



**TIMES GUARANTY LIMITED**

**27<sup>TH</sup> ANNUAL REPORT**

**For the year ended 31<sup>st</sup> March, 2017**

**REPORT AND ACCOUNTS**  
*For the year ended 31<sup>st</sup> March, 2017*

	<b>BOARD OF DIRECTORS</b> Mr. Sivakumar Sundaram Chairman Dr. Arun Arora Director Ms. Aashu Madhan Director Ms. Mitu Samar Nath Director Ms. Anita Malusare Additional (w.e.f. 29 <sup>th</sup> March, 2017) Director Mr. Avinash Jain Director (Upto 18 <sup>th</sup> April, 2016)
	<b>COMPANY SECRETARY</b> Ms. Shweta Chaturvedi (w.e.f. 4 <sup>th</sup> August, 2016)
	<b>BANKERS</b> HDFC Bank Ltd. United Bank of India
	<b>AUDTORS</b> V. B. Goel & Co. Chartered Accountants
	<b>INTERNAL AUDITORS</b> M/s. Madhvi Vora & Associates Chartered Accountants
<b>CONTENTS</b>	<b>REGISTRAR &amp; TRANSFER AGENTS</b> M/s. Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli (West) Mumbai 400083.
Notice of the Meeting ..... 01	<b>REGISTERED OFFICE</b> Trade House, 1st Floor, Kamala Mills Compound Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Tel : (022)-65131731
Directors' Report ..... 07	<b>Website: <a href="http://www.timesguarantylimited.com">www.timesguarantylimited.com</a></b> <b>Corporate Identity No : L65920MH1989PLC054398</b>
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**NOTICE OF THE ANNUAL GENERAL MEETING  
TIMES GUARANTY LIMITED**

Registered Office : Trade House, 1st Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013

**NOTICE** is hereby given that the 27<sup>th</sup> Annual General Meeting (AGM) of the members of Times Guaranty Limited will be held on Wednesday, 27<sup>th</sup> September, 2017 at 11:00 a.m. at Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6<sup>th</sup> Floor, 12, K. Dubash Marg, Fort, Mumbai 400 001, to transact the following businesses:

**Ordinary Business:**

1. To receive consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 including the Audited Balance sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit and Loss for the year ended on that date, Cash Flow Statement for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sivakumar Sundaram (DIN: 00105562) who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint V. B. Goel & Co., Chartered Accountants as Statutory Auditors of the Company 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** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modifications or re-enactments thereof, for the time being in force), and based on the recommendation of the Audit Committee and the Board, V. B. Goel & Co., Chartered Accountants (Firm Registration No. 115906W) be and are hereby re-appointed as the Statutory Auditors of the Company for a term of three (3) years from the conclusion of this 27<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 30<sup>th</sup> AGM, subject to ratification by the members at every AGM (or such statutory modifications or re-enactments hereof, if any, as may be notified and effective, for ratification in case not applicable) on such remuneration, plus out of pocket expenses incurred in the performance of their duties, as may be mutually agreed between the Board of Directors of the Company as may be determined by the Audit Committee in consultation with the Statutory Auditors.”

**Special Business:**

4. Regularization and appointment of Ms. Anita Malusare, (DIN: 07773062), as an Executive Director and Chief Executive Officer of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and the Board, consent of the Company be and is hereby accorded to the appointment of Ms. Anita Malusare (DIN: 07773062), as an Executive Director & Chief Executive Officer of the Company categorized as Key Managerial Personnel (KMP), liable to retire by rotation, for a term of five (5) years w.e.f. 29<sup>th</sup> March, 2017 up to 28<sup>th</sup> March, 2022 (contract term/period) on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

**RESOLVED FURTHER THAT** the Board (the term “Board” includes Board of Directors of the Company and the Nomination and Remuneration Committee) be and is hereby authorized to vary and/or modify the terms and conditions including remuneration, benefits and perquisites payable/made available to the appointee in such manner as may be agreed upon between the Board and the appointee so as not to exceed the limits specified in Schedule V to the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts, deeds and things and execute all such documents, instruments and writings, as may be required to give effect to the aforesaid resolution.”

By Order of the Board

**Shweta Chaturvedi**  
Company Secretary  
Membership No: A16550

**Registered Office:**

Trade House, 1<sup>st</sup> Floor,  
Kamala Mills Compound,  
Senapati Bapat Marg,  
Lower Parel, Mumbai-400013  
Dated: 10<sup>th</sup> August, 2017

## NOTES:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) with respect to the special business to be transacted at the Meeting is annexed hereto.
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 INSTEAD OF HIMSELF / HERSELF 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 (48) hours before the commencement of the Meeting.

A person appointed as a proxy shall act on behalf of such number of member(s) not exceeding fifty (50) and holding in the aggregate not more than ten percent (10 %) of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10 %), 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 proxy for any other person or shareholder.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of the relevant Board Resolution along with the respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. The relevant details of the persons seeking re-appointment / appointment as Director under item No. 2 and 4 above, pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) are annexed hereto.
5. Member(s) / Proxy(s) / Authorised Representative(s) are requested to bring their Attendance Slips duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No. along with their copy of Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the members at the Company's Registered Office on all working days of the Company, during business hours up to and including the date of the Meeting.

8. **The Company has notified closure of Register of Members and the Share Transfer Books from Thursday, 21<sup>st</sup> September, 2017 to Wednesday, 27<sup>th</sup> September, 2017 (both days inclusive) for the purpose of the Meeting.**
9. The instructions for e-voting along with the Attendance Slip and Proxy Form, are enclosed to this Notice of the Meeting for the convenience of the shareholders.
10. Electronic copy of the Annual Report for f. y. 2016-17 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report for f. y. 2016-17 are being sent in the permitted mode.
11. Members may also note that the Notice of the Meeting and the Annual Report for the f. y. 2016-17 will also be available on the Company's website [www.timesguarantylimited.com](http://www.timesguarantylimited.com) for its download by them.
12. Members holding physical shares are requested to approach any of the Depository Participants (DP) for dematerialization of shares in the Company for their ease and convenience.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agent.
15. The route-map for reaching the venue of the Meeting is given at page no. 66
16. Information and other instructions relating to e-voting through electronic means are as under:
  - A. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI LODR, the Company is pleased to provide its members the facility to exercise their right to vote through remote

- e-voting. The business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
- B. The facility for voting through ballot paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote through remote e-voting shall have a right to vote at the Meeting through ballot paper.
  - C. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
  - D. A member, 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 (i.e. 20<sup>th</sup> September, 2017) only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting through ballot paper.
  - E. The Process and manner of remote e-voting (EVS/N 170807004)
    - (i) The voting period begins on 24<sup>th</sup> September, 2017 at 9:00 a.m. and ends on 26<sup>th</sup> September, 2017 at 5:00 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 i.e. 20<sup>th</sup> September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
    - (iii) Click on "Shareholders" tab.
    - (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:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on cover page of the Annual Report.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 <Company Name> 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
  - (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
  - (xix) Note for Non – Individual Shareholders and Custodians
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian
- are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login 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.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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).
  - (xxi) Ms. Dipti Mehta, Partner, Mehta & Mehta, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
  - (xxii) The Chairman shall at the Meeting, at the end of the discussion on the resolutions on which voting is to be held allow voting with the assistance of Scrutinizer, by use of “Ballot Papers” for all those members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.

(xxiii) 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 Meeting, a consolidated Scrutinizers' Report of the total votes cast in favour of or against, if any, to the Chairman or the person authorised by him/her in writing, who shall countersign the same and declare the result of voting forthwith.

(xxiv) The results declared along with the Report of Scrutinizer shall be placed on the website of the Company [www.timesguarantylimited.com](http://www.timesguarantylimited.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall be immediately communicated to the Stock Exchanges.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **Item No. 4**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and subject to Member's approval had appointed Ms. Anita Malusare (DIN: 07773062) as an Additional Director {Executive Director and Chief Executive Officer (ED & CEO) categorized as Key Managerial Personnel (KMP)} of the Company for a term of five (5) years w.e.f. 29th March, 2017

In terms of Section 161(1) of the Companies Act, 2013 (the Act) Ms. Anita Malusare holds office up to the date of this Annual General Meeting.

Ms. Anita Malusare aged 51 years, has completed her M.com and MBA Finance and has around 26 years of experience in various corporates like Otis Elevator, Hindustan Pencils Ltd. etc. She has also been a visiting faculty at Mulund College of Commerce, SIMSR and School of Sports Management, Jai Hind College. Prior to

such appointment, she was holding the office of Manager (KMP) of the Company.

The Board considers that her association with the Company would be of immense benefit to the Company and it is desirable to avail her services as an ED & CEO of your Company. The terms and conditions of her appointment including remuneration are as below:

Salary: In the pay scale of Rs. 11,00,000/- to Rs. 15,00,000/- (with the discretion of NRC and the Board to fix the remuneration in accordance with the NRC Policy of the Company).

(Including House Rent Allowance, Transport Allowance, Medical Reimbursement, Other benefits viz. Provident Fund, Super Annuation Fund, Gratuity Fund and other perquisites & allowances as per the terms & conditions and policy of the Company).

Perquisites: As specified in the Appointment Letter and subject to the ceiling laid down in Section II of Part II of Schedule V to the Act.

Ms. Anita is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has received the notice in writing and with a requisite deposit under Section 160 of the Act proposing her candidature for the office of the Director of the Company.

She is not a relative of any Director(s) and Key Managerial Personnel(s) of the Company.

The appointment of Ms. Anita is now being placed before the members for their approval.

Except, Ms. Anita Malusare (for the resolution at item no. 4 of the Notice), none of the Directors or KMPs of the Company and their relatives are concerned or interested, financially or otherwise. The Board recommends the passing of the resolution as set out at Item No. 4 as an Ordinary Resolution.

By Order of the Board

**Shweta Chaturvedi**  
Company Secretary  
Membership No: A16550

### **Registered Office:**

Trade House, 1<sup>st</sup> Floor,  
Kamala Mills Compound,  
Senapati Bapat Marg,  
Lower Parel, Mumbai-400013  
Dated: 10<sup>th</sup> August, 2017

**ANNEXURE**

Information pursuant to the Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 regarding appointment of a new Director and re-appointment of Director.

<b>Name of the Director</b>	<b>Mr. Sivakumar Sundaram</b>	<b>Ms. Anita Malusare</b>
Date of Birth	23 <sup>rd</sup> July, 1966	5 <sup>th</sup> April, 1966
Age	51	51
Date of first appointment on the Board	30 <sup>th</sup> July, 1998	29 <sup>th</sup> March, 2017
Specialized Expertise	Around 26 years of experience in the field of Media Industry	Around 26 years of experience in the field of Finance & Accounts
Qualifications	FCA & FCWA	MBA Finance & M.Com
Remuneration sought to be paid and the remuneration last drawn	Nil	As mentioned in the Explanatory Statement above
Relationship between Directors and KMPs inter se	Nil	Nil
Directorship of other Companies* as at 31 <sup>st</sup> March, 2017	4	Nil
Chairmanship / Membership of other Committees** as at 31 <sup>st</sup> March, 2017	2	Nil
No. of shares held in the Company as at 31 <sup>st</sup> March, 2017	Nil	51
Number of Meetings of Board attended during the year	2	1

\*Excludes Private/Foreign Companies/Section 8 Companies.

\*\* Only Audit and Stakeholders Relationship Committees are considered.

## DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 27<sup>th</sup> Annual Report together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2017.

### FINANCIAL PERFORMANCE

The Company's financial performance, for the year ended 31<sup>st</sup> March, 2017 is summarized as below:

*{Rs. in Lacs}*

Particulars	Financial year ended 31 <sup>st</sup> March, 2017	Financial year ended 31 <sup>st</sup> March, 2016
Total Income	557.57	12.73
Less: Total Expense	44.82	37.34
<b>Profit / (Loss) before Tax</b>	<b>512.75</b>	<b>(24.61)</b>
Less: Tax Expense		
Current Tax	107.00	-
Short / (Excess) Provision for earlier years	-	0.24
<b>Profit / (Loss) for the year after Tax</b>	<b>405.75</b>	<b>(24.85)</b>

### DIVIDEND

Your Directors do not recommend any dividend on the Share Capital of the Company for the year under review.

### RESERVES

During the year, the Company has transferred Rs. 81.15 Lacs (Rupees Eighty One Lacs and Fifteen Thousand only) to the statutory reserve created under Section 45 IC of the Reserve Bank of India Act, 1934.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### Overview

Times Guaranty Limited ("TGL") is registered with the Reserve Bank of India ("RBI") as a Non-Deposit Accepting Non-Banking Financial Company and is engaged in the business of providing financial services.

#### Industry Overview

NBFCs aspire to emerge as a one-stop shop for all financial services. The sector has witnessed moderate consolidation activities in recent years, a trend expected to continue in the near future. This year, the incumbent Government pushed ahead with its reform agenda, backed by key wins in the state elections. The outcome

of the state elections pushed the equity markets to an all time high in March 2017 and the Rupee witnessed considerable relative strengthening in the current fiscal. The top four reforms during the current fiscal were Demonetisation, Goods and Services Tax, enactment of Insolvency and Bankruptcy Code 2016 and operationalisation of the Monetary Policy Committee.

On the fiscal front, our country's position has improved, helped mainly by controlled spending and higher GDP to Tax ratio. The low crude prices and consequently lower subsidies and higher cesses played an important part in the fiscal strength demonstrated by the Government.

The asset quality and growth of the financial services sector saw significant deterioration in the current financial year. The Non Performing Assets ("NPA") of the Banking sector touched approximately 9.2% by September 2016. Overall credit growth declined to single digits, with a divergence observed between the public sector and private sector in terms of credit growth. The lack of credit growth can be attributed partially to lack of capital expenditure by industry, but more so to a shift in well rated corporate borrowing through Commercial Papers and Non-Convertible Debentures. Non Banking Financial Companies ("NBFC"), other than Rural facing NBFCs, recorded healthy growth in their asset books and continued to demonstrate that they play a vital role in the credit system of our economy. While the aggregate balance sheet of the NBFC sector expanded by 14.5 per cent during 2016-17, their net profit was down by 2.9 per cent.

#### State of Company Affairs and Outlook

During the year under review, your Company has earned a profit of Rs. 405.75 Lacs as against loss of Rs.24.85 lacs for the previous year.

The main source of income during the year was out of profit on the sale of investments and property.

Your Company intends to aggressively pursue the bright prospects and enormous opportunities towards the objects of the Company. Your Company is examining various options of commencing new activities.

Your Company continuously reviews the internal control systems and thereby ensures adequate and appropriate checks and balances in transaction risk management.

#### Internal Control Systems and their Adequacy

The Company has in place adequate internal financial controls with reference to Financial Statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

## Risk Management System

The Company has processes in place to identify, assess and monitor various business, financial and operational risks. Major risks identified by the functions are systematically addressed through mitigating actions on a continuous basis. These are also discussed at the meeting of the Audit Committee of the Company. The Company's internal control systems and the audit processes are commensurate with the nature of business, the size and complexity of its operations.

## Risks and Concerns

Any adverse change in the business or negative policy of Government will affect the NBFC sector adversely.

## Opportunities

The success of NBFCs can be clearly attributed to their better product lines, lower cost, wider and effective reach, strong risk management capabilities to check and control bad debts, and better understanding of their customer segments.

## Threats

Growth of the Company's asset book, quality of assets and ability to continue the business depends significantly on the economy. Unfavourable events in the Indian economy can affect consumer sentiment and in turn impact consumer decision to purchase financial products. Competition from a broad range of financial services providers, unstable political environment and changes in Government policy / regulatory framework could impact the Company's operations.

## Human Resource

Human Resource is the most vital factor of any organization. Your Company has well experienced personnel. The employees work in line with the organizational goal.

## CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION

Your Company has always taken adequate steps to adhere to all the requirements as laid down in SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (SEBI LODR). A Report on Corporate Governance is included as a part of the Annual Report. The certificate received from Mehta & Mehta, Practicing Company Secretaries confirming the compliance with the conditions of Corporate Governance as laid down in SEBI LODR is also included as a part of the Annual Report.

## MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments have occurred after the close of the year till the date of this Report, which affects the financial position of the Company.

## MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY

There are no significant or material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company.

## SUBSIDIARY, ASSOCIATES AND JOINT VENTURES

The Company has no subsidiary, associate and joint ventures and hence requirements under the provisions of Section 129(3), 134 and Rule 8 of Companies (Accounts) Rules, 2014 are not applicable to your Company.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 (the Act) and based on the framework of internal control systems and compliance system maintained by the Company and the work performed by the Statutory Auditors, Secretarial Auditors and the reviews performed by the Audit Committee, the Directors confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same.
- they have selected such accounting policies and applied them consistently, and have 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 at the end of financial year 31<sup>st</sup> March, 2017 and of the Profits of the Company for the said year.
- they 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.
- they have prepared the annual accounts on a going concern basis.