

Tilak Ventures Limited

***Tilak
VENTURES
Limited***

***Registered Office Address:
E-109, Crystal Plaza, New
Link Road, Opp. Infinity Mall,
Andheri (West), Mumbai-
400053***

***Email: tilakfin@gmail.com
Website: www.tilakfin.com***

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Corporate Information

BOARD OF DIRECTORS

Mr. Girraj Kishor Agrawal: Director & CEO
Ms. Tanu Agarwal: Non-Executive Director
Mr. Hardik Kabariya: Independent Director
Mr. Anubhav Maurya: Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Pritam Kumar Yadav: Chief Financial Officer

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Prajna Naik

BANKERS

Kotak Mahindra Bank Limited
Axis Bank Limited
DCB Bank Limited
RBL Bank Limited

REGISTERED OFFICE

E/109, Crystal Plaza, New Link Road,
Opp. Infinity Mall, Andheri (West),
Mumbai - 400053
Email Id: tilakfin@gmail.com
Website: www.tilakfinance.com

CORPORATE IDENTIFICATION NUMBER (CIN)

L65910MH1980PLC023000

LISTING

Bombay Stock Exchange

STATUTORY AUDITORS

M/s Pravin Chandak & Associates
Chartered Accountants
Mumbai

SECRETARIAL AUDITOR

M/s Doly Bhalavat & Associates
Company Secretaries
Mumbai

INTERNAL AUDITOR

M/s. A. M. Gohel & Associates
Mumbai

REGISTRARS & SHARE TRANSFER AGENT

Sharex Dynamic (India) Pvt Ltd
Unit 1, Luthra Indl. Premises,
Safed Pool, Andheri Kurla Road,
Andheri East, Mumbai – 400072
Tel: 022-28515606
Email Id: sharex@vsnl.com

Notice Of 37th Annual General Meeting

Notice is hereby given that the 37th Annual General Meeting of the Members of M/s. Tilak Ventures Limited (Formerly known as M/s. Tilak Finance Limited) will be held on Saturday, 29th September, 2018 at 03:30P.M. at Registered Office of the Company at E-109, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West), Mumbai- 400053 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements for the financial year ended 31st March, 2018, and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Tanu Giriraj Agarwal, Director (DIN: 00290966), who retire by rotation in compliance of the provisions of Section 152 of the Companies Act, 2013 (hereinafter called "the Act") and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. To regularize the appointment of Mr. Anubhav Srinath Maurya (DIN: 08033584) as an Non- Executive- Independent Director and to consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification (s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements), Mr. Anubhav Srinath Maurya (DIN: 08033584) who was appointed as an Additional Director pursuant to the provisions of section 161(1) of the companies act, 2013 and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the company has received a notice in writing from a member, proposing his candidature for the office of Director, pursuant to Section 160 be and is hereby appointed as an Non-Executive Independent Director of the Company to hold office for five consecutive years with effect from 30th December 2017 up to 29th December 2022 and who is not liable to retire by rotation at the Annual General Meeting."

REGISTERED OFFICE:

**E/109, Crystal Plaza,
New Link Road, Andheri (West),
Mumbai - 400053
Date: 11/08/2018**

By Order of the Board

**Sd/-
Prajna Naik
(Company Secretary)**

Notes:

A member is entitled to attend and vote is entitled to appoint a proxy and vote on a poll instead of himself/herself and a proxy need not be a member of the company. The instrument appointing a proxy in order to be valid must be duly filled in all respects and should be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent of the total issued and paid up share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A member holding more than 10% of the total issued and paid up share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

1. The relevant explanatory Statements to be annexed to the Notice pursuant to Section 102 of the Companies Act, 2013 (hereinafter called "the Act"), which sets out details relating to the Special Business to be transacted at the meeting is annexed hereto.
2. Members are requested to:
 - i. Bring their copies of the annual report and the attendance slip duly completed and signed at the meeting.
 - ii. Quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the meeting.

3. Bodies Corporate, who are the members of the Company, are requested to send in advance duly certified copy of Board Resolution authorizing their representative to attend and vote at the annual general meeting.
4. The Register of Members and the Transfer Book of the Company will remain closed from 20/09/2018 to 23/09/2018 (both days inclusive).
5. The Securities & Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Account. Members holding their shares in Physical Form can submit their PAN details to the share transfer agent (M/s. Sharex Dynamic (India) Private Limited) of the Company.
6. Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form at: M/s. Sharex Dynamic (India) Private Limited, at Unit 1, Luthra Indl Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400072.
7. Pursuant to the provisions of Sections 101 and 136 of the Act read with 'The Companies (Accounts) Rules, 2014' electronic copy of the Annual Report for financial year 2017-18 is being sent to those members whose email IDs are registered with their respective Depository Participant(s) (DPs), the company or Sharex Dynamic (India) Pvt. Ltd. unless any member has requested for a hard copy of the same. For members who have not registered their email address so far, are requested to promptly intimate the same to their respective DPs or to the Company/ Sharex Dynamic (India) Pvt. Ltd., as the case maybe. Physical copies of the Annual Report for the year 2017-18 will be sent in the permitted mode in cases where the email addresses are not available with the Company.
8. Electronic copy of the Notice convening the 37th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialized mode and whose email addresses are registered with their respective Depository Participants. For those members who have not registered their email address, physical copies of the said Notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.
9. Members may also note that the Notice of the 37th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.tilakfinance.com, which can be downloaded from the site. The physical copies of the aforesaid documents will also be available at the Company's registered office in Mumbai for inspection during normal business hours on all the working days except Saturdays and Sundays.

10. Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulation, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 37th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.
- III. The members who have casted 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.

Procedure and Instruction for E-Voting:

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Listing Regulations, 2015, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 37th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.

The members who have casted 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.

The instructions for e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

A detail on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/>
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?

If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. After you click on the “Login” button, Home page of e-Voting will open.
9. Now, you will have to click on “Login” button

A Detail on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN 109516” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to audit@pravinca.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.
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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

1. The e-voting period commences on Wednesday, 26/09/2018 at 9:00 A.M. and ends on Friday, 28/09/2018 at 5:00 P.M. During this period, members of the company holding shares either in physical form or in dematerialized form, as on the cut-off/relevant date i.e. Saturday, 22/09/2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
2. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
3. Any person, who becomes a member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e., Saturday, 22/09/2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or tilakfin@gmail.com. However, if such member is already registered with NSDL for remote e-voting then he/she/it can use his/her/its existing user ID and password for casting the vote. The facility to reset the forgotten password is also provided by NSDL by using “Forgot User Details/Password” option available on www.evoting.nsdl.com.

4. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, viz., Saturday, 22/09/2018, only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
5. Mr. Pravin Chandak, Chartered Accountant, (Membership No. 049391), Partner of M/s. Pravin Chandak & Associates, has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the voting and e-voting process in a fair and transparent manner.
6. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
7. The Results declared along with the report of the Scrutinizer will be placed on the website of the Company www.tilakfinance.com and on the website of NSDL immediately after the declaration of results by the Chairman or by a person duly authorised. The results shall also be immediately forwarded to the BSE Limited, where the equity shares of the Company are listed.

Explanatory Statement Pursuant to Section 102 of the companies Act, 2013

Item No. 3

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 30/12/2017 and appointed Mr. Anubhav Srinath Maurya as an additional director under Section 161(1) of the Act. Accordingly, Mr. Anubhav Srinath Maurya holds office as a director up to the date of the forthcoming Annual General Meeting.

The Company has received from Mr. Anubhav Srinath Maurya (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of members to appoint him as a Non-executive Independent Director of the Company with effect from 30/12/2017 who is not liable to retire by rotation at Annual General Meeting.

The Company has received a notice under Section 160 of the Act from Mr. Anubhav Srinath Maurya for his candidature for the office of a director of the Company. In the opinion of the Board, Mr. Anubhav Srinath Maurya fulfills the conditions specified in the Companies Act, 2013 and Rules made there under.

The Board of Director is of the opinion that Mr. Anubhav Srinath Maurya, possesses requisite skills, experience and knowledge relevant to the company's business and it would be in the interest of the company to continue to have his association with the company as director. Accordingly, the Board recommends the passing of the Ordinary Resolution proposed at item no. 4 of the Notice.

Brief profile of Mr. Anubhav Srinath Maurya, and the disclosures required under Listing Regulations, 2015 are given as additional information about the directors, which forms part of the Notice. None of the directors of the company except Mr. Anubhav Srinath Maurya is in any way concerned or interested in the above resolution.

**DETAILS OF THE DIRECTOR SEEKING APPOINTMENT/ REAPPOINTMENT
AT THE FORTHCOMING ANNUAL GENERAL MEETING (IN PURSUANCE OF
Regulation 36(3) of the Listing Regulation)**

Sr. No.	Name of the Directors	Mrs. Tanu Agarwal	Mr. Anubhav Srinath Maurya
1	Date of Birth	04/10/1968	05/03/1995
2	Age	50 Years	23 Years
3	Date of Appointment	13/10/2016	30/12/2017
4	Permanent Account Number (PAN)	AADPA7003J	CVNPM3361G
5	Director Identification Number (DIN)	00290966	08033584
6	No. of equity shares held in the Company	-	-
7	Qualifications	B.SC.	B.SC.
8	Brief Profile	Mrs. Tanu Agrawal is the Director of the Company. She is a Science Graduate, has done B.Sc. She is handling Business Activities of the group companies for the last 18 years and also involve in routine operations of the Group Companies. She has good interpersonal and communication skills and ability required to lead as a Director.	Mr. Anubhav Srinath Maurya is a Science Graduate and has done B.SC. He has good interpersonal and communication skills and ability required to lead as a Director.
9	Directorship held in other companies	1. Handful Investrade Pvt Ltd 2. Agrawal Bullion Ltd 3. Rockon Capital Market Pvt Ltd 4. Kayaguru Capital Market Pvt Ltd 5. Rockon Enterprises Limited 6. Proaim Enterprises Limited 7. Five X Tradecom Limited 8. Axon Ventures Limited 9. Banas Finance Limited	1. Banas Finance Limited 2. Proaim Enterprises Limited 3. Five X Tradecom Limited
10	Membership/Chairmanship of Public Companies (includes Audit Committee and Stakeholder Relationship Committee)	<u>Membership of audit and Stakeholder committee of the following companies:</u> 1. Proaim Enterprises Ltd 2. Tilak Ventures Limited 3. Rockon Enterprises Ltd 4. Five X Tradecom Ltd <u>Chairmanship of audit and Stakeholder committee of the following companies:</u> Nil	<u>Membership of audit and Stakeholder Relationship Committee of the following:</u> 1. Tilak Ventures Limited 2. Banas Finance Limited <u>Chairmanship of audit and Stakeholder Relationship Committee of the following:</u> 1. Tilak Ventures Limited 2. Banas Finance Limited
11	Relationships, if any between Directors, inter -se.	Spouse of Mr. Girraj Kishor Agrawal, Director of the Company.	None

Directors' Report

To,
The Members of
TILAK VENTURES LIMITED,

Your Directors have pleasure in presenting their 37th Annual Report on the business and operations of your Company together with Audited Financial Statements for the year ended 31st March, 2018.

FINANCIAL RESULTS

The summary of the Company's financial performance for the financial year 2017-18 as compared to the previous financial year 2016-17 is given below:

(In Lakhs)		
Particulars	2017-18	2016-17
Revenue from Operations	1279.575	626.174
Profit/Loss before Dep. & Int.	(228.733)	(189.066)
Depreciation	0.066	0.066
Interest	22.738	2.857
Profit/Loss after Depreciation & Interest	(251.577)	(191.989)
Provision for Taxation	3.377	-
Deferred Tax	(0.890)	0.078
Exception Item	-	-
Profit after Tax	(255.931)	(192.067)
Net profit/ (Loss)	(255.931)	(192.067)
Other Comprehensive income for the year	(173.191)	171.55
Balance carried forward to Balance Sheet	(255.931)	(192.067)

REVIEW OF OPERATIONS

During the year under review company has two reporting segments i.e. Commodity Trading and Finance segment, from which company has generated its revenue. It can be clearly seen from the figures above that the total revenue of the company Rs. 1279.575 Lakhs including other income as against Rs. 626.174 Lakhs in the previous year. The main reason of lower revenue generation from sale of textile/commodities was mainly due to GST impact as there was no tax on textile prior to GST. The net profit/(loss) of the Company is Rs. (255.931) Lakhs as against net profit/ (loss) of Rs. (192.067) Lakhs in the previous year. Thus, the management is striving hard to work with great efforts and maintain high level of optimism to increase the revenue and to achieve profit margin in coming years.

SHARE CAPITAL

During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares as on March 31, 2018.

INDIAN ACCOUNTING STANDARDS (IND AS)

The MCA notified its phase wise roadmap for the adoption of IND AS vide its notification dated February 16, 2015 announcing the companies (Indian Accounting Standards) Rules, 2015 for the application of IND AS.

Accordingly, your company has adopted IND AS w.e.f. 01st April 2017.

DIRECTORS / KEY MANAGERIAL PERSONNEL (KMPS)

During the year under review, the following changes occurred in the position of Directors/KMPs of the Company.

Sr. No.	Name of Director/KMPs	Date of Event	Event
1.	Mr. Girraj Kishor Agrawal	31/01/2018 22/05/2017	Resigned from the post of CEO Resigned from the post of Managing Director