

SHIKHAR LEASING AND TRADING LIMITED

ANNUAL REPORT 2017 - 2018

DIRECTORS

Vipul Popatlal Chheda
Heena Sanjay Desai
Damji Lalji Shah
Girish Manilal Boradia
Sunil Hirji Shah

Wholetime Director
Director & CFO (KMP)
Director
Director
Director

AUDITORS

N. B. PUROHIT & CO.
Chartered Accountants

BANKERS

BANK OF INDIA

REGISTERED OFFICE

1301, 13th Floor, Peninsula Business Park, Tower B,
Senapati Bapat Marg, Lower Parel (West), Mumbai 400013.
Tel : 022 30036565 | Fax : 022 30036564
Website : www.shikharleasingandtrading.in
Email : info.roc7412@gmail.com

SHIKHAR LEASING AND TRADING LIMITED

{CIN : L51900MH1984PLC034709}

NOTICE TO MEMBERS

NOTICE is hereby given that the Annual General Meeting of the members of **SHIKHAR LEASING AND TRADING LIMITED** will be held on Saturday, 29th September, 2018 at 1301, 13th Floor, Peninsula Business Park, Tower B, Senapati Bapat Marg, Lower Parel (West), Mumbai 400013, Mumbai – 400093 to transact following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2018 and reports of the Board of Directors and Auditors thereon and in this regard pass the following resolution as an **Ordinary Resolution** :

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Mrs. Heena Sanjay Desai (DIN : 00671452), who retires by rotation as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Heena Sanjay Desai (DIN : 00671452), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS**


DIRECTORS

Registered Office:

1301, 13th Floor, Peninsula Business Park,
Tower B, Senapati Bapat Marg, Lower Parel (West),
Mumbai 400013.

Date: 30th May, 2018.

NOTES:

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 2 of the notice annexed hereto. The relevant particulars as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and secretarial standards on general meetings issued by the Institute of Company Secretaries of India, of the Directors seeking appointment/re-appointment at the Annual General Meeting are annexed and forms integral part of the notice.
2. A member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote on a poll to vote instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty eight hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of the members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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. The holder of proxy shall prove his identity at the time of attending the Meeting.
4. Attendance slip, ballot papers, proxy form and the route map of the venue of the Meeting are annexed hereto.
5. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a certified copy of the Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
6. In terms of the provisions of Section 152 of the Act, Mrs. Heena Sanjay Desai (DIN : 00671452), Director, retire by rotation at the Meeting.
7. M/s. N. B. Purohit & Co., Chartered Accountants, having ICAI Firm Registration No. 108241W, were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 29th September, 2017 for a term of five consecutive years till the conclusion of Annual General Meeting of the Company to be held in the calendar year 2022. They have confirmed that they are not disqualified from continuing as Auditors of the Company. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by the members at every Annual General Meeting.

The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors.

There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

8. The Company has appointed Ms. Dhanraj Kothari of D. Kothari & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer to the poll process, (including voting through Ballot Form received from the members) in a fair and transparent manner.
9. The Scrutinizer shall, within a period not exceeding three (3) working days, unlock the votes in the presence of at least (2) witnesses, 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.
10. The poll process shall be conducted and report thereon will be prepared in accordance with section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through ballot form shall be counted for the purpose of passing of resolution(s).
11. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report. In case of joint holders attending the Meeting, only such joint holder who is higher in the order.
12. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
13. Members are also requested to notify changes in their registered addresses, if any. Members who have not registered their email addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically
14. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2018 to 29th September, 2018 (both days inclusive) for the purpose of Annual General Meeting.

ANNEXURE TO THE ITEM NO. 2 OF THE NOTICE

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, following information is furnished about the Directors proposed to be appointed / re-appointed.



ITEM 2

1. Mrs. Heena Sanjay Desai (DIN : 00671452)

Name of the Director	Mrs. Heena Sanjay Desai (DIN : 00671452)
Date of Birth / Age	04/09/1964 , 54 Years
Date of First Appointment on the Board	26/03/2015
Relationship with other Directors	Nil
Expertise in specific functional areas and Brief Profile	Business Management
Qualification	B.Com
Experience	More than 24 years of experience in Business Management.
Board Membership of other Companies as on March 31, 2018	NIL
Chairperson/Member of the Committee of the Board of Directors of the Company as on March 31, 2018	NIL
Shareholding in the Company (as on 31/03/2018)	NIL
No. of Board Meetings attended during the last financial year (2017-2018)	5 (Five)
Terms and Conditions of appointment or re-appointment	Appointed as Director, Liable to retire by rotation.

Except Mrs. Heena Sanjay Desai, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

**FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS**

 
DIRECTORS

Registered Office:
1301, 13th Floor, Peninsula Business Park,
Tower B, Senapati Bapat Marg, Lower Parel (West),
Mumbai 400013.
Date: 30th May, 2018 .

DIRECTORS' REPORT

TO THE MEMBERS OF SHIKHAR LEASING AND TRADING LIMITED

Dear Members,

The Board of Directors are pleased to present the Company's Annual Report and the Company's Audited Financial Statements for the financial year ended March 31, 2018.

FINANCIAL RESULTS

The Company's financial performance for the year ended March 31, 2018 is summarized below:

(Amount in Rs.)

	2017-18	2016-17
Total Income	38,11,109	35,59,998
Profit/(Loss) before finance costs and Depreciation	8,83,791	12,40,263
Less: Finance costs	7,67,902	7,10,363
Depreciation	39,310	39,688
Profit / (Loss) after finance cost and depreciation Carried to balance sheet	76,579	4,90,212
Tax Expense:		
1. Current Tax (MAT)	14,592	94,014
2. MAT Credit Set Off	96,396	17,186
3. Deferred Tax (Assets) / Liability	18,29,303	(9,380)
4. Income Tax of Earlier Years	1,64,271	77,530
5. Contingent Provision for Standard Assets	7,029	2,967
Profit / (Loss) for the year	(20,35,012)	3,07,895

RESULTS OF OPERATIONS AND STATE OF AFFAIRS OF THE COMPANY

Total income has increased to Rs. 38,11,109/- from Rs. 35,59,998 in the previous year. The Company has suffered loss of Rs. 20,35,012/- for the year ended 31st March, 2018 against Net Profit of Rs. 3,07,895/- in the previous year.

MATERIAL CHANGES AFFECTING THE COMPANY

There are no material changes and commitments have occurred after the close of the financial year till the date of this report, which affect the financial position of the Company.

DIVIDEND AND TRANSFER TO RESERVE

In view of loss suffered by the Company, your directors do not recommend any dividend and no amount is transferred to Reserves for the financial year 2017-18.

DEPOSITS

During the year under review, the Company has not accepted any deposits within the meaning of Chapter V of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, hence there is no details to disclose as required under Rule 8(5)(v) and (vi) of the Companies (Accounts) Rules, 2014.

SECRETARIAL STANDARDS

The Directors state that the applicable Secretarial Standards i.e. SS-1 and SS-2 relating to the 'Meetings of the Board of Directors' and 'General Meetings', respectively have been duly followed by the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards read with requirements set out under Schedule III to the Act have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profit and Loss of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis.
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts/arrangements / transactions entered by the Company during the financial year with related parties were in ordinary course of business and on arm's length basis and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus, disclosure in Form AOC - 2 under Rule 8(2) of the Companies (Accounts) Rules, 2014 is not required.

Your Directors draw attention of the members to Note 28 to the financial statement which sets out related party disclosures in accordance with the Accounting Standard 18, issued by the Institute of Chartered Accountants of India.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of Section 135 of the Companies Act, 2013 and rules framed thereunder, relating to Corporate Social Responsibility (CSR) are not applicable to this Company.

RISK MANAGEMENT

The Risk Management Policy has been framed, implemented and monitored. Major risk identified by the businesses and functions are systematically monitored through mitigating actions on continuing basis.

INTERNAL FINANCIAL CONTROLS

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

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Retirement by Rotation and Subsequent Re-Appointment And Key Managerial Personnel:

Mrs. Heena Sanjay Desai (DIN : 00671452), Non-Executive Director, is liable to retire by rotation at the ensuing AGM pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of your Company and being eligible have offered herself for re-appointment. Appropriate resolutions for her re-appointment is being placed for your approval at the ensuing AGM. The brief resume of the Director and other related information has been detailed in the Notice convening the AGM of your Company. Your Directors recommend his re-appointment as Non-Executive Director of your Company.

Declaration of Independence:

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of the Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as Regulation 16(1)(b) of Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force).

Evaluation of Board's Performance:

Pursuant to the provisions of the Companies Act, 2013 read with the Rules issued there under and the Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force), the process for evaluation of the annual performance of the Directors / Board / Committees was carried out.

The Company has devised a policy for performance in relation to Independent Directors, Board, Committees which includes criteria for performance evaluation of the Non-Executive and Executive Directors.

The detailed programs for familiarization of Independent Directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company are being shared and discussed.

In a separate meeting of Independent Directors², performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the view of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors at which the performance of the Board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board excluding the independent directors being evaluated.

CONSTITUTION OF COMMITTEES

Audit Committee:

The Company has constituted the Audit Committee which comprises of Independent Directors viz. Mr. Vipul Popatlal Chheda, Mr. Girish Manilal Boradia and Mr. Sunil Hirji Shah as other members. All the recommendations made by the Audit Committee were accepted by the Board.

Nomination & Remuneration Committee:

The Company has constituted the Nomination & Remuneration Committee of the Board is constituted to formulate and recommend to the Board from time to time, a compensation structure for Managing Directors / Whole-time Directors and Managerial Personnel of the Company.

The nomination and Remuneration Committee comprises Independent Directors viz. Mr. Vipul Popatlal Chheda, Mr. Girish Manilal Boradia and Mr. Sunil Hirji Shah as other members.

Stakeholders Relationship Committee:

The Company has constituted stakeholders Committee comprises of three Directors namely Mr. Vipul Popatlal Chheda, Mr. Girish Manilal Boradia and Mr. Sunil Hirji Shah as other members.

Remuneration and Nomination 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.

This policy also lays down criteria for selection and appointment of Board Members.

AUDITORS AND AUDITORS REPORT

Statutory Auditors

M/s. N. B. Purohit & Co., Chartered Accountants, having ICAI Firm Registration No. 108241W, were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 29th September, 2017 for a term of five consecutive years till the conclusion of Annual General Meeting of the Company to be held in the calendar year 2022. They have confirmed that they are not disqualified from continuing as Auditors of the Company. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by the members at every Annual General Meeting.

The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors.

The Company has received a letter from M/s. N B. Purohit & Co. to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and they are not disqualified for appointment.

The Auditors Report does not contain any qualification or adverse remarks hence no explanations or comments is required to be given by the Board in the report.

Secretarial Auditor

The Board has appointed D. Kothari & Associates, Practicing Company Secretary to conduct the Secretarial Audit for the financial year ended 2017-18. The Secretarial Audit report for the financial year ended March 31, 2018 is annexed herewith and marked as Annexure I to this report. Regarding the observations in the Secretarial Audit Report, directors wish to clarify that due to financial constraints, economic reasons, and administrative difficulties, Equity Shares of the Company have not been demated and consequently the Company is not able to conduct e-voting, besides the share are not traded as also the floating stock of the public holding is very meager. The management has taken steps to comply the required compliances within the constraints mentioned herein as soon as possible.

DISCLOSURES

Vigil Mechanism:

The Vigil Mechanism of the Company, which also includes Whistle Blower Policy in terms of the Listing Agreement, includes an ethics and compliance task force comprising senior executives of the Company. Protected disclosures can be made by Whistle Blower through an email or letter to the Chairman of the Audit Committee.

Meetings of the Board:

Five meetings of the Board of Directors were held during the year on the following dates namely 30/5/2017, 25/07/2017, 29/08/2017, 14/11/2017, 14/02/2018.

Particulars of loans given, investments made, Guarantees given and Securities provided:

The full details of Loans given, investments made, if any, are given in the Notes to the Financial Statement for the year ended 31st March, 2018. The Company has not provided any security during the year.

Conservation of Energy, technology absorption and foreign exchange earning and outgo:

The Company is not engaged in manufacturing activities, however wherever possible the Company has taken measures to conserve the energy.

FOREIGN EXCHANGE EARNING : NIL

FOREIGN EXCHANGE OUTGO : NIL