Assets		
Increase / (Decrease) in Trade Payables	--	(1,332)
(Increase) / Decrease in Trade Receivables	(2,357,667)	(942,332)
Increase / (Decrease) in Other Current Liabilities	(744,630)	1,446,149
Cash generated / (utilized) from Operating Activities	(3,894,286)	2,381,206
Net Prior Year Adjustments		
Income Tax Paid	-	-
Net cash generated / (utilized) from Operating Activities	(3,894,286)	2,381,206
B. Cash flow from Investing Activities		
Increase in Fixed Assets	(2,078,381)	(4,303,847.00)
(Increase) / Decrease in Long Term Advances	--	14,000
Dividend Received	--	16,612
Interest Earned	6,32,097	826,827

Net cash Generated/(utilized) from Investing Activities	(3,446,408)	(3,446,408)
C. Cash from Financing Activities		
Proceeds from issue of Share Capital	-	-
Expenses incurred for IPO		-
Increase / (Decrease) in Reserve & Surplus	-	-
(Repayments) / proceeds of long term borrowings	-	-
Interest paid on Loans	-	-
Net cash generated from financing activities	-	-
Net increase in cash and cash equivalents	(5,340,570)	(1,065,202)
Cash and cash equivalents at beginning of period	14,835,679	15,900,881
Cash and cash equivalents at end of period	9,495,109	14,835,679

As per our report of even date

For on behalf of Board

**For Sharat Sekhri & Co
Chartered Accountants**

Sd/-

Gautam Chatterjee
(Managing Director Cum
CEO)
DIN:- 06916786

Sd/-
CA Sharat Sekhri
Partner
M.No 017674
FRN 001274N

Sd/-

Manan Mahajan
(Director)

Priyanka Singh
(Company Secretary)

Sd/-
Sanjay Kumar
(Chief Financial
Officer)

(Din: 02217914)

Date: 22th May 2018

Note 1 Annexed to and forming part of the Balance Sheet & Profit & Loss Account										(In Rupees)
(Property Plant & Equipment)										
Particulars	Building	Car	Invertor	Weighing Machine	Furniture & Fixture	Computer	Air Conditioner	Electric Fitting	Office Equipmen-t	Total
Balance as at 01-Apr-16	--	587835	14888	41984	2177	--	--	--	--	646884
Shifted to investment properties on 01-Apr-16	--	--	--	--	--	--	--	--	--	--
Additions during the year	3861757	--	--	--	303892	23900	70980	14500	28818	4303847
Discarded/ Disposed off during the year	--	--	--	--	--	--	--	--	--	--
Balance as at 31-Mar- 17	3861757	587835	14888	41984	306069	23900	70980	14500	28818	4950731
Balance as at 01-Apr-16	3861757	587835	14888	41984	306069	23900	70980	14500	28818	4950731
Additions during the year	1171500	--	--	--	763900	69831	--	73150	--	2078381
Discarded/ Disposed off during the year	--	--	--	--	--	--	--	--	--	--
Balance as at 31-Mar- 18	5033257	587835	14888	41984	1069969	93731	70980	87650	28818	7029112
Accumulated Depreciation	Building	Car	Invertor	Weighing Machine	Furniture & Fixture	Computer	Air Conditioner	Electric Fitting	Office Equipment	Total
Balance as at 01-Apr-16										
Depreciation for the year	--	78375	2945	8217	211	5445	9422	064	2502	107181
Accumulated depreciation on discarded/ Disposal	--	--	--	--	--	--	--	--	--	--
Balance as at 31-Mar-17	--	78375	2945	8217	211	5445	9422	064	2502	107181
Balance as at 01-Apr-17	--	78375	2945	8217	211	5445	9422	064	2502	107181
Depreciation for the year	59770	78375	2945	8217	76291	13097	13486	6590	5475	264246
Accumulated depreciation on discarded/ Disposal	--	--	--	--	--	--	--	--	--	--

Balance as at 31st Mar-18	59770	156750	5890	16434	76502	18542	22908	6654	7977	371427
Net Carrying Amount										
Balance as at 1st April 2016	--	587835	14888	41984	2177	--	--	--	--	646884
Balance as at 31st March 17	3861757	509460	11943	33767	305858	18455	61558	14436	26316	4843550
Balance as at 31st March 18	4973487	431085	8998	25550	993467	75189	48072	80996	20841	6657685

**For & on behalf of Board of Directors
Midland Services Limited
CIN: L74140DL1985PLC020648**

**Sd/-
Gautam Chatterjee
(Managing Director
Cum CEO)
DIN:- 06916786**

**Sd/-
Manan Mahajan
(Director)
(Din: 02217914)**

Date:- 22nd May 2018

**Priyanka Singh
(Company Secretary)**

**As per our report of even date
For Sharat Sekhri & Co
Chartered Accountants**

**Sd/-
CA Sharat Sekhri
Partner
MNo 017674
FRN 001274N**

**Sd/-
Sanjay Kumar
(Chief Financial
Officer)**

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST
MARCH 2018**

Note: 2 Non Current Assets (Net)			<i>(In Rupees)</i>
Deferred Tax Assets	31st March 2018	31st March 2017	1st April 2016
Opening Balance	93293	1502	1502
Current Year	823922	91791	--
Total (Non Current Assets (Net)	9172.15	932.93	1502

Note: 3 Other Non Current Assets			<i>(In Rupees)</i>
Particulars	31st March 2018	31st March 2017	1st April 2016
Security Deposit (Refundable)	20000	20000	34000
Total Other Non Current Assets	20000	20000	34000

Note: 4 Inventories			<i>(In Rupees)</i>
Particulars	31st March 2018	31st March 2017	1st April 2016
Stock-in-Trade**	2463591	4641635	7048399
Total Inventories	2463591	4641635	7048399
**Stock in trade is valued at cost or net realizable value whichever is less.			

Note: 5 Trade Receivables			<i>(In Rupees)</i>
Particulars	31st March 2018	31st March 2017	1st April 2016
Unsecured Considered Good			
Debts outstanding for a period exceeding six months	--	--	--
Other Debts	3160000	942333	--
Total Trade Receivables	3160000	942333	--
Note (Due from directors & their relatives, Firm/company in which directors are interested company is Nil Previous Year Rs. 5,69,842/-)			

Note: 6 Cash and Cash Equivalents			<i>(In Rupees)</i>
Particulars	31st March 2018	31st March 2017	1st April 2016
Balances with Bank	9196899	14434258	1,4521136
Cash in Hand	298210	401421	1379745
Total Cash and Cash Equivalents	9495109	14835679	15900881

Note: 7 Other Current Assets			<i>(In Rupees)</i>
Particulars	31st March 2018	31st March 2017	1st April 2016
Unsecured Considered Good:			
1. Advance to Suppliers and Brokers	293973	12527	628380
2. Advance to Director**	140000	--	--
3. Advance for Purchase of Property			400000
Prepaid Expenses	8283	451830	21075
VAT Receivable	--	54893	51425
IGST	74946	--	--
CGST	915	--	--
SGST	84798	--	--
TDS receivable AY 2017-18	18444	100815	--
TDS receivable AY 2018-19	70570	--	--
Income Tax 2015-2016	--	--	29328
Income Tax 2016-2017	--	--	24132
Total Other Current Assets	691930	620066	1154340
(**Advance made to Mr. Gautam Chatterjee Managing Director amounting to Rs 1,40,000/- previous year Nil)			

Note: 8 Equity Share Capital			<i>(In Rupees)</i>
Particulars	31st March 2018	31st March 2017	1st April 2016
Authorised 55,00,000 Equity Shares of Rs. 10/- Each	55000000	55000000	55000000
Issued Subscribed & Fully Paid up Shares: 31,99,725 Equity Shares of Rs. 10/- Each. (1 st April 2016: 16,18,855 Equity Shares of Rs. 10/- Each)	31997250	31997250	16840550
Total Equity Share Capital	319972.50	31997250	1,6840550

8.1 There are no (Previous Year – No) rights, preference and restriction attaching to each class of shares including restriction on the distribution of dividend and the repayment of capital.

8.2 There are nil number of shares (Previous Year- NIL) in respect of each class in the company held by its holding company or its ultimate holding company including shares held by or by subsidiary or associates of holding company or the ultimate holding company is aggregate.

(In Rupees)

Note: 8.3 Reconciliation of shares outstanding at the beginning and at the end of the year	31st March 2018		31st March 2017		1st April 2016	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the year	31,99,725	31997250	16,84,055	16840550	16,84,055	16188550
Add: Shares issued during the year	--	--	15,15,670	15156700		
Less: Shares Bought Back during the Year	--	--	--	--	--	--
Less: Shares Forfeited During the Year	--	--	--	--	--	--
Add: other movements during the year	--	--	--	--	--	--
Outstanding at the End of the year	31,99,725	31997250	31,99,725	31997250	16,84,055	16840550

Note: 8.4 Names of Shareholders holding more than 5 % shares	31st March 2018		31st March 2017		1st April 2016	
	No. of Shares	% Held	No. of Shares	% Held	No. of Shares	% Held
Amanaya Ventures Limited	739670	23.12	739670	23.12	305300	18.13
Gautam Chatterjee	703000	21.97	703000	21.97	370000	21.97

8.5 There are nil number of shares (Previous year Nil) reserved for issue under option and contracts/ commitment for the sale of shares/ disinvestment including the terms and amounts.

Note: 8.6 For the period of five years immediately preceding the date as at which the balance sheet prepared.			
Particulars	No. of Shares C.Y. 2018	No. of Shares P.Y. 2017	No. of Shares P.Y. 2016
Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash.	Nil	Nil	Nil
Aggregate number and class of shares allotted as fully paid up paid up by way of bonus shares	Nil	15,15,670	Nil
Aggregate number and class of shares bought back	Nil	Nil	Nil

Note 8.7:- There are no securities (Previous year No) Convertible into Equity/ Preferential Shares

Note 8.8:- There are no calls unpaid (Previous year No) including calls unpaid by Directors and Officers as on balance sheet date.

Note:- 9 Statement of Changes in Equity

A) Equity Share Capital			<i>(In Rupees)</i>
Balance as on 1 st April 2017	Changes in equity share capital during the year	Balance at 31 st March 2018	
31997250	--	31997250	

B) Other Equity					<i>(In Rupees)</i>
Particulars	Securities Premium Account	Capital Reserve	Retained Earnings	Total	
Balance as at April 2016	16703610	326000	(9228313)	7801297	
Profit for the year	--	--	(234268)	(234268)	
Other Comprehensive Income	--	--	--	--	
Total Comprehensive income for the year	--	--	(234268)	(234268)	
Capitalized during the year in the form of bonus issue	(15156700)	--	--	(15156700)	
Transfers	--	--	--	--	
Dividend Paid	--	--	--	--	
Adjustments	--	--	--	--	
Balance as at March 31, 2017	1546910	326000	(9462581)	(7589671)	
Balance as at 1 st April 2017	1546910	326000	(9462581)	(7589671)	
Profit/ Loss for the year	--	--	(1846294)	(1846294)	
Other Comprehensive Income	--	--	--	--	
Total Comprehensive income for the year	--	--	(1846294)	(1846294)	
Capitalized during the year in the form of bonus issue	--	--	--	--	
Transfers	--	--	--	--	
Dividend Paid	--	--	--	--	
Adjustments	--	--	--	--	
Balance as at March 31, 2018	1546910	326000	(11308875)	(9435965)	

Note: 10 Other Current Liabilities			<i>(In Rupees)</i>
Particulars	31 st March 2018	31 st March 2017	1 st April 2016
Statutory Liabilities	17200	117656	8057
Other Payable	25545	60320	134770
Advance from Customers (As per Note)	801500	1411000	
Total Other Current Liabilities	844245	1588976	142827

(In Rupees)

Note: 11 Revenue From Operation	31st March 2018	31st March 2017
Revenue From Securities & Commodities	7,11,37,285	4,67,41,014
Revenue From Derivatives (Future & Options)	(75169)	(174873)
Event Management Services	388,590	9,22,200
Total	7,14,50,706	4,74,88,341

(In Rupees)

Note: 12 Other Income	31st March 2018	31st March 2017
Interest Income	632,097	8,26,827
Dividend Income	12,448	16,612
Total	644,545	8,43,439

(In Rupees)

Note: 13 Details of Purchase of Securities & Commodities	31st March 2018	31st March 2017
Purchases of Securities & Commodities	6,87,29,549	4,27,73,911
Total	6,87,29,549	4,27,73,911

(In Rupees)

Note: 14 Changes in Inventories of finished goods work-in-progress and Stock-in-Trade	31st March 2018	31st March 2017
Inventory at the beginning of the year	46,41,635	70,48,399
Inventory at the end of the year	24,63,591	46,41,635
Total	21,780,44	24,067,64

(In Rupees)

Note: 15 Employee Benefits Expense	31st March 2018	31st March 2017
Salaries and Incentives	7,98,750	4,87,750
Total	7,98,750	4,87,750

(In Rupees)

Note: 16 Finance Costs	31st March 2018	31st March 2017
Bank Charges	24,964	15,946
Interest	4010	
Total	28,974	15,946

(In Rupees)

Note: 17 Other Expenses	31st March 2018	31st March 2017
Audit Fees	34900	75000
Advertisement & Publication	61583	72544
Brokerage & Other Expenses on Trading	17325	43175
Books & Periodicals	6320	10930
Car Expenses	8879	14735
Charity	3800	29001
Computer Repair	4481	18365
Customer Acquisition Charges	280818	--
Event Management Expenses	388590	793290
Freight & Forwarding	52155	10561
Office Maintenance Expenses	49464	146011
Insurance	53342	65124
Professional Fees	950000	600000
Rent	28000	98000
Commission On Sales	--	25428
Water & Electricity Expenses	65235	30880
Depository Charges	27855	27480
Entertainment , Hospitality Charges & Sales Promotion Expenses	13689	79287
Fees & Taxes	195787	268653
Miscellaneous expenses,	9382	71419
Postage & Courier Expenses	20314	21832
Printing & Stationery	42632	91369
Listing Charges	40250	28625
Rebate & Discount	4710	-
Telephone Expenses	57081	76490
Travelling & Conveyance Expenses	169735	149346
Website Development charges	120491	9899
Warehouse Storage Charges	-	8843
Total Other Expenses	2765905	2866287

For on behalf of Board

For Sharat Sekhri & Co
Chartered Accountants

Sd/-

Gautam Chatterjee*(Managing Director Cum
CEO)*

DIN:- 06916786

Sd/-

CA Sharat Sekhri
Partner

M.No 017674

FRN 001274N

Sd/-

Manan Mahajan*(Director)**(Din: 02217914)***Date: 22th May 2018**Sd/-
Priyanka Singh*(Company Secretary)*

Sd/-

Sanjay Kumar*(Chief Financial
Officer)*

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED AS ON 31st MARCH 2018.

18. Corporate Information:

Midland Services Limited (The Company) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act 1956. The company has been formed as on 9th April 1985. The Company's shares are listed at Metropolitan Stock Exchange of India (MSEI). The company is engaged in the trading of securities and commodities and also provides event management services.

19. Significant Accounting Policies:

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

a. Basis of Preparation:

i. Compliance with Ind AS:

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. These financial statements are the first financial statements under Ind AS. The financial statements up to year ended March 31, 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act.

ii. Historical cost convention:

The financial statements have been prepared on an accrual basis and under the historical cost convention.

iii. Classification of assets and liabilities:

The classification of assets and liabilities into current and non-current, wherever applicable, are based on normal operating cycles of business activities of the Company, which is twelve months.

a. Use of Estimates:

The preparation of financial statements requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as on the date of the financial statements and the reported income and expenses during the reporting period. The estimates and assumptions used in the financial statements are based upon the Management's evaluation of the relevant facts and circumstances as on the date of financial statements. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results may vary from these estimates.

b. Property, Plant and Equipment:

- i. Property, plant and equipment are shown at cost, less accumulated depreciation and impairment, if any. The cost of an item of property, plant and equipment comprises its cost of acquisition inclusive of inward freight, import duties, and other nonrefundable taxes or levies and any cost directly attributable to the acquisition / construction of those items; any trade discounts and rebates are deducted in arriving at the cost of acquisition. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to statement of profit or loss during the reporting period in which they are incurred. Gain or losses arising on disposal of property, plant and equipment are recognized in profit or loss.

ii. Transition to Ind AS

On transition to Ind AS, the company has elected to continue with the carrying value of all its property, plant and equipment recognized as at April 01, 2016 measured as per the previous GAAP (Indian GAAP) and use that carrying value as the deemed cost of property, plant and equipment

c. Depreciation and amortization:

Depreciation has been provided on the basis of straight line method as per schedule II of the Companies Act 2013. The residual values are not more than 5% of the original cost of the asset.

a) Impairment of Assets:

At each balance sheet date, the company reviews the carrying amounts of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. An impairment loss is charged to Profit and Loss account in the year which an asset is identified as impaired.

a. Stock-in-Trade:

The Stock- in- trade comprises of “Commodities and Securities”. Commodities primarily includes items listed and traded at NCDEX and MCX which are prominent national commodity Exchanges. Commodities are valued at cost price or net realizable value whichever is lower. Cost of commodities are comprises of cost of purchase and other costs incurred to bring them at their respective present location and condition. Securities are valued at cost price, determined on FIFO basis, or net realizable value whichever is lower.

b. Revenue Recognition:

Revenue is recognized when the significant risks and rewards of ownership of Commodities and Securities have been passed to the buyer. Revenue from derivatives comprises of realized profit/loss on exchange traded derivative instruments. Realized profit/ loss on closed positions of derivative instruments is recognized on final settlement on squaring up of the contracts. Interest income is recognized on the basis of bank statements received from the Bank. Dividend is recognized when right to receive payment is established. Revenue from services is recognized on completion of such services.

c. Financial Derivatives and Commodity Hedging Transactions:

In respect of derivatives contracts, premium paid, gain/ loss on settlement and losses on restatements are recognized in the profit & loss account statement.

d. Leases :

Operating Leases: Rentals are recognized as an expense with reference to lease terms and other considerations.

e. Employees Benefit:

Provisions for statutory/ contractual liability benefit on retirement/ death of employees are accounted for as and when paid.

f. Tax on Income:

Tax expenses comprises of current tax & deferred tax.

Current Tax: The provision for current income tax liability is ascertained on the basis of assessable profit computed in accordance with the provision of Income Tax Act,1961.

Deferred Tax: Deferred tax assets and liabilities arising on account of timing difference and which are capable of reversal in subsequent periods, are recognized using the tax rates and tax laws that have been enacted or substantively enacted as on the Balance Sheet date. Deferred Tax Assets are recognized and carried forward only if

there is a virtual certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date.

g. Earnings Per Share:

The Company reports basic and diluted earnings per share in accordance with accounting standard 20-“ Earnings Per Share” Notified under section 133 of the companies Act 2013, read together with paragraph 7 of the companies (Accounts) Rules, 2014. Basic earnings per share are computed by dividing the net profit after tax attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

(In Rupees)

Particulars	2018	2017
Profit/ (Loss) after Tax (Rs. in hundreds) (A)	(1846294)	(234269)
Weighted Average No. of Equity Shares (B)	3199725	2427356
Earnings Per Share (A)/(B) (In Rs.)	(0.58)	(0.09)

h. Borrowing Cost:

Financing and borrowing costs are charged to revenue in the year in which these are incurred.

i. Provisions/ Contingent Liabilities & Contingent Assets:

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are measured at the present value of management’s best estimate of the expenditure required to settle the present obligation at the end of the reporting period. A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. All known Liabilities, wherever material, are provided for and Liabilities, which are disputed, are referred to by way of Notes on Accounts.

j. Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. There is no margin money, or security against borrowings, guarantees, or other commitments have been provided by the company.

k. Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

NOTES FORMING PART OF ACCOUNTS:

20. Segment Reporting:

The Company at present is engaged in two segments i.e. trading of “Commodities and Securities” and event management services. As the segment revenue from event management services is less than 10% of the total revenue of the company and as such the disclosures requirement under AS-17 has been duly complied with.

21. Related Party Disclosure:

A. Related parties & nature of relationship

I. List of the Key Management Persons (KMP):

- a. Mr. Gautam Chatterjee: Managing Director Cum CEO.
- b. Mr. Sanjay Kumar: CFO
- c. Mrs. Priyanka Singh: Company Secretary.

II. Entities owning an interest in the voting power of the reporting enterprise that gives them control or significant influence over the company:

- a. Amanaya Ventures Limited.
- b. Transaction that have taken place during the year 01/04/2017 to 31/03/2018 with related parties.

(In Lacs)

Nature	Key Managerial Persons		Entities having Significant Influence	
	2018	2017	2018	2017
Professional Fees and others	--	--	9.00 Lac	6.00 Lac
Advance Paid against Expenses	1.40 Lac	--	--	--
Sales	--	--	5213 Lac	2407 Lac
Purchases	--	--	1459 Lac	1171 Lac
Remuneration	3.08 Lac	2.96 Lac		--

22. Stock and Sales particulars of Trading Items:

A. Details in Value:

(In Rupees)

Sr. No:	Name	Sales Value (Rs.)	Stock-in-trade (Rs.)	Opening Inventory (Rs.)
1.	Commodities & Securities	71137255	2463591	4641635

23. Quantitative Details of Stock-in-Trade as on 31st March 2018.

Sr No	Item	Units	Opening Stock (A)	Purchases (B)	Sales (C)	Shortage	Closing Stock (A) + (B) - (C)
1	Gold -Bullion	(Gms)	1565.45	23434.43	24192.79	--	807.09
2.	Silver-Bullion	(KGS)	-	10.66	10.66	-	--

24. Payment to Auditors:*(In Rupees)*

Sr. No.	Nature of Payment	Amount 2018	Amount 2017
1.	Statutory Audit Fees	10000	60000

25. Deferred Tax :*(In Rupees)*

Major components of deferred tax accounting on account of timing difference are:-

Particulars	2018	2017
Deferred Tax Asset		
Tax impact due to loss and depreciation	968585	96322
Timing difference of depreciation as per income tax act & companies act	(144663)	4531
Total Deferred Tax Asset	823922	91791
Deferred tax asset as on 31/03/2017	93293	1502
Deferred tax asset for the year	823922	91791
Deferred tax asset carried forward	917215	93293

26. In the opinion of the directors, the current assets, loans and advances have value on realization in the ordinary course of business, equal at least to the aggregate amount shown in the balance sheet.
27. Advance from customers are on account of gold accumulation plan offered by the company for the period of 11 months. As stated by the management these plans are neither the financial products nor the deposits or any kind of investment proposals whatsoever and do not provide any assured yield interest or returns.
28. Based upon the information received from the management no amount is outstanding in respect of small scale/ micro industrial units.
29. Previous year figures are regrouped/ rearranged/ reclassified wherever consider necessary. The company has compiled the above accounts based on the revised/ Modified schedule III applicable for the accounting period 2017-2018. The disclosure requirements are made in the notes to accounts or by way of additional statements. The other disclosures as required by the Companies Act are made in the notes to accounts.
30. The comparative financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 included in these Ind AS financial statements, are based on the previously issued statutory financial statements for the years ended March 31, 2017 and March 31, 2016 prepared in accordance with the Companies (Accounting Standards) Rules, 2006.

As per our report of even date

For on behalf of Board

**For Sharat Sekhri & Co
Chartered Accountants**

Sd/-

Gautam Chatterjee
(Managing Director Cum
CEO)
DIN:- 06916786

Sd/-
CA Sharat Sekhri
Partner
M.No 017674
FRN 001274N

Sd/-

Manan Mahajan
(Director)

Priyanka Singh
(Company Secretary)

Sd/-

Sanjay Kumar
(Chief Financial
Officer)

(Din: 02217914)

Date: 22th May 2018

MIDLAND SERVICES LIMITED

CIN: L74140DL1985PLC020648

Reg. Office: 816, Vishwa Deep Building, 8th Floor, District Center, Janakpuri, New Delhi-110058

ATTENDANCE SLIP

Please bring this Attendance Slip and hand it over at the entrance of, 816, Vishwa Deep Building, 8th Floor, District Center, Janakpuri, New Delhi-110058.

Name & Address of the shareholders;

Name: -----

Folio No. :

DP Id :

Address: -----

Client Id :

I, hereby record my presence at the Thirty Second Annual General Meeting at 816, Vishwa Deep Building, 8th Floor, District Center, Janakpuri **New Delhi-110058** on September 21, 2018 at 11:00 A.M.

Signature of the Member/Proxy

No. of Shares held

Cut from here ✂

Form No. MGT-11 PROXY FORM

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

CIN	
Name of the Company	
Registered Office	
Name of shareholder	
Registered Address	
E-mail ID	
Folio No./Client ID	
DP ID	

I, being the shareholder of -----equity shares of the above named company, hereby appoint

1	Name	
	Address	
	Email-id	
	Signature	

Or failing him

2	Name	
	Address	
	Email-id	
	Signature	

As my proxy to attend and vote (on poll) for me and on my behalf at the Annual General Meeting of the Company, to be held on Friday, September 21, 2018 at 11:00 A.M at 816, Vishwa Deep Building, 8th Floor, District Center, Janakpuri New **Delhi-110058**, and any adjournment thereof in respect of such resolution as are indicated below;

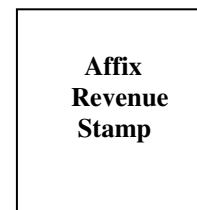
Resolution Nos.

Sr. No.	Resolutions
	Ordinary Businesses;
1.	To receive, consider and adopt the Audited Balance Sheet as at 31 st March, 2018, Statements of Profit & Loss for the year ended on that date together with Report of the Auditors' and Directors' thereon.
2.	To appoint a director in place of Shri Gautam Chatterjee who retires by rotation and being eligible, offers himself for re-appointment.
	Special Businesses;
3.	To appointment of Statutory Auditors' and the fixing of the remuneration
4.	Regularization of Ms Sonia as Director
5.	Regularization of Mr. Bikram Singh Rana as Director
6.	Approval of related party transaction under Section 188 of the Companies Act, 2013.

Signed this-----day of -----2018.

Signature of shareholder: -----

Signature of Proxy holder: -----



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

Notes:

1. For e-voting kindly refer to the Annexure-A and carefully read the covering letter for the detailed instructions and for your respective USER ID and PASSWORD.