

40th

ANNUAL REPORT

2018-2019

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Mahavir Verma	-	Whole Time Director
Mr. Sarman Sharma	-	Director
Mrs. Mina Devi Agarwal	-	Director
Mr. Bappa Mitra	-	Director
Mr. Samit Ray	-	Director
Mr. Ranjit Soni	-	Director

MANAGEMENT

Mr. Mahavir Verma	-	Chief Executive Officer
Mrs. Neha Pansari	-	Company Secretary/Compliance Officer

BANKERS

Yes Bank Limited; Dalhousie Branch, Kolkata
Indusind Bank, Brabourne Road Branch

AUDITORS

Mr Pravin Poddar
Chartered Accountants
Membership No: 300906
HD 35, S L Sarani, Baguipara, Ashwininagar, Baguiati,
Kolkata-700059
Phone: 033- 25702081
Email Id: - poddaragarwalandco@gmail.com

REGISTRAR & SHARE TRANSFER AGENT

M/s. ABS CONSULTANT PVT. LTD,
99 Stephen House, 6th Floor,
4, B.B.D Bagh (E),
Kolkata- 700001, W.B
Phone Nos. :(033) 2230-1043, 2243-0153,
Email Id: absconsultant@vsnl.net

(Corporate Identity Number: L65993WB1979PLC032012)
Registered Office: 7A, Rani Rashmoni Road Kolkata- 700013

NOTICE

Notice is hereby given that 40th Annual General Meeting of the members of the **SYMBIOX INVESTMENT TRADING CO LIMITED** will be held at 221, Rabindra Sarani, Om Shree Market, 3rd Floor, Kolkata-700007, West Bengal on Monday, 30th September, 2019 at the 9.30 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, 2019, the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mr. MAHAVIR VERMA [DIN: 08406239] 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, 142 and other applicable provisions of the Companies Act, 2013, if any, read with 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) **M/s. MANABENDRA BHATTACHARYYA & CO.** Chartered Accountants, Kolkata (M. No. - 065549), be and is hereby appointed in place of Pravin Poddar, Chartered Accountant (Membership No. 050714), who give his consent in writing not to be re-appointed as the Statutory Auditor of the Company. He will hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of AGM to be held in the year 2024, 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 plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

SPECIAL RESOLUTION:

ITEM NO: 4 Regularization of Mr Bappa Mitra (DIN: 08405997) as Non- Executive Independent Director

“RESOLVED THAT Mr Bappa Mitra (DIN: 08405997), who was appointed as an additional Director (Non Executive & Independent) of the Company with effect from 08th April, 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting of this Company under Section 161(1) of the Companies Act, 2013 (“the Act”), and in respect of whom the Company has received a notice in writing from a member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV of the Act (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr Bappa Mitra (DIN: 08405997), who meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible to be appointed as Independent Director of the Company, be and is hereby appointed as Independent Director of the Company for a term of five years commencing 08th April, 2019”

Mr Bappa Mitra, 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: 6 Regularization of Mr Samit Ray (DIN: 08406285) as Non- Independent Executive Director

“RESOLVED THAT Mr Samit Ray (DIN: 08406285), who was appointed as an Additional Director (Non-Independent Executive Director) of the Company with effect from 08th April, 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting of this Company under Section 161(1) of the Companies Act, 2013 (“the Act”), and in respect of whom the Company has received a notice in writing from a member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV of the Act(inc1uding any statutory modification or re-enactment thereof for the time being in force) and the Companies(Appointment and Qualification of Directors)Ru1es, 2014, as amended from time to time and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible to be appointed as Independent Director of the Company, be and is hereby appointed as Independent Director of the Company for a term of five years commencing 08th April, 2019”

Mr Samit Ray 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: 7 Regularization of Mr Ranjit Soni (DIN: 08526177) as Non- Executive Independent Director

“RESOLVED THAT Mr Ranjit Soni (DIN: 08526177), who was appointed as an Additional Director (Non Executive & Independent) of the Company with effect from 13th April, 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting of this Company under Section 161(1) of the Companies Act, 2013 (“the Act”), and in respect of whom the Company has received a notice in writing from a member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV of the Act(inc1uding any statutory modification or re-enactment thereof for the time being in force) and the Companies(Appointment and Qualification of Directors)Ru1es, 2014, as amended from time to time, Mr Ranjit Soni (DIN: 08526177), who meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible to be appointed as Independent Director of the Company, be and is hereby appointed as Independent Director of the Company for a term of five years commencing 13th April, 2019”

Mr Ranjit Soni 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: 7 To Consider and approved of Mr. Mahavir Verma (DIN: 08406239) As an Whole Time Director of the Company:

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modifications, amendments or re-enactment thereof, for the time being in force) and pursuant to the recommendations of Nomination and Remuneration Committee of Directors and approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for variation/ approval of remuneration payable to Mr. Mahavir Verma (DIN: **08406239**) as a Whole Time Director, for the period of 5 years from 08th April 2019 to 07th April 2024, which shall not exceed the limits stated hereunder :

(a) Salary:

Rs. 3,00,000/- per annum

(b) Performance Bonus:

Not exceeding 100% of Salary, payable annually for each financial year, as may be determined by the Board.

“RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to the Managing Director, subject to such other approvals as may be necessary”

RESOLVED FURTHER THAT the Board of Directors of the Company (including Nomination and Remuneration Committee thereof) be and is hereby authorised to vary and/or revise the remuneration of Mr. Mahavir Verma as Managing Director within the overall limits under Schedule V of the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

Date: 06/09/2019

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

Place: Kolkata

Sd/-

**Neha Pansari
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 24th September, 2019 to 30th September, 2019 (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 40th Annual Report for 2018-19 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 2018-19 is being sent in the permitted mode.
15. Members may also note that the Notice of the 40th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website 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

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 23.09.2019, 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 10.00 a.m. on Friday 27th of September, 2019 and will end at 5.00 p.m. on Sunday 29th of September, 2019. 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
- (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 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 Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- ❑ 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.

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.

- ❑ 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