

BAJAJ
Global Limited
CIN : L51900MH1985PLC036519

33rd ANNUAL REPORT 2017 – 18

BAJAJ GLOBAL LIMITED**BOARD OF DIRECTORS**

Shri Akshay R. Ranka
Shri Monal Malji
Dr. M. K. Sharma
Smt. Suneet Menon

AUDITORS

VMSS & Associates,
Chartered Accountants, Kolkata.

BANKERS

Axis Bank Limited
Civil Lines, Nagpur

R & T AGENT

M /s Adroit Corporate Services Private Limited
1st Floor, 19, Jaferbhoy Industrial Estate
Makwana Road, Marol Naka
Mumbai-400 059

REGISTERED OFFICE

Imambada Road, Nagpur - 440 018

**BAJAJ GLOBAL LIMITED
N O T I C E**

NOTICE is hereby given that the **Thirty Third Annual General Meeting of the members of M/s. BAJAJ GLOBAL LIMITED (CIN: L51900MH1985PLC036519)** will be held on Friday, **the 14th of September, 2018 at 11.00 A.M.** at the Registered Office at Imambada Road, Nagpur- 440 018 to transact the following business:

ORDINARY BUSINESS :-

- 1) To receive, consider and adopt the audited statement of Profit and Loss Account for the year ended 31st March, 2018 and the Balance Sheet as at that date and Reports of the Auditors and Directors thereon.
- 2) To appoint a Director in place of Shri Monal Malji (DIN: 00511813), who retires by rotation and being eligible offers himself for re-appointment.

Registered Office:
Imambada Road,
Nagpur-440 0018

By order of the Board,
For BAJAJ GLOBAL LTD.

AKSHAY R. RANKA

[DIN: 00235788]

DIRECTOR

Place : Nagpur

Dated: 30.07.2018

RANKA COLONY, SIRASPETH,
NAGPUR, 440009, Maharashtra, INDIA

NOTE :

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member. Proxies in order to be effective must be lodged at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from **06th September, 2018 to 14th September, 2018 (Both days are inclusive).**
3. Members are requested to notify immediately any change in their addresses quoting their Folio/Client ID No. to the Company's Registrars & Share Transfer Agents - **M/s Adroit Corporate Services (P) Ltd.** 1st Floor, 19/20 Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Mumbai - 400 059

(Maharashtra) Tel : (022) 2859 0942/4442/4428/4060, E.mail: info@adroitcorporate.com

4. SEBI has mandated submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective depository participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to **M/s Adroit Corporate Services (P) Ltd. / Company.**
5. To receive shareholders' communications through electronic means, including Annual Reports and notices, members are requested to register/update their email IDs with their respective depository participants, where shares are held in electronic form. However, if shares are held in physical form, members are advised to register their email IDs with **M/s Adroit Corporate Services (P) Ltd.** at info@adroitcorporate.com
6. Members, who still hold shares in physical form are advised to dematerialise their shareholding to avail the numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings \in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
7. Corporate members are requested to send in advance a duly certified copy of board resolution / power of attorney authorizing their representative to attend the annual general meeting.
8. Members/proxies are requested to bring the attendance slip/proxy form duly filled and signed for attending the meeting.
9. Proxies are requested to bring their ID proof at the meeting for the purpose of identification.
10. Members/proxies are requested to bring their copy of Annual Report at the meeting.
11. For security reasons, no article/baggage will be allowed at the venue of the meeting.
12. Voting through Electronic Means :
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means and the business

may be transacted through e-voting services provided by Central Depository Services (India) Limited.

The instructions for members for voting electronically are as under :

- i. The voting period begins on Tuesday, 11th September, 2018 (9.00 AM) and ends on Thursday, 13th September, 2018 (5.00 PM). During this period shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date 05.09.2018 may cast their vote electronically as well . The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- 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 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"> 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. 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.
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> <ul style="list-style-type: none"> 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).

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then directly reach 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 of “BAJAJ GLOBAL LIMITED” this will take you to the Evoting Page.
- 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvii. If a demat account holder has forgotten the login 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. iPhone 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** 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**.
- 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 emailed to **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**, under help section or write an email to **helpdesk.evoting@cdslindia.com**.
- 14. In addition to the E-voting facility as described above, the Company Shall make a voting facility available at the venue of the AGM, by way of ballot paper. Members may participate in the AGM even after exercising right to vote through e-voting as above but shall not be allowed to vote again at the AGM. Only such Members attending the AGM who have not already cast their votes by e-voting shall be able to exercise their right to vote at the AGM.
- 15. Voting Through Physical Ballot Form :**
In terms of Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015, the members who do not have access to e-voting are requested to fill in the Physical Ballot Form enclosed with the Notice and submit the same in a sealed envelope to the Scrutinizer at – M/S B.Chhawchharia & Chartered Accountants, 202, Shantiniketan, K-13/A, Laxmi Nagar, NAGPUR- 440 022, Maharashtra. Unsigned, incomplete or incorrectly ticked forms shall be rejected. The ballot must be received by the Scrutinizer on or before Thursday, 13th September, 2018 (5.00 PM). The Scrutinizers decision on the validity of the forms will be final. Members are required to vote only through the electronic system or through ballot and in no other form. In the event a member casts his votes through both the processes, the votes in the electronic system would be considered and the ballot vote would be ignored.

BAJAJ GLOBAL LIMITED

M/s B.Chhawchharia & Co, Chartered Accountants, Nagpur, (Firm Registration No. 305123E) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the physical ballots received from members who don't have access to the e-voting process) in a fair and transparent manner. The Scrutinizer shall within a period not exceeding Three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least Two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, voting by show of hands will not be allowed in the meeting.

Registered Office:
Imambada Road,
Nagpur-440 0018

By order of the Board,
For BAJAJ GLOBAL LTD.

AKSHAY R. RANKA
[DIN: 00235788]
DIRECTOR

Place : Nagpur

Dated: 30.07.2018

RANKA COLONY, SIRASPETH,
NAGPUR, 440009, Maharashtra, INDIA

BAJAJ GLOBAL LIMITED

BAJAJ GLOBAL LIMITED**DIRECTORS' REPORT**

The Directors present their Thirty Third Annual Report and Audited Statement of Accounts for the year ended 31st March, 2018.

FINANCIAL RESULTS:

The accounts for the year under review reflect a profit of ₹ 23, 25,676/- .The Directors propose to appropriate the same as under:

Turnover			₹ 64,24,536
Profit / (Loss) Before Tax			₹ 32,35,434
Less: - Appropriations			
Provision for Taxation			
Current Tax	₹	8,98,220	
Deferred Tax	₹	11,538	₹ (9,09,758)
		-----	-----
Profit / (Loss) After Tax			₹ 23,25,676

ADD:- Balance Brought Forward			₹ 3,37,02,959

			₹ 3,60,28,635
LESS:- Transfer to Reserve Fund	₹	(4,66,000)	
Contingent Provision	₹	(23,000)	-
Depreciation Adjustment as per Companies Act, 2013		-	₹ (4,43,000)
		-----	-----
BALANCE CARRIED FORWARD			₹ 3,55,85,635
			=====

DIVIDEND:

The Directors regret their inability to recommend any dividend for the year under review.

STATE OF COMPANY'S AFFAIR AND FUTURE OUTLOOK:

The performance of the Company was satisfactory during the year under review.

Your Company plans to take the performance to the next level by adopting modern ways and hence your Directors are confident of achieving better working results in the coming years.

EXTRACT OF ANNUAL RETURN:

The extract of Annual Return, in format MGT - 9, for the Financial Year 2017-18 has been enclosed with this report.

NUMBER OF BOARD MEETINGS:

During the Financial Year 2017-18, Four (4) meetings of the Board of Directors of the Company were held i.e on 25.05.2017, 27.07.2017, 08.11.2017, 09.02.2018. The maximum interval between any two meetings did not exceed 120 days.

SEPARATE MEETING OF INDEPENDENT DIRECTORS:

During the year under review, a separate meeting of Independent Directors, without the attendance of Non-Independent Directors and Members of the Management, was held on 28th March, 2018, as required Under Schedule IV of the Companies Act, 2016 (Code for Independent Directors) read with Regulation 25(3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015. The Independent Directors inter-alia reviewed the performance of the Non-Independent Directors, Chairman of the Company and the Board as a whole.

PUBLIC DEPOSITS

The Company being a Non-Banking Finance Company has not accepted any deposits from the public during the year under review and shall not accept any deposits from the public without obtaining prior approval of the RBI.

RBI GUIDELINES

As a Systematically important Loan giving Non-Banking Finance Company, your Company always aims to operate in compliance with applicable RBI guidelines and regulations and employs its best efforts towards achieving the same.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

There were no related party transactions as referred under Section 188(1) the Companies Act 2013 for the Financial Year 2017-18.

SECRETARIAL AUDITOR :

The Board of Directors of the Company has appointed M/s. More Daliya & Associates, Practicing Company Secretaries, Nagpur, to conduct Secretarial Audit

for the Financial Year 2017 - 18. The Secretarial Audit Report for the Financial Year ended March 31, 2018 is annexed herewith to this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of loan, guarantee and investments, if any covered Under Section 186 of the Companies Act, 2013 are given in notes to the Financial Statements provided in this Annual report.

CORPORATE SOCIAL RESPONSIBILITY POLICY:

Your Directors informed that the Company is not required to abide the provisions of Section 135 of the Companies Act, 2013 and Rules made thereunder and Regulation 15(2) of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 in relation to the Corporate Social Responsibility as the Company has not covered under any of the conditions / criteria mentioned under Section 135 of the Companies Act, 2013 and SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015.

DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence laid down in Section 149(6) of the Companies Act, 2013.

BOARD EVALUATION:

The Companies Act 2013 states that a formal annual evaluation needs to be made by the Board and Schedule IV of the Companies Act 2013 states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated. The evaluation of all the Directors and the Board as a whole was being conducted. None of the Independent Directors are due for re-appointment.

AUDIT COMMITTEE:

In terms of Section 77 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Audit committee of the Board of Directors consisting of below mentioned Independent Directors:

- Shri Akshay Ranka - Chairman (Independent Director)
- Dr. Mahendra Kumar Sharma - Member (Independent Director)
- Smt. Suneet Menon - Member (Independent Director) as a practice

of good Corporate Governance. All the recommendations made by the Audit committee were accepted by the Board.

NOMINATION & REMUNERATION COMMITTEE:

In terms of Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Nomination & Remuneration Committee of the Board of Directors consisting of below mentioned Independent Directors:

- Shri Akshay Ranka – Chairman (Independent Director)
- Dr. Mahendra Kumar Sharma – Member (Independent Director)
- Smt. Suneet Menon – Member (Independent Director) as a practice of good Corporate Governance.

VIGIL MECHANISM

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, includes an Ethics comprising Senior Executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail or letter. The policy on vigil mechanism may be accessed on the Company's website at www.bajajglobalttd.com

CODE OF CONDUCT:

Your Directors informed that pursuant to provisions of Regulation 17(5) of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 every listed Company is under an obligation to adopt a policy on Code of Conduct for all the Members of the Board of Directors and Senior Management. As per the said regulation, the Board of Directors adopted the Policy on Code of conduct for all the Members of the Board of Directors and Senior Management of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT:

Your Directors are of the opinion that with respect to conservation of energy and technology absorption as prescribed under Section 134(3)(m) of the Companies Act 2013 read with the Companies (Accounts) Rules, 2014 are not relevant in view of the nature of business activities of the Company and hence, are not required to be given.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the year under review, there is no foreign exchange earning, outgo and expenditure.

DIRECTORS RESPONSIBILITY STATEMENT :

In accordance with the provisions of Section 134 of the Companies Act, 2013, Your Directors confirm that :

- 1) In the preparation of Annual Accounts for the financial year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- 2) The Directors had selected such accounting policies and applied them consistently and made judgements 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.
- 3) The Directors had taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- 4) The Directors had prepared the Annual Accounts on a going concern basis.
- 5) The Directors had laid down internal financial controls, which are adequate and are operating effectively.
- 6) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

DIRECTORS:

In view of the provisions of the Companies Act 2013, Shri Monal Malji, Director (DIN:00511813) retires from the Board by rotation this year and being eligible, offers himself for re-appointment.

Apart from the above, there is no change as regard to the Directorship of the Company.

LISTING OF SHARES:

The Shares of the Company continued to be listed on the Stock Exchange, Mumbai. The Company has paid the annual listing fee for the financial year 2017-2018.

The Equity Shares of the Company has the Electronic connectivity under ISIN No. INE553H01015. To provide service to the Shareholders, the Company has appointed M/s. Adroit Corporate Services Private Limited, 1st Floor, 19, Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Mumbai-400 059 as Registrar and Transfer Agent of the Company for existing physical based and allied

Secretarial Services for its Members / Investors and for Electronic Connectivity with NSDL and CDSL.

AUDITORS AND AUDITORS' REPORT :

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, the auditors of the Company M/s VMSS & Associates, Chartered Accountants, Kolkata (Firm Reg. No. 328952E), were appointed in the previous Annual general Meeting of the Company by the shareholders for five years terms at the 32nd General meeting to hold office until the conclusion of the 37th Annual General Meeting.

As per Companies (Audit and Auditors) Amendment Rules, 2014 dated 07/05/2018, the provision regarding ratification of auditors at every Annual general Meeting is omitted. Further, the appointment of statutory auditor is not being ratified at the Annual general meeting of the Company, as it is no longer required. Accordingly, M/S VMSS Associates, Chartered Accountants, Kolkata Auditor of the Company will hold office till the conclusion of the 37th Annual General meeting of the Company.

The Auditor's Report on the Financial Statements of the Company for the year ending 31st March, 2018 is unmodified .i.e. it does not contain any qualification, reservation or adverse remarks. The Auditor's report is enclosed with the financial statement forming part of the Annual report.

DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT OR TRIBUNAL:

During the year under review, there were no orders passed by any authorities which impacts the going concern status and company's operations in future.

INTERNAL FINANCIAL CONTROLS:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

STATUTORY DISCLOSURES:

None of the Directors of your Company are disqualified as per the provisions of Section 164 (2) of the Companies Act, 2013. Your Directors have made necessary disclosures, as required, under various provisions of the Companies Act, 2013 and SEBI LODR.

SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed during the year by the regulators, courts or tribunals impacting the going concern status and Company's operations in the future.

MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

No material changes / events affecting the financial position of the Company occurred between the end of the financial year 31st March, 2018 till date of this report.

ACKNOWLEDGEMENT:

Your Directors are grateful to Bankers for their continued support, co-operation and assistance during the year. Your Directors express their thanks for the sincere and dedicated efforts put in by the workers, staff and officers during the year.

Registered Office:
Imambada Road,
Nagpur-440 018

For and on behalf of the Board,
For BAJAJ GLOBAL LTD.

Place : Nagpur
Dated: 30.07.2018

AKSHAY R. RANKA
DIRECTOR
(DIN 00235788)
RANKA COLONY, SIRASPETH
NAGPUR- 440009

SUNEET MENON
DIRECTOR
(DIN 07087748)
PIPLA ROAD, PLOT NO. 41,
SHIVSHAKTI CO-OP HSG
SOCIETY
BESA PIPLA., NAGPUR,
440034