

28TH ANNUAL REPORT 2017-2018 OF SEVEN HILL INDUSTRIES LIMITED

BOARD OF DIRECTORS

Name	Designation
JITENDRA CHAMPAKLAL SANGHVI	Director
KRUPA SANDEEP SHAH	Director
MANOJKUMAR KANTILAL SHAH	Director

AUDITOR

RISHI SEKHRI & ASSOCIATES

Chartered Accountants

Mumbai

SHARE TRANSFER AGENT

M/s SATELLITE CORPORATE SERVICES PRIVATE LIMITED

B-302, Sony Apartment, Opp. St. Judge's High School,

Off Andheri-Kurla Road,

Jarimari, Sakinaka,

Mumbai-400072 Maharashtra, INDIA

REGISTERED OFFICE

Gala No. 23, Parekh Market, M.G. Road,

Ghatkopar (East), Mumbai

Maharashtra - 400077 India

INDEX

Contents Page No.

Notice of Annual General Meeting	
Report of the Directors and Management	
Discussion Analysis Report	
Form No. MR-3 - SECRETARIAL AUDIT REPORT	
FORM NO. MGT 9 - EXTRACT OF ANNUAL RETURN	
Corporate Governance Report	
Auditors' Report	
Balance Sheet	
Profit and Loss Account	
Cash Flow Statement	
Notes forming part of the financial statements	
Attendance Slip, Proxy Form and Ballot Paper.	

Dear Shareholders,

Your Directors here by present the 28th Annual Report together with the Audited statements of Accounts for the financial year ended on **31st March 2018**.

FINANCIAL SUMMARY OR HIGHLIGHTS OF PERFORMANCE:

PARTICULARS	2017-18	2016-17
Total Income/Revenue	503,655.00	50,75,804.00
Total expenses	2588,776.00	58,85,447.00
Taxes		
- Current Tax	0.00	0.00
- Deferred Tax	0.00	0.00
Profit After Tax	(2085,121.00)	(859276.00)

SEVEN HILL INDUSTRIES LIMITED

(Formerly Known as KOSIAN INDUSTRIES LIMITED)

CIN: L67190MH1990PLC055497

5th of September, 2018

To,
The Secretary, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.
Maharashtra, India.
Scrip Code: 511760 / SEVENHILL

Dear Sir, Madam,

Sub: Compliance of Regulation 42 SEBI (LODR), Regulations, 2015 – Intimation of the 28th Annual General Meeting ('AGM'), Book Closure, Cut-Off/Record date and E- Voting/Postal Ballot Intimation.

Please find enclosed herewith Notice of the 28th AGM of SEVEN HILL INDUSTRIES LIMITED scheduled to be held on Saturday, 29th day of September, 2018 at 12.00 p.m. (IST) at Gala No. 23, Parekh Market, M.G. Road, Ghatkopar (East), Mumbai MH - 400077 India.

We further inform you that pursuant to Section 91 of the Companies Act, 2013, and Regulation 42 of SEBI (LODR) Regulations 2015, The Register of the Members and the Share Transfer Books of the Company will be closed from 22nd September, 2018 to 29th September, 2018 (Both days inclusive) for the purpose of AGM.

Further E-Voting facility has been made available to all the shareholders and members of the Company, the details of e-voting are as follows:

- | | |
|---|-------------------------|
| a) Date and time of commencement of E-Voting | – Wednesday, 26/09/2018 |
| b) Date and time of end of E-Voting | – Friday, 28/09/2018 |
| c) Cut- Off date for determining the eligibility to vote by electronics or in the AGM | – Friday, 21/09/2018 |

This is for your information and records.

Thanking you.

For and on behalf of

For SEVEN HILL INDUSTRIES LIMITED



(MANOJ SHAH)
CHAIRMAN
DIN: 07184656



PLACE: MUMBAI
DATE: 05.09.2018

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NOTICE OF 28th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28th ANNUAL GENERAL MEETING of the Members of SEVEN HILL INDUSTRIES LIMITED will be held at the registered office of the Company situated at GALA NO. 23, PAREKH MARKET, M.G. ROAD, GHATKOPAR (EAST), MUMBAI City MH 400077 IN on Saturday, 29th day of September, 2018 at 12:00 P. M. 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 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To Re appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT subject to the provisions of Sections 139, 142 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and Companies (Audit and Auditors) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. RISHI SEKHRI AND ASSOCIATES, CHARTERED ACCOUNTANTS, Mumbai (Firm Reg. No. 128216W) retiring statutory auditor be and are hereby re appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to next subsequent Annual General Meeting and at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.”

SPECIAL BUSINESS:

3. To appoint a Director in place of Mrs. Krupa Sandeep Shah, (DIN: 06975078) Director, who retires by rotation and being eligible offers himself for re-appointment in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT Mrs. Krupa Sandeep Shah, who retire by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation”.

RESOLVED FURTHER THAT any of the Director of the Company, be and is hereby authorised to do all the acts, deeds and things including filing of e-forms with Registrar of Companies, Mumbai to give effect to the above said resolution.”

SPECIAL BUSINESS AND SPECIAL RESOLUTION:

4. Alteration of the object clause of the Memorandum of Association of the Company:

To consider the matter, and if thought fit, to pass the following as **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s),

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amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee or one or more Directors), the consent of the members of the Company be and is hereby accorded for alteration of the Objects Clause of the Memorandum of Association ("MOA") of the Company such that the existing Clause 3 A and Clause 3 B of the MOA of the Company be altered by replacing and substituting the same with the following new clauses viz. Clause III (a) and Clause (III) (b) as under;

Clause 3 (A) the objects to be pursued by the Company are:

3.(A). The objects to be pursued by the company are:—

1. To carry on the business as wholesalers, retailers, importers, exporters, distributors, stockiest, manufacturers, agent and traders ,exporter, importer of diamonds, precious stones, semiprecious stones, jewellery, diamond studded jewellery, silver jewellery, platinum jewellery, gold, rough diamonds, cut and polished diamonds, gems and pearls through retail chain operation ,online shopping, net marketing, internet advertising and marketing, creating shops & stores, providing secured payment processing, net commerce solutions for business to business and business to consumers, online trading in and out India.

(B) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:—

1. To establish, undertake, conduct, carry on and administer the business of producing, buying, selling, importing, exporting, dealing in indenting, refining, classifying, assorting, polishing, processing with the use of laser processing technology, cleaving sawing, chiseling, kerfing, cutting, clifting cut or uncut rough, polished diamonds including industrial diamonds, gems, precious and semi-precious stones, pearls, rubies, corals or semi-precious metal stones.
2. To carry on business as goldsmiths, silversmiths, jewellers, gem merchants and to carry on business as importers, exporters and dealers in bullion, gold, platinum, silver and metal of every other description and objects, articles, goods or things of gold, silver, platinum, diamonds, gems and other stones, or a combination thereof.
3. To establish, conduct and set up laboratories, workshops, and processing house for the purpose of undertaking the processing or refining of diamonds, gems, precious and semiprecious stones by application of laser and other technology or technologies and for the purpose of inventing or innovating new technologies and for the purpose of inventing or innovating new technologies, formulae or processes or means for the processing of diamonds and precious and semi-precious stones and to have the said processes patented.

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5. To take part in technical, management, supervision or control of the business or operations of any company or undertaking having similar objects and for that purpose to appoint and remunerate any directors, accountants or other experts, or agents, and to act as managing agents of any such company or undertaking.
6. To install, improve, manipulate, prepare for market and otherwise deal in imported or indigenous plant and machineries, equipments, stores, spare parts, tools, implements, accessories and material ancillary, incidental, supplemental or relating, for cutting, cleaving, kerfing and processing of diamonds and for diamond polishing.
7. To commence, establish, set-up, carry on, conduct, manage, supervise, control, administer and regulate the business of acquiring, purchasing, selling, distributing, assigning, appointing, regulating, ordering, controlling, directing and dealing in diamond powder and paste and other raw materials and to deal in articles and tools of all kinds in the manufacture of which industrial and/or gems diamonds are used in whatever shape and form.
8. To alter, manage, develop, lease, mortgage, sublet, sell or otherwise dispose off, improve or deal with the land, property, assets and rights and the resources and undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company having objects together or in similar to those of the Company.
9. To enter into partnership or into any arrangement for showing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person or Company carrying on transaction or transactions which this Company is authorized to carry on.
10. To acquire, take over and undertake the whole or any part of the business, property, assets, goodwill and liabilities of any business which this Company is authorised to carry on or be possessed of property suitable for the purposes of this Company.
11. To establish branches or agencies, whether by means of local boards or otherwise anywhere in India or elsewhere at any place or places throughout the world for the purpose of enabling the Company to carry on its business more efficiently, and to discontinue and re-constitute and such branches or agencies.
12. To promote any company or companies having similar objects for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
13. To advance and lend money, open cash credits with or allow overdrafts to any person, association, firm and Company with or without security or wholly or partly secured on any terms, in any manner and upon any kind of property, movable or immovable, existing or future, any security, policies, shares, bonds, debentures, debenture stocks,

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letters of credit, promissory notes, bills of exchange and other negotiable instruments, goods, wares, merchandise, bills of exchange and other negotiable instruments, goods, wares, merchandise, bills of lading and other mercantile indicts or tokens or deposit money with or without security, with other companies or with any other persons or associations and from time to time to carry on such transactions in such manner as the Company may think fit.

14. To invest the surplus funds of the Company from time to time in such manner and in such assets, properties, securities, shares, bullion or investments or otherwise as may from time to time, be determined by the Directors and from time to time to sell or vary all such investments and to execute all assignments, transfers, receipts and disbursements that may be necessary in that behalf.
15. To open current, fixed or other accounts with any bank, and to pay into and to withdraw moneys from such accounts.
16. To receive money or deposit merely for the purpose of financing the business of the Company with or without allowing interest thereon. The Company shall not carry on business of banking as defined by Banking Regulation Act, 1949 and directives of Reserve Bank of India.
17. Upon any issue of shares, debentures or any other securities of the Company to employ brokers, commission agents and underwriters and to provide for the remuneration of such persons for their services by payment in cash or by issue of shares, debentures, or other securities of the Company by the granting of option to take the same or in any other manner allowed by the law.
18. Subject to the provisions of the Companies Act, 2013 or any other enactments in force to indemnify and keep indemnified Officers, Directors, Agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of any things done or ordered to be done by them for and in the interest of the Company and for any loss, damage or misfortune, whatever and which shall happen in execution of the duties of their officers or in relation thereto.
19. To create any reserve fund, sinking fund, insurance fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for any other purposes conducive to the interest of the company.
20. To place in reserve or to distribute as bonus shares among the members or otherwise to apply as the Company, may from time to time, think fit, any moneys received by way of premium on shares or debentures issued at premium by the Company and any moneys received in respect of the forfeited shares and moneys arising from the sale by the Company of forfeited shares.

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21. To promote, carry on, maintain and develop, trade of all kinds and trade, industrial, commercial and financial relations of every kind and description in all matters connected with the main objects of the Company.
22. To do all or any of the above things in any part of the world either as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others, and either by or through agents, sub-contractors or otherwise, with power to appoint a trustee or trustees, personal or corporate, to hold any property on behalf of the Company and to allow any property to remain outstanding in such trustee or trustees.
23. To add and support pecuniary or otherwise, any person, association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade concerning the objects or business of the Company or related interest.
24. To sub-let all or any contracts from time to time and upon such terms and conditions as may be thought expedient.
25. To insure any of the properties, undertakings, contract, guarantee or obligation of the Company of every nature and kind in any matter whatsoever.
26. To arrange for the marketing and sale of the products and bye products and of such raw materials, goods and articles remaining in it's possession as are normally necessary for carrying on the business of the Company but are not immediately required for use by it and for that purpose either to establish it's own shops, agencies or marketing, organization or to appoint selling agents, distributors, in any place in or outside India by way of such commission or in such manner as the Company may deem fit.
27. To give advertisements and conduct publicity campaigns and to have journals, magazines, periodicals, books, or leaflets for the promotion of all or any of the purpose and activities of the Company.
28. To guarantee, support or secure, whether by personal convenient or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and capital of the Company or both such methods, the performance of the obligations of and the repayment of payment of the principal amounts of any premiums, interest and dividends on any securities or any person, firm or company.
29. To subscribe or contribute or otherwise assist to guarantee money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, objects or purpose or for any exhibition.
30. To take part in the technical management, supervision or control of the business or operations of any company or undertakings, having similar objects and for that

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purpose, to appoint and remunerate any directors, accountants, or other experts, or agents, and to act as managing agents, or agents of any such company or undertaking.

31. To train and arrange for the training of apprentices and/or employees in any of the works or undertakings of the company on such terms and conditions as may be thought fit or on behalf of the clients.
32. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
33. To sell, lease, mortgage or otherwise dispose off the property, assets or undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, stock, debentures, or other securities of any other companies whether or not having objects altogether or in part similar to those of the company.
34. To act as consultants and advisors on information system and purveyors information services based on the use of computers and micro-processors and business machines of all kinds including all types of information and word processing equipments such as copying machines, electronic telephone or other communication system, related to data and information processing and to furnish the user of systems, know how, programme and other software relating to use of such machines and allied peripherals.
35. To establish bureaus of providing computer services to process data and develop systems of all kinds by processing jobs and hiring out machine time and assist to set up and supervise the operation of the data processing division of other companies or organization in India or elsewhere.
36. To do all other lawful things which are necessary, suitable or proper for the accomplishment of any of the purpose or the attainment of any of the objects or in furtherance of any of the powers herewith set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof.
37. Subject to the provisions of the Companies Act, 2013 to amalgamate with any other Company having objects altogether or in part similar to those of this Company.

RESOLVED FURTHER that Board be and is hereby authorized to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard.

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RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this regulation to any of Directors of the Company of the Company in order to give effect to this resolution.

By Order of the Board
For SEVEN HILL INDUSTRIES LIMITED



A handwritten signature in black ink, appearing to read "Manoj Shah".

(MANOJ SHAH)
CHAIRMAN
DIN: 07184656

PLACE: MUMBAI
DATE: 05.09.2018

Registered Office:

Gala No. 23, Parekh Market,
M.G. Road, Ghatkopar (East),
Mumbai Maharashtra - 400077 India

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY INSTEAD OF HIMSELF HERSELF AND A PROXY NEED NOT BE A MEMBER. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. 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 person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the Annual General Meeting (AGM) pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM.
3. The Register of Members and Share Transfer Register of the Company will remain closed from **22nd September, 2018 to 29th September, 2018 (Both days inclusive)**.
4. As a measure of economy, copies of the annual report will not be distributed at the AGM. Shareholders are, therefore, requested to bring their copies of the annual report at the meeting.
5. Members whose shareholding(s) are in electronic mode are requested to inform any changes relating to address, bank mandate and Electronic Clearing Services (ECS) details to their respective Depository Participants and in case of physical shares, to the Company's Registrar & Share Transfer Agent M/s.

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