

**27TH  
ANNUAL  
REPORT**

**2017-2018**



**Siel Financial Services Limited**

**BOARD OF  
DIRECTORS**

MR. MADHU VRAT KAUSHIK

MR. SANTOSH KUMAR

MR. A.K. MITHAL

**BANKERS**

PUNJAB NATIONAL BANK

ALLAHABAD BANK

STATE BANK OF INDIA

**AUDITORS**

SVTG & CO.

CHARTERED ACCOUNTANTS

FLAT-S-2, IIND FLOOR, GOBIND BHAWAN

4384/4A, TULSI DASS STREET

ANSARI ROAD, DARYAGANJ

NEW DELHI – 110002

**REGISTERED OFFICE**

SONI MANSION

12-B, RATLAM KOTHI

INDORE – 452001 (M.P.)

(CIN: L65999MP1990PLC007674)



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## NOTICE

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Notice is hereby given that the 27th Annual General Meeting of the Members of Siel Financial Services Limited will be held as scheduled below:

Day : Saturday  
Date : 29.09.2018  
Time : 10.00 A.M.  
Place : Soni Mansion,  
12- B, Ratlam Kothi,  
Indore - 452001 (M.P.)

to transact the following business :

### ORDINARY BUSINESS:

1. To consider and adopt the Financial Statement which comprises of Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended as on that date together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Madhu Vrat Kaushik (DIN - 07297518), who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify the appointment of Statutory Auditors of the Company 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 Section 139, 142 and all other applicable provisions of the Companies Act, 2013 read with Rules issued there under, as amended from time to time, and pursuant to resolution passed by the members at the 26th Annual General Meeting (AGM) of the Company held on 29th September, 2017, the appointment of M/s. SVTG & Co., Chartered Accountants (ICAI Firm Registration No:006935N) as Statutory Auditors of the Company to hold office till the conclusion of the next AGM be and is hereby ratified and the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to them.”

**By Order of the Board  
For Siel Financial Services Limited**

**( Madhu Vrat Kaushik )  
Director  
DIN: 07297518**

**Place : New Delhi  
Date : 21.08.2018**

### Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING. A PROXY FORM IS APPENDED WITH THE ATTENDANCE SLIP.**
2. The Register of Members and Share Transfer Books of the Company will remain closed from 23.09.2018 to 29.09.2018 (both days inclusive).
3. In compliance of SEBI requirements, Mas Services Limited has been appointed the Registrar and Share Transfer Agent of the Company, who handle share transfer work in Physical as well as in Electronic Form and other related activities at Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi – 110020, Phone No. : 011-26387281-83, Fax No. : 011-26387384, Website: www.masserv.com, E-mail: info@masserv.com
4. Members are requested to notify immediately any change in their address to Mas Services Ltd. quoting their folio numbers.
5. Members/Proxies should bring the attendance slip duly filled-in for attending the meeting.
6. Shareholders seeking any information with regard to Accounts are requested to write to the Company at least ten days in advance so as to enable the Company to keep the information ready.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by Member holding shares in:
  - a) Demat form to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts and
  - b) Physical form to submit copies of PAN of all shareholders and original cancelled cheque of first shareholder along with copy of Pass Book or Bank Statements to the RTA.

# Siel Financial Services Limited

## NOTICE (Contd.)

9. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the RTA for registration of transfer of securities.
10. **As per SEBI notification dated 08.06.2018, request for Transfer of shares held in physical form will not be processed w.e.f. 04.12.2018 and its shall be mandatory to Demat the shares to get the shares transfer in their name. Shareholders are therefore requested to dematerialize their shares for transfer purpose.**
11. In terms of Section 72 of the Companies Act, 2013, the Shareholder of the Company may nominate a person to whom the shares held by him/her shall vest in the event of death.  
In case any member wishes to avail the nomination facility in respect of shares held by him/her, please write to the Company to obtain the nomination form.
12. The equity shares of the Company have been notified for compulsory trading in demat form by all investors and are available for trading in demat form on Central Depository Services (India) Limited (CDSL).  
Shareholders are requested to avail this facility and get their shareholding converted into dematerialized form by sending the Dematerialization Request Form (DRF) along with the share certificates to their Depository Participant (DP).
13. Voting through electronic means  
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members a facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through such voting. 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 Central Depository Services (India) Limited. E-Voting is optional.  
**Shareholders are requested to please read the instructions/procedures on remote E-Voting carefully which is given on the back side of the Attendance Slip.**
14. In support of the "Green Initiative" announced by the Government of India, electronic copies of this Annual Report inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by e-mail to those members whose e-mail addresses have been made available to the Company/Depository Participants unless the member has specifically requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of this Annual Report inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, will be sent to them in the permitted mode.
15. Route map to the venue of the AGM is appended at the end of the Annual Report.
16. The information, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, seeking appointment/re-appointment of Directors at the forthcoming Annual General Meeting is as under:

<b>Name of Director</b>	Mr. Madhu Vrat Kaushik
<b>Director Identification Number (DIN)</b>	07297518
<b>Date of Birth &amp; Age</b>	12.6.1956 (62 years)
<b>Date of Appointment</b>	9.11.2015
<b>Qualification</b>	B.Com
<b>Expertise</b>	Having work experience of more than 42 years in the field of Account.
<b>Shareholding of Directors in the Company</b>	50
<b>Relationship with other directors and KMPs of the Company</b>	Nil
<b>No. of meetings of Board attended during the year</b>	5 (for details please refer to the Corporate Governance Report, forming part of this Annual Report)
<b>Directorship held in other Public Companies excluding foreign and private companies</b>	Nil
<b>Chairmanships/Memberships of Committee</b>	Siel Financial Services Limited <u>Member:</u> 1. Audit Committee 2. Stakeholders Relationship committee 3. Nomination and Remuneration Committee

**By Order of the Board  
For Siel Financial Services Limited**

**(Madhu Vrat Kaushik)  
Director  
DIN: 07297518**

**Place : New Delhi  
Date : 21.08.2018**



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## DIRECTORS' REPORT

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Your Directors have pleasure in presenting the 27th Annual Report together with the Audited Accounts of the Company for the year ended 31st March 2018.

### OPERATIONS

The Company is lying dormant for more than Eleven years and there is no employee on the rolls of the Company. In view of the same, your Company is not in a position to comply with the various compliances to be made under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### FINANCIAL RESULTS

The Company has earned a net profit of Rs. 12.84 lacs which are on account of interest income earned on income tax refund pertaining to previous years.

### DIVIDEND

In view of inadequate profits during the current financial year, your Directors expressed their inability to recommend any dividend.

### MATERIAL CHANGES AND COMMITMENTS

No material changes or commitments have occurred between the end of the financial period to which the financial statements relate and the date of this report, affecting the financial position of the company.

### SUBSIDIARY COMPANIES

The Company has no subsidiary company.

### DIRECTORS

Mr. Madhu Vrat Kaushik (DIN - 07297518), Director retires by rotation at the forthcoming Annual General Meeting and being eligible offer himself for reappointment.

All the Directors have made necessary disclosures as required under various provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(3)(c) of the Companies Act, 2013, your Directors state that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgements 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 the financial year and of the profit of the Company for that year;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### KEY MANAGERIAL PERSONNEL (KMP)

The Company has no Key Managerial Personnel (KMP) in terms of provisions of Section 203 of the Companies Act, 2013.

# Siel Financial Services Limited

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## DIRECTORS' REPORT (Contd.)

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### MEETINGS OF THE BOARD

During the financial year ended 31.3.2018, 5 Board Meetings were held. The details of the Board Meetings are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (LODR), Regulations, 2015.

### DECLARATION FROM INDEPENDENT DIRECTORS

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (LODR), Regulations, 2015.

### STATUTORY AUDITORS AND THEIR REPORT

M/s. SVTG & Co., Chartered Accountants (ICAI Firm Registration No:006935N), were appointed as Statutory Auditors of the Company from the conclusion of 26th Annual General Meeting (AGM) till the conclusion of 31st AGM of the Company, subject to ratification of their appointment by the members at every intermittent AGM of the Company.

Accordingly, a resolution for ratification of their appointment as Statutory Auditors of the Company has been included in the Notice of forthcoming 27th AGM of the Company.

The observations of Auditors in their report with the relevant notes to accounts are self-explanatory and therefore do not require further explanation.

### SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Nirbhay Kumar (CP No.7887), M/s Nirbhay Kumar & Associates, Company Secretaries to undertake the Secretarial Audit of the Company for the financial year 2017-18.

The Secretarial Audit Report for the financial year ended 31st March, 2018 is attached as Annexure - A of this Board's Report.

### FIXED DEPOSITS

The Company has neither accepted nor renewed any deposits falling within the provisions of Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 from its member and public during the Financial Year.

### NOMINATION AND REMUNERATION COMMITTEE

Pursuant to the provision of section 178 of the Companies Act, 2013 read with Rules made their under, the board has constituted a Nomination and Remuneration Committee.

There was no meeting of Nomination and Remuneration Committee held during the year under review.

### AUDIT COMMITTEE

The Audit Committee comprises of three Directors, two directors are independent director and one is non-executive director, viz., Mr.Santosh Kumar as Chairman, and Mr. A. K. Mithal and Mr. Madhu Vrat Kaushik as Members.

The details of terms of reference of the Audit Committee, number and dates of meeting held, attendance, among others are given separately in the attached Corporate Governance Report.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company is under the business of investment and financing so the particulars of the Conservation of energy and Technology Absorption is : **NOT APPLICABLE**

Foreign Exchange Earnings and Out go: **NIL**



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## DIRECTORS' REPORT (Contd.)

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### PARTICULARS OF EMPLOYEES

There is no employee in the Company, therefore particulars are required to be given under Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 not attached.

### RELATED PARTY TRANSACTIONS

There is no related party transaction happen during the financial year in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

### EXTRACT OF ANNUAL RETURN

The extracts of the Annual Return (MGT-9) as per the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014 is annexed herewith and marked as Annexure – B to this Report.

### CORPORATE GOVERNANCE

In accordance with SEBI (LODR), Regulations, 2015, Corporate Governance Report along with Auditors' certificate thereon and Management Discussion and Analysis Report form part of this report are enclosed as Annexure - C and forms part of the report.

### SHARE CAPITAL

During the financial year ended 31.3.2018, the Company has not issued any share capital with different voting rights, sweat equity or ESOP nor provided any money to the employees or trusts for purchase of its own shares.

### COMPLIANCES UNDER SEBI (LODR), REGULATIONS, 2015/COMPANIES ACT, 2013

The Company has received notice from stock exchange regarding non-appointment of woman director in the board, the Company has submitted its reply to exchange that as the Company is dormant since more than ten (10) years, there are no employees in the Company, except minimum number of Directors appointed for compliance purpose and the Company has very limited cash which is placed in Fixed Deposits. The interest earned on FD is being used by the Company to meet expenses relating to various filing and other fees for statutory compliances.

Consequently, the Company has found it extremely difficult to meet even the basic requirement of the minimum strength of the Board of Directors as required under law. Given the circumstances, which are completely outside the control of the Company, it is extremely difficult to locate a woman candidate who would be willing to serve on the Board of Directors. The Company has made its best efforts in this regard but has failed to locate/identify any woman professional who express their desire to serve as director on the Board of the dormant Company.

The Securities and Exchange Board of India (SEBI) passed an order dated 26.8.2014 under Section 11(1), 11(2)(j), 11(4) and 11B of the SEBI Act, 1992 read with Section 12A of the Securities Contracts (Regulation) Act, 1956 in the matter of non-compliance with the requirement of Minimum Public Shareholding (MPS) under clause 40A of the Listing Agreement and restrained the Company, its promoters and directors from trading in company scrip.

### ACKNOWLEDGEMENTS

Your Directors place on record their appreciation and gratitude for the unstinted support and assistance extended by shareholders, Central/ State Government and the Company Bankers. The Board also extends its heartfelt gratitude to the Creditors and Shareholders for the confidence reposed by them in the Company.

For and on behalf of the Board of Directors

Place : New Delhi  
Date : 21.08.2018

Madhu Vrat Kaushik  
Director  
DIN: 07297518

Santosh Kumar  
Director  
DIN:00994313

# Siel Financial Services Limited

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## ANNEXURE – A TO DIRECTORS' REPORT

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Form No. MR - 3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31st MARCH, 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies  
(Appointment and Remuneration of Personnel) Rules, 2014]

To  
The Members,  
**SIEL FINANCIAL SERVICES LIMITED,**  
Soni Mansion  
12 B, Ratlam Kothi  
Indore, Madhya Pradesh  
PIN - 452001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Siel Financial Services Limited, (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period for the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:
  - i. The Companies Act, 2013 (the Act) and the rules made there under.
  - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
    - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
    - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during the audit period);
    - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
    - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
    - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the audit period); and
    - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the audit period);
  - vi Other laws that are applicable to the Company is Banking Regulation Act, 1949, Rules and Regulations and Guidelines issued by the Reserve Bank of India under Reserve Bank of India Act, 1934 those are applicable to Non-Banking Financial Companies.



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## ANNEXURE – A TO DIRECTORS' REPORT (Contd.)

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**We have also examined compliance with the applicable clauses of the following:**

- i. Listing Agreements entered into by the Company with Stock Exchange(s),
- ii. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
- iii. Secretarial Standards issued by the Institute of Company Secretaries of India.

**During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. except:**

1. **Appointment of Key Managerial Personnel under the provisions of Section 203 of the Companies Act, 2013.**
2. **Appointment of Woman Director under the provisions of Section 149 of the Companies Act, 2013**
3. **Objects of the Company mentioned in its Memorandum of Association established the fact that objects of the Company are of Non-Banking Financial Company. During the period under review and also before this period Company is inoperative almost dormant. As per explanation received from the management Company has applied for registration as NBFC Company but the certificate for the same has never been issued by Reserve Bank of India. We have been informed that replying the query raised by Company, RBI intimated Company not to do the Compliances of NBFC Companies as Company is not doing any business and almost inoperative and dormant.**

**We further report that-**

- The Board of Directors of the Company is constituted with Non-Executive and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All the decisions at the Board Meetings and Committee Meetings have been carried out unanimously as recorded in the Minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**We further report that**

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has not undertaken any major activities like;

- (i.) Public/Right/Preferential issue of shares/debentures/borrowing/sweat equity/ESOP etc.
- (ii.) Redemption/ buy-back of securities
- (iii.) Major decisions has not been taken by the members in pursuance to Section 180 of the Companies Act, 2013
- (iv.) Merger / amalgamation / reconstruction, etc.
- (v.) Foreign technical collaborations/Joint Ventures etc.

**For Nirbhay Kumar & Associates**

**Nirbhay Kumar  
M. No. : 21093  
C.P. No.: 7887**

**Place : New Delhi  
Date : 21.08.2018**

# Siel Financial Services Limited

## ANNEXURE – B TO DIRECTORS' REPORT

### FORM NO. MGT - 9 EXTRACT OF ANNUAL RETURN

as on the financial year ended 31.03.2018  
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

1	CIN	L65999MP1990PLC007674
2	Registration Date	12.12.1990
3	Name of the Company	Siel Financial Services Limited
4	Category / Sub-Category of the Company	I. Company Limited by Shares II. Indian Non-Government Company
5	Address of the Registered Office and contact details	<b>Address:</b> Soni Mansion, 12-B, Ratlam Kothi, Indore-452 001 Madhya Pradesh <b>Contact Details:</b> 011-25739103
6	Whether listed company Yes / No	Yes
7	Name, address and contact details of Registrar and Transfer Agent, if any	Mas Services Limited T-34, Okhala Industrial Area, Phase-II, New Delhi-110 020 Phone No. 011-26387281-83 Fax 011-26387384 Website www.masserv.com E-mail info@masserv.com

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

The Company was mainly engaged in the business leasing, advancing loan/ICD making investment, bill discounting and other financial activities. The Company is not doing any business activities and has been dormant for more than last 10 years.

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
	Not Applicable		

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Mawana Sugars Ltd.	L74100DL1961PLC003413	Holding CO.	93.56	2 (46)
2	Siel Industrial Estate Ltd.	U45209DL1994PLC057359	Fellow Subsidiary	Nil	2 (76)
3	Siel Infrastructure & Estate Developers Pvt. Ltd.	U74899DL1985PTC021191	Fellow Subsidiary	Nil	2 (76)



## ANNEXURE – B TO DIRECTORS' REPORT (Contd.)

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i) Category-wise shareholding

Category of shareholders	No. of Shares held at the beginning of the year (as on 01.04.2017)				No. of Shares held at the end of the year (as on 31.03.2018)			% of total shares	% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total		
<b>A. Promoter</b>									
<b>(1) Indian</b>									
a) Individual/HUF	0	106113382	106113382	93.56	0	106113382	106113382	93.56	0
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks/ FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	<b>0</b>	<b>106113382</b>	<b>106113382</b>	<b>93.56</b>	<b>0</b>	<b>106113382</b>	<b>106113382</b>	<b>93.56</b>	<b>0</b>
<b>(2) Foreign</b>									
a) NRIs-Individual	-	-	-	-	-	-	-	-	-
b) Other individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of promoter (A)=(A) (1)+(A)(2)</b>	<b>0</b>	<b>106113382</b>	<b>106113382</b>	<b>93.56</b>	<b>0</b>	<b>106113382</b>	<b>106113382</b>	<b>93.56</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks/FI	0	50	50	0.00	0	50	50	0.00	0
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s).	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Other (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B) (1):-</b>	<b>0</b>	<b>50</b>	<b>50</b>	<b>0.00</b>	<b>0</b>	<b>50</b>	<b>50</b>	<b>0.00</b>	<b>0</b>
<b>2. Non- Institutions</b>									
<b>a) Bodies Corporates</b>									
i. Indian	9350	52700	62050	0.55	750	52700	53450	0.55	-0.08
ii. Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs. 1 Lakh	36230	580190	616420	5.43	38180	577990	616170	5.43	0
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	-	-	-	-	-	-	-	-	-
<b>c) Other (Specify)</b>									
i) Shares held by Pakistani citizens vested with the Custodian of Enemy Property									
ii) Other Foreign Nationals	-	-	-	-	-	-	-	-	-
iii) Foreign Bodies	-	-	-	-	-	-	-	-	-
iv) NRI / OCBs	50	51800	51850	0.46	125	51800	51925	0.46	0
v) Clearing Members / Clearing House	0	0	0	0.00	8775	0	8775	0.00	0.08

# Siel Financial Services Limited

## ANNEXURE – B TO DIRECTORS’ REPORT (Contd.)

Category of shareholders	No. of Shares held at the beginning of the year (as on 01.04.2017)				No. of Shares held at the end of the year (as on 31.03.2018)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
Clearing House	-	-	-	-	-	-	-	-	-
vi) Trusts	-	-	-	-	-	-	-	-	-
vii) Limited Liability Partnership	-	-	-	-	-	-	-	-	-
viii) Foreign Portfolio Investor (Corporate)	-	-	-	-	-	-	-	-	-
ix) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B)(2):</b>	<b>45630</b>	<b>684690</b>	<b>730320</b>	<b>6.44</b>	<b>47830</b>	<b>682490</b>	<b>730320</b>	<b>6.44</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>45630</b>	<b>684740</b>	<b>730370</b>	<b>6.44</b>	<b>47830</b>	<b>682540</b>	<b>730320</b>	<b>6.44</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>45630</b>	<b>11298122</b>	<b>11343752</b>	<b>6.44</b>	<b>47830</b>	<b>11295922</b>	<b>11343752</b>	<b>6.44</b>	<b>0</b>

### (ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	No. of Shares held at the beginning of the year (as on 01.04.2017)			No. of Shares held at the end of the year (as on 31.03.2018)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of shares Pledged/encumbered to total shares	
1	Mawana Sugars Limited	10613382	93.56	0	10613382	93.56	0	0

### (iii) Change in Promoters' Shareholding (please specify, if there is no change)

(iv) There is no change in the Promoters' Shareholding during the year under review.

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 01.04.2017)		Cumulative Shareholding during the year (as on 31.03.2018)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	10613382	93.56		#
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				#
3	At the End of the year	10613382	93.56		#

Note : # There is no change in the promoters Shareholding during the year under review.



## ANNEXURE – B TO DIRECTORS' REPORT (Contd.)

### (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01.04.2017		Date	Increase/ Decrease in Shareholding	Reason for Increase/ Decrease	Cumulative Shareholding during the year		Shareholding at the end of the year i.e. 31.03.2018	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	BVM Management Enterprises (P) Limited	49500	0.44	01-04-2017						
					No change in shareholding during the year					
				31-03-2018					49500	0.44
2	Nirmal Bang Securities Pvt Ltd.	7200	0.06	01-04-2017						
					No change in shareholding during the year					
				31-03-2018					7200	0.06
3	S R Batra	5800	0.05	01-04-2017						
					No change in shareholding during the year					
				31-03-2018					5800	0.05
4	Sidhant Khosla	5000	0.04	01-04-2017						
					No change in shareholding during the year					
				31-03-2018					5000	0.04
5	S R Batra	4125	0.04	01-04-2017						
					No change in shareholding during the year					
				31-03-2018					4125	0.04
6	Santosh Mittal	2950	0.03	01-04-2017						
					No change in shareholding during the year					
				31-03-2018					2950	0.03
7	D Batra	2475	0.02	01-04-2017						
					No change in shareholding during the year					
				31-03-2018					2475	0.02
8	Satish Kumar Nangia	2450	0.02	01-04-2017						
					No change in shareholding during the year					
				31-03-2018					2450	0.02
9	K Lall	2450	0.02	01-04-2017						
					No change in shareholding during the year					
				31-03-2018					2450	0.02
10	K Lall	2400	0.02	01-04-2017						
					No change in shareholding during the year					
				31-03-2018					2400	0.02

# Siel Financial Services Limited

## ANNEXURE – B TO DIRECTORS’ REPORT (Contd.)

### (v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Director’s Name	Shareholding at the beginning of the year i.e. 01.04.2017		Date	Increase/ Decrease in Shareholding	Reason for Increase/ Decrease	Cumulative Shareholding during the year		Shareholding at the end of the year i.e. 31.03.2018			
		No. of Shares	% of total Shares of the company				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company		
1	Mr. Santosh Kumar	50	0.00	01-04-2017								
					No change in shareholding during the year							
				31-03-2018					50	0.00		
2	Mr. A K Mithal	50	0.00	01-04-2017								
					No change in shareholding during the year							
				31-03-2018					50	0.00		
3	Mr. M V Kaushik	50	0.00	01-04-2017								
					No change in shareholding during the year							
				31-03-2018					50	0.00		

### V. INDEBTEDNESS

#### Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	Nil	Nil	Nil	Nil
• Reduction	Nil	Nil	Nil	Nil
<b>Net Change</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>



## ANNEXURE – B TO DIRECTORS’ REPORT (Contd.)

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount (in Rs.)
		At Present No MD/WTD/Manager are employed in the Company	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission	0	0
	- as % of profit	0	0
	- other, specify	0	0
5	Others, please specify	0	0
	<b>Total (A)</b>	<b>0</b>	<b>0</b>
	<b>Ceiling as per the Act</b>	<b>0</b>	<b>0</b>

#### B. Remuneration to other Directors:

##### No Remuneration /Sitting fee Paid to the Directors

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	Independent Directors	-	-	-	-	-
	• Fee for attending board / committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	-	-	-	-	-
2.	Other Non-Executive Directors	-	-	-	-	-
	• Fee for attending board / committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• <b>Others, please specify</b>	-	-	-	-	-
	<b>Total (2)</b>	-	-	-	-	-
	<b>Total (B)=(1+2)</b>	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

# Siel Financial Services Limited

## ANNEXURE – B TO DIRECTORS’ REPORT (Contd.)

### C. Remuneration to Key Managerial Personnel other than MD/ Manager/WTD:

At present there are no Key Managerial Personnel other than MD/Manager/WTD in the Company.

Sr. No.	Particulars of Remuneration	Key Managerial Personnel	Total Amount (In Rupees)
1.	<b>Gross salary</b>	<b>0</b>	<b>0</b>
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission	0	0
	- as % of profit	0	0
	- other, specify	0	0
5	Others, please specify	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>

### VII. PENALTIES / PUNISHMENT / COMPUNDING OF OFFENCES

Not Applicable

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil



## ANNEXURE – C TO DIRECTORS' REPORT

### CORPORATE GOVERNANCE REPORT – 2017-18

#### 1. Company's Philosophy on Code of Corporate Governance

Good Corporate Governance act as a catalyst for consistent growth of an organization. It is the adoption of best business practices which ensure that the Company operates not only within the regulatory framework, but is also guided by ethics. The adoption of such corporate practices ensures accountability of the persons in charge of the Company on one hand and brings benefits to investors, customers, creditors, employees and the society at large on the other. The Company firmly believes in practicing good Corporate Governance in true spirit and endeavour to improve on these aspects on ongoing basis.

#### 2. Board of Directors

##### (a) Composition

The Board meets the expected composition level with all the Directors being Non-Executive Directors. The Board comprises of one Non-Independent and two Independent Directors as on March 31, 2018. The Independent Directors do not have any material pecuniary professional and/or business relationship or transactions with the Company, its promoters or management and its holding Company.

All the Directors have given necessary disclosures as required in the Companies Act, 2013 and rules made there under.

There is no relationship between the Directors inter-se.

The composition of Board of Directors, their attendance at the Board Meetings held during the financial year ended March 31, 2018 and at the last Annual General Meeting held on 29.9.2017 and also the other directorship and membership/ chairmanship of Board committees are as follows:

Director	DIN	Category	No. of Board Meetings Attended (Total Meetings held 5)	Attended last AGM	No. of Directorships in other public companies#	No. of Committee positions held in other public companies@	
						Member	Chairman
1	2	3	4	5	6	7	8
Mr. Santosh Kumar	00994313	Independent Non-Executive	5	Yes	Nil	Nil	Nil
Mr. A.K. Mithal	06941447	Independent Non-Executive	5	Yes	Nil	Nil	Nil
Mr. Madhu Vrat Kaushik	07297518	Non-Independent Non-Executive	5	Yes	Nil	Nil	Nil

##### Note:

# Other directorships exclude directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013.

@ For this purpose only Audit and Stakeholders' Relationship Committees have been considered as defined under Regulation 26 of SEBI (LODR) Regulations, 2015.

**During the Financial Year ended 31.3.2018, the Company was in non-compliance in respect of Appointment of Woman Director under the provisions of Section 149 of the Companies Act, 2013.**

##### (b) Number of Board Meetings

During the financial year ended March 31, 2018, 5 board meetings were held on 24.5.2017, 25.8.2017, 8.9.2017, 8.12.2017 & 12.2.2018. A separate meeting of the Independent Directors of the Company was convened on 30.3.2018 to overlook and review their own performance and of the Board. All the Independent Directors of the Company were attended the meeting.

# Siel Financial Services Limited

## ANNEXURE – C TO DIRECTORS’ REPORT (Contd.)

### (c). Details of the shareholding of Non-Executive Directors

The shareholding of the Non-Executive Directors of the Company as on 31.3.2018 is as under:

Sl. No.	Name of the Director	No. of Equity Shares
1.	Mr. Santosh Kumar	50
2.	Mr. A.K. Mithal	50
3.	Mr. Madhu Vrat Kaushik	50

### 3. Audit Committee

#### (a) Terms of Reference

The Company has an Audit Committee, which is dealing with the matters prescribed by the Board of Directors. The Committee deals with accounting matters, financial reporting and internal controls. The power, role, delegations, responsibilities and terms of reference of the Audit Committee are as prescribed under Section 177 of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014 and also as provided in Regulation 18 of SEBI (LODR) Regulations, 2015.

#### (b) Composition

Presently, the Audit Committee comprises of 3 Directors. One Director is Non-Executive and Non-Independent and two directors are Non-Executive and Independent Directors. All the Committee members have sound knowledge of finance and accounting.

The Chairman of the Committee had attended the last Annual General Meeting.

The statutory Auditors attend the meetings of the Committee on the invitation of the Company.

During the financial year ended 31.3.2018, the Audit Committee met 4 times on 24.5.2017, 8.9.2017, 8.12.2017 & 12.2.2018.

The composition of the Committee and their attendance at the Committee meetings held during the year are as under:

Sl. No.	Name of the Director	Category	No. of Meetings Attended (Total Meetings held 4)
1.	Mr. Santosh Kumar (Chairman)	Independent Non-Executive	4
2.	Mr. A.K. Mithal	Independent Non-Executive	4
3.	Mr. Madhu Vrat Kaushik	Independent Non-Executive	4

### 4. Nomination and Remuneration Committee

The Company has an Board Committee namely 'Nomination and Remuneration Committee' as required under the provisions the Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015. The Committee approves the salaries, commission, service agreements and other employment conditions of the Executive Directors, Advisors etc.

The composition of the Committee is as under:

Sl. No.	Name of the Director	Category
1.	Mr. Santosh Kumar (Chairman)	Independent/Non-Executive
2.	Mr. A.K. Mithal	Independent/Non-Executive
3.	Mr. Madhu Vrat Kaushik	Non-Independent/Non-Executive

Since more than 17 years, there is no employee on the rolls of the Company.

Further, the Company does not have any Executive Directors and Non-Executive Directors do not draw any remuneration from the Company.

In view of above, no meeting of Nomination and Remuneration Committee was held during the year under review.

### 5. Stakeholders Relationship Committee

#### a) Terms of Reference

The Company has a Board Committee namely 'Stakeholders Relationship Committee', as required under the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015 to look into various issues relating to shareholders including the redressal of shareholders complaints, share transfers/transmission/issue of duplicate shares etc. The meeting of this Committee is held frequently to ensure completion of share transfer work within the stipulated period.



## ANNEXURE – C TO DIRECTORS’ REPORT (Contd.)

### Composition

Presently, the Stakeholder Relationship Committee comprises of 3 Directors. One Director is Non-Executive and Non-Independent and two directors are Non-Executive and Independent Directors.

During the financial year ended 31.3.2018, the Committee met 4 times on 23.5.2017, 25.9.2017, 7.12.2017 & 10.2.2018.

The composition of the Committee is as under:

Sl. No.	Name of the Director	Category	No. of Meetings Attended (Total Meetings held 4)
1.	Mr. Santosh Kumar (Chairman)	Independent/Non-Executive	4
2.	Mr. A.K. Mithal	Independent/Non-Executive	4
3.	Mr. Madhu Vrat Kaushik	Non-Independent/ Non-Executive	4

Mr. Madhu Vrat Kaushik, Director of the Company is the Compliance Officer.

During the financial year ended March 31, 2018, 2 complaints were received from the shareholders. All complaints were replied/resolved to the satisfaction of the shareholders. No complaints are pending as at the end of the financial year.

### 6. General Body Meetings

The last three Annual General Meetings were held at Indore as under:

Financial Year	Date	Venue
2016-2017	29.9.2017	Soni Mansion, 12-B, Ratlam Kothi, Indore – 452 001 (M.P.)
2015-2016	29.9.2016	- do -
2014-2015	29.9.2015	- do -

No special resolution was proposed in the above said AGMs held during the last three years.

No special resolution was put through the postal ballot in the previous year.

There is no item in the Notice for the forthcoming Annual General Meeting proposed to be passed through Postal Ballot.

### 7. Means of Communication

- The Quarterly/Annual Audited Results are published in The Pioneer (English) and Indore Samachar (Hindi). The results are sent to the BSE Limited on which the Company is listed in the prescribed format so as to enable the stock exchange to put the same on their own Web-site.
- The Listing Centre of BSE is web based application designed by BSE for Corporates. All periodical compliances/filings are filed electronically on the Listing Centre of BSE.
- Management Discussion and Analysis report, which forms a part of the Annual Report, is given by means of a separate Annexure and is attached to the Directors’ Report.

### 8. General Shareholders’ Information

- Annual General Meeting is proposed to be held on 29.09.2018 at 10.00 A.M. at Soni Mansion, 12-B, Ratlam Kothi, Indore –452 001 (M.P.)
- Financial Year:** April to March
- Date of Book Closure:** 23.9.2018 to 29.9.2018 (Both days inclusive)
- Listing on Stock Exchanges:**

The equity shares of the Company are listed on BSE Limited (Stock Code: 532217) Mumbai.

Listing fee for the financial year 2018-2019 has been paid to BSE Ltd.

- Stock Market Data for the financial year period ended March 31, 2018**





## ANNEXURE – C TO DIRECTORS' REPORT (Contd.)

(x) **Categories of shareholders as on March 31, 2018**

Sl. No.	Category	No. of Shares held	% of shareholding
1.	Promoters' Shareholding	10613382	93.56
2.	Non-Promoter shareholding		
(a)	Mutual Funds/UTI/ Financial Institutions/ Banks/Insurance Companies/FIIs etc.	50	0.00
(b)	Bodies Corporate	53450	0.47
(c)	Individuals	616170	5.43
(d)	NRIs/Clearing Members	60700	0.54
	<b>Total</b>	<b>11343752</b>	<b>100.00</b>

(xi) **Dematerialization of shares and liquidity**

The shares of the Company are compulsorily traded in dematerialized form and are available for trading on Central Depository Services (India) Ltd. (CDSL). The Company's application for admission of its shares on National Securities Depository Limited (NSDL) is still pending.

As on 31st March, 2018, a total of 47,830 equity shares of the Company, which form 0.42% of the Equity Share Capital, stand dematerialised. Under the depository system, the ISIN allotted to the Company's equity shares by CDSL is INE027F01014.

(xii) **Plant Locations**

The Company is a financial Company.

(xiii) **Investors' correspondence may be address to:**

Mr. N.K. Rastogi, M/s Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi –110020, Phone No.: 011-26387281-83, Fax No. : 011-26387384, Website:www.masserv.com, E-mail: info@masserv.com

The address of Delhi Office is 5th Floor, Kirti Mahal, 19, Rajendra Place, New Delhi – 110125, Phone: 011-25739103, Fax : 011-25743659

Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants.

### 9. Disclosures

- (a) There is no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of Company at large.
- (b) There were no instances of penalties, strictures imposed on the Company by stock exchange or SEBI or any statutory authority on any matter related to the capital markets, during the last three years.
- (c) The Company has adopted Code of Conduct for Directors and Senior Management and Code of Internal Procedures and Conduct framed under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended to, inter alia, prevent insider trading in the shares of the Company.
- (d) The Company has not adopted any of the non-mandatory requirements as specified in SEBI (LODR) Requirements, 2015.

**For and on behalf of the Board of Directors**

**Madhu Vrat Kaushik**  
Director  
DIN: 07297518

**Santosh Kumar**  
Director  
DIN:00994313

Place : New Delhi  
Date : 21.08.2018

### DECLARATION

We, Santosh Kumar and Mr. A.K. Mithal, Independent Directors hereby declare that the Code of Conduct adopted by SIEL Financial Services Limited for its Board Members and Senior Management Personnel has been duly complied by all Board Members and Senior Management Personnel of the Company.

**For and on behalf of the Board of Directors**

**Santosh Kumar**  
Director  
DIN: 00994313

**A.K. Mithal**  
Director  
DIN: 06941447

Place : New Delhi  
Date :21.08.2018

# Siel Financial Services Limited

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## AUDITOR'S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

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### AUDITOR'S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the members of  
Siel Financial Services Limited

We have examined the compliance of the conditions of Corporate Governance by Siel Financial Services Limited for the year ended on 31st March, 2018 as stipulated in Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, except that:

- (i) Requirement of having at least one woman director on the Board.
- (ii) A Company Secretary has not been appointed by the Company and hence requirement of acting as Secretary of the Audit Committee has not been complied with.
- (iii) Code of Conduct and Quarterly Result are not posted on the website of the Company. Presently the Company does not maintain any website. It is suggested to have & regularize the website of the Company.

We state that in respect of investor grievances during the year ended 31st March, 2018, grievances were received & resolved by the Company. There were no grievances which were pending with the Company as at 31st March, 2018 as per records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For SVTG & Co.**  
Chartered Accountants  
Firm Registration Number: 006935N

Place : New Delhi  
Dated : 21.08.2018

**(Sanjay Vohra)**  
Partner  
Membership No. 095930



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## ANNEXURE – D TO DIRECTORS' REPORT

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### MANAGEMENT DISCUSSION & ANALYSIS REPORT

Siel Financial Services Limited was mainly engaged in the business of leasing, advancing loan/ICDs, making investments, bill discounting and other financial activities. The Company is not doing any business activities and had been lying dormant for the last more than eleven years.

The Company has received notice from stock exchange regarding non-appointment of woman director in the board. The Company has submitted its reply to exchange that as the Company is dormant since more than ten (10) years, there are no employees in the Company, except minimum number of Directors appointed for compliance purpose and the Company has very limited cash which is placed in Fixed Deposits. The interest earned on FD is being used by the Company to meet expenses relating to various filing and other fees for statutory compliances.

Consequently, the Company has found it extremely difficult to meet even the basic requirement of the minimum strength of the Board of Directors as required under law. Given the above circumstances, which are completely outside the control of the Company, it is extremely difficult to locate a woman candidate who would be willing to serve on the Board of Directors. The Company has made its best efforts in this regard but has failed to locate/identify any woman professional who express their desire to serve as director on the Board of the dormant Company.

The Securities and Exchange Board of India (SEBI) passed an order dated 26.8.2014 under Section 11(1), 11(2)(j), 11(4) and 11B of the SEBI Act, 1992 read with Section 12A of the Securities Contracts (Regulation) Act, 1956 in the matter of non-compliance with the requirement of Minimum Public Shareholding (MPS) under clause 40A of the Listing Agreement and restrained the Company, its promoters and directors from trading in company scrip.

The financial performance of the Company is covered in the Directors' Report.

As there is no employee on the rolls of the Company, there is nothing to report on the development of human resources.

# Siel Financial Services Limited

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## INDEPENDENT AUDITOR'S REPORT

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### To the Members of Siel Financial Services Limited

#### Independent Audit Report on Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of **Siel Financial Services Limited ("the Company")** which comprises the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Responsibility of Management for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditors' Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made there-under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit reasonable assurance about whether the Ind AS financial statements are free material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedure selected depends on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor consider the internal financial control relevant to the company's preparation of the Ind AS financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial control systems over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimate made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

#### Basis for Qualified Opinion

- i. The 5% Cumulative Redeemable Preference Shares amounting to Rs. 7, 30, 00,000 were due for redemption in the month of January, 2007. Based on the offer given to preference shareholders regarding variation in terms of redemption of preference shares, the Preference Shareholders unanimously approved the offer in their meeting and accordingly, out of Rs. 7,30,00,000, waiver had been given for Rs. 85 per share amounting to Rs 6,20,50,000 and the remaining amount of Rs 15 per share amounting to Rs. 1,09,50,000 had been redeemed by way of payment to preference shareholders in previous year. As per section 55 of the Companies act, 2013, such preference shares would be redeemed either out of profits of the company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of redemption. The company has neither created Capital Redemption Reserve nor issued equivalent amount of fresh shares. The rest amount of Rs. 6,20,50,000 was transferred to Capital Reserve.
- ii. We have analyzed the following factors:
  - (a) The Company is not carrying on any business from considerable time due to paucity of funds. The operations of the company are restricted to realization of debtors or advances. Besides, the company has invested its surplus deposits with banks which are yielding interest income. There is no employee in the company.
  - (b) Reserve Bank of India has already rejected the Non-Banking Financial Companies (NBFC) License and is accordingly Company is not allowed to carry Non Banking Financial Business, and
  - (c) The company earned a net profit of Rs. 1,283,776 for the year ended 31st March, 2018 (Previous year profit Rs. 18,796,815) and accumulated loss as on 31st March, 2018 stands to Rs. 157,271,365/- (Previous year Rs. 158,555,141). As on 31st March, 2018, the company's current liabilities exceeded its current assets by Rs. 8,370,691/- (Previous year Rs. 9,622,627/-) and its total liabilities exceeded to its total assets by Rs. Rs. 4,40,41,470/- (Previous year Rs. 4,53,25,246/-). In view of these, the company had been reporting negative operating cash flows for few years which have also contributed to constraints of working capital. These conditions have resulted into acute working capital deficit & have casted material uncertainty on functioning of company.



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## INDEPENDENT AUDITOR'S REPORT (Contd.)

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As stated by the management the accounts of the company have been prepared on a "going concern" basis as on assumption & promises made by the management that adequate finances and opportunities would be available in the foreseeable future to enable the company to start operating on a profitable basis. In view of the above, the accounts of the company have been prepared on a going concern basis. **Refer Note 15**

Appropriateness of the "going concern basis" is dependent on the ability of the company to generate adequate finances to meet its obligations and to operate profitably which in our opinion after considering aforesaid factors indicate material uncertainty which further raises significant and substantial doubt on the ability of the Company to continue as going concern and therefore, it may be unable to realize its assets and discharge its liabilities in the normal course of business. If the company is treated not to be going concern, then the valuation of the assets has to be not merely on the basis of historical cost less depreciation or impairment but at a value which the assets would fetch, if the same are lower than the value presently shown. The company has not attempted to assess the realizable value of the assets and therefore financial results for the year ended 31st March, 2018 have been prepared on a going concern basis and do not include any adjustments relating to the recoverability and classification of recorded asset amounts or to amounts or classification of liabilities that may be necessary if the Company is unable to continue as a going concern.

### Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the aforesaid Ind AS financial statements give the information required by the act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the company as at 31st March, 2018 and its profit/loss and its Cash Flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Companies Act, 2013, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
  - (c) the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
  - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) The Company does not have any pending litigations.
    - (ii) The company has made necessary provision in its Ind AS financial statements under the applicable law or accounting standards, wherever required.
    - (iii) There were no amounts which were required to be transferred to the investor education and Protection Fund by the company.

**For SVTG & Co.**  
**Chartered Accountants**  
**Firms Registration No. 006935N**

**Date :** 23<sup>rd</sup> May, 2018  
**Place:** New Delhi

**Sanjay Vohra**  
**Partner**  
**M.No 095930**

# Siel Financial Services Limited

## INDEPENDENT AUDITOR'S REPORT (Contd.)

### Annexure 'A' to Independent Auditors' Report

Referred to in Paragraph 1 under the heading of "report on other legal and regulatory requirements" of our report of even date

- 1) (a) There are no fixed assets in the company during the financial year ending 31st March, 2018. Accordingly the clause regarding maintaining proper records showing full particulars, including quantitative details and fixed assets, does not apply to the company during the financial year ending 31st March, 2018  
(b) Accordingly the rest of the clauses do not apply during the financial year ending 31st March, 2018
- 2) During the financial year ending 31st March, 2018, there were no Inventories maintained by the company. Accordingly, this clause 3 of the Companies (Auditor's Report) Order, 2016 ('the order') in respect of inventories is not applicable during the report year ending 31st March, 2018.  
The clause regarding physical verification of Inventory is not applicable on the company during the reporting period ending 31st March, 2018.
- 3) The company has not granted unsecured loans to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act 2013 during the year and in our opinion, hence para (a) and (b) are not applicable.
- 4) The company has not made any transaction in respect of loans covered under Section 185 of the Companies Act, 2013. In respect of loans, investments, guarantees and security covered under Section 186 of the Companies Act, 2013, the provisions of the said section 186 have been duly complied with, except in case of loan/Inter-Corporate Deposits which were received prior to commencement of Companies Act, 2013, where levying of interest has been waived by lenders.
- 5) In our opinion and according to the information and explanation given to us, the company has not accepted any deposits in contravention of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act 2013 and the rules framed there under. No order has been passed by the Company Law Board or National Company Law Tribunal or RBI or any court or any other tribunal.
- 6) According to the information and explanations given to us, the maintenance of cost records has not been prescribed by the Central Government under section 148 (1) of the Companies Act, 2013 for the Company.
- 7) (a) According to the information and explanations given to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax (income tax deducted at source), service tax, value added tax, cess and any other material statutory dues applicable to it  
(b) According to the information and explanations given to us, there are no dues on account of income tax or sales tax or wealth tax or service tax or duty of custom or duty of excise or value added tax or cess which have not been deposited on account of any dispute.
- 8) The Company has not defaulted during the year, in repayment of any loans or borrowings to any financial institution, government or dues to debenture holders.
- 9) The Company has not taken any loan or advances from any financial institution or bank so this clause is not applicable and no comment is required on the same.
- 10) According to the information and explanations given to us, no fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- 11) Based on our examinations of the records of the Company, the Company has not paid/provided for managerial remuneration during the year.
- 12) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company.
- 13) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are generally in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
- 14) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of fully or partly convertible debentures during the year.
- 15) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3 (xv) of the Order is not applicable to the Company.
- 16) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For SVTG & Co.**  
**Chartered Accountants**  
**Firms Registration No. 006935N**

**Date :** 23<sup>rd</sup> May, 2018  
**Place:** New Delhi

**Sanjay Vohra**  
**Partner**  
**M.No 095930**



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## INDEPENDENT AUDITOR'S REPORT (Contd.)

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### Annexure 'B' to Independent Auditors' Report

#### Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of Siel Financial Services Limited as of March 31, 2018 in conjunctions with our audit of the Ind AS financial statements of the Group Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Group Company and management are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the guidance note on Audit of Internal Financial Controls Over Financial Reporting issued by ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Group Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accounts of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit, preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

#### Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by The Institute of Chartered Accountants of India.

For SVTG & Co.  
Chartered Accountants  
Firms Registration No. 006935N

Date : 23<sup>rd</sup> May, 2018  
Place: New Delhi

Sanjay Vohra  
Partner  
M.No 095930

# Siel Financial Services Limited

## BALANCE SHEET AS AT MARCH 31, 2018

*All amounts in Rupees (unless otherwise stated)*

PARTICULARS	Note No.	As at 31.03.2018	As at 31.03.2017	As at April 01, 2016
<b>ASSETS</b>				
<b>(1) Non-current assets</b>				
(a) Financial Assets				
-Investments	2	-	-	-
-Loans	3	-	-	-
(b) Income tax assets(net)	4	916,834	884,994	14,191,873
<b>Total Non-current assets</b>		<b>916,834</b>	<b>884,994</b>	<b>14,191,873</b>
<b>(2) Current assets</b>				
(a) Inventories	5	130,320	90,909	62,549
(b) Financial assets				
- Cash and cash equivalents	6	6,725,405	5,855,629	489,123
- Other Financial Assets	7	535,765	202,295	-
<b>Total current assets</b>		<b>7,391,490</b>	<b>6,148,833</b>	<b>551,672</b>
<b>Total Assets</b>		<b>8,308,324</b>	<b>7,033,827</b>	<b>14,743,545</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity share capital	8	113,229,895	113,229,895	113,229,895
(b) Other equity	9	(157,271,365)	(158,555,141)	(239,350,431)
<b>Total equity</b>		<b>(44,041,470)</b>	<b>(45,325,246)</b>	<b>(126,120,536)</b>
<b>LIABILITIES</b>				
<b>(1) Non-current liabilities</b>				
(a) Financial liabilities				
-Borrowings	10	36,587,613	36,587,613	125,076,635
<b>Total non-current liabilities</b>		<b>36,587,613</b>	<b>36,587,613</b>	<b>125,076,635</b>
<b>(2) Current liabilities</b>				
(a) Financial liabilities				
- Borrowings	11	15,700,000	15,700,000	15,700,000
(b) Other payables	12	62,181	71,460	87,447
<b>Total current liabilities</b>		<b>15,762,181</b>	<b>15,771,460</b>	<b>15,787,447</b>
<b>Total equity and liabilities</b>		<b>8,308,324</b>	<b>7,033,827</b>	<b>14,743,545</b>

*The accompanying notes form an integral part of these Financial Statement*

**For SVTG & Co.**

*Chartered Accountants*

Firm Registration Number : 006935N

**For and on behalf of Board of Directors  
of Siel Financial Services Limited**

**Sanjay Vohra**  
Partner  
M.No.- 095930

**M V Kaushik**  
Director  
DIN : 07297518

**Santosh Kumar**  
Director  
DIN : 00994313

Place : New Delhi  
Dated : 23rd May, 2018



## STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED MARCH 31, 2018

*All amounts in Rupees (unless otherwise stated)*

PARTICULARS	Note No.	Year ended March 31 2018	Year ended March 31, 2017
I Revenue from operations		-	-
II Other Income	13	2,909,029	7,260,106
<b>III Total income (III)</b>		<b>2,909,029</b>	<b>7,260,106</b>
<b>IV Expenses</b>			
Finance Cost		-	3,530,679
Other expenses	14	1,180,038	2,555,525
<b>Total expenses (IV)</b>		<b>1,180,038</b>	<b>6,086,204</b>
<b>V Profit/ (loss) before exceptional items and tax (III-IV)</b>		<b>1,728,991</b>	<b>1,173,901</b>
<b>VI Exceptional Items- Gain on redemption of debt component of equity</b>		-	19,019,701
<b>VII Profit/ (loss ) before tax (V-VI)</b>		<b>1,728,991</b>	<b>20,193,602</b>
<b>VIII Tax expense:</b>			
<i>Current tax</i>			
Income Tax Expenses		445,215	1,396,787
<b>Total tax expense (VIII)</b>		<b>445,215</b>	<b>1,396,787</b>
<b>IX Profit/ (loss) for the year from continuing operations (VII-VIII)</b>		<b>1,283,776</b>	<b>18,796,815</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
<b>Items that will not to be reclassified to statement of profit or loss</b>			
Re-measurement gains/ (losses) on defined benefit plans		-	-
Income tax effect		-	-
<b>Net comprehensive income not to be reclassified to statement of profit or loss in subsequent periods</b>		-	-
<b>Other comprehensive income for the year, net of tax</b>		-	-
<b>Total comprehensive income of the year, net of tax</b>		<b>1,283,776</b>	<b>18,796,815</b>
<b>Earnings per share:</b>			
1) Basic		0.11	1.66
2) Dilluted		0.11	1.66

*The accompanying notes form an integral part of these Financial Statement*

**For SVTG & Co.**

Chartered Accountants

Firm Registration Number : 006935N

**For and on behalf of Board of Directors  
of SIEL Financial Services Limited**

**Sanjay Vohra**

Partner

M.No.- 095930

**M V Kaushik**

Director

DIN : 07297518

**Santosh Kumar**

Director

DIN : 00994313

Place : New Delhi

Dated : 23rd May, 2018

# Siel Financial Services Limited

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

*All amounts in Rupees (unless otherwise stated)*

PARTICULARS	Year ended 31.03.2018	Year ended 31.03.2017
<b>A. Cash flow from operating activities :</b>		
Profit after tax	1,283,776	18,796,815
Add: Finance Cost	-	3,530,679
<b>Less : Interest income</b>	<b>370,525</b>	279,963
<b>Notional Interest</b>	-	19,019,701
Prior Period	-	51,525
Liabilities / provisions no longer required written back	16,338	-
Gain on fair value of stock in trade	39,411	28,361
<b>Operating profit/(loss) before working capital changes</b>	<b>857,502</b>	2,947,945
<b>Adjustments for (increase) / decrease in non current assets:</b>		
Other non current tax assets	31,840	
<b>Adjustments for (increase) / decrease in current assets:</b>		
<b>Other Financial assets</b>	<b>333,470</b>	(202,295)
<b>Adjustments for increase / (decrease) in current liabilities:</b>		
Other Payables	7,059	(15,987)
<b>Cash generated from operations</b>	<b>499,251</b>	2,729,663
Direct taxes paid/(refund) received	-	
<b>Net cash flow from/(used in) operating activities (A)</b>	<b>499,251</b>	2,729,663
<b>B. Cash flow from investing activities :</b>		
Interest received	370,525	279,963
Interest/(decrease) in Long term assets and advances	-	13,306,879
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>370,525</b>	13,586,842
<b>C. Cash flow from financing activities :</b>		
Repayment to preference shareholders		(10,950,000)
<b>Net cash flow from / (used in) financing activities (C)</b>	<b>-</b>	(10,950,000)
<b>D. Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<b>869,776</b>	5,366,505
<b>E. Cash and cash equivalents at the beginning of the year/period</b>	<b>5,855,629</b>	489,123
<b>F. Cash and cash equivalents at the end of the year/period (D+E)</b>	<b>6,725,405</b>	5,855,628

*The accompanying notes form an integral part of these Financial Statement*

**For SVTG & Co.**

*Chartered Accountants*

Firm Registration Number : 006935N

**For and on behalf of Board of Directors  
of Siel Financial Services Limited**

**Sanjay Vohra**

Partner

M.No.- 095930

**M V Kaushik**

Director

DIN : 07297518

**Santosh Kumar**

Director

DIN : 00994313

Place : New Delhi

Dated : 23rd May, 2018



## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2018

### A. Equity Share Capital

All amounts in Rupees (unless otherwise stated)

Particulars	As at 1st April 2016	Changes During the year	As at 31st March 2017	Changes during the year	As at 31st March 2018
Equity Shares (with Equal Rights) 11343752 of Rs.10 each (Previous Year 11343752 Rs.10 each)	113,229,895	-	113,229,895	-	113,229,895

### B. Other Equity

Particulars	Equity Component of Compund Financial Instrument	Attributable to equity shreholders			Total Other equity
		General Reserve	Capital reserve*	Retained earnings	
<b>As at April 01, 2016</b>	<b>40,020,155</b>	<b>5,053,989</b>	-	<b>(284,424,575)</b>	<b>(239,350,431)</b>
Add: Profit for the year	-	-	62,050,000	18,796,815	80,846,815
Add: Adjustment during the year	-	-	-	-	-
<b>Total comprehensive income</b>	-	-	62,050,000	18,796,815	80,846,815
Prior Period Items				(51,525)	(51,525)
<b>As at March 31, 2017 (A+B)</b>	<b>40,020,155</b>	<b>5,053,989</b>	<b>62,050,000</b>	<b>(265,679,285)</b>	<b>(158,555,141)</b>
Add: Profit for the year	-	-	-	1,283,776	1,283,776
Add: Other comprehensive income	-	-	-	-	-
<b>Total comprehensive income</b>	-	-	-	1,283,776	1,283,776
<b>As at March 31, 2018</b>	<b>40,020,155</b>	<b>5,053,989</b>	<b>62,050,000</b>	<b>(264,395,509)</b>	<b>(157,271,365)</b>

\*The 5% Cumulative Redeemable Preference Shares amounting to Rs.7,30,00,000 consisting of 7,30,000 of Rs 100 each, were due for redemption in the month of January, 2007. Based on the offer given to preference shareholders regarding variation in terms of preference shares and irredemption letter, the Preference Shareholders unanimously approved the offer in their meeting and accordingly, out of Rs 7,30,00,000, waiver has been given for Rs 85 per share amounting to Rs 6,20,50,000 and the remaining amount of Rs 15 per share amounting to Rs 1,09,50,000 has been redeemed by way of payment to preference shareholders. Accordingly, Capital Reserve of Rs. 6,20,50,000 is created on waiver of Rs. 85 per share.

The accompanying notes form an integral part of these Financial Statement

For SVTG & Co.

Chartered Accountants

Firm Registration Number : 006935N

For and on behalf of Board of Directors  
of Siel Financial Services Limited

Sanjay Vohra

Partner

M.No.- 095930

M V Kaushik

Director

DIN : 07297518

Santosh Kumar

Director

DIN : 00994313

Place : New Delhi

Dated : 23rd May, 2018

# Siel Financial Services Limited

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### 1. (A). Summary of significant accounting policies

The accounting policies, as set out below, have been consistently applied, by the Company, to all the years presented in the financial statements.

#### (i) Basis of preparation

These standalone financial statements ('financial statements') have been prepared to comply in all material respects with the Indian Accounting Standard ('Ind AS') notified under section 133 of the Companies Act, 2013 ('Act') and other relevant provisions of the Act, as applicable.

For all years up to and including the year ended 31st March 2017, the Company prepared its financial statements in accordance with Accounting Standards notified under the Companies (Accounting Standards) rules, 2006 and other relevant provisions of the Act ('Previous GAAP'). These financial statements for the year ended 31st March 2018 are the first financial statements prepared by the Company in accordance with Ind AS. Refer to note 26 for information on Ind AS.

The standalone financial statements have been prepared on a historical cost basis, except for the certain financial assets and financial liabilities which have been measured at fair value as per the requirements of the Ind AS.

The preparation of financial statements requires the use of certain significant accounting estimates and judgements. It also requires the management to exercise judgement in applying the Company's accounting policies. The areas where estimates are significant to the financial statements, or areas involving a higher degree of judgement or complexity, are disclosed in note. 1.(B)

All the amounts included in the financial statements are reported in Indian Rupees ('Rupees' or 'Rs.'), except per share data and unless stated otherwise and rounded off to nearest Rupees.

#### (ii) Basis of classification of Current and non-current

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is classified as current when it is:

- i) Expected to be realised or intended to be sold or consumed in normal operating cycle
- ii) Held primarily for the purpose of trading
- iii) Expected to be realised within twelve months after the reporting period, or
- iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is classified as current when:

- i) It is expected to be settled in normal operating cycle
- ii) It is held primarily for the purpose of trading
- iii) It is due to be settled within twelve months after the reporting period, or
- iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

#### (iii) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company measures financial instruments such as investment in unquoted equity and preference shares, quoted mutual funds, security deposits paid to landlords for properties on rent and financial guarantees at fair value at each balance sheet date.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the following fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 -Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

#### (iv) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be



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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

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reliably measured, regardless of when the payment is being made.

Revenue is measured at the fair value of the consideration received or receivable net of discounts, returns, rebates etc, taking into account contractually defined terms of payment. Revenue excludes sales tax, value added tax and goods and service tax.

The following recognition criteria described below must also be met before revenue is recognised:

- (a) **Sale of goods** is recognised when the significant risks and rewards of ownership of the goods have been transferred to the customer.
- (b) **Interest income** is recognized on a time proportion basis considering the amount outstanding and the rate applicable. For all debt instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR) method. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. Interest income is included in other income in the statement of profit or loss.
- (c) **Dividend income** is recognised when the right to receive the payment is established (generally on shareholder's approval by the reporting date).

(v) **Income taxes**

Tax expense comprises of current income tax and deferred tax. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income Tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax is recognised using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax liabilities are recognized for all taxable temporary differences.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses, if any. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Company recognises MAT credit available as an asset only to the extent there is reasonable certainty that the Company will pay normal tax during the specified period i.e the period for which the MAT credit is allowed to be carried forward. In the year in which the Company recognises MAT credit as an asset, the said asset is created by way of credit to the Statement of Profit and Loss and shown as "MAT credit entitlement" and grouped under Deferred Tax Assets. The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have reasonable certainty that it will pay normal tax during the specified period.

(vi) **Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(vii) **Employee benefits**

There were no employees in the company during the previous year. Accordingly, no provision for Short term employee benefit and Post employment benefits such as provident fund, gratuity, superannuation schemes and leave encashment has been made during the

# Siel Financial Services Limited

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

reporting period. Upon commencement of operations and upon inductment of employees, the liability will be provided towards defined contribution plan and defined benefit plan in compliance with "Indian Accounting Standard-19 on Employees Benefits", issued as per Companies (Indian Accounting Standards) Rules, 2015.

The aforesaid staff benefit scheme will be provided according to respective laws as and when these will be applicable on the company.

### (viii) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### (a) Financial assets

##### Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All the financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

##### Subsequent measurement

##### Non-derivative financial instruments

##### i) Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding.

##### ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates that are solely payments of principal and interest on principal amount outstanding. Further in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments the subsequent changes in fair value are recognized in other comprehensive income.

##### iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair value through profit or loss.

#### (b) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit or loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate the fair value due to the short maturity of these instruments.

##### i) Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortization.

##### ii) Borrowings

On initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

#### (c) Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under IND AS 109. A financial liability (or a part of the financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires.

#### (d) Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted



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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

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cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

For all other financial instruments the carrying amounts approximate fair value due to the short maturity of those instruments.

**(e) Impairment of financial assets**

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized as an impairment gain or loss in statement of profit or loss.

**(f) Reclassification**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

**(g) Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**(ix) Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits and liquid fund investments with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

**1. (B). Significant accounting judgements, estimates and assumptions**

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

**a) Contingencies**

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal, contractor, land access and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgments and the use of estimates regarding the outcome of future events.

**b) Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

Changes in assumptions about these factors could affect the reported fair value of financial instruments.

**1. (C) Standards issued but not effective:**

**Ind - AS 115 "Revenue from Contract with Customers**

Ind AS 115 was issued in February 2015. The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to the customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further, the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

This standard will come into force from accounting period commencing on or after 1st April, 2018. The company will adopt the new standard on the required effective date. The Company is in the process of making an assessment of the impact of Ind - AS 115 upon initial application, which is subject to changes arising from a more detailed ongoing analysis.

# Siel Financial Services Limited

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### Note 2 - Investments- Non Current

*All amounts in Rupees (unless otherwise stated)*

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>Investments at Cost</b>			
<b>Unquoted equity instruments - non trade</b>			
MSD Industrial Enterprises Ltd (295700 shares of face value of Rs. 10/- each)	10,822,620	10,822,620	10,822,620
	10,822,620	10,822,620	10,822,620
SFSL Investment Ltd (54 shares of face value of Rs. 10/- each)	540	540	540
	540	540	540
Less: Provision for diminution in value of investment	(10,823,160)	(10,823,160)	(10,823,160)
<b>Total</b>	-	-	-

### Note 3 - Loans-Non Current

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
(Unsecured, considered doubtful)			
Inter Corporate Deposits	9,250,150	9,250,150	9,250,150
<b>Less: Provision for Doubtful Debts</b>	<b>(9,250,150)</b>	<b>(9,250,150)</b>	<b>(9,250,150)</b>
<b>Total</b>	-	-	-

### Note 4 - Income tax assets

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>Tax assets</b>			
Advance income tax	1,362,049	2,281,781	14,191,873
<b>Tax Liabilities</b>			
Provision for Income Tax	(445,215)	(1,396,787)	-
<b>Total</b>	<b>916,834</b>	<b>884,994</b>	<b>14,191,873</b>

### Note 5 - Inventories

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Stock in trade-Shares	130,320	90,909	62,549
<b>Total</b>	<b>130,320</b>	<b>90,909</b>	<b>62,549</b>



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### Note 6 - Cash and cash equivalents

*All amounts in Rupees (unless otherwise stated)*

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 01, 2016
Cash on hand	4,999	290	466
Balances with banks:			
- Current account	1,720,406	855,339	488,657
- Deposit account	5,000,000	5,000,000	
<b>Total</b>	<b>6,725,405</b>	<b>5,855,629</b>	<b>489,123</b>

### Note 7 - Other Financial Assets

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 01, 2016
Interest accrued on deposits	535,765	202,295	-
<b>Total</b>	<b>535,765</b>	<b>202,295</b>	<b>-</b>

### Note 8 - Share Capital

#### a) Details of share capital is as follows:

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 01, 2016
<b>Authorised share capital</b>			
- 2,00,00,000 Equity Shares of Rs. 10 each	200,000,000	200,000,000	200,000,000
- 10,00,000 5% Redeemable Cumulative Preference shares of Rs. 100 each	100,000,000	100,000,000	100,000,000
<b>Total</b>	<b>300,000,000</b>	<b>300,000,000</b>	<b>300,000,000</b>
<b>Issued, subscribed and paid up</b>			
- 11,343,752 Equity Shares of Rs. 10 each	113,437,520	113,437,520	113,437,520
- Less Calls In Arrear	207,625	207,625	207,625
<b>Total</b>	<b>113,229,895</b>	<b>113,229,895</b>	<b>113,229,895</b>

#### b) Reconciliation of authorised, issued and subscribed share capital:

##### i. Reconciliation of authorised share capital as at year end :

Particulars	Equity shares	
	No. of shares	INR value
<b>At April 01, 2016</b>		-
Equity Shares of Rs. 10 each	20,000,000	200,000,000
<b>Increase/(decrease) during the year</b>		
Equity Shares of Rs. 10 each	-	-
<b>At March 31, 2017</b>		
Equity Shares of Rs. 10 each	20,000,000	200,000,000
	<b>20,000,000</b>	<b>200,000,000</b>
<b>Increase/(decrease) during the year</b>		
Equity Shares of Rs. 10 each	-	-
<b>As at March 31, 2018</b>		
Equity Shares of Rs. 10 each	20,000,000	200,000,000
	<b>20,000,000</b>	<b>200,000,000</b>

# Siel Financial Services Limited

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### ii. Reconciliation of issued and subscribed share capital as at year end :

*All amounts in Rupees (unless otherwise stated)*

Particulars	No. of shares	Value
<b>Equity shares of INR 10 each issued, subscribed and fully paid</b>		
<b>At April 01, 2016</b>		
-Equity Shares of Rs. 10 each	11,343,752	113,229,895
<b>Increase/(decrease) during the year</b>		
Equity Shares of Rs. 10 each	-	-
<b>At March 31, 2017</b>		
Equity Shares of Rs. 10 each	11,343,752	113,229,895
	<b>11,343,752</b>	<b>113,229,895</b>
<b>Increase/(decrease) during the year</b>		
Equity Shares of Rs. 10 each	-	-
<b>At March 31, 2018</b>		
Equity Shares of Rs. 10 each	11,343,752	113,229,895
	<b>11,343,752</b>	<b>113,229,895</b>

### c) Terms/ rights attached to equity shares:

The Company has only one class of equity shares having a par value of INR 10 per share. Each holder of the equity shares is entitled to one vote per share.

The Company declares and pays dividends in Indian Rupees. The Dividend proposed by the Board of directors is subject to the approval of shareholders in the ensuing Annual general meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### d) Details of shareholders holding more than 5% shares in the company

Name of the shareholder	As at March 31, 2018		As at March 31, 2017	
	No. of shares in millions	% holding in the equity shares	No. of shares in millions	% holding in the equity shares
Mawana Sugars Limited	10,613,382	93.56	10,613,382	93.56

e) There are no bonus issue or buy back of equity shares during the period of five years immediately preceding the reporting date.

### Note 9 - Other Equity

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Equity Component of Financial Instrument	40,020,155	40,020,155	40,020,155
Capital Reserve	62,050,000	62,050,000	-
General Reserve	5,053,989	5,053,989	5,053,989
<b>Retained Earnings</b>	<b>(264,395,509)</b>	<b>(265,679,285)</b>	<b>(284,424,575)</b>
<b>Total</b>	<b>(157,271,365)</b>	<b>(158,555,141)</b>	<b>(239,350,431)</b>



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### Note 10 - Non Current Borrowings

*All amounts in Rupees (unless otherwise stated)*

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 01, 2016
<b>Unsecured</b>			
<b>Liability Component of Compound Financial Instrument</b>			
5% Redeemable Cumulative Preference shares of Rs. 100 each	-	-	88,489,022
<b>Loans and advances from related parties</b>	<b>36,587,613</b>	36,587,613	36,587,613
<b>Total</b>	<b>36,587,613</b>	36,587,613	125,076,635

Note: Company has obtained interest free corporate deposit of Rs 1,20,00,000 & unsecured advance on current account of Rs 2,45,87,613 from Mawana Sugars Limited (formerly known as SIEL Limited) which is its Holding Company. The same shall be adjusted or paid as per mutually agreed terms. The same is not payable within 12 months from date of balance sheet (i.e. 31-March-2018)

### Note 11 - Short term borrowings

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 01, 2016
<b>Unsecured</b>			
Other loans and advances (short term)	15,700,000	15,700,000	15,700,000
<b>Total</b>	<b>15,700,000</b>	15,700,000	15,700,000

The Company had obtained interest bearing Inter Corporate Deposit of Rs 1,57,00,000 from SFSL Investments Limited which was step down subsidiary of its holding company. SFSL Investments Limited had been disposed off by holding company on 31st January, 2011 and is no longer a step down subsidiary of its holding company from 31st January, 2011. The Company is not paying interest from last few years and had taken letter for waiver of interest amount from SFSL Investments Limited vide letter dt. 02.09.2012 for previous periods as well as for future periods till company the net worth of the Company remains negative. Hence no provision / liability has been provided for interest amount. Since the said amount is payable on demand, the same in the absence of any confirmation, categorized as Short Term Borrowings.

### Note 12 - Other Payables

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 01, 2016
Statutory Dues	6,024	1,916	5,627
Other Payables	56,157	69,544	81,820
<b>Total</b>	<b>62,181</b>	71,460	87,447

### Note 13 - Other income

Particulars	Year ended	Year ended
	March 31, 2018	March 31, 2017
Gain of fair value of stock in trade	39,411	28,361
Interest From Bank	370,525	279,963
Interest From Income Tax Refunds	2,482,755	6,951,782
Sundry Balance Written Off	16,338	-
<b>Total</b>	<b>2,909,029</b>	7,260,106

# Siel Financial Services Limited

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### Note 14 - Other expenses

*All amounts in Rupees (unless otherwise stated)*

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Advertisement	38,672	33,958
Audit Fee	45,400	34,675
Bank Charges	915	27,549
Listing Fee	287,500	229,000
Misc Expenses	12	-
Postage	65,400	62,231
Printing & Stationery	43,920	40,334
Professional Fee	668,640	2,095,752
Registration & Filing Fee	5,579	8,026
Rent - Indore	24,000	24,000
<b>Total</b>	<b>1,180,038</b>	<b>2,555,525</b>

- 15 The Company has severely curtailed its operations due to meagerness of funds and adverse market conditions. The operations of the Company are restricted to realization of debtors or advances. The management is negotiating with certain parties for realizing some of the assets and is hopeful of generating funds for this business. The accounts of the company have been prepared on a "going concern" basis on an assumption & promises made by the management that adequate finances and opportunities would be available in the foreseeable future to enable the company to start operating on a profitable basis. In view of the above, the accounts of the Company have been prepared on a going concern basis.
- 16 The Company is a Non-Small and Medium Sized Company (Non-SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 2013. Accordingly, Company has complied with the Accounting Standards as applicable to a Non-Small and Medium Sized Company.
- 17 During the year ended 31st March, 2018, there are no MSMED parties accordingly information as required under Micro, Small & Medium Enterprises Development Act, 2006, has not been provided.
- 18 There are no employees in the company at the year ending 31-March-18. No Employee Benefits Schemes such as Gratuity, Provident Fund & other staff welfare schemes are applicable on the Company during the reporting year. Accordingly no provision has been made during the reporting period as mandated by "Ind AS 19 on Employees Benefits", issued by the Companies (Indian Accounting Standards) Rules, 2015.
- 19 The Company estimates the deferred tax (charge) / credit using the applicable rate of taxation based on the impact of timing differences between financial statements and estimated taxable income for the current year. Since there is no reasonable certainty in timing of realization of profits hence deferred tax asset (Net) has not been recognized.
- 20 **Earnings per share (EPS)**

Basic and Diluted EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	Year End March 31, 2018	Year End March 31, 2017
Profit after tax and exceptional item as per the statement of Profit and Loss	1,283,776	18,796,815
Weighted average number of equity shares for basic and diluted EPS	11,322,989	11,322,989
<b>Basic and diluted earnings per share (in Rs.)</b>	<b>0.11</b>	1.66
<b>Face Value per share (in Rs.)</b>	<b>0.11</b>	1.66



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### 21 Related party transactions

#### List of related parties

##### A. Holding Company

Mawana Sugars Ltd.

##### B. Fellow Subsidiaries

Siel Industrial Estate Limited

Siel Infrastructure & Estate Developers Private Limited

### II) Transactions with related parties

*All amounts in Rupees (unless otherwise stated)*

Particulars	Year ended	Year ended
	March 31, 2018	March 31, 2017
TDS Deposited by Mawana Sugars Ltd on behalf of Siel Financial Services Ltd.	83,733	214,138
Paid to Central Depository Services on behalf of Siel Financial Services Ltd by Mawana Sugars Ltd.	-	47,025
Advance Tax Deposited on behalf of Siel Financial Services Ltd by Mawana Sugars Ltd.	440,000	2,086,000
Reimbursement to Mawana Sugars Limited	523,733	2,347,163
<b>Balance Outstanding</b>		
Unsecured Loan Payable to Mawana Sugars Limited	36,587,613	36,587,613

### 22. Fair values

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values.

*All amounts in Rupees (unless otherwise stated)*

Particulars	Carrying Value			Fair Value		
	As at	As at	As at	As at	As at	As at
	March 31, 2018	March 31, 2017	April 01, 2016	March 31, 2018	March 31, 2017	April 01, 2016
<b>Financial assets</b>						
<b><u>Fair Valuation through Profit &amp; Loss</u></b>						
Investment in equity shares	130,320	90,909	62,549	130,320	90,909	62,549
<b><u>Fair Value at amortized cost</u></b>						
Investments	-	-	-	-	-	-
Loans and advances	-	-	-	-	-	-
Cash and Cash Equivalents	6,725,405	5,855,629	489,123	6,725,405	5,855,629	489,123
Other Financial Assets	535,765	202,295	-	-	202,295	535,765
<b>Total</b>	<b>7,391,490</b>	<b>6,148,833</b>	<b>551,672</b>	<b>6,855,725</b>	<b>6,148,833</b>	<b>1,087,437</b>
<b>Financial liabilities</b>						
<b><u>Fair Value at amortized cost</u></b>						
Borrowings	52,287,613	52,287,613	140,776,635	52,287,613	52,287,613	140,776,635
<b>Total</b>	<b>52,287,613</b>	<b>52,287,613</b>	<b>140,776,635</b>	<b>52,287,613</b>	<b>52,287,613</b>	<b>140,776,635</b>

The management assessed that cash and cash equivalents, other bank balances, trade receivables, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

# Siel Financial Services Limited

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### 22 B. Fair Value Hierarchy

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is insignificant to the fair value measurements as a whole.

Level 1 : Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2 : Valuation techniques for which the lowest level inputs that has a significant effect on the fair value measurement are observable, either directly or indirectly.

Level 3 : Valuation techniques for which the lowest level input which has a significant effect on fair value measurement is not based on observable market data.

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

#### Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2018:

*All amounts in Rupees (unless otherwise stated)*

Particulars	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
<b>I. Assets measured at fair value :</b>					
<b><u>Fair Valuation at Amortized cost :</u></b>					
Investments	31-Mar-18	-	-	-	-
Loans and advances	31-Mar-18	-	-	-	-
Borrowings	31-Mar-18	-	-	-	-
<b><u>Fair Valuation through Statement of Profit &amp; Loss</u></b>					
Investment in equity shares	31-Mar-18	130,320	130,320	-	-
<b>II. Liabilities for which fair value is disclosed:</b>					
<b><u>Fair Valuation at Amortized cost :</u></b>					
Borrowings	31-Mar-18	52,287,613	-	52,287,613	-

There have been no transfers between Level 1, Level 2 and Level 3 during the year ended March 31, 2018.

#### Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2017:

*All amounts in Rupees (unless otherwise stated)*

Particulars	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
<b>I. Assets measured at fair value (Note 23):</b>					
<b><u>Fair Valuation at Amortized cost :</u></b>					
Investments	31-Mar-17	-	-	-	-
Loans and advances	31-Mar-17	-	-	-	-
Cash and Cash Equivalents	31-Mar-17	5,855,629	-	5,855,629	-
Other Financial Assets	31-Mar-17	202,295	-	202,295	-
<b><u>Fair Valuation through Statement of Profit &amp; Loss</u></b>					
Investment in equity shares	31-Mar-17	90,909	90,909	-	-
<b>II. Liabilities for which fair value is disclosed :</b>					
<b><u>Fair Valuation at Amortized cost :</u></b>					
Borrowings	31-Mar-17	52,287,613	-	52,287,613	-

There have been no transfers between Level 1, Level 2 and Level 3 during the year ended March 31, 2017.



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Quantitative disclosures fair value measurement hierarchy for assets as at April 01, 2016:

*All amounts in Rupees (unless otherwise stated)*

Particulars	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
<b>Assets measured at fair value</b>					
<b>Fair Valuation at Amortized cost :</b>					
Investments	1-Apr-16	-	-	-	-
Loans and advances	1-Apr-16	-	-	-	-
<b>Fair Valuation through Statement of Profit &amp; Loss</b>					
Investment in equity shares	1-Apr-16	62,549	-	-	-
<b>II. Liabilities for which fair value is disclosed</b>					
<b>Fair Valuation at Amortized cost :</b>					
Borrowings	1-Apr-16	140,776,635	-	140,776,635	-

There have been no transfers between Level 1, Level 2 and Level 3 as at April 01, 2016.

### Valuation technique used to determine fair value

Type	Valuation technique	Significant observable input
Financial liabilities (Borrowings)	Discounted Cash Flow method: The valuation model considers the present value of expected payment, discounted using a risk adjusted discount rates.	Not applicable

### 23. Financial risk management objectives and policies

The Company's principal financial liabilities comprise of borrowings, other payables and provisions. The Company's principal financial assets include receivables and cash and cash equivalent.

#### Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market price. Market risk comprise of interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk.

#### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. However, as the Company does not have any outstanding floating rate interest bearing long term and short term debts at the balance sheet date. Therefore, a change in interest rates on the reporting date would neither affect profit or loss nor affect equity.

#### Fair value sensitivity analysis for fixed rate instruments

The Company does not have any fixed rate financial assets and liabilities at fair value through profit and loss as on date. Therefore, a change in interest rates at the reporting date would neither affect profit or loss not affect equity.

#### Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its financing activities, including deposits with banks. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount.

# Siel Financial Services Limited

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

An impairment analysis is performed at each reporting date on an individual basis for major clients. The calculation is based on exchange losses historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed below. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to financing activities as low on the basis of past default rates of its customers.

Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

<b>Movement in provisions of doubtful debts</b>	<i>All amounts in Rupees (unless otherwise stated)</i>	
<b>Particulars</b>	<b>Loans</b>	<b>Investments</b>
Provision as at April 01, 2016	9,250,150	10,823,160
Provision charged during the year 2016-17	-	-
Provision written back during the year 2016-17	-	-
Provision as at March 31, 2017	9,250,150	10,823,160
Provision charged during the year 2017-18	-	-
Provision written back during the year 2017-18	-	-
<b>Provision as at March 31, 2018</b>	<b>9,250,150</b>	<b>10,823,160</b>

### Liquidity risk

The Company manages its liquidity for working capital requirement to ensure smooth operation of the business.

<b>Particulars</b>	Less than 1 year	1-3 years	>3 years	Total
<b>As at March 31, 2018</b>				
Borrowings	-	-	52,287,613	52,287,613
<b>As at March 31, 2017</b>				
Borrowings	-	-	52,287,613	52,287,613
<b>As at April 01, 2016</b>				
Borrowings	88,489,022	-	52,287,613	140,776,635

### 24. Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

<b>Particulars</b>	<b>As at March 31, 2018</b>	As at March 31, 2017	As at April 01, 2016
Borrowings	<b>52,287,613</b>	52,287,613	140,776,635
Cash and Cash Equivalents	<b>(6,725,405)</b>	(5,855,629)	(489,123)
Net Debts	<b>45,562,208</b>	46,431,984	140,287,512
<b>Total Equity</b>	<b>(44,041,470)</b>	(45,325,246)	(126,120,536)
Capital Plus net debt	<b>1,520,738</b>	1,106,738	14,166,975
Gearing ratio (%)	<b>29.96</b>	41.95	9.90

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2017 and March 31, 2018.



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

25. The figures of the previous year have been regrouped/reclassified, wherever necessary, to conform to the current year's classification.

### 26. First time Ind AS Adoption Reconciliations

#### 26.1 Effect of Ind AS Adoption on the balance sheet as at March 31, 2017 and April 01, 2016

*All amounts in Rupees (unless otherwise stated)*

Particulars	Note No.	Previous GAAP	As at March 31, 2017 Effect of transition to Ind AS	As per Ind AS Balance Sheet
<b>ASSETS</b>				
<b>(1) Non-current assets</b>				
(a) Financial Assets				
-Investments	1	-	-	-
-Loans	2	-	-	-
(b) Other non- current assets	3	884,994	-	884,994
<b>Total Non-current assets</b>		<b>884,994</b>	<b>-</b>	<b>884,994</b>
<b>(2) Current assets</b>				
(a) Inventories	4	18,348	72,561	90,909
(b) Financial assets				
- Cash and cash equivalents	5	5,855,629	-	5,855,629
- Other Financial Assets	6	202,295	-	202,295
<b>Total current assets</b>		<b>6,076,272</b>	<b>72,561</b>	<b>6,148,833</b>
<b>Total Assets</b>		<b>6,961,266</b>	<b>72,561</b>	<b>7,033,827</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity share capital	7	113,229,895	-	113,229,895
(b) Other equity				
Capital reserve	8	62,050,000	-	62,050,000
General Reserve	8	5,053,989	-	5,053,989
Retained earnings	8	(225,731,691)	72,561	(225,659,130)
<b>Total equity</b>		<b>(45,397,807)</b>	<b>72,561</b>	<b>(45,325,246)</b>
<b>LIABILITIES</b>				
<b>(1) Non- current liabilities</b>				
(a) Financial liabilities				
-Borrowings	9	36,587,613	-	36,587,613
-Other non current financial Liabilities	10	-	-	-
<b>Total non- current liabilities</b>		<b>36,587,613</b>	<b>-</b>	<b>36,587,613</b>
<b>(2) Current liabilities</b>				
(a) Financial liabilities				
- Borrowings	11	15,700,000	-	15,700,000
(b) Other payables	12	71,460	-	71,460
<b>Total current liabilities</b>		<b>15,771,460</b>	<b>-</b>	<b>15,771,460</b>
<b>Total equity and liabilities</b>		<b>6,961,266</b>	<b>72,561</b>	<b>7,033,827</b>

# Siel Financial Services Limited

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

*All amounts in Rupees (unless otherwise stated)*

Particulars	Note No.	Previous GAAP	As at March 31, 2016 Effect of transition to Ind AS	As per Ind AS Balance Sheet
<b>ASSETS</b>				
<b>(1) Non-current assets</b>				
(a) Financial Assets				
-Investments	1	-		
-Loans	2		-	-
(b) Other non- current assets	3	14,191,873	-	14,191,873
<b>Total Non-current assets</b>		<b>14,191,873</b>	<b>-</b>	<b>14,191,873</b>
<b>(2) Current assets</b>				
(a) Inventories	4	18,348	44,201	62,549
(b) Financial assets				
- Cash and cash equivalents	5	489,123	-	489,123
- Other Financial Assets	6	-	-	-
<b>Total current assets</b>		<b>507,471</b>	<b>44,201</b>	<b>551,673</b>
<b>Total Assets</b>		<b>14,699,344</b>	<b>44,201</b>	<b>14,743,546</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity share capital	7	186,229,895	(73,000,000)	113,229,895
(b) Other equity				-
Equity Component of Financial Instrument			40,020,154	40,020,154
Capital reserve	8	-	-	-
General Reserve	8	5,053,989	-	5,053,989
Retained earnings	8	(228,959,600)	(55,464,975)	(284,424,574)
<b>Total equity</b>		<b>(37,675,716)</b>	<b>(88,444,820)</b>	<b>(126,120,536)</b>
<b>LIABILITIES</b>				
<b>(1) Non- current liabilities</b>				
(a) Financial liabilities				
-Borrowings	9	36,587,613	88,489,022	125,076,635
-Other non current financial Liabilities	10	-		-
<b>Total non- current liabilities</b>		<b>36,587,613</b>	<b>88,489,022</b>	<b>125,076,635</b>
<b>(2) Current liabilities</b>				
(a) Financial liabilities				
- Borrowings	11	15,700,000	-	15,700,000
(b) Other payables	12	87,447	-	87,447
<b>Total current liabilities</b>		<b>15,787,447</b>	<b>-</b>	<b>15,787,447</b>
<b>Total equity and liabilities</b>		<b>14,699,344</b>	<b>44,201</b>	<b>14,743,546</b>



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### 26.2 Reconciliation of total equity as at March 31, 2017 and April 01, 2016

*All amounts in Rupees (unless otherwise stated)*

Particulars	Note No.	As at March 31, 2017	As at April 01, 2016
Total Equity as per previous GAAP		(158,627,702)	(223,905,611)
Impact of measuring investments at fair value through profit and loss(FVTPL)		72,561	44,201
Preference share classified as a liability and recognized at amortized costs			(15,489,022)
Other Equity as per Ind AS		(158,555,141)	(239,350,431)

### 26.3 Effect of Ind AS Adoption on the statement of profit and loss for the twelve months ended March 31,2017

*Il amounts in Rupees (unless otherwise stated)*

Particulars	Previous GAAP	Effect of transition to Ind AS	As per Ind AS Statement of profit & loss
I Revenue from operations	-	-	-
II Other Income	6,951,782	28,361	6,98,0143
III Finance Income	279,963		2,79,963
IV <b>Total income (IV)</b>	<b>7,231,745</b>	<b>28,361</b>	<b>7,26,0106</b>
V <b>Expenses</b>			
Finance Cost	-	3,530,679	3,530,679
Other expenses	2,607,050	(51,525)	2,555,525
<b>Total expenses (V)</b>	<b>2,607,050</b>	<b>34,79,154</b>	<b>60,86,204</b>
VI <b>Profit/ (loss) before exceptional items and tax (IV-V)</b>	<b>4,624,695</b>	<b>(34,50,794)</b>	<b>11,73,901</b>
VII <b>Exceptional Items</b>	-	1,90,19,701	1,90,19,701
VIII <b>Profit/ (loss ) before tax (VI-VII)</b>	<b>4,624,695</b>	<b>15,568,907</b>	<b>20,193,602</b>
IX <b>Tax expense:</b>			
<b>Current tax</b>			
Income Tax Expenses	1,396,787	-	1,396,787
MAT credit entitlement		-	-
Adjustment of tax relating to earlier periods		-	-
Deferred tax	-	-	-
<b>Total tax expense (IX)</b>	<b>1,396,787</b>	<b>-</b>	<b>1,396,787</b>
X <b>Profit/ (loss) for the year from continuing operations (VIII-IX)</b>	<b>3,227,908</b>	<b>15,568,907</b>	<b>18,796,815</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
<b>Items that will not to be reclassified to statement of profit or loss</b>			
Re-measurement gains/ (losses) on defined benefit plans	-	-	-
Income tax effect	-	-	-
<b>Net comprehensive income not to be reclassified to statement of profit or loss in subsequent periods</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Other comprehensive income for the year, net of tax</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total comprehensive income of the year, net of tax</b>	<b>3,227,908</b>	<b>15,568,907</b>	<b>18,796,815</b>

# Siel Financial Services Limited

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### 26.4 Reconciliation of total comprehensive income for the year ended March 31, 2017

*All amounts in Rupees (unless otherwise stated)*

<b>Particulars</b>	<b>Note No.</b>	<b>As at March 31, 2017</b>
Net Profit as per previous GAAP		3,227,908
Impact of gain on redemption of preference shares		19,019,701
Impact of measuring investments at fair value through profit and loss(FVTPL)		28,361
Impact of recognising finance cost on preference shares		(3,530,679)
Prior Period Items		51,525
Other Comprehensive Income as per Ind AS		18,796,815

*The accompanying notes form an integral part of these Financial Statement*

**For SVTG & Co.**

*Chartered Accountants*

Firm Registration Number : 006935N

**For and on behalf of Board of Directors  
of Siel Financial Services Limited**

**Sanjay Vohra**

Partner

M.No.- 095930

**M V Kaushik**

Director

DIN : 07297518

**Santosh Kumar**

Director

DIN : 00994313

Place : New Delhi

Dated : 23rd May, 2018



# Siel FINANCIAL SERVICES LIMITED

(CIN No.L65999MP1990PLC007674)

Regd. Office: Soni Mansion, 12-B, Ratlam Kothi, Indore – 452001 (M.P.)

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Folio No./DP ID/Client ID	No. of Share(s):
Name of Member(s)	
Registered Address	

I/We, being the Member(s), holding ..... shares of the above named company, hereby appoint:

1.	Name			
	Address			
	E-mail Id		Signature	
	or failing him/her			
2.	Name			
	Address			
	E-mail Id		Signature	
	or failing him/her			
3.	Name			
	Address			
	E-mail Id		Signature	
	or failing him/her			

as my/ our Proxy to attend and vote (on a poll) for me/us on my/our behalf at the 27<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, the 29<sup>th</sup> September, 2018 at 10.00 AM at Soni Mansion, 12-B, Ratlam Kothi, Indore–452001 (M.P.)and any adjournment thereof in respect of such resolutions as are indicated below

Sl. No.	Resolution No.	Resolutions	Optional*
	<b>Ordinary Business:</b>	<b>FOR</b>	<b>AGAINST</b>
1.	To consider and adopt the Financial Statement which comprises of Balance Sheet as at 31 <sup>st</sup> March, 2018, the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended as on that date together with the Reports of Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Madhu Vrat Kaushik (DIN - 07297518), who retires by rotation and being eligible, offers himself for reappointment.		
3.	Ratification of appointment of M/s. SVTG & Co., Chartered Accountants (ICAI Firm Registration No:006935N), as Statutory Auditors of the Company and to fix their remuneration.		

Signed this ..... day of ..... 2018

.....  
Signature of Shareholder(s)

.....  
Signature of 1<sup>st</sup> Proxy holder      Signature of 2<sup>nd</sup> Proxy holder      Signature of 3<sup>rd</sup> Proxy holder .

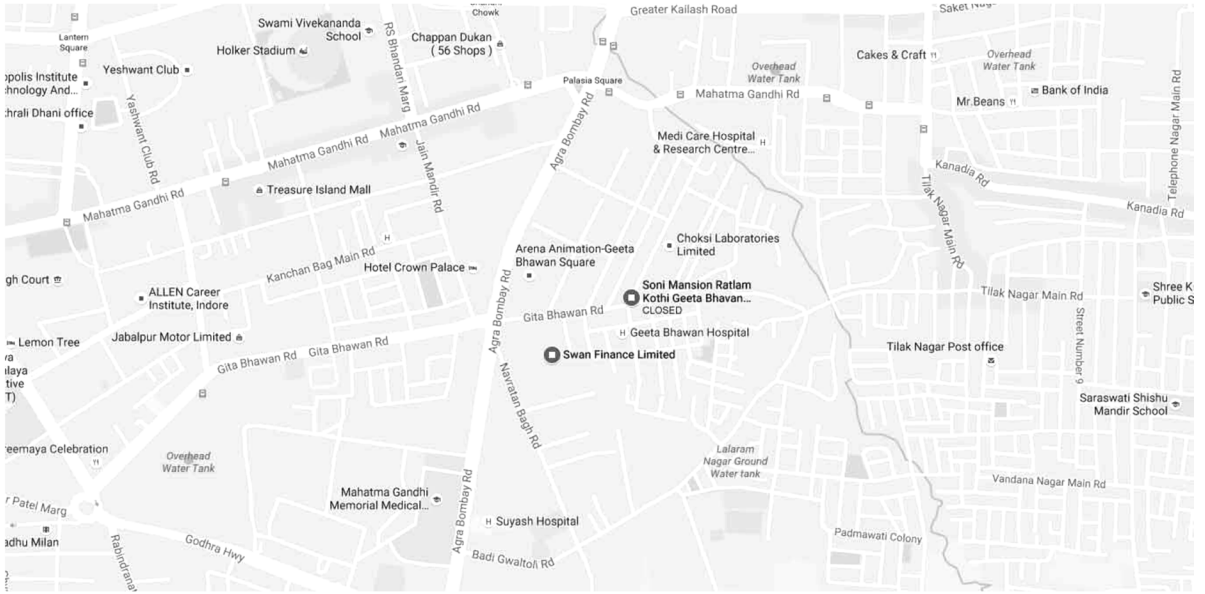


- Note:**
- This form of proxy in order to be effective should be duly completed and deposited at the Regd. office of the Company not less than 48 hours before the commencement of the Meeting.
  - For Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 27<sup>th</sup> Annual General meeting.
  - It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

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## Annual General Meeting Route Map



If undelivered, please return to :

**Siel Financial Services Limited**

Regd. Office: Soni Mansion, 12-B, Ratlam Kothi, Indore – 452001 (M.P.)