

***SYMBIOX INVESTMENT & TRADING CO LIMITED***

***38<sup>TH</sup>***

***ANNUAL REPORT***

***2016-2017***

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

**Mr. Mohit Sharma** (Managing Director)

**Mr. Gaurav Audichya** (Executive Director)

**Mr. Sarman Sharma** (Director)

**Mrs. Mina Devi Agarwal** (Director)

**Mr. Ram Prasad Pareek** (Director)

### **COMPANY SECRETARY & COMPLIANCE OFFICER**

**Ms. Anchal Jaiswal**

### **CHIEF FINANCIAL OFFICER (CFO)**

**Mr. Mohit Sharma**

### **REGISTERED ADDRESS**

7A, Rani Rashmoni Road, Kolkata – 700 013, West Bengal

### **BANKERS**

**Yes Bank Limited**  
**Dalhousie Branch, Kolkata**

### **AUDITOR**

**Mr. Pravin Poddar**  
**Chartered Accountant**

**M. No.:** 300906

**Add.:** HD 35, S L Sarani, Baguipara, Ashwininagar, Baguiati, Kolkata – 700059

**Ph No.:** 033- 25702081

**Email Id :** - [poddar.pravin@gmail.com](mailto:poddar.pravin@gmail.com)

### **REGISTRAR & SHARE TRANSFER AGENT**

**Bigshare Services Private Limited**

E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road,  
Sakinaka, Andheri (E), Mumbai, Maharashtra 400072

**Tel:** 91-22-40430200

## NOTICE

Notice is hereby given that 38<sup>th</sup> Annual General Meeting of the members of the **SYMBIOX INVESTMENT & TRADING CO LIMITED** will be held at 7A, Rani Rashmoni Road, Kolkata – 700 013, West Bengal on Monday, 25<sup>th</sup> September, 2017 at the 11.30 a.m. to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Annual Financial Statements (Including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2017, the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mr. Gaurav Audichya [DIN: 06953445] who retires by rotation and being eligible, offers himself 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 section 139 of the Companies Act, 2013 and other applicable provisions, if any, and the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Pravin Poddar, Chartered Accountant (Membership No. 300906), be and is hereby re-appointed as the Statutory Auditor of the Company and to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of AGM to be held in the year 2020, subject to ratification by members at every AGM, on a remuneration as may be mutually agreed upon by the Board of Directors and the Auditor."

### **SPECIAL BUSINESS:**

4. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, **Mr. Vishal Sayam Gurnanil** (DIN: 02225727), who was appointed as an Additional **Executive** Director of the Company by the Board of Directors with effect from 9<sup>th</sup> June, 2017, in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose **Mr. Vishal Sayam Gurnanil** as a candidate for the office of a Director of the Company, and is hereby appointed as an Executive Director of the Company to hold office for five consecutive years."

**"RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things to give effect the aforesaid resolutions."

5. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, **Mr. Jignesh Maganlal Patel** (DIN: 07114651), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from 9<sup>th</sup> June, 2017, in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose **Mr. Jignesh Maganlal**

**Patel** as a candidate for the office of a Director of the Company and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years."

**"RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things to give effect the aforesaid resolutions."

**Date:** 12/08/2017

**By order of the Board**  
**Symbiox Investment & Trading Co. Limited**

**Place:** Kolkata

**Anchal Jaiswal**  
**(Company Secretary)**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 19<sup>th</sup> September, 2017 to 25<sup>th</sup> September, 2017 (Both days inclusive).
3. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
5. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
8. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form

are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. ABS Consultants Private Limited.)

9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
10. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. ABS Consultants Private Limited., Share Transfer Agents of the Company for their doing the needful.
11. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
12. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. Electronic copy of the 38<sup>th</sup> Annual Report for 2016-2017 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-2017 is being sent in the permitted mode.
15. Members may also note that the Notice of the 38th Annual General Meeting and the Annual Report for 2016-2017 will also be available on the Company's website [www.symbioxinvestment.com](http://www.symbioxinvestment.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [symbioxinvestment100@gmail.com](mailto:symbioxinvestment100@gmail.com)

#### **16. Voting through electronic means**

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 18.09.2017, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9.00 a.m. on Friday 22<sup>nd</sup> of September, 2017 and will end at 5.00 p.m. on Sunday 24<sup>th</sup> of September, 2017. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'Insta Poll'. The Company has appointed Mr. Akhil Agarwal, Practising Company Secretary having Membership No. A35073 to act as the Scrutinizer, to scrutinize the Insta Poll and remote e-voting process in a fair and transparent

manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

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

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "SYMBIOX" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
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- 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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) 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 serial 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.
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Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
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- 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.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.

Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <SYMBIOX> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

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

- (A) Please follow all steps from sl. no. (i) To sl. no. (xvii) Above to cast vote.
- (B) The remote e-voting period begins on 22<sup>nd</sup> September, 2017 (9.00 a.m.) and ends on 24<sup>th</sup> September, 2017 at (05.00 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 (record date) of **18<sup>th</sup> September, 2017**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### **EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)**

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 & 5 of the accompanying Notice :

##### **ITEM No. 4:**

*Appointment of Executive Director:*

**Mr. Vishal Gurnani** (DIN: 02225727), was appointed by the Board of Directors of the Company on 9<sup>th</sup> June, 2017 as an additional Director and, as per the provision of the Section 161(1) of the Companies Act, 2013, She holds office as a Director up to the date of this Annual General Meeting. The Company has received a Notice from a Member his intention to propose the appointment of **Mr. Vishal Gurnani** as an Executive Director of the Company.

In the opinion of the Board, **Mr. Vishal Gurnani**, fulfills the conditions as specified under Section 149(6) of the Companies Act, 2013.

Notice under Section 160 of the Act, has been received from **Mr. Vishal Gurnani** proposing his appointment as an Executive Director of the Company. Requisite consent, pursuant to Section 152 of the Act, has been filed by him to act as an Executive Director if appointed.

**Mr. Vishal Gurnani** may be deemed to be concerned or interested in the resolution relating to his appointment.

The Board recommends this Resolution for your approval.

##### **ITEM No. 5:**

*Appointment of Independent Director:*

**Mr. Jignesh Maganlal Patel** (DIN: 07114651), was appointed by the Board of Directors of the Company on 9<sup>th</sup> June, 2017 as an additional Independent Director and, as per the provision of the Section 161(1) of the Companies Act, 2013, he holds office as a Director up to the date of this Annual General Meeting. The Company has received a Notice from a Member his intention to propose the appointment of **Mr. Jignesh Maganlal Patel** as an Independent Director of the Company.

In the opinion of the Board, **Mr. Jignesh Maganlal Patel**, fulfills the conditions as specified under Section 149(6) of the Companies Act, 2013.

Notice under Section 160 of the Act, has been received from **Mr. Jignesh Maganlal Patel** proposing his appointment as an Independent Director of the Company. Requisite consent, pursuant to Section 152 of the Act, has been filed by **Mr. Jignesh Maganlal Patel** to act as an Independent Director if appointed.

None of the Directors except **Mr. Jignesh Maganlal Patel** is concerned or interested in the resolution.

The Board recommends this Resolution for your approval.

**By order of the Board**  
**Symbiox Investment & Trading Co Limited**

**Date:** 12/08/2017

**Place:** Kolkata

**Anchal Jaiswal**  
**(Company Secretary)**



**ANNNUEXURE:****PARTICULARS OF DIRECTORS SEEKING APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING AS PER THE REQUIREMENT OF CLAUSE 49(VIII)(E)(1) THE LISTING AGREEMENT***Appointment of Independent Director:***1. Mr.Vishal Gurnani**

<b>Name</b>	Vishal Gurnani
<b>Date of Birth</b>	26/11/1981
<b>Nationality</b>	Indian
<b>Designation</b>	Executive Director
<b>Expertise</b>	Mr. Vishal Gurnani, Managing Director of TDML, is a Broadcast and Media professional with over 13 years of experience in the Digital and Media/Entertainment space. He also entered into another business venture as Director, Pro Sportify Pvt Ltd in 2015.
<b>Date of Appointment</b>	09/06/2017
<b>Shares held in the Company</b>	NIL
<b>Names of the Companies in which Directorship held</b>	13
<b>Membership of Committees of the Board</b>	NIL

**2. Mr. Jignesh Maganlal Patel**

<b>Name</b>	Jignesh Maganlal Patel
<b>Date of Birth</b>	27/04/1981
<b>Nationality</b>	Indian
<b>Designation</b>	Independent Director
<b>Expertise</b>	Mr. Jignesh Patel Director of TDML, is a Broadcast and Media professional with over 13 years of experience in the Digital and Media/Entertainment space and has always been in perfect tune with what captivates the Indian consumer. He started off his career with Sol production then to NDTV. He has joined TDML for TV Broadcasting and Content Syndication.
<b>Date of Appointment</b>	09/06/2017
<b>Shares held in the Company</b>	NIL
<b>Names of the Companies in which Directorship held</b>	4
<b>Membership of Committees of the Board</b>	NIL

## DIRECTORS' REPORT

Dear Members,

The Board of Directors are pleased to present the Company's 38<sup>th</sup> Annual Report along with the audited accounts for the financial year ended March 31, 2017..

### FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

The Standalone Financial results are summarized below:

(Amount in Lacs)

Particulars	March 31, 2017	March 31, 2016
Net Sales	202.13	63.13
Other Income	144.80	144.12
Total Income	346.93	207.25
Profit before taxation	16.31	5.75
Tax Expenses:		
Current Tax	5.04	1.69
Deferred Tax	-	-
Extraordinary Items (net of Tax Expenses)	-	-
Profit after Tax	11.27	4.06

### TRANSFER TO RESERVE

The Company has not transferred any amount to General Reserve.

### BRIEF DESCRIPTION OF THE COMPANY'S STATE OF AFFAIR

The highlights of Company's performance are as under:

- Revenue from operations decreased from Rs. 145.60 lacs. to Rs. 63.13 lacs.
- Profit before taxation stood at Rs. 5.75 Lacs against Rs. 2.44 Lacs. in the previous year.
- The net profit of the Company for the year under review was Rs. 4.06 as against Net loss of Rs. (-8.72) in the previous year.

### DIVIDEND

In view of loss in the present financial year, your Directors are not in a position to recommend any dividend for the year ended 31st March, 2017.

### SHARE CAPITAL

The paid up equity capital as on March 31, 2017 was Rs. 312,873,300. During the year under review, no issue of equity shares with differential voting rights was completed. Further, the Company has not issued any sweat equity nor granted any employee stock options.