

Futuristic Securities Limited

47th
ANNUAL REPORT
2017- 2018

BOARD OF DIRECTORS

SHRI S. K. THIRANI
Chairman

SHRI R. K. SABOO
Director

SHRI A. K. CHOPRA
Director

SHRI PRADEEP JATWALA
Director

SMT. NANDINI MEHTA
Director

SHRI JATIN KHETANI
Company Secretary

AUDITORS

R. JAITLEIA & Co.
Chartered Accountants

BANKERS

Central Bank of India

REGISTERED OFFICE

Regd. Off: 202, Ashford Chambers, Lady Jamshedji Road,
Mahim (West), Mumbai - 400 016
Tel: 022 24476800 • Fax: 022 24476999 • Email: futuristicsecuritieslimited@yahoo.in
website: www.futuristicsecurities.com

REGISTRAR & SHARE TRANSFER AGENT

M/s. Universal Capital Securities Pvt. Ltd.
21, Shakil Niwas, Opp. Satya Saibaba Temple,
Mahakali Caves Road,
Andheri (East), Mumbai - 400 093.

NOTICE

NOTICE is hereby given that the 47th Annual General Meeting of the Members of the Company will be held on Wednesday, September 26, 2018 at 4.00 p.m. at 301/302, Ashford Chambers, Lady Jamshedji Road, Mahim (West), Mumbai 400016 to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon;
2. To appoint a Director in place of Mrs. Nandini Mehta (DIN: 06934986), who retires by rotation and being eligible, offers herself for re-appointment.
3. 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with the Companies (Audit and Auditors) Rules, 2014 (Rules), as amended from time to time, M/s. R. Jaitlia & Co, Chartered Accountants, (Registration No. 117246W) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 52nd Annual General Meeting of the Company to be held in the year 2023 (subject to ratification of their appointment at every Annual General Meeting, if necessary), at such remuneration and out of pocket expenses as may be mutually agreed by them with the Board of Directors;

RESOLVED FURTHER THAT the Board (including its Audit Committee) of the Company be and is hereby authorised to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

SPECIAL BUSINESS:**4. APPOINTMENT OF MR. RAJKUMAR SABOO (DIN: 00053600) AS A DIRECTOR:**

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

“RESOLVED THAT Mr. R. K. Saboo (DIN: 00053600) who was appointed as an Additional Director of the Company under section 161 of the Company Act, 2013 w.e.f. 30th May, 2018 by the Board of Directors and holds office up to the date of this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director liable to retire by rotation;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one Director of the Company or Company Secretary be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and return for the purpose of giving effect to this resolution along with filing of necessary e-form(s) with concerned Registrar of Companies.”

BY ORDER OF THE BOARD

Place: Mumbai
Date: August 14, 2018

PRADEEP JATWALA
Director
DIN: 00053991

REGISTERED OFFICE:

202, Ashford Chambers, Lady Jamshedji Road, Mahim (West), Mumbai 400016
CIN: L65990MH1971PLC015137
Tel: 022 24476800 ● Fax: 022 24476999
Email: futuristicsecuritieslimited@yahoo.in ● Website: www.futuristicsecurities.com

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/ HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to Section 105 of the Act, a person can act as a Proxy on behalf of not more than 50 (fifty) Members and holding in aggregate, not more than 10% (ten per cent) of the total share capital of the Company. Members holding more than 10% (ten per cent) of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. A proxy so appointed shall not have any right to speak at the Meeting. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 (forty eight) hours before the commencement of the Meeting. Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. Corporate Shareholders intending to send their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Act, are requested to send to the Company, a certified true copy of the Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.

2. The Register of Members and Share Transfer Books of the Company will remain closed from the September 20, 2018 to September 26, 2018 (both days inclusive).
3. The Company's Registrar and Share Transfer Agent (R & T Agent) for its Share Registry Work (Physical and Electronic), is Universal Capital Securities Pvt Ltd. at 21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai – 400093, Tel No.: 022-28207203-05.
4. Members can avail themselves of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail themselves of this facility may send their nominations in the prescribed Form No. SH-13 duly filled in to the Company's R & T Agent. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
5. Members are requested to address all correspondence to the Company's R & T Agent.
6. A route map showing directions to reach the venue of the meeting is given in the Annual Report.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses, in respect of electronic holding with their Depository Participant and in respect of physical holding with M/s. Universal Capital Securities Pvt. Ltd. at the following address :

Unit: **Futuristic Securities Ltd.**

M/s. Universal Capital Securities Pvt. Ltd.

21, Shakil Niwas, Opp. Satya Saibaba Temple,

Mahakali Caves Road,

Andheri (East), Mumbai 400 093.

Tel No. 022- 28207203-05

Fax No. 022 - 28207207

8. Members are requested to note that in case of transfer, deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holders(s) respectively, along with necessary documents at the time of lodgment of request for these transaction, is mandatory.

9. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
10. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
11. Members are requested to bring their copies of Annual Report at the meeting.
12. The instructions for shareholders for voting electronically are as under:

i. (a) In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and as per Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory amendment(s) / modification(s) / re-enactment(s) thereto], the Company has provided a facility to the Shareholders to cast their votes, electronically, through the electronic voting service facility arranged by Central Depository Services Limited (CDSL) on all resolutions set forth in this notice. The Facility for voting through Ballot Form will also be made available at the AGM and the Shareholders attending the AGM, who have not cast their votes by remote e-voting shall be able to exercise their voting right at the AGM through Ballot Form.

(b) The Shareholders who wish to cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again, and if casted again then the same will not be counted.

(c) The voting period begins on September 23, 2018 at 9.00 a.m. and ends on September 25, 2018 at 5.00 p.m. 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. September 19, 2018.

- ii. The Shareholders may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders.
- v. 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.
- vi. 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 and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|--|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders). |
| | <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. |
| | <ul style="list-style-type: none"> 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. |

| | |
|-----------------------|--|
| DOB | 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. |
| Dividend Bank Details | <ul style="list-style-type: none"> • Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio. • 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 (iv). |

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 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 should be mailed 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

1. The date of commencement of e-voting is September 23, 2018 at 9.00 a.m. and ends on September 25, 2018 at 5.00 p.m. The e-voting module will be disabled for voting thereafter by CDSL.
2. Shareholders can opt for only one mode of voting i.e. either by physical ballot or by electronic mode. If the shareholder opts for voting by electronic mode, then he/she should not vote by physical ballot also and vice-versa. However, in case Shareholder(s) cast their vote both by physical ballot and by electronic mode, then voting done by electronic shall prevail and voting done by physical will be treated as invalid.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the “downloads” section of www.evotingindia.com
4. If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.
- xxi. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting.
- xxii. M/s. Roy Jacob & Co, Practicing Company Secretary, Mumbai (Certificate of Practice No.8220) has been appointed as the Scrutinizer to scrutinize the e-voting process as well as the voting by Ballot Form, to be conducted at the AGM, in a fair and transparent manner.
- xxiii. The Results shall be declared not later than 48 (forty eight) hours from conclusion of the AGM. The Results declared along with the Scrutinizer’s Report will be placed on the website of the Company immediately after the Result is declared by the Chairman and will simultaneously be forwarded to BSE Limited (BSE), where Equity Shares of the Company are listed.

EXPLANATORY STATEMENT

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to Items No. 4 of the accompanying Notice dated August 14, 2018.

Item No.04:

The Board of Directors of the Company (the 'Board'), at its meeting held on May 30, 2018 on recommendation of Nomination & Remuneration Committee, subject to the approval of the Shareholders, appointed Mr. R.K. Saboo as an Director of the Company. The Company has in terms of section 160 of the Act received in writing a notice from a member alongwith requisite deposit of Rs.100,000/- proposing the candidature of Mr. R.K. Saboo as Director of the Company.

None of the other Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

FUTURISTIC SECURITIES LIMITED
DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2017-2018

To,
The Members,

Your directors have pleasure in presenting their 47th Annual Report on the business and operations of the company together with the Audited Statement of Accounts for the year ended 31st March, 2018.

1. FINANCIAL RESULTS

| | Financial Year 2017-2018 (in Rs.) | Financial Year 2016-2017 (in Rs.) |
|---|--|--|
| Gross Sales and Other Income | 1087705 | 1016833 |
| Profit before Depreciation and Taxation | 383900 | 407289 |
| Less: (i) Depreciation | 12350 | 12350 |
| (ii) Provisions for Taxation (Including Earlier Years & Deferred tax) | 67407 | 97325 |
| Profit after Taxation | 304143 | 297614 |
| Add: Profit / (Loss) brought forward from previous year | (6373148) | (6670762) |
| Profit / (Loss) available for appropriation | (6069005) | (6373148) |
| Appropriation | | |
| i) Proposed Dividend on Preference Shares | 0 | 0 |
| ii) Proposed Dividend on Equity Shares | 0 | 0 |
| iii) Tax on Dividend | 0 | 0 |
| iv) Transferred to General Reserve | 0 | 0 |
| Balance carried to Balance Sheet | (6069005) | (6373148) |
| Earning Per share (Rs.) Basic | 0.16 | 0.15 |
| Earning Per Share (Rs.) Diluted | 0.16 | 0.15 |

2. DIVIDEND

Keeping in view, in order to conserve resources for expansion & liquidity positions of the Company the directors are not recommending any dividend for the financial year 2017-2018.

3. SHARE CAPITAL:

During the year under review, there has been no change in the paid-up share capital of the Company which is 19,50,000 Equity shares of Rs. 10/- each.

4. PUBLIC DEPOSIT:

Your Company has not accepted any deposits from the public falling within the ambit of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

5. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY:

The details of Loans, Guarantees and Investments covered under Section 186 of the Companies Act, 2013 form a part of the Notes to the Financial Statements provided in this Annual Report.

6. CHANGE IN THE REGISTERED OFFICE OF THE COMPANY:

The Directors in their meeting held on 16th April, 2018 approved shifting of the registered office of the Company from 117, Shah & Nahar Industrial Estate, Off Dr. E. Moses Road, Worli, Mumbai 40001 to 202, Ashford Chambers, Lady Jamshedji Road, Mahim (West), Mumbai - 400 016.

7. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There have been no material changes and commitments affecting 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 this report.

Reserve Bank of India (RBI) has recently in July 2018, cancelled the Certificate of Registration issued to the Company for carrying out Non-Banking Financial Company activities. The Directors are seeking advice on the matter and will take appropriate action in this regard.

8. CORPORATE GOVERNANCE:

Your Company has implemented several best practices during the year. Henceforth, not mandatory to the Company under the criteria of Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the time being.

The Company is committed to maintain the highest standard of Corporate Governance and adhere to the Corporate Governance requirements set out by the Regulatory/Government.

9. PARTICULARS OF EMPLOYEES:

The disclosure of information required pursuant to Section 197 (12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable as no managerial personnel is taking a salary or remuneration from the Company.

10. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in Form - MGT 9 (Annexure-A) available at <http://www.futuristicsecurities.com>

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

The Company has set up an Internal Complaints Committee under the provision of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to look into complaints relating to sexual harassment at work place of woman employee.

The Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint under the above act.

12. DIRECTORS:

Sad demise of Mr Sushil Kumar Thirani - Chairman of the Company: It is with the profound sadness and in deep grief, the Board of Directors inform that our beloved Chairman Mr Sushil Kumar Thirani passed away on 28th April, 2018. He was known and respected for his achievements and championing diversity in business of the Company. Besides being an Industrialist, he also took keen interest in social cause. He constructed a hospital at Nohar, Rajasthan and a school in Thane, Maharashtra. He made generous contributions to the various charitable and educational institutions throughout the country. The Board would like to pay tribute to his remarkable contribution to the business of the Company and to the social cause.

The Board appointed Mr. R.K.Saboo (DIN: 00053600) as an Additional Director of the Company with effect from 30th May, 2018. He holds the office upto the ensuing Annual General Meeting. The Board recommends his appointment as Director.

None of the Directors of the Company is disqualified as per the provisions of Section 164(2) of the Companies Act, 2013.

During the Financial Year 2017-2018, four meetings of the Board of Directors of the Company, the details of which are given as below. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

| Sr. No. | Date of Meetings held |
|----------------|------------------------------|
| 1 | May 30, 2017 |
| 2 | August 11, 2017 |
| 3 | November 14, 2017 |
| 4 | February 14, 2018 |