

**ANNUAL REPORT**  
**OF**  
**SRESTHA FINVEST LIMITED**  
**FOR THE PERIOD**  
**2017-2018**

**Name** : **SRESTHA FINVEST LIMITED**  
(formerly known as M S Investments Ltd)

**CIN No** : **L65993TN1985PLC012047**

**Registered Address** : **No.35/1, Muthu Krishnan Street,  
Kondithope, Chennai-600079**

**Board of Directors** : **1. Mrs. NAVITHA JAIN**  
**2. Mr. KAMLESH PARASMAL –WTD**  
**INDEPENDENT DIRECTORS**  
**3. Mr. MANMOHAN -**  
**4. Mr. GOPAL BIHARILAL AHUJA**  
**5. Mrs. B SONAL**

**Bankers** : **PUNJAB NATIONAL BANK ,CHENNAI 600079**  
**KOTAK MAHINDRA BANK, CHENNAI 600079**

**Share Registry** : **M/s. PURVA SHAREGISTRY (INDIA) PVT LTD**  
**No.9, Shiv Shakti Ind Estt,**  
**J.R.Boricha Marg, Lower Parel (East)**  
**Mumbai - 400011**

**NOTICE TO SHAREHOLDERS**

**Notice is hereby given that the Thirty Third (33rd) Annual General Meeting ("AGM") of the Members of Srestha Finvest Limited will be held on Friday, the 22nd June 2018 at 10:00 A.M. at Samudaya Nala Koodam, Vallanur, Ambattur, Chennai - 600062, to transact the following business:**

**ORDINARY BUSINESS:****1. Adoption of Accounts of the Company:**

To receive, consider and adopt the Audited financial Statements of the Company for the year ended 31st March, 2018 including audited Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon.

2. To appoint a Director in place of Mrs. Navitha Jain (DIN:07492584), who retires by rotation and, being eligible, offers herself for re-appointment.

**3. Appointment of New Statutory Auditors:**

To consider and, if thought fit, to pass, with or without modification, the following resolution:

Pursuant to the provisions of section 139 of the companies act, 2013, an audit firm can act as auditors of a listed company for a maximum tenure of two terms of 5 consecutive years.

For the purpose of reckoning this limit, existing tenure of the auditors needs to be counted. Further, companies have been given a transition time of 3 years from April 1, 2014 to comply with this provision.

As per the above requirement, the term of the company's auditors, K. Subramanyam & co., Chartered Accountant, (Firm Registration Number 004146S), comes to an end with the conclusion of audit for the financial year 2016-17.

After conducting a detailed evaluation and based on the recommendations of Audit Committee, the board approved the proposal for placing at the 33rd AGM the matter of appointment of J. V. Ramanujam & Co., Bearing FRN: 02947S, as statutory auditors of the company for a term of 5 years from the financial year 2017-18 onwards on such terms and conditions and remuneration as may be decided by the Audit Committee.

**"RESOLVED THAT** in terms of the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz.. companies (Audit and Auditors) Rules, 2014, as may be applicable, the members do hereby appoint J. V . Ramanujam & Co., Chartered Accountants (Registration No.02947S), as the Auditors of the company from the conclusion of the meeting to hold such office for a period of 5 years till the conclusion of the 38th Annual General Meeting, to conduct the audit of the Company, be ratified by the Members on a remuneration inclusive of taxes (as may be applicable) and reimbursement of all out- of pocket expenses in connection with the audit of the accounts of the Company (including terms of payment) to be fixed by the Board of the Directors of the company, based on the recommendation of the Audit committee."

**SPECIAL BUSINESS:****4. Increase in Authorized Share Capital of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 61 read with

Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 7,50,00,000 (Seven Crores Fifty Lakhs only) Equity Shares of Rs.2/- (Rupees Two) each to Rs.16,00,00,000/- (Rupees Sixteen Crores Only) divided into 8,00,00,000 (Eight Crores only) Equity Shares of Rs.2/- (Rupees Two) each ranking paripassu in all respect with the existing Equity Shares of the Company."

**"FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to do such acts, deeds and things as may be considered necessary and appropriate to give effect to the above resolution."

**5. To Approve Issue of Bonus Shares:**

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

**"RESOLVED THAT,** in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which expression shall be deemed to include a committee of directors duly authorised in this behalf) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Re.2/- (Rupee Two only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as may be fixed in this regard by the Board, in the proportion of 1 (one) equity share for every 10 (Ten) existing equity share held by the Members.

**RESOLVED FURTHER THAT,** the Board be and is hereby authorized to make appropriate adjustments on issue of bonus shares as aforesaid, to the outstanding options granted to the employees of the Employee Stock Option Plan (ESOP) if any, of the Company pursuant to the Securities and Exchange Board of India (Employee Stock Options and Employee Stock Purchase Scheme) Guidelines, 1999 and/or Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and amendments thereto from time to time, such that the exercise price for all outstanding options as on the 'record date' (as determined by the Board) (vested and unvested options, including lapsed and forfeited options available for reissue) shall be proportionately adjusted and the number of options which are available for grant and those already granted but not exercised as on 'record date' (as determined by the Board) shall be appropriately adjusted.

**RESOLVED FURTHER THAT,** the Bonus Shares so allotted shall rank paripassu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board)

and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** incase of fractional shares, if any arising out of the issue and allotment of the Bonus Shares, the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and the Bonus Shares, in lieu thereof, shall be allotted by the Board to one of the Directors of the Company, to be nominated by the Board for this purpose, who shall hold the same as trustee(s) for the members entitled thereto, and sell the said Shares so arising at the prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting there from the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements.

**RESOLVED FURTHER THAT** the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Nationals, Person of Indian Origin (PIO)/ Overseas Corporate Bodies (OCBs) and other foreign members of the Company will be subject to the approval of the Reserve Bank of India (RBI) as may be necessary and the provisions of the Foreign Exchange Management Act, 1999.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary, expedient or proper and to settle any questions, difficulties or doubt that may arise in this regard at any stage including at the time of listing of Securities and also to agree to such terms and conditions, as may be laid down by relevant authorities while granting any requisite approval.

**RESOLVED FURTHER THAT** for the purposes of giving effect to the bonus issue of equity shares resolved hereinbefore, the Board; any Committee thereof; designated director(s)/officer(s) authorized by the Board of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, filing documents with the Ministry of Corporate Affairs (MCA), the Reserve Bank of India (RBI), the Securities Exchange Board of India (SEBI), the BSE Limited and the Metropolitan Stock Exchange of India Limited."

**6. Alteration of the Capital Clause of the Memorandum of Association:**

**To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT,** pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and the resolutions passed above, Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following subject to and subsequent to approval of the preferential allotment stated herein above:

"V. The Authorized Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crores only) divided into 8,00,00,000 (Eight Crores ) Equity Shares of Rs.2/- (Rupees Two) each. The Company shall have power from time to time to increase or reduce its capital. The shares forming the capital (original, increased or reduced) of the company may be sub-divided, consolidated or divided into such classes, with any preferential, deferred, qualified, special or other rights, privileges, or conditions attached thereto and be held upon such terms as may be determined by the Articles of Association and regulations of the Company for the time being or otherwise."

**"RESOLVED FURTHER THAT,** for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s)."

**7. Alteration of the Capital Clause of the Articles of Association:**

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

**"RESOLVED THAT,** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the rules issued there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Article 3 of the Association of the Company be and is hereby amended and substituted by the following:

"3. The Authorized Share Capital of the Company shall be as stated in Clause V of the Memorandum of Association of the Company." Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

**"RESOLVED FURTHER THAT,** for the purpose of giving effect to this resolution, the Board (which expression shall include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s)."

**By Order of the Board of Directors  
For SRESTHA FINVEST LIMITED**

**Place : Chennai  
Date : 23.05.2018**

**Sd/-  
Kamlesh Parasmal  
Whole time Director  
DIN No: 00810823**

**Registered Office:**  
No.35/1, Muthu Krishnan Street, Kondithope, Chennai-600079  
CIN: L65993TN1985PLC012047  
Tel: +91(44)25206006  
E-mail: srestha.info@gmail.com,  
Website:-www.srestha.co.in

**Notes:**

1. The relative Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") are annexed.

2. The relevant details as required under Regulation 36(3) of the SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015 with the stock exchanges, of persons seeking appointment/re-appointment relating to item Nos. 2 of the Notice are also annexed.

**3. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/authority, as applicable.

4. Mr. AXN Prabhu, Practicing Company Secretary (FCS: 3902 CP: 11440) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

5. The Company has engaged Central Depository Services (India) Limited ("CDSL") to offer E-voting facility to all its members to enable them to cast their votes electronically. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on 23rd May, 2018, and 15th June 2018 shall be "the cut-off date" reckoned as date for e-voting purposes. Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for members. The Notice is sent electronically to all the shareholders who have registered their email addresses with the Company /Depositories and to other shareholders by Registered Post/Courier.

6. Members holding shares in electronic form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change in address, change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

7. Members holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company's Registrar and Share Transfer Agent, M/s. Purva Share registry (India) Private Limited (Purva).

8. Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/ Depositories unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.

9. To promote green initiative, Members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the Registrar & Transfer Agent, giving reference of their Folio Number.

10. Members may also note that the Annual Report for FY 2017-18 will also be available on the Company's website [www.srestha.co.in](http://www.srestha.co.in) for their download.

11. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44(1) of SEBI (LODR) Regulations, 2015, the Members are provided with the facility to cast their votes on resolutions through e-voting services provided by CDSL. In order to enable its Members, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice; the Company is enclosing a Ballot Form with the Notice. Instructions for voting through e-voting are given at Note annexed to this Notice. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

12. The facility for voting, either through electronic voting system or ballot form or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.

13. The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

14. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.

15. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, 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 make not later than three days of conclusion of the meeting 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.

16. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.srestha.co.in](http://www.srestha.co.in) and communicated to the Metropolitan Stock Exchange of India Limited (MSEI), Bombay Stock Exchange Limited (BSE) where the shares of the Company are listed.

17. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to [www.srestha.co.in](http://www.srestha.co.in) or [www.evotingindia.com](http://www.evotingindia.com) by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer at M/s. AXN Prabhu & Associates, at 89/1, Harrington Road, Jain Groups Tower, Opp. Pachaiyappa's College, Chennai-600030, not later than 21st June, 2018, (5:00 p.m. IST). Ballot Form received after this date will be treated as invalid.

**18. Instructions for e-voting are as under:**

(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 Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 33rd 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 Central Depository Services (India) Limited (CDSL).

(ii) The voting period begins on 19th June, 2018 at 9.00 hours and ends on 21st June, 2018 at 17.00 hours. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 15th June, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(iii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.

(iv) Click on Shareholders Tab.

(v) Now, select "Srestha Finvest Limited" from the drop down menu and click on "SUBMIT";

(vi) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID;

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login

(vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing password is to be used.

(viii) If you are a first time user, follow the steps given below and fill the appropriate boxes:

For Members holding shares in Demat Form and Physical Form:

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in capital) (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details #	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p># Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

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

(ix) Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant Company "Srestha Finvest Limited" on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

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

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

19. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

**By Order of the Board of Directors  
For SRESTHA FINVEST LIMITED  
(Formerly Known as M S Investments limited)**

**Place : Chennai  
Date : 23.05.2018**

**Sd/-  
Kamlesh Parasmal  
Whole time Director  
DIN No: 00810823**

**Important Communication to Members:** The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies through electronic mode. The Companies are now permitted to send various notices/ documents including annual reports to its Members through electronic mode to their registered e-mail address. To support this initiative of the Government, the Members are requested to notify their e-mail address, including any change thereof, to their DPs (for shares held in dematerialised form) or to the RTA (for shares in physical form) of the Company viz., M/s Purva Sharegistry (India) Pvt. Limited in order to enable the Company to send all the future notices and documents

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

**Item No.4,6 & 7**

The company intends to capitalize the share premium/free reserves of the company by way of issuing bonus shares to subject to all required approvals. It is therefore considered necessary to increase the Authorized Share Capital of the Company to the extent mentioned in Item No.4 in the notice, with the consequential alterations in the Capital Clause of the Memorandum of Association and also the Articles of Association of the company as set out in the item No. 6 and 7 of the notice.

The provisions of the Companies Act, 2013 require the company to seek approval of the members for increase in the Authorized Share Capital and also for the alteration of Capital Clauses of the Memorandum of Association and Articles of Association of the company accordingly. The Board recommends the relevant resolutions for the approval of the members.

The proposed draft Memorandum of Association and Articles of Association would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

The Directors of the company may deemed to be interested in the Resolution set out in item No.4 of the notice to the extent of shares held by them.

The Board recommends the Special Resolution set out at Item No.4 of the notice for your approval.

**Item No. 5**

With a view to encourage participation of small investors by making equity shares of the Company more affordable, increase the liquidity of the equity shares to expand shareholder base it is proposed to seek shareholders' approval for issue of bonus shares by way of capitalization of free reserves including but not limited to Securities Premium Account, General Reserves and/or such other accounts as are permitted to be utilized for the purpose.

The Board of Directors at their meeting held on 11th May, 2018 recommended issue of bonus shares in proportion of 1(one) share of face value of Rs 2/- each for every 10 (Ten) equity shares of face value Rs 2/- each held by the members on a "Record Date" to be fixed by the Board of Directors, by capitalizing a part of the amount standing to the credit of the Reserves.

Pursuant to the provisions of the Articles of Association of the Company and the Companies Act, 2013 and rules made thereunder the capitalization of reserves and bonus issue thereof require approval of the members in general meeting.

Accordingly the resolution seeks approval of the shareholders for capitalizing ` 1.50 crores (Rupees one crore fifty lakhs) out of the amount standing to the credit of Share premium/Reserves and issue of bonus shares out of the same on the term and conditions set out in the resolution.

The Board of Directors recommends the Ordinary resolution for approval of shareholders.

None of the Directors except Mr Kamlesh WTD & KMP, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

**By Order of the Board of Directors  
For SRESTHA FINVEST LIMITED  
(Formerly Known as M S Investments limited)**

**Sd/-  
Kamlesh Parasmal  
Whole time Director  
DIN No: 00810823**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING  
(Pursuant to Clause 49 of the Listing Agreement)**

<b>Name of the Director</b>	<b>MRS NAVITHA JAIN</b>
Age	34 Years
Date of Appointment	12/04/2016
Qualifications	Bachelor Of Commerce
Experience	B.com Graduate, 4 years of Rich Experience in Business Administration
Expertise in specific functional area	Experience in Business Administration
Directorship in other Companies	----
Chairman/Member of Committees of other companies	----
Shareholding in the Company	----

**DIRECTOR'S REPORT**

**TO THE MEMBERS OF SRESTHA FINVEST LIMITED**  
(formerly known as M S Investments Ltd)

Your Directors have pleasure in presenting the 33rd Director's Report of SRESTHA FINVEST LIMITED (the Company) and along with the Audited financial statements for the financial year ended 31st March, 2018.

**1. FINANCIAL RESULTS**

The financial results of the Company for the year ended 31st March 2018 is summarized below:

Particulars	Year Ended 31st March 2018	Year Ended 31st March 2017
Income from Operations	306.04	242.65
Non-operating Income	1.06	1.07
Total Income	307.10	243.72
Total Expenditure	147.20	123.98
Profit/Loss before Depreciation, Interest and Taxation	159.90	119.74
Interest & Finance Charges	110.57	108.47
Depreciation	1.64	1.45
Profit/Loss before Tax	47.69	9.82
Provision for Current Taxes	15.76	3.25
Provision for Deferred Taxes	(0.26)	(0.22)
Profit/Loss after Tax	32.19	6.79
Statutory Reserve	6.39	1.35
Balance in Profit & Loss Account	25.80	5.43
Balance carried to Balance Sheet	25.80	5.43

**2. DIVIDEND**

No Dividend has been declared during the year in order to preserve the resources for future growth of the company.

**3. TRANSFER TO RESERVES**

The Company proposes to transfer Rs.6.39 lakhs to the Statutory Reserve out of amount available for appropriations as per RBI Guidelines and an amount of Rs.25.80 lakhs is proposed to be retained in the Profit and Loss Account.

**4. OPERATING RESULTS AND BUSINESS OPERATIONS**

During the financial year 2017-18, your Company has achieved Rs.307.10 Lakhs Gross revenue from operations as against Rs 243.72 lakhs in previous year.

**5. HUMAN RESOURCES DEVELOPMENT**

The Company has continuously adopted structures that help attract best external talent and promote internal talent to higher roles and responsibilities. Company's Health and Safety Policy commits to provide a healthy and safe work environment to all employees.

**6. DISCLOSURE AS PER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under. During the financial year 2017-18, No complaints remain pending as of 31st March, 2018.

**7. BUSINESS EXCELLENCE AND QUALITY INITIATIVES**

Your Company continues to be guided by the philosophy of business excellence to achieve sustainable growth

**8. DOCUMENTS PLACED ON THE WEBSITE ([www.srestha.co.in](http://www.srestha.co.in))**

The following documents have been placed on the website in compliance with the Act:

Financial statements along with relevant documents as per third proviso to section 136(1).to section 177(10).

**9. SUBSIDIARY COMPANIES**

Your Company has no subsidiaries. There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act").

**10. CORPORATE GOVERNANCE REPORT, MANAGEMENT DISCUSSION & ANALYSIS AND OTHER INFORMATION REQUIRED UNDER THE COMPANIES ACT, 2013 AND LISTING AGREEMENT**

As per Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreement, entered into with the stock exchanges, Corporate Governance Report with Auditors' certificate thereon and Management Discussion and Analysis report are attached and form part of this report. Various information required to be disclosed under the Act and the Listing Agreement is set out in the Annexure-I and forms part of this report.

**11. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement of Section 134(5) of the Act, and based on the representations received from the management, the directors hereby confirm that:

- i. in the preparation of the annual accounts for the financial year 2017-18, the applicable accounting standards have been followed and there are no material departures;
- ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the financial year;
- iii. they have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Act. They confirm that there are adequate systems and controls for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating properly; and
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



**12. AUDITORS AND SECRETARIAL AUDITORS REPORT**

There are no disqualifications, reservations or adverse remarks or disclaimers in the Auditors and Secretarial Auditors Report.

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

The Disclosure stipulated as under Section 134(3) of Companies Act, 2013 read with Rule 8 of the Companies(Accounts) Rules, 2014, is as under :-

1. The Company is not a Manufacturing company nor does the company has any Energy Consumption based business other than normal consumption of Energy in Administrative Office. The company deploys all the possible measure to conserve the energy and increase usage of green energy.
2. The Company is not involved in any Technological Absorption based activities. Hence same is not reportable.
3. The Company has not dealt in any Foreign Exchange in any manner during the year under review. Hence the same is not reportable.

**14. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

**The CSR Policy Rules are not applicable to the Company during the year under review.**

**15. BOARD EVALUATION**

The performance evaluation of the Board, its Committees and individual directors was conducted and the same was based on questionnaire and feedback from all the Directors on the Board as a whole, Committees and self-evaluation. Directors, who were designated, held separate discussions with each of the Directors of the Company and obtained their feedback on overall Board effectiveness as well as each of the other Directors. Based on the questionnaire and feedback, the performance of every director was evaluated in the meeting of the Nomination and Remuneration Committee (NRC).

The meeting of NRC also reviewed performance of the Chief Financial Officer and Whole time Director on goals (quantitative and qualitative) set since their appointment during the year.

A separate meeting of the independent directors ("Annual ID meeting") was convened, which reviewed the performance of the Board (as a whole), the non-independent directors and the Chairman. Post the Annual ID meeting, the collective feedback of each of the Independent Directors was discussed by the Chairman of the NRC with the Board's Chairman covering performance of the Board as a whole performance of the non-independent directors and performance of the Board Chairman.

**16. DEPOSIT FROM PUBLIC**

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

**17. ISSUE OF BONUS SHARES**

The company has proposed to issue bonus shares of F.V. Rs 2/- each to all the existing share holders as on the record date. The company shall issue one share in lieu of every ten shares held. The shares issued shall rank pari-passu with the existing shares of the company in all aspects.

**18. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Board recommends their appointments and accordingly resolutions seeking approval of the members for their appointments/ratifications have been included in the Notice of forthcoming Annual General Meeting of the Company..

Mrs. Navitha Jain, director retires at this general meeting and being eligible offers herself for re-appointment.

Pursuant to the provisions of Section 203 of the Act, the appointment of Mr. Kamlesh Parasmal, Whole time Director, Mrs. Navitha Jain, Chief Financial Officer and Mr. A.J. Kumar, Company Secretary, were formalized as the Key Managerial Personnel of the Company.

**19. AUDITORS**

Pursuant to the provisions of Section 139 of the Act and the rules framed there under, M/s. J.V. Ramanujam & Co, Chartered Accountants, were appointed as Statutory Auditors of the Company from the conclusion of the this Annual General Meeting (AGM) of the Company till the conclusion of the next AGM to be held in the year 2023, subject to ratification of their appointment at every AGM.

**20. PARTICULARS OF EMPLOYEES**

The information required under section 197 of the Act and rules made there-under, in respect of employees of the Company are disclosed appropriately.

**21. ACKNOWLEDGEMENTS**

The Directors wish to convey their appreciation to business associates for their support and contribution during the year. The Directors would also like to thank the employees, shareholders, customers, suppliers, alliance partners and bankers for the continued support given by them to the Company and their confidence reposed in the management.

**By Order of the Board of Directors  
For SRESTHA FINVEST LIMITED**

**Sd/-  
Kamlesh Parasmal  
Whole time Director  
DIN No: 00810823**

**ANNEXURE-I****1. EXTRACT OF ANNUAL RETURN**

The extract of Annual Return as provided under Sub-Section (3) of Section 92 of the Companies Act, 2013 ( the "Act") is enclosed at Annexure-V in the prescribed form MGT-9 and forms part of this Report.

**2. NUMBER OF MEETINGS OF THE BOARD**

Five meetings of the Board of Directors of the Company were held during the year. For detail of the meetings, please refer to clause 2(D) of the Corporate Governance Report, which forms part of this Report.

**3. INDEPENDENT DIRECTORS' DECLARATION**

Mr. Manmohan, Mr. Gopal Biharilal Ahuja, and Mrs. B Sonal who are Independent Directors, have submitted a declaration that each of them meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Act and Regulation 16 (b) of SEBI Regulations. Further, there has been no change in the circumstances which may affect their status as independent director during the year.

**4. POLICY OF DIRECTORS' APPOINTMENT AND REMUNERATION**

Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under section 178(3) of the Act are covered in corporate governance report which forms part of this Report. Further, information about elements of remuneration package of individual directors is provided in the extract of Annual Return as provided under Section 92(3) of the Act, is enclosed at Annexure in the prescribed form MGT-9 and forms part of this Report.

**5. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT**

The Directors and members of Senior Management have affirmed compliance with the Code of Conduct for Directors and Senior Management of the Company. A declaration to this effect has been signed by Kamlesh Parasmal, Whole time Director and forms part of the Annual Report.

**6. RELATIONSHIP BETWEEN DIRECTORS INTER-SE**

None of the Independent Directors are related to each other, However Mrs. Navitha Jain is said to be related to Mr. Kamlesh Parasmal (WTD) within the meaning of the term "relative" as per Section 2(77) of the Act and clause 49(VIII)(E)(2) of the revised listing agreements.

**7. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

The company being a Non Banking finance company has advanced loans to the various parties as part of its business activities and also holds investments in its portfolio. The company has not given any guarantee for any loans whatsoever.

**8. TRANSACTIONS WITH RELATED PARTIES**

The Company have no reportable related party transactions. Other necessary disclosures have been appropriately being made elsewhere in annual report wherever required.

**9. INTERNAL CONTROL**

The information about internal controls is set out in the Management Discussion & Analysis report which is attached and forms part of this Report.

**10. RISK MANAGEMENT**

The Risk Management is overseen by the Audit Committee of the Company on a continuous basis. The Committee oversees Company's process and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis. For details, please refer to the Management Discussion and Analysis report which form part of the Board Report.

**11. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS**

The Company has practice of conducting familiarization program of the independent directors as detailed in the Corporate Governance Report which forms part of the Annual Report.

**12. VIGIL MECHANISM**

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns. For details, please refer to the Corporate Governance Report attached to this Report.

**13. PARTICULARS OF REMUNERATION**

The information required under Section 197 of the Act and the Rules made there-under, in respect of employees of the Company during the year from the date of their appointment is follows:-

Whole Time Director Salary paid	-	235500/-P.A.
CFO Salary	-	224500/-P.A.
Company Secretary Salary	-	120000/- P.A.

**14. PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON-EXECUTIVE DIRECTORS**

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

**By Order of the Board of Directors  
For SRESTHA FINVEST LIMITED**

**Sd/-  
Kamlesh Parasmal  
Whole time Director  
DIN No: 00810823**

**Statement pursuant to Section 197(12) of the  
Companies Act, 2013 read with Rule 5(2) of the  
Companies (Appointment and**

**Remuneration of Managerial Personnel) Rules,  
2014 forming part of the Directors' Report for the  
year ended March 31, 2018**

**(A) Personnel who are in receipt of remuneration  
aggregating not less than `60,00,000' per annum and  
employed throughout the financial year:**

**NIL**

**(B) Personnel who are in receipt of remuneration  
aggregating not less than `5,00,000' per month and  
employed for part of the financial year:**

**NIL**

**By Order of the Board of Directors  
For SRESTHA FINVEST LIMITED**

**Sd/-  
Kamlesh Parasmal  
Whole time Director  
DIN No: 00810823**

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN  
As on financial year ended on 31.03.2018**

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

<b>I. REGISTRATION &amp; OTHER DETAILS:</b>		
1	CIN	L65993TN1985PLC012047
2	Registration Date	22/07/1985
3	Name of the Company	SRESTHA FINVEST LIMITED (Formerly Known as M S Investments Limited)
4	Category/Sub category of the Company	COMPANY LIMITED BY SHARES INDIAN NON-GOVERNMENT COMPANY
5	Address of the Registered office & contact details	NO.35/1, MUTHU KRISHNAN STREET, KONDITHOPE, CHENNAI-600079
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. P.J.R.V.A SHAREGISTRY (INDIA) PRIVATE LIMITED, NO.9, SHIV SHAKTI IND ESTT, J.R.BORICHA MARG, LOWER PAREL (EAST), MUMBAI-400011

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

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	FINANCIAL SERVICES	K9	99.59

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NOT APPLICABLE**

**IV. SHARE HOLDING PATTERN**

(Equity share capital breakup as percentage of total equity)

**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	312,500	-	312,500	0.42%	-	-	-	0.00%	-100.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	281,000	-	281,000	0.37%	-	-	-	0.00%	-100.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Directors & their	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (1)</b>	<b>593,500</b>	<b>-</b>	<b>593,500</b>	<b>0.79%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>-100.00%</b>
<b>(2) Foreign</b>									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>0.00%</b>
<b>TOTAL (A)</b>	<b>593,500</b>	<b>-</b>	<b>593,500</b>	<b>0.79%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>-100.00%</b>
<b>B. Public</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>0.00%</b>
<b>2. Non-institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	-	-	-	0.00%	-	-	-	0.00%	0.00%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals	-	-	-	-	-	-	-	0.00%	0.00%
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	213113	3820500	4,033,613	5.38%	708115	4071500	4,779,615	6.37%	18.49%

**SRESTHA FINVEST LIMITED**

ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	17236370	3962500	21,198,870	28.27%	18067522	2722000	20,789,522	27.72%	-1.93%
c) Others (specify)									
Hindu Undivided	230	21000000	21,000,230	28.00%	1,500	21,000,353	21,001,853	28.00%	0.01%
Non Resident Indians	-	-	-	0.00%	-	-	-	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	21,062	-	21,062	0.03%	179,720	-	179,720	0.24%	753.29%
Other Body	6,725	28,146,000	28,152,725	37.54%	727,500	27,521,788	28,249,288	37.67%	0.34%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	17,477,500	56,929,000	74,406,500	99.21%	19,684,357	55,315,643	75,000,000	100.00%	0.80%
Total Public (B)	17,477,500	56,929,000	74,406,500	99.21%	19,684,357	55,315,643	75,000,000	100.00%	0.80%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	18,071,000	56,929,000	75,000,000	100.00%	19,684,357	55,315,643	75,000,000	100.00%	-99.20%

**(ii) Shareholding of Promoter**

SN	Shareholder's Name	Shareholding at the beginning of the			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbe	
1	PROPERTIES LIMITED M S	500	0.00%	-	-	0.00%	-	-100.00%
2	ANJPAM FOUNDATIONS L MITED	280,500	0.37%	-	-	0.00%	-	-100.00%
3	NARENDRA KUMAR NAHAR	40,000	0.05%	-	-	0.00%	-	-100.00%
4	SURENDRA KUMAR NAHAR	12,500	0.02%	-	-	0.00%	-	-100.00%
5	DEVKJMAR HITENDRA KUMAR	259,500	0.35%	-	-	0.00%	-	-100.00%
6	UJWAL NAHAR	500	0.00%	-	-	0.00%	-	-100.00%

**(iii) Change in Promoters' Shareholding (please specify, if there is no change): NO CHANGE**

**(iv) Shareholding Pattern of top ten Shareholders**

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Reason	Shareholding at the beginning of the		Cumulative Shareholding during the year		
			No. of shares	% of total shares	Nc. of shares	% of total shares	
1	Dharam Kirthi Bafna HUF						
	A: the beginning of the year		11,000,000	14.67%	11,000,000	14.67%	
	Changes during the year	Allot	-	0.00%	-	0.00%	
	A: the end of the year		11,000,000	14.67%	11,000,000	14.67%	
2	Fat B Advisory And Consultancy						
	A: the beginning of the year		10,000,000	13.33%	10,000,000	13.33%	
	Changes during the year	Allot	-	0.00%	-	0.00%	
	A: the end of the year		10,000,000	13.33%	10,000,000	13.33%	
3	Deepak Kanuga						
	A: the beginning of the year		10,000,000	13.33%	10,000,000	13.33%	
	Changes during the year	Allot	-	0.00%	-	0.00%	
	A: the end of the year		10,000,000	13.33%	10,000,000	13.33%	
4	RVB Business Consultancy						
	A: the beginning of the year		10,000,000	13.33%	10,000,000	13.33%	
	Changes during the year	Allot	-	0.00%	-	0.00%	
	A: the end of the year		10,000,000	13.33%	10,000,000	13.33%	
5	Rain Tree Holdings Private						
	A: the beginning of the year		7,500,000	10.00%	7,500,000	10.00%	
	Changes during the year	Allot	-	0.00%	-	0.00%	
	A: the end of the year		7,500,000	10.00%	7,500,000	10.00%	
6	Jyothi Bafna						
	A: the beginning of the year		5,706,500	7.61%	5,706,500	7.61%	
	Changes during the year		-	0.00%	-	0.00%	
	A: the end of the year		5,706,500	7.61%	5,706,500	7.61%	
7	Yeswanti Bai M						
	A: the beginning of the year		3,120,500	4.16%	3,120,500	4.16%	
	Changes during the year	Transfer	-	0.00%	(154,056)	-0.21%	
	A: the end of the year		3,120,500	4.16%	2,966,444	3.96%	

**SRESTHA FINVEST LIMITED**

8	Brij Bhushan						
	At the beginning of the year			2,212,200	2.95%	2,212,200	2.95%
	Changes during the year			-	0.00%	614,150	0.82%
	At the end of the year			2,212,200	2.95%	2,826,350	3.77%
9	Dhruv Bhushan						
	At the beginning of the year			1,839,000	2.45%	1,839,000	2.45%
	Changes during the year		Transfer	-	0.00%	-	0.00%
	At the end of the year			1,839,000	2.45%	1,839,000	2.45%
10	Anju Kumari						
	At the beginning of the year			1,749,170	2.33%	1,749,170	2.33%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			1,749,170	2.33%	1,749,170	2.33%

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

SN	Shareholding of each Directors and each Key Managerial Personnel	Reason	Shareholding at the beginning of the		Cumulative Shareholding during the year	
			No. of shares	% of total shares	No. of shares	% of total shares
1	KAMLESH PARASMAL					
	At the beginning of the year		1,500,000	2.00%	1,500,000	2.00%
	Changes during the year	Allot	-	0.00%	-	0.00%
	At the end of the year		1,500,000	2.00%	1,500,000	2.00%

**V. INDEBTEDNESS**

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

(Am.: Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	59,283,520.00	-	59,283,520.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	59,283,520.00	-	59,283,520.00
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	116,458,773.00	-	116,458,773.00
* Reduction	-	-	-	-
<b>Net Change</b>	-	116,458,773.00	-	116,458,773.00
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	175,742,293.00	-	175,742,293.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	175,742,293.00	-	175,742,293.00

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

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Name: KAMLESH PARASMAL	(Rs/Lac)
		Designation: WHOLE TIME DIRECTOR	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		2.34
	<b>Total (A)</b>	-	2.34
	<b>Ceiling as per the Ac.</b>		

B. Remuneration to other Directors: NIL

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

SN.	Particulars of Remuneration	Name of Key Managerial Personnel	Total Amount
		M. PARTHASARATHI	(Rs/Lac)
		CEO	
		CFD	
		CS	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		2.25
	<b>Total</b>	-	2.25

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

<b>NIL</b>
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## ANNEXURE-V

## CORPORATE GOVERNANCE REPORT

## MANAGEMENT DISCUSSION AND ANALYSIS

## A. INDUSTRY STRUCTURE AND DEVELOPMENTS

Srestha Finvest Limited is a non-banking finance company and with opening up of reforms being expected in the NBFC sector the company is now poised to grow, building a reputation of quality, craftsmanship and expertise. Your company currently operating in the finance, Loans, investment, Consultancy, dealing in securities activity and it anticipates there appears to be huge potential for growth.

## Opportunities, Threats, Risks and Concerns

In a dynamic industry such as financial sector the company has added opportunities and risks and is inherent aspect of business. The opportunities which the company is looking to harness are as mentioned below:

- Opening up of financial sector reforms in India
- Fast growing requirement for Industrial clusters leading to credit demand.
- Monetary measures of the government tightening the credit line from banks would open doors for non banking finance companies to explore those avenues.

The company's business, results of operations and financial condition are affected by number of risks, so the risk management function is of paramount importance and integral to the functioning of the company. The objective of the risk management strategy includes ensuring that critical risks are identified, monitored and managed effectively in order to protect the company's business.

## Segment wise / product wise performance

The company has currently only one segment financial sector in line with the accounting standard on segment reporting (AS -17).

## OUTLOOK

India is among one of the most observed emerging markets. Implementation of policies and reforms by the Government would help sector grow at faster phase.

## Financial Performance

The Company foresees a better business prospects in the year 2017-2018.

## Internal Control System and Adequacy

The Company has adequate system of internal control in place. This is to ensure that assets are safeguarded and all transactions are authorized, recorded and correctly reported. The top management and the Audit Committee of the Board review the findings and recommend to the Board improvement on the same.

## Cautionary Statement

This Report is based on the current situation, past experience and information available to the Company about its various businesses and assumptions regarding economic and industrial scenario, Governmental and other regulatory policies. The Performance of the Company is, to a great extent, dependent on these factors. The future performance may be materially influenced by the changes in any of these factors, which are beyond the control of the Company and may affect the views expressed in or perceived from this Report. Therefore the investors are requested to make their own independent judgments by taking into account all relevant factors before any investment decision.

## 1. Company's practice on Corporate Governance

Corporate Governance is the combination of practices and compliance with laws and regulations leading to effective control and management of the Organisation. We consider stakeholders as our partners in our success and remain committed to maximizing stakeholder value. Good Corporate Governance leads to long term stakeholder value. This is demonstrated in shareholder returns, high credit ratings, governance processes and an entrepreneurial performance focused work environment.

Corporate Governance rests upon the four pillars of transparency, disclosure, monitoring and fairness to all. Your Company is committed to the adoption of and adherence to the best Corporate Governance practices at all times and continuously benchmarks itself with the best standards of Corporate Governance, not only in form but also in spirit. Good Governance practices stem from the dynamic culture and positive mindset of the organization. The Corporate Governance guidelines are in compliance with the requirements of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges.

## Corporate Governance Practices

## 1.1 Key Board activities during the year

The Board provides and critically evaluates strategic direction of the Company, management policies and their effectiveness. Their main function is to ensure that long-term interests of the stakeholders are being served. The agenda for Board reviews / include strategic review from each of the Board Committees, a detailed analysis and review of annual strategic and operation plans and capital allocation and budgets. In addition, the Board reviews the business plans of Strategic Businesses. Frequent and detailed interaction sets the agenda and provides the strategic roadmap for future growth of the Company. Voluntary Corporate Governance Guidelines of the Ministry of Corporate Affairs, Government of India broadly outline a framework for corporate sector on important parameters like appointment of directors, guiding principles to remunerate directors, responsibilities of the Board, risk management, the enhanced role of Audit Committee and conduct of Secretarial Audit and Secretarial Standards as per guidelines of ICSI and Companies Act, 2013 (Act).

## 1.2 Role of the Company Secretary in Overall Governance Process

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. He ensures that all relevant information, details and documents are made available to the directors for effective decision making at the meetings. He is primarily responsible to ensure compliance with applicable statutory requirements and is the interface between the company and regulatory authorities. All the Directors of the Company have access to the services of the Company Secretary. The Company Secretary ensures that all the decisions and observations of the Board are covered and implemented through Action Taken Report (ATR) and Board is apprised of the actions taken.

## 1.3 Selection and Appointment of New Directors on the Board

Considering the requirements of the skill-sets on the Board and the broad guidelines, persons having an independent standing in their respective field/profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee for appointment of new Directors on the Board. The number of directorships and memberships in various committees of other companies by such persons is also considered.

## 1.4 Selection criteria of Board Members

The Nomination and Remuneration Committee works with the Board to determine the appropriate characteristics, skills and experience required for the Board as a whole and for individual member. Board members are expected to possess expertise, leadership skills required

to manage and guide a high growth. The members are not related to any Executive or Independent Director.

**1.5 Familiarization Program of Independent Directors**

The Independent directors of company are personalities having wide experience in the field of business, finance, education, industry, commerce and administration. Their presence on the Board has been advantageous and fruitful in taking business decisions. Independent Directors are appointed as per the Governance guidelines of the Company, with management expertise and wide range of experience. Updates on relevant statutory changes encompassing important laws are regularly intimated to the Independent directors.

**1.6 Prevention of Insider Trading**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 1992 as adopted by the Company, a Securities Dealing Code for prevention of insider trading is in place. The objective of the Code is to prevent purchase and / or sale of shares of the Company by an insider on the basis of unpublished price sensitive information. Under this Code, Designated persons (Directors, Advisors, Officers and other concerned employees / persons) are prevented from dealing in the Company's shares during the closure of Trading Window. To deal in securities beyond specified limit, permission of Compliance Officer is also required. All the designated employees are also required to disclose related information periodically as defined in the Code. Directors and designated employees who buy and sell shares of the Company are prohibited from entering into an opposite transaction i.e. sell or buy any shares of the Company during the next six months following the prior transactions. Directors and designated employees are also prohibited from taking positions in the derivatives segment of the Company shares. The aforesaid Code is available at the website of the Company www.srestha.co.in.

**1.7 Vigil Mechanism**

Your Company has established a mechanism called 'Vigil Mechanism' for directors and employees to report to the appropriate authorities of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy and provides safeguards against victimization of employees who avail the mechanism. The policy permits all the directors and employees to report their concerns directly to the Ethics Counselor/Chairman of the Audit Committee of the Company. The policy with the name and address of the Chairman of the Audit Committee has been communicated to the employees by uploading the same on the website of the Company.

**2. Board of Directors**

The Company has a Board with varied management expertise. The Board's role, functions, responsibility and accountability are known to them due to their vast experience. Directors are provided with well structured and comprehensive agenda papers in advance. All material information is incorporated in the Agenda for facilitating meaningful and focused discussion in the meeting. During the year, information as per Part A of Schedule II of Sub-Regulation 7 of Regulation 17 of the Listing Regulations has been placed before the Board for its consideration from time to time as and when required. Minutes of the Board Meetings/Committee Meetings are circulated to the Directors well in advance and confirmed at the subsequent meetings.

**(A) Composition of Board**

The present Board of the Company consists of two Executive Director and three Non-Executive Directors including two woman directors. The Company has an appropriate size of the Board for real strategic discussion and avails benefit of diverse experience and viewpoints. All directors are individuals of integrity and courage, with relevant skills and experience to bring judgment to bear on the business of the Company.

**(B) Non-Executive Directors' compensation and disclosures**

The Non-Executive Directors are paid sitting fee. No stock options were granted to Non-Executive Directors during the year under review. The Non-Executive Directors did not have any material pecuniary relationship or transactions with the Company except the payment of sitting fees to them during the year 2017-18. Independent Directors are not serving as Independent Directors in more than seven listed companies.

**(C) Performance evaluation of Independent Directors:**

The Nomination and Remuneration Committee evaluates the performance of Independent Directors and recommends sitting fees paid for each Board and committee meetings attended by them. The evaluation mechanism of Independent Directors is detailed in Directors Report.

**(D) Other provisions as to Board and Committees**

The Board comprises of Mr. Manmohan as Non-Executive Independent Chairman, Mr. Kamlesh Parasml as Whole time Director, Mrs. Navitha Jain as Non Executive Director , Mr. Gopal B Ahuja and Mrs.Sonal are Independent Directors.

During the year 2017-18, 5 meetings of the Board of Directors were held on 18/04/2017, 30/05/2017, 12/08/2017, 10/11/2017, 12/02/2018. The maximum time gap between any two consecutive meetings did not exceed 120 days.

None of the Directors on the Board are Members of more than 10 Committees or Chairman of more than 5 Committees across all the companies in which they are Directors. Necessary disclosures regarding Committee positions in other public companies as on 31st March, 2018 have been made by the Directors as per Clause 49 (II) (D) of the listing agreement. Details of attendance of Directors at Board Meetings and at the last Annual General Meeting held on 28/09/2017, with particulars of their Directorships and Chairmanship/Membership of Board Committees of the companies showing the position as on 31st March, 2018 are given below:

Name	Category	Other Directorships* as on 31st March 2018	Number of Committee Membership** in other Companies as on 31st March 2018**	Number of Committee Chairmanship** in other Companies as on 31st March 2018
Mrs Navitha Jain	Executive Director	-	Nil	Nil
Shri. Kamlesh Parasml	Whole Time Director	-	Nil	Nil
Shri Manmohan	Chairman, Independent Director	-	Nil	Nil
Shri Gopal Biharilal Ahuja	Independent Director	-	Nil	Nil
Mrs.Sonal	Independent Director	-	Nil	Nil

Details of attendance of Directors at Board Meetings and at the last Annual General Meeting held on 28/09/2017, with particulars of their Directorships and Chairmanship/Membership of Board Committees of the companies showing the position as on 31st March, 2018 are given below:

Name	Category	Number of Board Meetings during the year 2017-18		Whether attended last AGM
		Held	Attended	Yes / No
Mrs Navitha Jain	Executive Director	5	5	Yes
Shri Kamlesh Parasmal	Whole Time Director	5	5	Yes
Shri Manmohan	Chairman, Independent Director	5	5	Yes
Shri Gopal Biharilal Ahuja	Independent Director	5	5	Yes
Mrs Sonal B	Independent Director	5	3	Yes

Other directorships do not include alternate directorships, directorships of private limited companies, Section 8 of Companies Act, 2013 / Section 25 of the Companies Act, 1956 and of companies incorporated outside India. Chairmanships/Memberships of Board Committees include only Audit, Stakeholders Relationship and Nomination and Remuneration Committees of public limited companies.

The Company has received declarations of independence as prescribed under Section 149(6) & (7) of the Companies Act, 2013 from Independent Directors. All requisite declarations have been placed before the Board.

Except Mrs. Navitha Jain being related to Kamlesh P, No Director of the Company is related to any other Director of the Company.

#### (E) Code of Conduct

(i) The Board of Directors has laid down Code of Conduct for Non-Executive Directors, Independent Directors and Senior Management of the Company. The copies of Code of Conduct as applicable to the Directors as well as Senior Management of the Company are uploaded on the website of the Company - [www.srestha.co.in](http://www.srestha.co.in).

(ii) The Members of the Board and Senior Management personnel have affirmed the compliance with the Code applicable to them during the year ended on 31st March, 2018. The Annual Report of the Company contains a Certificate by the Whole time Director in terms of Regulation 17 (3) of the Listing Regulations based on the compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management.

### 3. Board Committees

#### 3.1 Audit Committee

##### (A) Qualified and Independent Audit Committee

The Company complies with Section 177 of the Companies Act, 2013 as well as requirements under the listing agreement pertaining to the Audit Committee. Its functioning is as under:

- The Audit Committee presently consists of the three Non-Executive Directors, all the three are Independent Directors;
- All members of the Committee are financially literate and having the requisite financial management expertise;
- The Chairman of the Audit Committee is an Independent Director
- The Chairman of the Audit Committee was present at the last Annual General Meeting held on 28/09/2017.

#### (B) Terms of reference

The terms of reference of the Audit Committee include inter-alia:

- To review the quarterly, half yearly and Annual financial results of the Company before submission to the Board
- To make recommendations to the Board on any matter relating to the financial management of the Company including the Audit Report.
- To review the accounting and financial policies and practices.
- To review the internal control mechanism and monitor risk management policies adopted by the Company and ensure compliance with regulatory guidelines.
- To review reports furnished by the Internal and Statutory Auditors and ensure that suitable follow – up action is taken.
- To examine the accountancy, taxation and disclosure aspects of all the significant transactions.

#### (C) Composition, names of Members and Chairperson, its meetings and attendance:

The composition of the Committee is Mr. Gopal Biharilal Ahuja, Chairman and Mr. Manmohan and Mrs.Sonal B as members of the Committee. During the year, Four Audit Committee meetings were held on 30/05/2017, 12/08/2017, 10/11/2017 & 12/02/2018.

The composition of the Audit Committee and number of meetings attended by the Members during the year are given below:

Name of Member	Category	Meetings held during FY 2017-18	Meetings attended
Mr. Gopal Biharilal Ahuja	Independent	4	4
Mr. Manmohan	Independent	4	4
Mrs. Sonal	Independent	4	4

The Committee meetings are attended by invitation by the Whole time Director, CFO, the representatives of Statutory Auditors and representatives of the Internal Auditors. The Company Secretary acts as the Secretary of the Audit Committee.

#### 3.2 Nomination and Remuneration Committee

##### (A) Constitution

The Nomination and Remuneration Committee comprises of Mr. Manmohan as Chairman of the Committee and Mr. Gopal Biharilal Ahuja, Mrs. Sonal as Members of the Committee.

##### (B) Terms of reference

Terms of reference of the Nomination and Remuneration Committee include:

The terms of reference of the Remuneration Committee are as per the guidelines set out in the Listing Agreement with the stock exchanges that include determination of the Company's policy on specific remuneration packages for Directors.

##### The role of the Remuneration Committee is

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down
- To recommend to the Board the appointment and removal of such identified persons



- c) To carry out evaluation of every director's performance
- d) To formulate the criteria for determining qualifications, positive attribute, and independence of director
- e) To formulate a policy relating to remuneration for directors, key managerial personnel and other employees.

**(C) Meetings and attendance during the year:**

During the year, four meetings of Nomination and Remuneration Committee were held on 30/05/2017, 12/08/2017, 10/11/2017 & 12/02/2018.

The composition of the Nomination and Remuneration Committee and number of meetings attended by the Members during the year are given below:

Name of Member	Category	Meetings held during FY 2017-18	Meetings attended
Mr. Manmohan	Independent	4	4
Mr. Gopal Biharilal Ahuja	Independent	4	4
Mrs. Sonal	Independent	4	4

**(D) Remuneration policy**

The Remuneration policy of your Company is a comprehensive policy which is competitive, in consonance with the industry practices and rewards good performance of the employees of the Company. The policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives. The Company endeavors to attract, retain, develop and motivate a high performance workforce.

**(E) Remuneration to whole time Director**

(a) Mr. Kamlesh Parasml is the Whole time Director (WTD) of the Company. The salary, benefits and perquisites paid to Mr. Kamlesh Parasml WTD during the year 2017-18 were Rs.2.33 Lakhs P.A.

**(F) Remuneration to Non-Executive Directors**

(a) The Non-Executive Directors are entitled to sitting fee for attending the Board/Committee Meetings. sitting fee for attending each meeting of the Board, Audit and Nomination, Remuneration Committee and Executive Committee Meeting was paid to the Non-Executive Directors during the year under review.

The Board considered the performance of the Non-Executive Directors based on their attendance and contribution at the Board and Committee meetings. The Company also reimburses the out-of-pocket expenses incurred by the Directors for attending the meetings.

**3.3 Stakeholders Relationship Committee**

**(A) Composition, Members, its meetings and attendance**

Stakeholders Relationship Committee comprises of Mr. Gopal Biharilal Ahuja, Chairman with Mr. Kamlesh Parasml, Mrs. B Sonal as members of the Committee.

The Committee is set up to monitor the process of share transfer, issue of fresh Share Certificates as well as review and redressal of investors/shareholders grievances. The Committee would also recommend measures for overall improvement of the quality of Investor services.

The Board has delegated the powers to the Registrar and Transfer Agents (RTA) to attend to Share Transfer formalities once in a fortnight.

During the year, 12 meetings of the Stakeholders Relationship Committee were held on 29/04/2017, 31/05/2017, 30/06/2017, 31/07/2017, 30/08/2017, 28/09/2017, 31/10/2017, 30/11/2017, 30/12/2017, 31/01/2018, and 28/02/2018 and 31/03/2018. The composition of the Stakeholders Relationship Committee and number of meetings attended by the Members during the year are given below:

Name of Member	Category	Meetings held during FY 2017-18	Meetings attended
Mr. Gopal Biharilal Ahuja	Independent	12	12
Mr. Kamlesh Parasml	Independent	12	12
Mrs. B. Sonal	Independent	12	12

**(B) Name and Designation of the Compliance Officer**

Mr. A.J. Kumar, Company Secretary has been designated as Compliance Officer of the Company in line with the requirement of Listing Agreement with the Stock Exchanges and can be contacted at:

**Srestha Finvest Ltd**  
**No.35/1, Muthu Krishnan Street, Kondithope,**  
**Chennai-600079**  
**Ph : 044-25206006, email : srestha.info@gmail.com**

**(C) Complaints received and redressed during the year 2017-18**

Opening Balance	Received during the year 2017-18	Resolved	Closing Balance
NIL	0	0	NIL

Pursuant to Regulation 40 (9) of the SEBI (LODR) Regulations, 2015, a certificate on half-yearly basis confirming due compliance of share transfer formalities by the Company from Practicing Company Secretary has been submitted to the Stock Exchanges within stipulated time.

**(D) Suspense Account for the unclaimed shares**

Pursuant to Regulation 34(3) of and Schedule V Part F of SEBI Listing Regulations, the requisite information as per aforesaid Clause is given below:

NIL

**(E) Transfer of Unclaimed Dividend to IEPF**

NIL

**(F) Unclaimed Dividend**

NIL

**3.4 Independent Directors Meeting**

Independent Directors are regularly updated on performance of each line of business of the Company, strategy going forward and new initiatives being taken/proposed to be taken by the Company. The Independent Directors Meetings were held on 30/05/2017, 11/08/2017, 31/10/2017 & 31/01/2018.

**3.5 Corporate Social Responsibility (CSR) Committee**

Pursuant to Section 135 of the Companies Act, 2013, Currently the CSR clause is not applicable to the company during the year under review.

**3.6 Executive Committee**

(A) Composition of Executive Committee and terms of reference, its meetings and attendance:  
Presently the Executive Committee comprises of Mr. Manmohan as Chairman and Mr. Kamlesh Parasmal, Mr. Gopal Biharilal Ahuja as members of the Committee.

**(B) Terms and reference of the Executive Committee:**

- Long term financial projections and cash flows;  
- Capital and Revenue Budgets and Capital Expenditure Programs;  
- Acquisitions, divestment and business restructuring proposals.  
During the year, 1 Executive Committee meeting was held on 28/09/2017, and all the members had attended the meeting.

**4. Subsidiary Company**

(i) The Company does not have any Indian Subsidiary Company.

**5. Disclosures**

**(A) Basis of related party transactions**

- (i) The statements containing the transactions with related parties (if any) were submitted periodically to the Audit Committee.
- (ii) There are no related party transactions that may have potential conflict with the interest of the Company at large.
- (iii) There were no material individual transactions with related parties during the year, which were not in the normal course of business as well as not on an arm's length basis.
- (iv) There is no non-compliance by the Company and no penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital market, during the last three years.

**(B) Disclosure of Accounting Treatment**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to extent and IND AS to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historic cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

**(C) Board Disclosures - Risk Management**

The Company has laid down procedures to inform the Board of

Directors about the Risk Management and its minimization procedures. The Audit Committee and Board of Directors review these procedures periodically.

**(D) Proceeds from public issues, right issues, preferential issues etc.**

The Company did not have any of the above issues during the year under review.

**(E) Secretarial Audit Report**

The Company has obtained Secretarial Audit Report on quarterly/Annual basis from the Company Secretary in practice for compliance with Section 204(1) of the Companies Act, 2013, Listing Agreement, SEBI Regulations on Takeover, Insider Trading and Depositories & Participants. A text of the Annual Secretarial Audit Report is annexed.

**(F) Secretarial Standards**

The Company during the year under review has undertaken the audit for compliance of Secretarial Standards and procedures followed by the Company in compliance with Secretarial Standards on Annual General meeting and Board Meeting issued by Institute of Company Secretaries of India. The Secretarial Standards Report is published elsewhere forming a part of this Report.

**(G) Management Discussion and Analysis Report**

The Management Discussion and Analysis Report have been included separately in the Annual Report to the Shareholders.

**(H) Shareholders**

- (i) The quarterly results and presentations made by the Company to analysts are put on the Company's website www.srestha.co.in under the Investors Requirements Section.
- (ii) The Company has also sent Annual Report through email to those Shareholders who have registered their email ids with Depository Participant.

**6. CEO and CFO Certification**

The Whole time Director and CFO of the Company give quarterly /annual certification on financial reporting and internal controls to the Board in terms of Regulation 17 of Listing Regulations.

**7. Compliance on Corporate Governance**

The quarterly compliance report has been submitted to the Stock Exchanges where the Company's equity shares are listed in the requisite format duly signed by the Compliance Officer. Pursuant to Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditor's Certificate in compliance on conditions of Corporate Governance is published elsewhere in the Annual Report.

**8. General Body Meetings**

**(A) Location and time of General Meetings held in the last 3 years:**

Year Resolution	Date	Venue of Meeting	Time	Whether any Special passed in previous AGM
2014-2015	30.09.2015	No.35 Muthu Krishnan Street, Chennai - 600079	10.00 AM	One
2015-2016	30.09.2016	No.35 Muthu Krishnan Street, Chennai - 600079	10.00 AM	Two
2016-2017	28.09.2017	No.35 Muthu Krishnan Street, Chennai - 600079	10.00 AM	One

**(B) Special Resolution Passed at Court Convened Meeting: NA**

**No Special Resolution was passed**

**9. Means of Communication**

The Company's website is a comprehensive reference on Srestha's management, vision, mission, policies, corporate governance, corporate sustainability, investor relations, updates and news. The section on Investors serves to inform the shareholders, by giving complete financial details, Shareholding Patterns, information relating to Stock Exchanges, Registrars & Share Transfer Agents.

The Company regularly interacts with the shareholders through the multiple channels of communication such as publication of results, Annual Report, after the Board Meeting and the Company's website. The Company also informs the Stock Exchanges in a prompt manner, all price sensitive information and all such other matters which in its opinion, are material and relevant for the shareholders.

Any website where displayed - Yes, the results are displayed on the Company's website www.srestha.co.in under Investor Relations Section

**10. General Shareholder Information**

**Annual General Meeting:**

**(i) Date, time and Venue :** 22/06/2018 , 10.00AM  
Srestha Finvest Ltd,  
Samudaya Nala Koodam, Vallanur,  
Ambattur, Chennai-600062

**(ii) Financial Year :** 1st April, 2017 to 31st March, 2018

-For the year ended 31st March 2018, results were announced on

First Quarter 30th June 2017 : on or before 14th August 2017  
Half Year 30th September 2017 : on or before 14th November 2017  
Third Quarter 31st December 2017 : on or before 14th February 2018  
Annual 31st March 2018 : on or before 30th May 2018(Audited Results)

-For the year ending 31st March, 2019 results will be announced as follows

**Unaudited Financial Results:**

First Quarter ending 30th June' 2018 : on or Before 14.08.2018  
Half Year ending 30th Sept'2018 : on or Before 14.11.2018  
Third Quarter ending 31st Dec' 2018 : on or Before 14.02.2019  
Fourth Quarter ending 31st Mar' 2019\* : on or Before 30.04.2019  
\* Audited results for the Financial Year 2018-2019 shall be published before end of 30 May'19.

**(iii) Date of Book Closure :** 15/06/2018 to 22/06/2018  
(both days inclusive)

**(iv) Dividend :** Nil.

**(v) Dividend Payment Date :** NA.

**(vi) Listing**

The Stock Exchanges on which the Company's shares are listed:

- The Metropolitan Stock Exchange of India Limited – MSEI
- Bombay Stock Exchange Limited (BSE)

**(vii) Stock Code**

BSE Limited : SRESTHA  
The Metropolitan Stock Exchange of India Limited : SRESTHA  
The ISIN of the Company for its shares: INE606K01023  
SCRIP CODE: SRESTHA

**(viii) Market price information**

The reported high and low closing prices during the year ended 31st March, 2018 on the BSE, where your Company's shares are frequently traded vis-à-vis the Share Index, are given below:

**Company :Srestha Finvest Ltd Scrip code : 539217**

**Period: Apr 2017 to March 2018**

**All Prices in Rs.**

Month	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover	Deliverable Quantity	% Del. Qty to Traded Qty	*Spread	
										H-L	C-O
Apr 17	8.65	9.95	8.65	8.82	14,594	62	1,34,281	14,594	100.00	1.30	0.17
May 17	9.10	9.25	8.40	8.80	37,185	63	3,31,797	37,185	100.00	0.85	-0.30
Jun 17	9.20	9.60	9.19	9.60	1,624	5	14,940	1,624	100.00	0.41	0.40
Aug 17	9.30	10.00	9.05	9.05	10,242	23	99,014	1,686	16.46	0.95	-0.25
Sep 17	9.05	10.10	7.20	7.25	41,766	57	3,39,621	33,765	80.84	2.90	-1.80
Oct 17	7.25	11.40	7.25	11.25	7,160	29	58,086	7,160	100.00	4.15	4.00
Nov 17	11.15	11.20	10.70	11.20	14,423	7	1,54,340	14,423	100.00	0.50	0.05
Jan 18	11.50	12.30	11.50	12.25	66,260	315	7,91,573	66,260	100.00	0.80	0.75
Feb 18	12.25	15.93	11.59	13.03	27,08,099	4,009	3,68,58,110	15,07,739	55.68	4.34	0.78
Mar 18	13.15	14.00	11.97	13.17	21,24,172	2,381	2,75,12,161	10,50,542	49.46	2.03	0.02

\* Spread

H-L : High-Low

C-O : Close-Open

**(ix) Registrars and Share Transfer Agents**

The Members are requested to correspond to the Company's Registrars & Share Transfer Agents quoting their Folio Number, Client ID and DP ID at the following address:

M/s. Purva Sharegistry (India) Private Limited , No.9, Shiv Shakti Ind. Estt, J.R.Boricha Marg, Lower Parel (East), Mumbai-400011

**(x) Shareholding as on 31st March, 2018**

**(a) Distribution of shareholding as on 31st March, 2018**

The Distribution of Shareholding as at 31st March, 2018  
Total Authorised Value Rs. 15,00,00,000 , Nominal value of each share Rs.2/-  
Total Paid – up Value Rs.15,00,00,000 , Paid up value per share is Rs.2/-  
Total number of shares- 7,50,00,000 Distinctive Nos. 0000001 to 7,50,00,000

**(b) Shareholding pattern as on 31st March, 2018**

S.No	Category	No. of Shares Held	Percentage of Shareholding
<b>A</b>	<b>Promoter's Holding</b>		
a	Promoters	-	0.00
b	Persons acting in Concert	-	0.00
	<b>Sub Total</b>	-	0.00
<b>B</b>	<b>Non Promoters Holding</b>		
a	FII's	Nil	Nil
b	Private Body Corporate	28249288	37.67
c	Indian Public	25569137	34.09
d	NRI / OCB	Nil	Nil
e	Others	Nil	Nil
f	Clearing Members	179720	0.24
g	Hindu Undivided Family	21001855	28.00
h	Shares represented by GDRs	Nil	Nil
	<b>Sub Total</b>	75000000	100
	<b>Grand Total</b>	75000000	100

**(C) Capital of the Company**

The Authorized and Paid-Up Capital of your Company is `15 crore' and `15 crore' respectively.

**(xi) Dematerialisation of shares and liquidity**

67477500 shares of 75000000 the equity shares have been dematerialised by about 89.97 % of the total shareholders as on 31st March, 2018. The Company's shares can be traded only in dematerialised form as per SEBI notification. The Company has entered into an Agreement with NSDL and CDSL whereby shareholders have the option to dematerialise their shares with either of the depositories.

**(x) Outstandings GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity**

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

**(xiii) Plant locations**

The Company is not a manufacturing unit and thus not having any Plant.

**(xiv) Address for correspondence**

**The Company Secretary**  
**Srestha Finvest Ltd,**  
**No.35/1, Muthu Krishnan Street, Kondithope,**  
**Chennai-600079. Email : srestha.info@gmail.com**

**11. Reconciliation of Share Capital**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out audit of Reconciliation of Share Capital to reconcile the total admitted, issued and listed capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and Stock Exchanges.

**12. Details of mandatory requirement of listing Agreement  
 CERTIFICATE BY CHIEF FINANCIAL OFFICER  
 (Under Regulation 17 of Listing Regulations)**

I, Navitha Jain, Chief Financial Officer of Srestha Finvest Limited, certify that –

(a) I had reviewed financial statements and the cash flow statement for the year ended 31.03.2018 and that to the best of their knowledge and belief:

(i) These statements do not contain any materially untrue statement or omit any material fact 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) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

(c) I accept responsibility for establishing and maintaining internal controls for financial reporting and I had evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I had disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.

- (d) I have indicated to the auditors and the Audit committee
- (i) Significant changes in internal control over financial reporting during the year;
  - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**By Order of the Board of Directors  
For SRESTHA FINVEST LIMITED**

**Place : Chennai  
Date : 11.05.2018**

**Sd/-  
Navitha Jain  
Chief Financial Officer**

#### **COMPLIANCE CERTIFICATE**

##### **TO THE MEMBERS OF SRESTHA FINVEST LIMITED**

1. I have examined the compliance of conditions of Corporate Governance by Srestha Finvest Ltd ("the Company"), for the year ended on 31st March, 2018, as stipulated in Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with the stock exchanges.

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

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

4. 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.

**For K Subramanyam & Co**

**Chartered Accountants**

**Firm Regn. No. 004146S**

**Sd/-**

**K. Subramanyam**

**Proprietor**

**(Membership No.023663)**

**Chennai**

**Date: 11/05/2018**

#### **DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT**

##### **PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to certify that the Company has laid down Code of Conduct for all Board Members and Senior Management of the Company and the copies of the same are uploaded on the website of the Company – www.srestha.co.in. Further certified that the Members of the Board of Directors and Senior Management personnel have affirmed having complied with the Code applicable to them during the year ended 31st March, 2018.

**By Order of the Board of Directors  
For SRESTHA FINVEST LIMITED**

**Place : Chennai  
Date : 11.05.2018**

**Sd/-  
Kamlesh Parasmal  
Whole time Director  
DIN No: 00810823**

**SECRETARIAL AUDIT REPORT****To the Members SRESTHA FINVEST LIMITED**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Srestha Finvest Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Srestha Finvest Limited ("the Company") for the financial year ended on 31st March, 2018 according to the provisions as applicable to the Company during the period 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 to the extent of Regulation 55A;

(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;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 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 (Share Based employee Benefits) Regulations, 2014. Not Applicable ;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. Not Applicable;

(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 to the extent of securities issued;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. Not Applicable ; and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. Not Applicable;

(vi) The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector/ industry are:

1. The Information Technology Act, 2000

2. Policy relating to Software technology Parks of India and its regulations

3. The Indian Copyright Act, 1957

4. The Patents Act, 1970

5. The Trade Marks Act, 1999

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India. Not applicable for the financial year 2017-2018.

(ii) The Listing Agreements entered into by the Company with the Stock Exchanges, where the equity shares of the Company are listed.

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

**I further report that:**

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

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

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

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.

**For AXN Prabhu & Associates  
Company Secretaries**

**Sd/-  
AXN Prabhu  
Proprietor**

**Place : Chennai  
Date : 10.05.2018**

**Membership No. PCS11440**

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

**ANNEXURE-A**

**To  
The Members,  
Srestha Finvest Limited  
No 35/1 Muthu Krishnan Street  
Chennai 600079.**

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my 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 the random test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc..

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

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For AXN Prabhu & Associates  
Company Secretaries**

**Sd/-  
AXN Prabhu  
Proprietor**

**Place : Chennai  
Date : 10.05.2018**

**Membership No. PCS11440**

**SECRETARIAL STANDARDS REPORT**

**To  
The Board of Directors  
Srestha Finvest Limited  
No 35/1 Muthu Krishnan Street  
Chennai 600079.**

I have examined the relevant registers, records and documents maintained by Srestha Finvest Limited. ("the Company") for the financial year ended March 31, 2018 for compliances of Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) relating to Meetings of the Board of Directors (SS1) and General Meetings (SS2) as applicable during the Financial Year 2017-2018.

The management has voluntarily decided to adhere to the Secretarial Standards and comply with the same. My examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the above said Secretarial Standards.

In my opinion and to the best of my information and according to the explanation given and documents/papers furnished to me, I report that the Company has complied with applicable Secretarial Standards relating to Meetings of the Board of Directors (SS1) and General Meetings (Ss2).

**For AXN Prabhu & Associates  
Company Secretaries**

**Sd/-  
AXN Prabhu  
Proprietor**

**Place : Chennai  
Date : 10.05.2018**

**Membership No. PCS11440**

**Independent Auditors' Report**

To,  
The Members of  
SRESTHA FINVEST LIMITED

**Report on the Standalone Ind AS Financial Statements****Opinion**

I have audited the standalone financial statements of Srestha Finvest Limited ("the Company"), which comprise the balance sheet as at 31st March 2018, and the statement of Profit and Loss, (statement of changes in equity) and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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

**Basis for Opinion**

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

**Key Audit Matters**

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance,

(changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

**Auditor's Responsibilities for the Audit of the Financial Statements**

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

**Report on Other Legal and Regulatory Requirements**

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



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

- a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.
- b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
- d) In my opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to my separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to me:
- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For K Subramanyam & Co.  
Chartered Accountants  
Firm Reg. No. 004146S  
Sd/-**

**K Subramanyam  
Proprietor  
Membership No. 023663**

**Place: Chennai  
Dated: 11/05/2018**

**"Annexure A" to the Independent Auditors Report**

Referred to in paragraph 1 under the heading "Report on Other Legal & Regulatory Requirement" of my report of even date to the financial statement of the company for the year ended 31/03/2018:

**1. In respect of its fixed assets:**

(a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in my opinion, is reasonable having regard to the size of the company and its nature of its business. Pursuant to the program a portion of fixed assets have been physically verified by the management of the company during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.

(c) There are no immovable properties in the company.

**2. In respect of its inventories:**

There are no inventories in the Company during the year.

3. In my opinion, the Company has not granted any loan, 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. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the order are not applicable to the company and hence not commented upon. There are however regular business transactions and prima facie are not prejudicial to the interest of the company.

4. In my opinion and according to the information and explanation given to me, the company has complied with the provisions of sec 185 and 186 of the Companies Act, 2013 In respect of loans, investments', guarantees, and security.

5. The company has not accepted any deposits from the public and hence the directives issue by Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6. I have been informed by the management that the Central Government has not prescribed maintenance of cost records under (1) of section 148 of the Companies Act, 2013 in respect of activities carried on by the Company.

7. In Respect of Statutory Dues:

a. According to information and explanations given to me and on the basis of my examination of the books of account, and records, the company has been regular in depositing undisputed statutory dues, including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, custom duty, excise duty, cess and other statutory dues with the appropriate authorities. According to the information and explanation given to me, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty and excise duty were outstanding, at the yearend for a period of more than six months from the date they became payable.

b. According to the information and explanations given to me, there are no reportable dues or disputes under the relevant clause.

8. In my opinion and according to the information and explanations given by management, I am of the opinion that the company has not defaulted in repayment of the dues to financial institutions or bank or debenture holders.

9. Based on the audit procedures performed and the information and explanations given by the management, the company has not raised any money through initial public offer or further public offer including debt instruments and term loans. Accordingly, the provisions of clause 3(ix) of the Order are not applicable to the company.

10. Based on the audit procedures performed and the information and explanations' given by the management, I report that no fraud by the company or on the company by its officers or employees have been noticed or reported during the year.

11. Based on the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals as mandated by the provisions of section 197 read with Schedule V of the Companies Act 2013.

12. In my opinion, the company is not a Nidhi company. Therefore the provisions of the clause 4 (xii) of the order are not applicable to the company.

13. In my opinion, all transactions with the related parties are in compliance with the section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the financial statements as required by the applicable accounting standards.

14. Based on the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the company and hence not commented upon.

15. Based on the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with the directors or persons connected with them. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the company and hence not commented upon.

16. In my opinion, the company is carrying on the business of non banking finance company and is required to be registered under section 45IA of the Reserve Bank of India Act, 1934 and accordingly, as per the provisions of the clause 3(xvi) of the Order the company has duly been registered with the Reserve Bank of India and complied with the applicable regulations in this regard.

**For K Subramanyam & Co.  
Chartered Accountants  
Firm Reg. No. 004146S**

**Place: Chennai  
Dated: 11/05/2018**

**Sd/-  
K Subramanyam  
Proprietor  
Membership No. 023663**

**“Annexure B” to the Independent Auditors Report of the even date on the financial statements of Srestha Finvest Limited.****Report on the Internal Financial Controls under clause (i) of sub-section 3 of the section 143 of the Companies Act, 2013 (“the Act”)**

I have audited the internal financial controls over the financial reporting of Srestha Finvest Limited (“the Company”) as of March 31st, 2018 in conjunction with my audit of financial statements of the company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s Board of Directors is responsible for establishing and maintaining internal financial controls based on established criteria of the company based on essential components of internal controls stated by Guidance note issued ICAI in this regard. This responsibility also includes 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 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**

My responsibility is to express an opinion on the company’s internal financial controls over the financial reporting based on my audit. I conducted my audit in accordance with 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 ICAI. Those standards and the guidance note require that I 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.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My audit of internal financial controls over financial reporting included obtaining and understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing, 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 risks of material misstatements of the financial statements, whether due to fraud or error.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my 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 included those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposition of 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 receipt 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 effects on the financial statements.

**Inherent Limitations of Internal financial controls over financial reporting**

Because of the inherent limitation 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 the future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of change in conditions, or that the degree of compliance with the policies or procedure may deteriorate.

**Opinion**

In my opinion, the company has, in all material respects has an adequate internal financial control systems over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, based on established policies of the company based on essential components of internal controls as stated in Guidance note issued by ICAI in this regard.

**For K Subramanyam & Co.  
Chartered Accountants  
Firm Reg. No. 004146S**

**Sd/-**

**K Subramanyam  
Proprietor**

**Membership No. 023663**

**Place: Chennai  
Dated: 11/05/2018**

## M/S SRESTHA FINVEST LIMITED

CIN : L65993TN1985PLC012047

## BALANCE SHEET

PARTICULARS	Note	As At	As At
		31-Mar-18 Rs	31-Mar-17 Rs
<b>EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDERS FUNDS</b>			
Share Capital	2	150,000,000	150,000,000
Reserves & Surplus	3	32,133,349	28,914,654
<b>NON-CURRENT LIABILITIES</b>			
Long-Term Provisions	4	-	-
<b>CURRENT LIABILITIES</b>			
Short-Term Borrowings	5	175,742,293	59,283,520
Trade Payables	6	-	-
Other Current Liabilities	7	2,107,409	810,245
Short-Term Provisions	8	3,261,880	478,698
		<b>363,244,931</b>	<b>239,487,117</b>
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Fixed Assets	9		
Tangible Assets		261,713	357,025
Intangible Assets		-	-
Deferred Tax Assets (Net)	10	68,039	41,966
Long-Term Loans and Advances	11	600,000	728,746
Other Non-Current Assets	12	337,500	506,250
<b>CURRENT ASSETS</b>			
Trade Receivables	13	1,270,000	1,270,000
Cash & Cash Equivalents	14	14,423,670	8,078,527
Short-Term Loans & Advances	15	344,958,542	227,445,742
Other Current Assets	16	1,325,467	1,058,861
		<b>363,244,931</b>	<b>239,487,117</b>

Accompanying Notes form an integral part of the Financial Statements

As per our Report of even date attached  
For K SUBRAMANYAM & CO  
Firm Regn. No. 004146S  
Chartered Accountants

K.SUBRAMANYAM  
Proprietor  
Membership No. 023663

Place : Chennai  
Date : 11-May-18

For and on behalf of Board of Directors

KAMLESH PARASMAL  
Director  
DIN: 00810823

NAVITHA JAIN  
Director / CFO  
DIN: 07492584

## M/S SRESTHA FINVEST LIMITED

CIN : L65993TN1985PLC012047

## STATEMENT OF PROFIT AND LOSS

PARTICULARS	Note	Year Ended 31-Mar-18 Rs	Year Ended 31-Mar-17 Rs
<b>INCOME</b>			
Revenue from Operations	17	30,603,645	24,265,940
Other Income	18	106,087	107,639
		<b>30,709,732</b>	<b>24,373,579</b>
<b>EXPENDITURE</b>			
Employee Benefit Expenses	19	4,249,595	1,844,530
Finance Costs	20	11,056,740	10,846,991
Depreciation	9	164,162	145,415
Other Expenses	21	10,470,475	10,553,966
		<b>25,940,972</b>	<b>23,390,902</b>
<b>PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX</b>		<b>4,768,760</b>	<b>982,677</b>
Exceptional Items		-	-
<b>PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX</b>		<b>4,768,760</b>	<b>982,677</b>
Extraordinary Items		-	-
<b>PROFIT BEFORE TAX</b>		<b>4,768,760</b>	<b>982,677</b>
<b>TAX EXPENSE</b>			
Current Tax		1,576,138	325,445
Deferred Tax		(26,073)	(21,704)
<b>PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS (A)</b>		<b>3,218,695</b>	<b>678,936</b>
Less:- Transferred to Statutory Reserves (20% of profit)		638,524	131,446.40
Less:- Transferred to Reserves (0.25 % of outstanding loan)		-	-
<b>PROFIT FOR THE YEAR FROM DISCONTINUING OPERATIONS (B)</b>		<b>2,580,171</b>	<b>547,490</b>
Profit from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
<b>PROFIT FOR THE YEAR FROM DISCONTINUING OPERATIONS (B)</b>		-	-
<b>PROFIT FOR THE YEAR (A+B)</b>		<b>2,580,171</b>	<b>547,490</b>
<b>EARNINGS PER SHARE</b>			
Basic (Face Value Rs 2/-)		<b>0.04</b>	<b>0.03</b>
Diluted (Face Value Rs 2/-)		<b>0.04</b>	<b>0.01</b>

Accompanying Notes form an integral part of the Financial Statements

As per our Report of even date attached  
For K SUBRAMANYAM & CO  
Firm Regn. No. 004146S  
Chartered Accountants

K.SUBRAMANYAM  
Proprietor  
Membership No. 023663

Place : Chennai  
Date : 11-May-18

For and on behalf of Board of Directors

KAMLESH PARASMAL  
Director  
DIN: 00810823

NAVITHA JAIN  
Director / CFO  
DIN: 07492584

## M/S SRESTHA FINVEST LIMITED

CIN : L65993TN1985PLC012047

## CASH FLOW STATEMENT

S No	Particulars	Year Ended	Year Ended
		31-Mar-18	31-Mar-17
		Rs	Rs
<b>A</b>	<b>Cash Flows from Operating Activities:</b>		
	Net Profit after Taxation and Extraordinary Item	3,218,695	678,936
	Adjustments for :		
	Depreciation	164,162	145,415
	Finance Cost (Net)		
	Deferred Tax Liability		
	<b>Operating Profit before Working Capital Changes</b>	<b>3,382,857</b>	<b>824,351</b>
	(Increase) Decrease in Current Assets	117,507,983	63,805,320
	Increase (Decrease) in Current Liabilities	120,539,119	(59,124,364)
	<b>Cash Generated from Operations</b>	<b>6,413,993</b>	<b>(122,105,333)</b>
	Deferred Tax Liability		
	<b>Cash Flow before Extraordinary Items</b>	<b>6,413,993</b>	<b>(122,105,333)</b>
	Adjustment for Extraordinary Items	-	-
	<b>Net Cash from Operating Activities ( A )</b>	<b>6,413,993</b>	<b>(122,105,333)</b>
<b>B</b>	<b>Cash Flows from Investing Activities:</b>		
	Purchase of Fixed Assets	68,850	285,760
	Purchase of Investments		
	<b>Net Cash From Investing ( B )</b>	<b>68,850</b>	<b>285,760</b>
<b>C</b>	<b>Cash flow from Financing Activities:</b>		
	Issue of Equity Shares During the year	-	125,000,000
	<b>Net Cash Used In Financing Activities ( C )</b>	<b>-</b>	<b>125,000,000</b>
	<b>Net Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>6,345,143</b>	<b>2,608,907</b>
	<b>Cash and Cash Equivalents at beginning of Period</b>	<b>8,078,527</b>	<b>5,469,619</b>
	<b>Cash and Cash Equivalents at end of Period</b>	<b>14,423,670</b>	<b>8,078,527</b>
		<b>6,345,143</b>	<b>2,608,908</b>

As per our Report of even date attached  
For K SUBRAMANYAM & CO  
Firm Regn. No. 004146S  
Chartered Accountants

K.SUBRAMANYAM  
Proprietor  
Membership No. 023663

Place : Chennai  
Date : 11-May-18

For and on behalf of Board of Directors

KAMLESH PARASMAL  
Director  
DIN: 00810823

NAVITHA JAIN  
Director / CFO  
DIN: 07492584

**NOTE 1 : SIGNIFICANT ACCOUNTING POLICIES****1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

- a. The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention.
- b. The Company is a non small and medium sized company (Non-SMC) as defined in the General Instructions relating to Accounting Standards notified and accordingly the Company has complied with the Accounting Standards as applicable to Non-SMC.
- c. Use of Estimates : The preparation of financial statements requires the Management of the Company to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statement & reported income & expenses during the reporting period. Examples of such estimates include provisions for doubtful debts, employee retirement benefit plans, provisions for income taxes, useful life of fixed assets etc.

**1.2 REVENUE RECOGNITION**

All Income and Expenses have been recognized on accrual system of accounting.

**1.3 FIXED ASSETS & DEPRECIATION**

- a. The Gross Block of Fixed Assets are stated at cost of acquisition less accumulated depreciation / amortization including all expenses incurred to bring assets to its present location and condition.
- b. Depreciation on Tangible Assets are provided on Straight Line Method over the useful life of assets as prescribed under Part C of Schedule II of the Companies Act, 2013.
- c. Cost of assets not put to use before the year end are shown under Capital Work - in - Progress.
- d. The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists the Company estimates the recoverable amount of the assets. If such recoverable amount of the asset or recoverable amount of the cash generating divisions which the assets belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as impairment loss and recognized in the statement of profit and loss.

**1.4 EMPLOYEE BENEFITS****Short Term Employee Benefits**

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, short term compensated absences etc. and the bonus, exgratia are recognized in the period in which the employee renders service.

**1.5 TAX ON INCOME**

- a. The accounting treatment for income tax in respect of Company's income is based on the Accounting Standard issued by the Institute of Chartered Accountants of India..
- b. Tax on income for the current period is determined on the basis of Taxable Income computed in accordance with the provisions of the Income Tax Act, 1961
- c. Deferred Tax on timing differences between the accounting income and taxable income for the year is quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

## 1.6 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

A provision is recognized when:

1.7.1 The Company has a present obligation as a result of a past event;

1.7.2 It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

1.7.3 A reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably not, require an outflow of resources. Where there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure is

Contingent Assets are neither recognized nor disclosed.

## 1.7 EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

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

**M/S SRESTHA FINVEST LIMITED**  
CIN : L65993TN1985PLC012047  
**NOTES TO THE FINANCIAL STATEMENTS**

Particulars	As At 31-Mar-18 Rs	As At 31-Mar-17 Rs	
<b>NOTE 2 : SHARE CAPITAL</b>			
<b>2.1 Authorised, Issued, Subscribed and Paid up Capital</b>			
<b>a. Authorised Capital</b>			
7,50,00,000 Equity Shares of Rs 2/- each	150,000,000	150,000,000	
<b>b. Issued, Subscribed and Paid up Capital</b>			
7,50,00,000 Equity Shares of Rs 2/- each	150,000,000	150,000,000	
<b>2.2 Reconciliation of number of Equity Shares Outstanding</b>			
	Shares	Shares	
Shares Outstanding at the beginning of the year	75,000,000	-	
Note :- Adjusted Opening Balance on account of Stock Split during the year from Face <sup>1</sup>	-	25,000,000	
Add: Shares Issued during the year	-	50,000,000	
Shares Outstanding at the end of the year	<b>75,000,000</b>	<b>75,000,000</b>	
<b>2.3 Shareholders holding more than 5 % Equity Shares</b>			
Sl	Name of the Shareholders	Nos (%)	Nos (%)
1	Dharam Kirthi B (Huf)	2	11000000 (14.67)%
2	Fat B Advisory & Consultancy Pvt Ltd	2	10000000 (13.33)%
3	Jyothi Bafna	2	5706500 (7.61)%
4	Mangilal (Huf)	2	10000000 (13.33)%
5	RVB Business Consultancy Services Ltd	2	10000000 (13.33)%
6	Rain Tree Holding Pvt Ltd	2	7500000 (10.00)%



M/S SRESTHA FINVEST LIMITED  
CIN : L65993TN1985PLC012047  
NOTES TO THE FINANCIAL STATEMENTS

Particulars	As At 31-Mar-18	As At 31-Mar-17
	Rs	Rs
<b>NOTE 3 : RESERVES &amp; SURPLUS</b>		
<b>3.1 Capital Reserve:</b>		
1.Share Premium	25,000,000	25,000,000
<b>3.2 Statutory Reserve:</b>		
Opening Balance	1,714,039	1,582,592
Add: Addition during the year	638,524	131,446
Closing Balance	<u>2,352,563</u>	<u>1,714,039</u>
<b>3.3 General Reserve:</b>		
(2) 0.25 % Of Outstanding Loan		
Opening Balance	113,869	113,869
Add: Current Year Transfer	-	-
Closing Balance	<u>113,869</u>	<u>113,869</u>
<b>3.4 Profit &amp; Loss Account:</b>		
Opening Balance	2,086,746	1,539,256
Add : Profit for the Year	2,580,171	547,490
Less : Transferred to Statutory Reserve	-	-
Closing Balance	<u>4,666,916</u>	<u>2,086,746</u>
	<u>32,133,349</u>	<u>28,914,654</u>
<b>NOTE 4 : LONG-TERM BORROWINGS</b>		
<b>NOTE 5 : SHORT-TERM BORROWINGS</b>		
<b>Unsecured Short-term Loans:</b>		
<b>From Others:</b>		
Loans & Advance	175,742,293	59,283,520
	<u>175,742,293</u>	<u>59,283,520</u>
<b>NOTE 6 : TRADE PAYABLES</b>		
Trade Payables	-	-
	<u>-</u>	<u>-</u>
<b>NOTE 7 : OTHER CURRENT LIABILITIES</b>		
<b>Other Payables</b>		
Expenses Payable	420,679	117,420
Statutory Dues	1,111,670	692,765
Others	575,060	60
	<u>2,107,409</u>	<u>810,245</u>
<b>NOTE 8 : SHORT-TERM PROVISIONS</b>		
<b>Provision for employee benefits</b>		
<b>Others:</b>		
Audit Fees Payable	25,000	25,000
Provision for Income Tax	1,644,525	453,698
Provision for Non Performing Assets	1,592,355	-
	<u>3,261,880</u>	<u>478,698</u>
<b>NOTE 10 : DEFERRED TAX ASSETS (NET)</b>		
Deferred Tax Asset	(41,966)	(20,262)
Less : Deferred Tax Liability	(26,073)	(21,704)
	<u>(68,039)</u>	<u>(41,966)</u>

**M/S SRESTHA FINVEST LIMITED**  
**CIN : L65993TN1985PLC012047**  
**NOTES TO THE FINANCIAL STATEMENTS**

Particulars	As At 31-Mar-18 Rs	As At 31-Mar-17 Rs
<b>NOTE 11 : LONG TERM LOANS AND ADVANCES</b>		
Secured Considered Goods	-	-
Unsecured Considered Goods		
Intergrated D-mat	-	3,000
MAT Credit Entitlement	-	75,746
Rental Advance	600,000	650,000
Others	-	-
	<b>600,000</b>	<b>728,746</b>
<b>NOTE 12 : OTHER NON CURRENT ASSETS</b>		
Preliminary Expenses	506,250	675,000
Less:- Written Off During The Year	168,750	168,750
	<b>337,500</b>	<b>506,250</b>
<b>NOTE 13 : TRADE RECEIVABLES</b>		
Trade Receivables	1,270,000	1,270,000
	<b>1,270,000</b>	<b>1,270,000</b>
<b>NOTE 14 : CASH &amp; CASH EQUIVALENTS</b>		
Cash Balance	414,921	1,244,328
Balances with Banks		
In Current Accounts	14,008,749	6,834,199
	<b>14,423,670</b>	<b>8,078,527</b>
<b>NOTE 15 : SHORT TERM LOANS &amp; ADVANCES</b>		
Short Term Loan & Advances	344,958,542	227,445,742
	<b>344,958,542</b>	<b>227,445,742</b>
<b>NOTE 16 : OTHER CURRENT ASSETS</b>		
<b>Other Current Assets</b>		
Interest Receivable	32,891	12,231
Income Tax Refundable	699,105	-
TDS (A.Y.2016-2017)	-	108,674
TDS (A.Y.2017-2018)	-	937,956
TDS (A.Y.2018-2019)	593,471	-
	<b>1,325,467</b>	<b>1,058,861</b>

## M/S SRESTHA FINVEST LIMITED

CIN : L65993TN1985PLC012047

## NOTES TO THE FINANCIAL STATEMENTS

Particulars	Year Ended 31-Mar-18 Rs	Year Ended 31-Mar-17 Rs
<b>NOTE 17 : REVENUE FROM OPERATIONS</b>		
Income From Service	-	-
Interest Receipts	30,603,645	24,265,940
	<b>30,603,645</b>	<b>24,265,940</b>
<b>NOTE 18 : OTHER INCOME</b>		
Other Non Operating Income	-	-
Bank Interest	106,087	107,639
	<b>106,087</b>	<b>107,639</b>
<b>NOTE 19 : EMPLOYEE BENEFIT EXPENSES</b>		
Salaries & Allowances	4,104,500	1,761,500
Staff Welfare Expenses	145,095	83,030
	-	-
	<b>4,249,595</b>	<b>1,844,530</b>
<b>NOTE 20 : FINANCE COSTS</b>		
Interest Expense	11,056,032	10,845,805
Bank Charges	708	1,186
	<b>11,056,740</b>	<b>10,846,991</b>
<b>NOTE 21 : OTHER EXPENSES</b>		
Advertisement Expenses	20,100	19,185
Audit Fees	25,000	25,000
Bad Debts	6,250,000	1,777,894
Books & Periodicals	14,730	21,155
Business Promotion Expenses	283,330	111,340
Electricity Charges	39,625	56,649
Interest Payments TDS	150	300
Listing Fees	327,750	257,625
Loss On Sale in Tradign of Shares	-	5,948,104
Office Expenses	504,475	549,434
Postage and Stamps	19,887	56,970
Preliminary Expenses Written off	168,750	168,750
Printing and Stationery	53,951	87,907
Processing Fees	28,750	-
Professional Fees	367,673	880,888
Provision for Bad & Doubtful Debts	1,592,355	-
Rates And Taxes	7,494	-
Rent - Office	600,000	360,000
Repairs and Maintenance	58,320	85,606
ROC Fees	4,200	7,700
Rounded Off	(1)	-
Telephone Expenses	13,406	17,713
Travelling And Conveyance	90,530	121,746
	<b>10,470,475</b>	<b>10,553,966</b>
<b>NOTE 22 : CONTINGENT LIABILITIES</b>		
a. Estimated amount of liability on capital contracts	-	-
b. Other Contingent Liabilities	-	-
	-	-
<b>NOTE 23 : DEFERRED TAX LIABILITY</b>		

As per the Accounting Standard (AS 22) laid down by the Institute of Chartered Accountants of India, the Company is required to make a provision for deferred tax liability. During the year an amount of Rs 26,073/- towards Deferred Tax Expense (Previous year Rs 41,966/- Deferred Tax Expenses) has been provided for deferred tax liability from the profits of the current period.

## M/S SRESTHA FINVEST LIMITED

CIN : L65993TN1985PLC012047

## NOTES TO THE FINANCIAL STATEMENTS

Particulars	As At	As At
	31-Mar-18	31-Mar-17
	Rs	Rs
<b>NOTE 24 : OPERATING LEASES</b>		
The Company does not have any obligations under any leases for office and residential space.		
<b>NOTE 25 : INFORMATIONS UNDER MICRO, SMALL &amp; MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006</b>		
The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amounts unpaid at the period end together with interest paid / payable under this Act have not been given.		
<b>NOTE 26 : STATUTORY RESERVE</b>		
As per Prudential Regulations for Non Banking Financial Companies issued by Reserve Bank of India (RBI), the company is having appropriate reserve fund and provision for Standard Assets, as such no provision (Previous year : Nil ) has been made for the year. The company has however made statutory provision of 20% of profit after tax as per mandatory requirement of RBI.		
<b>NOTE 27 : EARNINGS PER SHARE (EPS)</b>		
a.	Profit After Tax (Rs)	
	For Basic	3,218,695
	For Diluted	3,218,695
b.	Weighted average number of equity shares (Nos)	
	For Basic	75,000,000
	For Diluted	75,000,000
c.	Earning Per Share (Rs)	
	Basic	0.04
	Diluted	0.04
d.	Nominal Value Per Share (Rs)	Rs.2/-

**NOTE 28 : PRESENTATIONS OF PREVIOUS YEAR'S FIGURES**

Previous year's figures have been regrouped / reclassified / rearranged wherever necessary to bring them in conformity with the current year's figures.

**NOTE 29 : FOREIGN CURRENCY TRANSACTIONS**

There are no reportable Foreign Currency related transaction in the company during the year under review.

**NOTE 30 :RELATED PARTY DISCLOSURES**

The Company had no related party transactions.

As per our Report of even date attached  
For K SUBRAMANYAM & CO  
Firm Regn. No. 004146S  
Chartered Accountants

K.SUBRAMANYAM  
Proprietor  
Membership No. 023663

Place : Chennai  
Date : 11-May-18

For and on behalf of Board of Directors

KAMLESH PARASMAL  
Director  
DIN: 00810823

NAVITHA JAIN  
Director  
DIN: 07492584

## NOTE NO 9 : FIXED ASSETS

Particulars	Gross Block				Depreciation			Net Block	
	As At 31-Mar-17 Rs	Additions Rs	Deductions/ Transfers Rs	As At 31-Mar-18 Rs	Up to 31-Mar-17 Rs	For the Year Rs	Deletion Rs	As At 31-Mar-18 Rs	As At 31-Mar-17 Rs
<b>TANGIBLE ASSETS</b>									
Agricultural Land	-	-	-	-	-	-	-	-	-
Land & Building	-	-	-	-	-	-	-	-	-
Furniture & Fittings	566,714	-	-	566,714	217,893	114,998	-	233,823	348,821
Cash Counting Machines	7,000	-	-	7,000	2,654	2,662	-	1,684	4,346
Air Conditioner	-	35,000	-	35,000	-	15,040	-	19,960	-
Computer & Peripherals	128,750	33,850	-	162,600	124,892	31,462	-	6,246	3,858
<b>Total Tangible Assets</b>	<b>702,464</b>	<b>68,850</b>	<b>-</b>	<b>771,314</b>	<b>345,439</b>	<b>164,162</b>	<b>-</b>	<b>261,713</b>	<b>357,025</b>
Previous Year	416,704	285,760	-	702,464	200,024	145,415	-	391,579	216,680
<b>INTANGIBLE ASSETS</b>									
Computer Software	-	-	-	-	-	-	-	-	-
<b>Total of Intangible Assets</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Previous Year	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>702,464</b>	<b>68,850</b>	<b>-</b>	<b>771,314</b>	<b>345,439</b>	<b>164,162</b>	<b>-</b>	<b>261,713</b>	<b>357,025</b>
Previous Year	416,704	285,760	-	702,464	200,024	145,415	-	391,579	216,680

# SRESTHA FINVEST LIMITED

CIN : L65993TN1985PLC012047

No. 35/1, Muthu Krishnan Street, Kondithope, Chennai -600079, Tel: 91 44-65151564,

E-mail: srestha.info@gmail.com, Website: www.srestha.co.in

## ATTENDANCE SLIP

### 33rd ANNUAL GENERAL MEETING ON 22nd SEPTEMBER, 2018

Mr./Mrs./Miss

.....

Address.....

.....

.....Folio No. (Physical holding).....DP ID

(Demat holding).....Client ID.....

No. of shares held

.....

.....

I/We certify that I/We am/are registered shareholder/proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the 33rd Annual General Meeting (AGM) of the Company on Friday 22nd June 2018, at 10.00 a.m. at the Registered Office of the Company at Samudaya Nala Koodam, Vallanur, Ambattur, Chennai- 600062 or any adjournment thereof.

[Signature of Shareholders/Proxy(s)] .....

Notes:

1. Shareholder/proxyholder(s) are requested to bring the attendance slips with them when they come to the meeting and hand over the same at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the proxy form should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.

**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 : L65993TN1985PLC012047

Name of company : SRESTHA FINVEST LIMITED

Registered Office : No. 35/1, Muthu Krishnan Street, Kondithope, Chennai-600079, India

Name of the member (s) :

Registered address :

Folio No./ Client Id:

DP ID :

E-mail Id :

I/We, being the member (s) of ..... shares of the above named Company, hereby appoint:

1. Name : .....

E-mail Id : .....

Address : .....

.....

Signature : ..... or

failing him/her

2. Name : .....

E-mail Id : .....

Address : .....

.....

Signature : ..... or

failing him/her

3. Name : .....

E-mail Id : .....

Address : .....

.....

Signature : ..... or

failing him/her as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual general meeting of the Company to be held on 22nd June, 2018 at 10.00 A.M at the Registered Office of the Company at No. 35/1, Muthu Krishnan Street, Kondithope Chennai-600079, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional*		
		For	Against	Abstain
<b>Ordinary Business:</b>				
1	Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March 2018 together with the Report of the Board of Directors and Auditors thereon.			
2	Appointment of a director in place of Mr. Navitha Jain who retires by rotation and being eligible, offers herself for re-appointment.			
3	Appointment of M/s.J.V.Ramanujam & Co as Statutory Auditors of the Company			
<b>Special Business:</b>				
4	Increase in Authorised Capital of the Company			
5	To Approve Issue of Bonus Shares			
6	Alteration of the Capital Clause of the Memorandum of Association			
7	Alteration of the Capital Clause of Articles of Association			

Note:

- \*It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' or Abstain column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder \_\_\_\_\_

<b>Affix Rs.2/- Revenue Stamp</b>
---

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.
- A Proxy need not be a member of the Company.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 33rd Annual General Meeting.
- Please complete all details including details of member(s) in above box before submission.

Affix Rs.2/- Revenue Stamp



Dear Shareholder(s),

This is to inform you that the company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., phone no. and e-mail id in our records. We would also like to update your current signature records in our system.

To achieve this we solicit your co-operation in providing the following details to us :

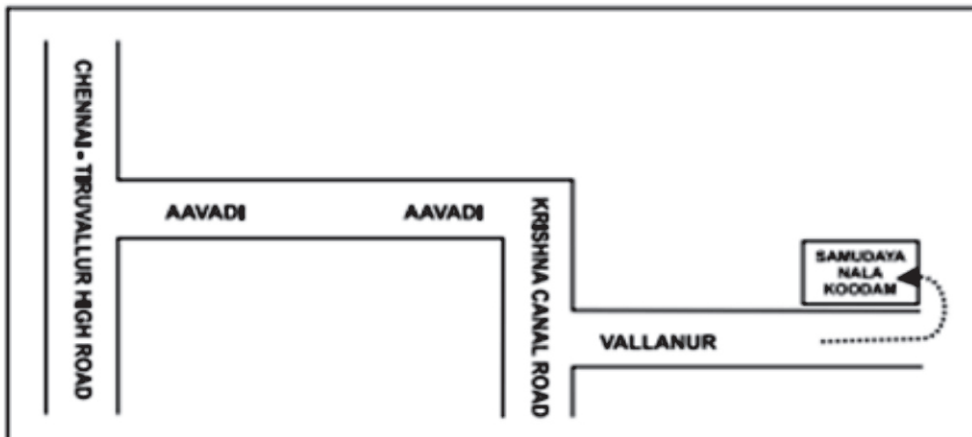
1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No. :  
Pan No. :  
E-mail ID :  
Telephone No. :  
Name and Signatures : i.  
ii.  
iii.

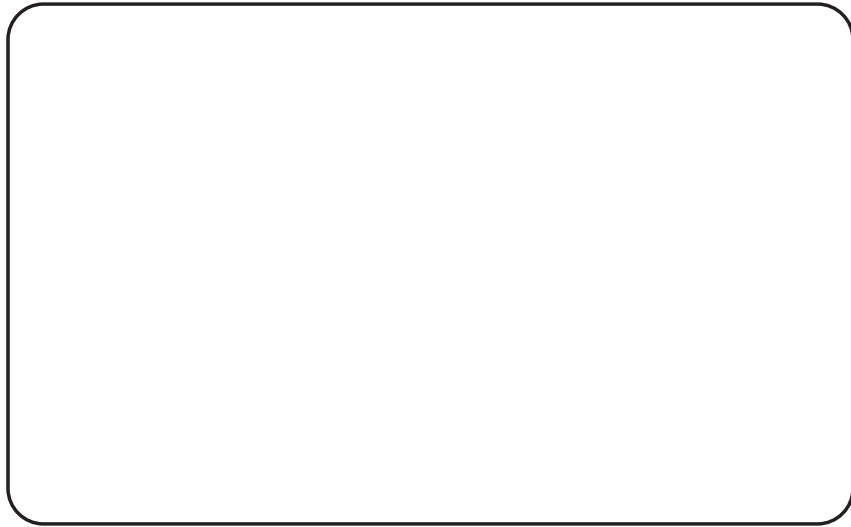
Thanking you,  
**For Srestha Finvest Limited**

Authorised Signatory

Route Map for AGM Venue:



BOOK - POST



If undelivered please return to :

**SRESTHA FINVEST LIMITED**

**No.35/1, Muthu Krishnan Street,**

**Kondithope, Chennai-600079**