

**37TH**  
**ANNUAL REPORT & ACCOUNTS**  
**2016-2017**



**PURBASHA RESOURCES LIMITED**



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**37TH ANNUAL REPORT & ACCOUNTS 2016-2017**

**CORPORATE INFORMATION**

CIN L65993WB1980PLC032908

**BOARD OF DIRECTORS**

Shri. Vikash Agarwal Binjrajka - *Chairman & Non-Executive Director*  
Shri. Ayush Modi - *Managing Director & CFO*  
Shri. Ramesh Bansal - *Independent, Non-Executive Director*  
Shri. Ramesh Kumar Laddha - *Independent, Non-Executive Director*  
Shri. Amitabh Kejriwal - *Independent, Non-Executive Director*  
Shri. Lalit Kumar Pareek - *Non-Executive, Non-Independent Director*  
Smt. Vithika Agrawal Binjrajka - *Non Executive, Non-Independent Director*

**COMPANY SECRETARY**

Mrs. Rachana Singh

**AUDITOR**

Mr. Alok Kumar Jain  
*(Outgoing Statutory Auditor)*  
M/s Bandyopadhyay & Dutt, *Chartered Accountants*  
*(Incoming Statutory Auditor)*

**SECRETARIAL AUDITOR**

Ms. Amber Ahmad  
*Company Secretary in Practice*

**REGISTERED OFFICE**

PURBASHA HOUSE, 25, Park Lane, Kolkata – 700 016, India  
Phone: 2229-2881, 2249-5524; Fax: 91-33- 40625269;  
email : prl@purbasha.co.in  
Website: www.purbasha.in

**SHARES LISTED ON**

Calcutta Stock Exchange

**REGISTRAR AND SHARE TRANSFER AGENT**

Niche Technologies Pvt. Ltd.  
C – 444, Bagree Market  
71, B.R.B.B. Road, Kolkata - 700 001  
Phone: 033 - 2234 3576  
Email: nichetechpl@nichetechpl.com



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## **NOTICE**

Notice is hereby given that the **37th Annual General Meeting** of the Company will be held at 25, Park Lane, Kolkata – 700016 on **Thursday, 14th September, 2017**, at 11.00 A.M. for transacting the following business:

### **ORDINARY BUSINESS**

#### **Item No. 1 – Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 along with report of Board of Directors and Auditors thereon.

#### **Item No. 2 – Appointment of Director**

To appoint a Director in place of Mrs. Vithika Agrawal Binrajka (DIN: 05211125) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers herself for reappointment.

#### **Item No. 3 – Appointment of Statutory Auditor to fill up the casual vacancy**

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(8), 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules made thereunder, as amended from time to time, M/s Bandyopadhyay & Dutt, Chartered Accountants, Kolkata (Firm Registration No. 325116E) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of existing Statutory Auditor, Mr. Alok Kumar Jain, Chartered Accountant (Membership No. 056239), who shall cease to hold from the conclusion of this Annual General Meeting.

**RESOLVED FURTHER THAT** M/s Bandyopadhyay & Dutt, Chartered Accountants, Kolkata (Firm Registration No. 325116E) be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of 5 years from the conclusion of this Annual General Meeting till the conclusion of the 42nd Annual General Meeting of the Company, subject to ratification of the appointment by the Members at every Annual General Meeting at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

### **SPECIAL BUSINESS**

#### **Item No. 4 – Regularisation of Mr. Ayush Modi (DIN: 07007194) as Director**

To consider and, if thought fit, to pass with or without Modification, the following resolution as an Ordinary Resolution:-

**"RESOLVED THAT** pursuant to Sections 152, 160 and other applicable provisions, if any, of Companies Act, 2013 ('the Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory Modification(s) or re-enactment thereof for the time being in force) Mr. Ayush Modi (DIN: 07007194), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 28th July, 2017 in terms of Section 161(1) of the Companies Act, 2013 and Article 87 of the Articles of Association



**NOTICE** (Contd.)

and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company.

**Item No. 5 Appointment of Mr. Ayush Modi (DIN: 07007194) as Managing Director**

**"RESOLVED THAT** pursuant to the provision of Sections 196, 197, 198, 203 read with Schedule V, Part – II (A) of Section – II to the Act and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Appointment and Remuneration of Managerial Personnel Rules 2014, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 93 of the Article of Association of the Company and subject to such other approvals, as may be necessary, consent of the members be and hereby accorded, to the appointment of Mr. Ayush Modi (DIN 07007194) as a Managing Director of the Company for a period of 3 years with effect from 14th September, 2017 till 13th September, 2020, upon the following terms and conditions including remuneration recommended by the Nomination and Remuneration Committee, viz.:

- a. Salary not exceeding Rs. 75,000 (Rupees Seventy Five Thousand only) per month, as may be decided/ approved hereafter from time to time.
- b. Reimbursement of medical expenses incurred for treatment of himself and family (wife and children), up to a limit of one month's salary in a year or three months' salary in a bloc of three years.
- c. Provision of free unfurnished accommodation by the Company, provided that the expenditure to be incurred by the Company for hiring accommodation shall be subject to a ceiling of 60% (sixty percent) of salary, over and above 10% (ten percent) payable by himself plus gas, electricity, water and furnishings (non-interchangeable), to be evaluated as per Income Tax Rules, 1962.
- d. Fees of clubs, subject to maximum of two clubs. Admission/life membership fees not payable.
- e. Leave Travel Concession for himself and family once in a year to and from any place in India, as per rules of the Company.
- f. Gratuity at the rate not exceeding  $\frac{1}{2}$  (one-half) month's salary for each completed year of service, to be payable on termination of appointment with the Company.
- g. Provision by the Company of a car with driver for official use and a telephone at his residence, provided that the expenditure on long-distance personal calls shall be recovered.
- h. Leave accumulated but not availed of during his tenure of appointment shall be allowed to be encashed on termination of appointment. "

The Contract of employment can be terminated by either side by giving one month's notice or one month's basic pay in lieu thereof.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profit in any financial year during his tenure, the aforesaid remuneration shall be paid as minimum remuneration, provided that the total remuneration shall not exceed the ceiling as provided under Section – II of Part – II of Schedule V to the Companies Act, 2013 or any statutory Modification(s) or re-enactment(s) thereof as in force from time to time.



**NOTICE** (Contd.)

**RESOLVED FURTHER THAT** the Board of Directors may on the recommendation of the Nomination and Remuneration Committee be and is hereby authorised to alter and vary such terms of appointment and remuneration so as not to exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Ayush Modi.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit."

By Order of the Board

Sd/-

**(VIKASH AGARWAL BINJRAJKA)**

Chairman

DIN : 00012978

Place : Kolkata

Date : 28th July, 2017

**Notes :**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The proxy form duly completed and signed, should be deposited with the company, at its registered office at least 48 hours before the time of the meeting. A proxy form for the Annual General Meeting is enclosed.

A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or members.

- 2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf in the meeting.**
- 3. Pursuant to the provisions of Section 91 of the Companies act, 2013, the Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 8th September, 2017 to Thursday, 14th September, 2017 (both days inclusive).**
- 4. Members are requested to bring their copy of Annual Report at the Meeting and produce the enclosed attendance slip at the entrance to the place of the meeting.**
- 5. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on weekdays (3.00 p.m. to 5 p.m.) up to and including the date of the Annual General Meeting of the Company.**



**NOTICE** (Contd.)

6. Members/proxies are requested to bring the attendance slips sent herewith duly signed for attending the meeting.
7. Copies of the Annual Report will not be distributed at the meeting. Members/proxies are requested to bring their copies of the same to the meeting.
8. The business set out in the Notice will be transacted through remote e-voting and ballot paper at the venue of the meeting and the Company is providing facility for the same. The complete details of the instructions for remote e- voting and voting at the venue of the AGM are annexed to this notice.

**9. VOTING THROUGH ELECTRONIC MEAN**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, 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 SEBI Listing Obligations & Disclosure Requirements Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The instructions for shareholders voting electronically are as under :
  - (i) The remote e-voting period commences on 11th September, 2017 (10:00 am) and ends on 13th September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 7th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
  - (iii) Click on "Shareholders" tab.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.



**NOTICE** (Contd.)

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>• Please Enter the DOB or Bank Account Number in order to Login.</li> <li>• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).</li> </ul>

- (vii) If you are a first time user follow the steps given below:
- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. PURBASHA RESOURCES LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.





**NOTICE** (Contd.)

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). or contact them at 1800 200 5533.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 10.** The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 7th September, 2017. A person who is not a member as on cut off date should treat this notice for information purpose only.
- 11.** The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by depositories as at closing hours of business, on 14th July, 2017.



12. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 7th September, 2017 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
13. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
14. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 7th September, 2017 are requested to send the written / email communication to the Company at prl@purbasha.co.in by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
15. Ms. Amber Ahmad, Company Secretary in whole time practice (Certificate of Practice Number 8581) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
16. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.purbasha.in and on the website of CDSL. The same will be communicated to the stock exchange viz. Calcutta Stock Exchange Limited where the shares of the company are listed.
17. Additional Information Pursuant to Regulation 36 of SEBI, Listing Regulations and Disclosure Requirements Regulations, 2015 in respect of Directors seeking appointment/reappointment at AGM forms part of the Notice.

By Order of the Board

Sd/-

(VIKASH AGARWAL BINJRAJKA)

Chairman

DIN : 00012978

Place : Kolkata

Date : 28th July, 2017



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM 3

Mr. Alok Kumar Jain, Chartered Accountant (Membership No. 056239), existing Statutory Auditor of the Company, was appointed as Statutory Auditor of the Company to hold office till conclusion of 41st Annual General Meeting of the Company, subject to ratification by members at each Annual General Meeting. However, due to certain unavoidable circumstances he tendered his resignation expressing his desire to cease to hold office from the conclusion of the ensuing 37th Annual General Meeting. His resignation from the position of Statutory Auditor of the Company has resulted into a casual vacancy in the office of statutory auditor of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

Consequent upon the casual vacancy caused due to resignation of the existing Auditor and pursuant to Section 139(8) of the Act, the Board of Directors of the Company ('the Board'), on the recommendation of Audit Committee, at its Meeting held on 28th July, 2017 considered the appointment of M/s. Bandyopadhyay & Dutt, Chartered Accountants (FRN 325116E), who has given his written consent and certificate of eligibility for the said appointment, as Statutory Auditors of the Company to take effect from the date of ensuing Annual General Meeting, subject to approval of the members.

Accordingly, it is proposed for the Members of the Company to take note and approve the appointment of M/s. Bandyopadhyay & Dutt, Chartered Accountants to act as Statutory Auditors of the Company for a term of five years from the conclusion of 37th Annual General Meeting until the conclusion of the 42nd Annual General Meeting of the Company, subject to ratification by Members at each Annual General Meeting to be held thereafter.

The above Auditors are not disqualified from being appointed as Statutory Auditors of the Company in terms of Section 141 of the Act. The Company has received consent and eligibility certificate from M/s Bandyopadhyay & Dutt, to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board therefore, recommends the Resolution to be passed as an Ordinary Resolution by the Members.

### ITEM 4

The Board of Directors of the Company ('the Board') at its Meeting held on 28.07.2017, on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Ayush Modi (DIN:07007194), as an Additional Director of the Company and Managing Director for a term of 3 years subject to his regularisation as Director and approval to his appointment as Managing Director w.e.f. 14th September, 2017.

By virtue of Section 161 of the Companies Act, 2013 ('the Act'), he holds office upto the date of ensuing Annual General Meeting of the Company and is eligible for re-appointment. The Company has received notice in writing along with requisite deposit from a Member of the Company in terms of Section 160 of the Act proposing the candidature of Mr. Ayush Modi for the office Director of the company.

Mr. Ayush Modi holds a Bachelor of Commerce degree and a professional degree of Chartered Financial Analyst. As an investment professional he has immense knowledge in the field of Finance and Investment. He



is on the Board of other companies also. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

None of the other Directors except Mr. Ayush Modi to the extent of his appointment or Key Managerial Personnel of the Company, or their relatives is concerned or interested, financially or otherwise, in this resolution set out at Item no.4 of the Notice.

The Board therefore, recommends the Resolution to be passed as an Ordinary Resolution by the Members.

#### **ITEM 5**

Pursuant to Section 203 of the Companies Act, 2013, every listed company must appoint three categories of Key Managerial Personnel, one of them being a Managing Director. Since, Mr. Vikash Agarwal Binrajka (DIN 00112978) had relinquished the post of Whole Time Director vide letter dated 7th July, 2017, requesting to change his designation from Whole Time Director of the Company to Non Executive Director and Chairman of the Company, it was therefore necessary to fill the vacancy caused by such change.

The Board of Directors of the Company ('the Board') at its Meeting held on 28.07.2017, on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Ayush Modi (DIN: 07007194), as Managing Director of the Company subject to the approval of Members, for a period of 3 years from the date of this Annual General Meeting i.e. 14th September, 2017 till 13th September, 2020.

Therefore the approval of the members is being sought for the appointment of Mr. Ayush Modi as Managing Director, not liable to retire by rotation on the terms and conditions and payment of remuneration as set out in Resolution under Item 5 relating to his appointment.

Mr. Ayush Modi does not hold any share in the Company in his individual capacity or on a beneficial basis for any other person. Brief profile of Mr. Ayush Modi is set out in the "Information of Director pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015" which is annexed with the notice.

Mr. Ayush Modi holds a Bachelor of Commerce degree and a professional degree of Chartered Financial Analyst. As an investment professional he has immense knowledge in the field of Finance and Investment. He is also rendering his services on the Board of a NBFC company. The Company shall stand to benefit from his young and dynamic approach to management and leadership.

In view of the foregoing, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Managing Director of the Company.

None of the other Directors except Mr. Ayush Modi to the extent of his appointment or Key Managerial Personnel of the Company, or their relatives is concerned or interested, financially or otherwise, in this resolution set out at Item no.5 of the Notice.

The Board therefore, recommends the Resolution to be passed as an Ordinary Resolution by the Members.



**DISCLOSURES AS REQUIRED SCHEDULE V PART II SECTION II-PARAGRAPH B (IV)**

**GENERAL INFORMATION**

- (1) **Nature of Industry :** Non Banking Financial Company
- (2) **Date or expected date of commencement of commercial production :** The Company was incorporated as a Private Company on 02.08.1980 and since then it has commenced its business, later on after obtaining necessary approval vide certificate of incorporation dated 29.01.1996 it was converted into public company.
- (3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :** N.A.
- (4) **Financial performance based on given indicators :** Financial performance of the Company during last three years:

Amt in Rs.

Financial Parameters	Financial Year		
	2016-2017	2015-2016	2014-2015
Total Revenue	2,614,929	33,362,524	6,904,916
Profit before tax	472,705	1,724,255	1,744,572
Net profit after tax	200,653	1,499,097	1,637,792
Equity Share Capital	30,010,000	30,010,000	30,010,000
Reserve and Surplus	41,910,680	41,710,027	40,210,930

- (5) **Foreign Investments or collaborations, if any:** None

**INFORMATION ABOUT THE APPOINTEE :**

- (1) **Background Details :** Mr. Ayush Modi holds a Bachelor of Commerce degree and a professional degree of Chartered Financial Analyst. As an investment professional he has immense knowledge in the field of Finance and Investment. He is also rendering his services on the Board of a NBFC company and other private companies also. The Company shall stand to benefit from his young and dynamic approach to management and leadership.
- (2) **Past remuneration :** NA.
- (3) **Recognition or Awards :** NIL
- (4) **Job profile and his suitability :** Mr. Ayush Modi shall devote his whole time and attention to the business of the Company and shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

Considering his qualification, experience of the business in which the Company operates, the remuneration proposed is justified. Considering education and experience of Mr. Ayush Modi, his appointment on the Board as Managing Director would help the Company for future growth and expansion.



- (5) **Remuneration proposed** : As mentioned in resolution proposed in Item No. 5 of the Notice.
- (6) **Comparative remuneration profile** : The remuneration being paid to him is most reasonable considering other similar sized companies, the type of industry and his position and profile.
- (7) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any** : Besides the remuneration being paid to him as Managing Director, he does not have any other pecuniary relationship with the company or any other managerial personnel.

**OTHER INFORMATION :**

Owing to demonetization the margins of the Company were affected. The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position.

**Information pursuant to Regulation 36(3) of the (Listing Obligations and Disclosure Requirements) Regulations 2015 on Directors recommended for appointment/ reappointment at the 37th Annual General Meeting vide Item No.2 & 4 of the Notice as follows :**

Name of the Directors	<b>Vithika Agrawal Binrajka</b>	<b>Ayush Modi</b>
DIN	05211125	07007194
Date of Birth	09.05.1974	03.07.1993
Date of appointment	18.08.2014	28.07.2017
Qualification	Post Graduate Diploma in Management	B.COM, CFA
Experience	Mrs. Binrajka holds a management degree from IIM, Ahmedabad. She has been working since last 20 years in various capacities. She has expert knowledge and skill in the fields of financial, supply chain and human resource management.	Mr. Ayush Modi has immense knowledge in the field of Finance and Business Administration. He is a qualified Chartered Financial Analyst. He is also inducted on the board of a NBFC company as well as other companies.
Directorship	1. Purbasha Resources Limited. 2. Eastern Agro Foods Private Limited. 3. Geo Nutri Foods Private Limited. 4. Optimize IT Systems Private Limited.	1. Indian Base Metals Co Ltd. 2. Eastern Nutriment Private Limited. 3. Eastern Bakeries Private Limited.
Membership & Chairmanship of Committees of Listed Entities (Including Audit Committee & Stakeholders Relationship Committee)	None	None
Number of shares held in the Company	Nil	Nil
Relationship with any director of the company	Sister in law of Mr. Vikash Agarwal Binrajka	None



## DIRECTORS' REPORT TO THE SHAREHOLDERS

Dear Shareholders,

### Performance / Operations :

The Directors have pleasure in presenting the 37th Annual Report together with the Audited Statement of Accounts of Purbasha Resources Limited ("the Company") for the year ended March 31, 2017.

### Financial Performance :

The summarized standalone and consolidated results of your Company and its associates/subsidiaries are given in the table below :

(Rs. In Lacs)

PARTICULARS	FINANCIAL YEAR ENDED		
	STANDALONE		CONSOLIDATED
	31/03/2017	31/03/2016	*31/03/2016
Total Income	26.149	333.63	344.24
Profit/(loss) before Interest, Depreciation & Tax (EBITDA)	5.98	18.49	19.12
Finance Charges	-	-	-
Depreciation	1.25	1.24	1.25
Provision for Income Tax (including for earlier years)	2.72	2.25	2.66
Net Profit/(Loss) After Tax	2.00	14.99	66.23
Profit/(Loss) brought forward from previous year	72.10	70.11	171.09
Amount transferred to Reserve Fund u/s 45- IC (1) of Reserve Bank of India Act, 1934	0.401	2.998	2.998
Amount transferred to General Reserve	10.00	10.00	10.00
Profit/(Loss) carried to Balance Sheet	63.70	72.10	122.12

\*The company has divested its investments in equity shares of its wholly owned subsidiary companies during the financial year under review. Hence consolidation was not required.

Previous year figures have been regrouped/rearranged wherever necessary.

### Operational Review :

During the year, the net revenue from operations of your Company decreased from Rs 333.63 Lacs to Rs. 26.15 Lacs. For financial year 2016- 2017, your Company's profit after tax stood at Rs. 2.00 lacs approx vis-à-vis Rs. 14.99 lacs in the previous year.

**DIRECTORS' REPORT TO THE SHAREHOLDERS (Contd.)****Dividend :**

With a view to conserve resources the Company has not declared any dividend during the year.

**Reserves :**

The Company proposes to carry Rs.10,00,000/- to General Reserves and Rs.40,131/- to Statutory Reserves in terms of Section 451C of RBI Act, 1934.

**Deposits :**

Your company being a non deposit taking NBFC registered with RBI did not hold any public deposits at the beginning of the year nor has it accepted any public deposits during the year under review. The Board of Directors has duly passed a resolution in their meeting giving effect to the aforesaid statement.

**Capital/ Finance :**

There has been no change in the Financial Structure of the Company during the year.

As on 31st March, 2017, the issued, subscribed and paid up share capital of your Company stood at Rs.3,00,10,000/-, comprising 30,01,000 Equity shares of Rs.10/- each.

**Extract of Annual Return :**

Pursuant to Section 134(3) (a) of the Act read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return as per Section 92(3) of the Companies Act, 2013 is Annexed as **Annexure 1**.

**Details of Board meetings and Committee meetings :**

During the year, 5(five) Board meetings were held as on 23rd May, 2016, 28th July, 2016, 16th August, 2016, 11th November, 2016, 6<sup>th</sup> February, 2017 respectively and 5( five) Audit Committee meetings as on 23rd May, 2016, 28th July, 2016, 16th August, 2016, 11th November, 2016, 6<sup>th</sup> February, 2017 and 2(Two) Stakeholder's Committee Meeting on 23rd May, 2016 and 11th November, 2016, & 1(one) Nomination & Remuneration Committee meeting on 23rd May, 2016, were held and duly convened. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

**Particulars of Loan, Guarantees and Investments under Section 186 :**

Since your Company is a Non-Banking Financial Company (NBFC) registered with Reserve Bank of India having principal business of giving of loans and making investments in the ordinary course of business, the provisions of Section 186 of the Companies Act, 2013 do not apply to the Company.

**Particulars of Contracts or Arrangements with Related Parties :**

Few contracts / arrangements / transactions were made in the ordinary course of business and on 'arm's length' basis with some of the related parties; and, therefore, the provisions of Section 188 of the Companies Act, 2013 do not apply to the said transactions. Further, the particulars of contracts or arrangements with related parties for the Financial Year 2016-17 which are not in ordinary course of business but at arm's length basis are disclosed in the Board's Report in the prescribed Form AOC-2 enclosed with the report (as **Annexure 2**).





## DIRECTORS' REPORT TO THE SHAREHOLDERS (Contd.)

Pursuant to provisions of Section 177 of the Companies Act, 2013, all proposed related party transactions to take place during financial year 2016-2017 were placed before the audit committee for approval at the beginning of the financial year. The transactions entered into pursuant to the approval so granted were placed before the audit committee for its review and ratification for modifications, if any, on a quarterly basis. None of the directors has any pecuniary relationship or transaction vis-à-vis the company.

Further the additional disclosure pursuant to Regulation 34(3) and 53(f) read with Para-A of Schedule-V of SEBI, Listing Obligations and Disclosure Requirements Regulations, 2015 is given in note no 18.2.b of notes to accounts.

**Material changes and commitments, if any, affecting the financial position of the company which has occurred between the end of the financial year of the company to which the financial statements relate and the date of the report :**

The Company had divested its investment in equity shares of the its five wholly owned subsidiaries during the financial year ended 31st March, 2017. The divestment, however, had no major impact on the financial position of the Company.

### **Compliance with Non-Banking Financial Companies (Reserve Bank) Directions :**

The Company has complied with relevant provisions of the Reserve Bank of India Act, 1934 and Non- Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, as amended. The Company has also been submitting periodic returns and audited statements regularly.

### **Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo :**

Particulars as required under Section 134(3)(m) read with sub-rule 3(A) and (B) of Rule 8 of Companies (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption do not apply to the Company. There was no Foreign Exchange Earnings and Outgo during the FY 2016-17.

### **Subsidiaries, Joint Venture or Associates :**

As on 31st March, 2017 the Company does not have any Subsidiary, Associate Company or joint venture company. Details of subsidiaries which have now ceased to be subsidiaries are as under:

	Name	CIN	% of Shares Holding	Subsidiary/associate /joint venture
1.	Ersa Pharma Traders Limited	U74900WB2015PLC205820	100.00%	Ceased to be subsidiaries w.e.f. 06.02.2017
2.	Ersa Textile Traders Limited	U17291WB2015PLC205823	100.00%	
3.	Kotiratan Textiles Limited	U17291WB2015PLC205854	100.00%	
4.	Nirmalkunj Agritech Limited	U51909WB2015PLC205885	100.00%	
5.	Nityadhara Sarees Limited	U17291WB2015PLC205886	100.00%	

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, and related information of the Company will be available on our website [www.purbasha.in](http://www.purbasha.in). These documents will also be available for inspection during business hours at the registered office of the Company.



## **DIRECTORS' REPORT TO THE SHAREHOLDERS (Contd.)**

### **Risk Management Policy :**

The Company's business exposure to the normal financial and market risks continue to be monitored and managed by experienced people to commensurate with the volume of business activities and the perceived risk requirements.

### **Directors and Key Managerial Personnel :**

The Board of Directors, at their meeting held today viz. 28<sup>th</sup> July, 2017, on the recommendation of the Nomination & Remuneration Committee appointed Mr. Ayush Modi (DIN: 07007194) as an Additional Director (Executive, Non-Independent Director) of the Company. In terms of the provisions of the Articles of Association of the Company and Section 161 of the Companies Act, 2013, Mr. Ayush Modi shall vacate office at the ensuing annual general meeting. Therefore, the Board of Directors has recommended for the approval of the members the appointment of Mr. Ayush Modi as an Executive, Non-Independent Director of the Company. Notice under Section 160 of the Act, has also been received from a member of the Company proposing candidature of Mr. Ayush Modi.

Moreover, based on the recommendation of the Nomination & Remuneration Committee, applicable provisions of the Articles of Association of the Company, applicable provisions of Companies Act, 2013 and in terms of consent received from Mr. Ayush Modi, the Board has appointed him as Managing Director of the Company, subject to the necessary approvals of the shareholders. The Board of Directors has recommended for the approval of the members the appointment of Mr. Ayush Modi as a Managing Director of the Company, not liable to retire by rotation, for a period of three years with effect from the date of the ensuing annual general meeting of the Company till 13<sup>th</sup> September, 2020.

The aforesaid matters are being separately put up for shareholders' approvals through the Notice of the ensuing annual general meeting of the Company.

Mr. Vikash Agarwal Binrajka (DIN: 00012978), whole-time director of the company, informed the Board of his decision to relinquish the office of Whole-time Director of the Company. He expressed his inability to devote adequate time towards his duties as whole-time director owing to his other commitments and involvement with growth and development of all other companies within the group. In view of his long term association as promoter director and at the request of the Board of Directors, Mr. Binrajka has agreed to guide and advise the new management of the Company by being the Non-Executive Director and Chairman of the Company. Accordingly, the Board of Directors, re-designated Mr. Vikash Agarwal Binrajka's office from Whole Time Director to Chairman and Non-Executive Director to take effect from the conclusion of the meeting held today.

Further, Mr. Vikash Agarwal Binrajka, has also resigned from the office of CFO. In terms of provisions of Section 203 of the Companies Act, 2013, it is necessary to appoint a CFO of the company. Consequently, on the recommendation of Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Ayush Modi, as the CFO of the Company with effect from the conclusion of the meeting held today.

### **Director retiring by rotation :**

Mrs. Vithika Agarwal Binrajka (DIN: 05211125), Non-Executive Director of the Company, will retire by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment.