



**Solid, Consistent Growth. By Design**

31ST ANNUAL REPORT 2016 - 17

## BOARD OF DIRECTORS :

**Ramprasad Poddar**  
Chairman

**Dinesh Poddar**  
Managing Director

**Rajesh Poddar**  
**Sanjiv Rungta**  
**Rakesh Garodia**  
**Shilpa Poddar**  
Directors

- **REGISTERED OFFICE:**  
**ASHIRWAD CAPITAL LIMITED**  
**CIN: L51900MH1985PLC036117**  
303, Tantia Jogani Industrial Estate,  
J. R. Boricha Marg, Lower Parel,  
Mumbai - 400 011.  
Tel : 022 4344 3555  
Fax: 022 2307 1511  
E-Mail : investors@svgcl.com  
Website : www.ashirwadcapital.in

- **BANKERS:**  
HDFC Bank Limited

- **AUDITORS:**  
Sanjay Raja Jain & Co.  
Chartered Accountants

- **SECRETARIAL AUDITORS:**  
Sandeep Dar & Co.  
Company Secretaries

- **31ST ANNUAL GENERAL MEETING :**  
**Date** : September 29, 2017  
**Time** : 10:30 a.m.  
**Venue** : Bombay YMCA,  
12, Nathalal Parekh Marg,  
Colaba, Mumbai - 400 001.

- **REGISTRAR AND TRANSFER AGENT:**  
Bigshare Services Private Limited  
1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri (East), Mumbai 400 059.  
Tel. No. : 022-62638200  
Fax. No. : 022-62638299  
E-mail : investor@bigshareonline.com  
Website : www.bigshareonline.com



**Solid, Consistent Growth. By Design**

## ● 31st Annual Report 2016-17 ●

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## NOTICE

**NOTICE** is hereby given that the 31st Annual General Meeting of the Company will be held on Friday, 29th September, 2017 at 10:30 a.m. at Bombay YMCA, 12, Nathalal Parekh Marg, Colaba, Mumbai - 400 001, to transact the following business :-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2017 and the Profit and Loss Account for the year ended on that date together with the Directors' and Auditors' Report thereon.
2. To declare dividend on equity shares for the financial year 2016-17.
3. To appoint a Director in place of Mrs. Shilpa Poddar (DIN-00164141), who retires by rotation and being eligible, offers herself for reappointment.
4. To ratify the appointment of Auditors and to fix their remuneration for the financial year ending March 31, 2018:

**"RESOLVED THAT** pursuant to the provisions of section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and pursuant to resolution passed by the members at the 29th Annual General Meeting (AGM) held on September 28, 2015, the appointment of M/S. SANJAY RAJA JAIN & CO., Chartered Accountants, (FRN: 120132W) Mumbai, Statutory Auditors of the Company be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting (AGM) till the Conclusion of next Annual General Meeting and to fix the remuneration payable to them for the financial year ending on March 31, 2018, as may be agreed upon by the Board of Directors/ Audit Committee and the Auditors."

**Registered Office:**  
303, Tanti Jogani Industrial Estate,  
J.R. Boricha Marg, Lower Parel,  
Mumbai - 400 011.

By Order of the Board  
**Ashirwad Capital Limited**

**Ramprasad Poddar**  
Chairman  
DIN : 00163950

Date: May 30, 2017  
Place: Mumbai

### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The register of members and share transfer books will remain closed from Saturday, 23rd September, 2017 to Friday, 29th September, 2017. (Both days inclusive).
3. Dividend, after declaration, shall be disbursed to the members:-
  - a) Whose name appears as beneficial owners as at the end of business hours on 22nd September, 2017 as per the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form.
  - b) Whose names appear as members in the register of members of the Company after giving effect to valid transfers in physical form lodged with

the Company or registrar and share transfer agents on or before 22nd September, 2017.

4. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management at the day of the Meeting.
5. Shareholders holding shares in physical form are requested to intimate any change in their residential address to Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai 400059, Registrar and transfer agent of the Company immediately.
6. Shareholders who are holding shares in Demat mode are requested to notify any change in their residential address, bank accounts details and/ or email address immediately to their respective Depository Participants.
7. The government took a 'green initiative in corporate governance' in 2011 by allowing the Companies to service the documents to its members through electronic mode. Accordingly, the Company sends all communication including the notice along with annual report in electronic form to all members whose email Id's are registered with the Company/ depository participant(s) unless a specific request for hard copy has been requested.
8. Members are requested to update their email ID's by downloading the form which is available at the website of the Company i.e. [www.ashirwadcapital.in](http://www.ashirwadcapital.in) and submit the same at the registered office of the Company for receiving the notices and other documents at their email addresses.
9. The Company has appointed M/s. Sandeep Dar & Co., Practicing Company Secretaries, Navi Mumbai, to act as the scrutinizer, to scrutinize the remote e-voting and physical votes received through ballot in accordance with the law in a fair and transparent manner.
10. In accordance with Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; Our Company is exempted from compliance with the Corporate Governance provisions and hence Corporate Governance Report is not required to be attached with this Annual Report.

### 11. VOTING OPTIONS

#### I. Voting through electronic means

The Company is pleased to offer remote e-voting facility, for all its members to enable them to cast their vote electronically in term of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Facility for voting, through ballot/ polling paper will be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights through ballot papers at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

#### The instructions for members for voting electronically are as under:-

- (i) The voting period begins on Tuesday, September 26, 2017 at 9:00 a.m. and ends on Thursday, September 28, 2017 at 5:00 p.m. Members holding Shares in physical or in demat form as on cut off date i.e Friday, September 22, 2017 shall only be eligible for e-voting.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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 serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the **ASHIRWAD CAPITAL 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-individual Shareholders and Custodians.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

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

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

#### II. Voting Through Ballot:

The Company is also providing the facility for voting through Ballot process at the AGM and the members attending the Meeting who have not cast their vote by remote e-voting will be able to exercise their right to vote at the AGM. The Ballot Forms will be available at the venue of the AGM.

#### III. Other Instructions

A Member can opt for only one mode of voting i.e. either through e-voting or ballot. If a Member casts his / her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.

12. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts.

Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, M/s. Bigshare Services Private Limited, quoting their folio numbers.

**Registered Office:**  
303, Tanta Jogani Industrial Estate,  
J.R. Boricha Marg, Lower Parel,  
Mumbai-400 011.

Date: May 30, 2017  
Place: Mumbai

By Order of the Board  
**Ashirwad Capital Limited**

**Ramprasad Poddar**  
Chairman  
DIN : 00163950

## DIRECTORS' REPORT

To,  
The Members,

Your Directors have pleasure in presenting their 31<sup>st</sup> Annual Report on the business and operations of the Company and Audited Statement of Accounts for the year ended 31st March, 2017.

### 1. FINANCIAL HIGHLIGHTS:

The Board's Report is prepared based on the stand alone financial statements of the Company. (Rs. in Lacs)

Sr. No.	Particulars	2016-2017	2015-2016
1.	<b>Net Sales/ Income</b>	<b>51.56</b>	42.33
2.	Total Expenditure		
	i) Employee benefit Expenses	7.47	6.60
	ii) Depreciation	1.37	1.65
	iii) Provision for (Reversal of) diminution in the value of Investments	(29.04)	68.58
	iv) Other Expenditure	6.83	7.27
	Total	(13.37)	84.09
3.	<b>Profit (Loss) Before Tax</b>	<b>64.92</b>	(41.76)
4.	Provision for taxation		
	i) Current Tax	5.99	—
	ii) Deferred Tax	(0.27)	(0.17)
	iii) Earlier year Tax	—	0.32
5.	<b>Profit (Loss) After Tax</b>	<b>59.20</b>	(41.91)
6.	Balance carried from previous year	(40.04)	1.87
7.	Amount Available for Appropriation	19.16	(40.04)
8.	<b>Appropriations:</b>		
	Proposed Dividend	(16.00)	—
	Dividend Distribution Tax	(3.35)	—
	Transferred to Statutory Reserve	(11.84)	—
	Transferred from General Reserve	15.00	—
9.	Balance carried to Balance Sheet	2.97	(40.04)
10.	<b>Earning per Equity Shares</b>	<b>0.15</b>	(0.10)

### 2. DIVIDEND:

We are pleased to inform that the Board of Directors has recommend dividend of Re. 0.04 Paise per equity share of Re.1/- each (i.e. 4% of face Value) aggregating Rs.16,00,000/- (excluding distribution tax as applicable) for the financial year ended 31st March 2017.

### 3. RESERVES:

As required under Section 45IC of the Reserve Bank of India Act, 1934, 20% of the net profits are required to be transferred to a Special Reserve Account. Therefore an amount of Rs. 11.84 Lakhs, which equal to 20% of the net profits, has been transferred to said Reserve.

### 4. OPERATIONS:

During the period under review there was a growth in the Revenue of the Company by 21.80% i.e total income of Rs. 51.56 Lakhs as Compared to Previous Year: Rs 42.33 Lakhs. The Company has earned the Net Profit of Rs.59.20 Lakhs (Previous Year Net loss: Rs. 41.91 Lakhs). Your directors are confident that the performance for the coming years is expected to improve with expected improvements in the economic activities.

### 5. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Report in form MGT-9, as required under Section 92(3) of the Companies Act, 2013 read with rule 12(1) of the Companies (Management and Administration) Rules, 2014, as amended from time to time, are included in this Report as **Annexure-1** and forms an integral part of this report.

### 6. DIRECTORS' RESPONSIBILITY STATEMENT:

The Directors state that—

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the Directors had 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 and loss of the Company for that period;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors had prepared the annual accounts on a going concern basis;
- the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 7. DIRECTORS OR KEY MANAGERIAL PERSONNEL APPOINTMENTS / RESIGNATIONS DURING THE YEAR:

During the year under review there were no changes in the constitution of the Board.

### 8. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto is disclosed in Form No. AOC-2 which is enclosed as **Annexure 2**.

### 9. PARTICULARS OF EMPLOYEES:

- The Information pursuant to rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is described in below table:-

Sr. No.	Particulars	Remarks		
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year.	Not applicable since no remuneration has been paid to the Directors.		
2.	The percentage increase in the remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.	Not applicable since no remuneration has been paid to the Directors.		
3.	The percentage increase in the median remuneration of employees in the financial year (in. Lacs)	Median Remuneration FY 2016-2017	Median Remuneration FY 2015-2016	% Increase
		3.73	3.30	13.11%



Sr. No.	Particulars	Remarks			
4.	The number of permanent employees on the roll of Company.	2 (Two)			
5.	Average percentile increase already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.		FY 2016-2017 (in lacs)	FY 2015-2016 (in lacs)	% Increase
		Employees salary	7.46	6.60	13.03%
		Managerial salary	NIL	NIL	NIL
6.	Affirmation that the remuneration is as per the remuneration policy of the Company.	It is affirmed that the remuneration is as per the remuneration policy of the Company.			

- (2) Particulars of employees drawing remuneration in excess of limits prescribed under Section 134(3)(q) read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

There are no employees drawing remuneration exceeding Rupees One Crore and Two Lakhs per annum if employed throughout the financial year or Rupees Eight Lakh Fifty Thousand per month if employed for part of the financial year or draws remuneration in excess of Managing Director or Whole time Director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.

#### 10. NUMBER OF MEETINGS OF BOARD DURING THE YEAR:

Sr.No	Particulars	No. of meetings held
1.	Board Meetings	Five
2.	Audit Committee Meetings	Four
3.	Independent Directors Meeting	One

#### 11. FORMAL ANNUAL EVALUATION:

Pursuant to the applicable provisions of the Act and the Listing Regulations, the Board has carried out an annual evaluation of its own performance and working of its Committees. The Board's functioning was evaluated on various aspects, including inter alia degree of fulfillment of key responsibilities, its structure and composition, establishment and delegation of responsibilities to various Committees. Directors were evaluated on aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management of the Company. Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

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

#### 12. DECLARATION BY INDEPENDENT DIRECTORS:

Declarations by the Independent Directors, that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies

Act, 2013 has been received by the Company.

#### 13. REMUNERATION POLICY:

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The remuneration policy is also uploaded on the website [www.ashirwadcapital.in](http://www.ashirwadcapital.in)

#### 14. AUDITORS:

M/s. Sanjay Raja Jain & Co., Chartered Accountants, (FRN: 120132W) Mumbai, were appointed as statutory auditors of the Company for the term of three years at the Annual General Meeting held on September 28, 2015, to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2018. In terms of first proviso to section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. Sanjay Raja Jain & Co., Chartered Accountants, as statutory auditors of the Company for the financial year 2017-18 is placed for ratification.

The report given by the auditors on the financial statement of the Company is part of the annual report. There has been no qualification, reservation, adverse remark or disclaimer given by the auditors in their report.

#### 15. SECRETARIAL AUDIT REPORT:

In terms of Section 204 of the Companies Act, 2013 and Rules made there under, M/s. Sandeep Dar and Co., Practicing Company Secretaries have been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditors is enclosed as **Annexure 3** to this report. The report is self-explanatory. However, Company has initiated necessary steps to comply with various non-compliances as per the provisions of various statute mentioned under the Secretarial Audit Report.

#### 16. VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

The Company has a Whistle Blower Policy to report genuine concerns or grievances. The Whistle Blower Policy has been posted on the website of the Company at [www.ashirwadcapital.in](http://www.ashirwadcapital.in)

#### 17. COMPOSITION OF AUDIT COMMITTEE:

Composition of Audit Committee as required under section 177(8) of the Companies Act, 2013.

The Composition of Audit Committee is as follows:

- |    |                        |            |
|----|------------------------|------------|
| 1. | Mr. Sanjiv Rungta      | - Chairman |
| 2. | Mr. Rajeshkumar Poddar | - Member   |
| 3. | Mr. Rakesh Garodia     | - Member   |

#### 18. SIGNIFICANT MATERIAL CHANGES:

There were no material changes and commitments, which adversely affects the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

#### 19. RISK MANAGEMENT:

The Company is periodically reviewing its risk perception taking into accounts overall business environment affecting / threatening the existence of the Company. Presently management is of the opinion that such existence of risk is minimal.

#### 20. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has in place adequate internal financial controls. During the year, such controls were tested and no reportable material weakness in the design or operation was observed and that such internal financial controls are adequate and operating effectively.

#### 21. DEPOSITS:

During the year under review, the Company has not accepted any deposits

within the meaning of Section 73 of Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014 and it continues to be a Non-deposit taking Non Banking Financial Company.

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

The Company being a Company whose principal business is acquisition of shares and securities, provisions of section 186 of the Companies Act, 2013 are not applicable.

## **23. MANAGEMENT DISCUSSION AND ANALYSIS:**

### **I. INDUSTRY STRUCTURE AND DEVELOPMENTS:**

Global economic activity continues to be weak, especially in the emerging market economies (EMEs). While the downside risks to recovery in some advanced economies have eased, major emerging market economies continue to contend with weak growth and still elevated inflation amidst tighter financial conditions.

India needs to address the infrastructure bottlenecks, further narrowing current account deficit, continuing fiscal reforms, improve governance with passage of the Bankruptcy Code. The various steps taken by the Government, including those aimed at ease of doing business in India and regulatory measures initiated by the Reserve Bank and other regulatory measures, would give enormous confidence to local & foreign investors, to do business with India.

### **II. OPPORTUNITIES AND THREATS:**

Pertaining to current scenario of all NBFCs have core focus, invested in various sectors thereby building service quality. Customers found comfort and confidence in their transparent practices and started shifting their loyalties from the unorganized sector to the organized sector.

Though our sectoral regulator has framed adequate regulations for regulating the sector, any future developments necessitating framing of additional regulatory framework, can adversely affect the growth and sustainability of this sector.

### **III. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:**

The Company is a Non Banking Finance Company (NBFC). It is engaged in the business of investment and lending which is the only segment in the Company. Hence, the results for the year under review pertain to only financing activity.

### **IV. RISK AND CONCERNS:**

The Company has a strong Risk Management System for identification, monitoring, mitigation and reporting of the risks associated with its operations. The Company has an established practice of compliance reporting covering all operations and support functions; compliance reporting is periodically reviewed to ensure comprehensive coverage.

### **V. OUTLOOK:**

The bull market in India looks to continue until 2022. A lot of money is getting diverted into emerging markets from the developed markets. Within the emerging market basket, India remains a very attractive destination for such funds because it is one of the fastest growing economies of the world. With the ongoing government reforms, many new investors are getting confident to enter the Indian economy for the first time. The above analysis on the economy will lead to very optimistic sentiments for equity investments, thereby leading to a surge in the Indian markets.

Our portfolio at Ashirwad "Ashirwad-200" remains strong, focused and varied yet balanced and is well on its way to deliver a dynamic performance for the next five years. We are excited to see how the macro model of the Indian economy benefits the micro, i.e. the results of the large cap Companies of India.

## **VI. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company's internal control system is designed to ensure orderly and efficient conduct of its business, compliance with law and regulations including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting record, and the timely preparation of reliable financial information.

## **VII. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:**

Your Company has cordial relations with its employees. The Company commends the commitment, dedication and competence shown by its employees in all aspects of business. With the growing requirements of the Company, Company has taken necessary initiatives to ensure not only the retention of the employees but also their growth and development.

## **24. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION AND REDRESSAL) ACT, 2013:**

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace under the Act. The following is a summary of sexual harassment complaint received or disposed of during the year 2016-17.

- No. of Complaint received: NIL
- No. of Complaint disposed off: NIL.

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

In view of the nature of activities of the Company, conservation of energy and technology absorption respectively are not applicable to the Company.

There were no foreign exchange earnings or outgo during the year under review.

## **26. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

No significant or material orders were passed by the regulators or courts or Tribunals which impact the going concern status and Company's operations in future.

## **27. LISTING AGREEMENT WITH THE STOCK EXCHANGE:**

The Company has entered into the Uniform Listing Agreement as per SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and confirms that it has paid the Annual Listing Fees for the year 2016-2017 to BSE Ltd. where the Company's Shares are listed.

## **28. ACKNOWLEDGEMENT:**

We record our gratitude to the Banks and others for their assistance and co-operation during the year. We also wish to place on record our appreciation for the dedicated services of the employees of the Company. We are equally thankful to our esteemed investors for their co-operation extended to and confidence reposed in the management.

### **Registered Office:**

303, Tantia Jogani Industrial Estate,  
J. R. Boricha Marg, Lower Parel,  
Mumbai - 400 011.

Date: May 30, 2017

Place: Mumbai

By Order of the Board

**Ashirwad Capital Limited**

**Ramprasad Poddar**

**Chairman**

**DIN : 00163950**

**ANNEXURE 1**  
**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**As on the financial year ended on March 31, 2017**

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

**I. REGISTRATION AND OTHER DETAILS:**

CIN	L51900MH1985PLC036117
Registration Date	03/05/1985
Name of the Company	Ashirwad Capital Limited
Category / Sub-Category of the Company	Company limited by shares
Address of the Registered office and contact details	303, Tania Jogani Industrial Estate, J. R. Boricha Marg, Lower Parel, Mumbai- 400011
Whether listed Company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai 400 059 Contact No: +91 22 62638200 Email Id: investor@bigshareonline.com

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

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

Sr. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
1.	Financial /Investment Activities	64	84.72
2.	Compensation Received	681	15.28

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

There are no Holding, Subsidiary and Associate Companies.

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

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

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total No. of Shares	% of Total Shares	Demat	Physical	Total No. of Shares	% of Total Shares	
<b>(A) Promoter</b>									
<b>1. Indian</b>									
a) Individual / HUF	20400000	-	20400000	51.00	20400000	-	20400000	51.00	-
b) Bodies Corporate	-	-	-	-	-	-	-	-	-
<b>Sub Total (A)(1) :</b>	<b>20400000</b>	<b>-</b>	<b>20400000</b>	<b>51.00</b>	<b>20400000</b>	<b>-</b>	<b>20400000</b>	<b>51.00</b>	<b>-</b>
<b>2.Foreign (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00</b>	<b>-</b>
<b>Total holding for Promoters (A)= (A)(1) + (A)(2)</b>	<b>20400000</b>	<b>-</b>	<b>20400000</b>	<b>51.00</b>	<b>20400000</b>	<b>-</b>	<b>20400000</b>	<b>51.00</b>	<b>-</b>
<b>(B) Public shareholding</b>									
<b>1. Institutions (B)(1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>2. Non-institutions (B)(2)</b>									
<b>a) Bodies Corporate</b>									
(i) Indian	3377264	4000	3381264	8.45	2232080	4000	2236080	5.59	(2.86)
<b>b) Individuals</b>									
(i) Capital upto to Rs. 1 Lakh	9815431	209100	10024531	25.06	11142913	206400	11349313	28.37	3.31
(ii) Capital excess of Rs. 1 Lakh	6121394	-	6121394	15.31	5870138	-	5870138	14.68	(0.63)
<b>c) Any others (Specify)</b>									
(i) Clearing member	16292	-	16292	0.04	91553	-	91553	0.23	0.19
(ii) Non Resident Indians	16519	40000	56519	0.14	12916	40000	52916	0.13	(0.01)
<b>SUB TOTAL (B)(2) :</b>	<b>19346900</b>	<b>253100</b>	<b>19600000</b>	<b>49.00</b>	<b>19349600</b>	<b>250400</b>	<b>19600000</b>	<b>49.00</b>	<b>(-)</b>
<b>Total Public Shareholding (B)=(B)1 + (B)(2)</b>	<b>19346900</b>	<b>253100</b>	<b>19600000</b>	<b>49.00</b>	<b>19349600</b>	<b>250400</b>	<b>19600000</b>	<b>49.00</b>	<b>(-)</b>
<b>Total (A) + (B)</b>	<b>39746900</b>	<b>253100</b>	<b>40000000</b>	<b>100.00</b>	<b>39749600</b>	<b>250400</b>	<b>40000000</b>	<b>100.00</b>	<b>(-)</b>
<b>(C) Shares held by Custodians for (GDRs &amp; ADRs)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A) + (B) + (C)</b>	<b>39746900</b>	<b>253100</b>	<b>40000000</b>	<b>100.00</b>	<b>39749600</b>	<b>250400</b>	<b>40000000</b>	<b>100.00</b>	<b>(-)</b>