

**38TH  
ANNUAL REPORT & ACCOUNTS  
2017-2018**



**PURBASHA RESOURCES LIMITED**



**PURBASHA RESOURCES LIMITED**  
**38TH ANNUAL REPORT & ACCOUNTS 2017-2018**

**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 Agarwal Binjrajka - *Non Executive, Non-Independent Director*

**COMPANY SECRETARY**

Mrs. Rachana Singh

**AUDITOR**

M/s. Bandyopadhyay & Dutt  
*Chartered Accountants*

**SECRETARIAL AUDITOR**

Ms. Amber Ahmad  
*Company Secretary in Practice*

**REGISTERED OFFICE**

PURBASHA HOUSE  
25, Park Lane, Kolkata – 700 016, India  
Phone : 91-33-2229-2881, 2249-5524; Fax : 91-33- 4062-5269  
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



## CONTENTS

<i>NOTICE</i> .....	03
<i>DIRECTORS' REPORT</i> .....	09
<i>MGT-9</i> .....	19
<i>AOC-2</i> .....	29
<i>MANAGEMENT DISCUSSION ANALYSIS REPORT</i> .....	30
<i>INDEPENDENT AUDITORS' REPORT</i> .....	36
<i>BALANCE SHEET</i> .....	42
<i>STATEMENT OF PROFIT &amp; LOSS</i> .....	43
<i>CASH FLOW STATEMENT</i> .....	44
<i>NOTES FORMING PART OF THE FINANCIAL STATEMENTS</i> .....	45

**NOTICE**

Notice is hereby given that the **38th Annual General Meeting** of the Company will be held at 25, Park Lane, Kolkata – 700016 on **Monday, 27th August, 2018**, 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, 2018 along with report of Board of Directors and Auditors thereon.

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

To appoint a Director in place of Mr. Lalit Kumar Pareek (DIN: 01078494) who retires by rotation in terms of Section 152(5) of the Companies Act, 2013 and being eligible offers himself for reappointment.

By Order of the Board

Sd/-

**Vikash Agarwal Binrajka**  
(Chairman)

DIN : 00012978

Place : Kolkata

Date : 29th June, 2018

**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.

- 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.
- 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 Tuesday, 21st August, 2018 to Monday, 27th August, 2018 (both days inclusive).
- 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.



**NOTICE** (Contd.)

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.
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 MEANS**
  - 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 24th August, 2018 (10:00 am) and ends on 26th August, 2018 (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 20th August, 2018, 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,



**NOTICE** (Contd.)

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (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.



**NOTICE** (Contd.)

- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take 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



**NOTICE** (Contd.)

Company as on the cut-off date of 20th August, 2018. 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 30th June, 2018.
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 20th August, 2018 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. 20th August, 2018 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 : 29th June, 2018





**NOTICE** (Contd.)

Information pursuant to Regulation 36(3) of the (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard - 2 on General Meetings on Directors recommended for reappointment at the 38th Annual General Meeting Vide Item No.2 of the Notice as follows :

Name of the Director	Lalit Kumar Pareek
DIN	01078494
Date of Birth	18.04.1969
Date of appointment	21.04.2003
Qualification	Graduate in Bachelors of Commerce
Experience	He has been in the industry for more than 13 years. He has expert knowledge in the field of Finance and Management. He has vast experience of handling various business transactions and taking administrative decisions. He is also on board of several other Companies.
Directorship	1. Purbasha Resources Limited. 2. Epic Marketing Co. Private Limited. 3. Maral Properties Private Limited. 4. Stuti Initiative For Social Development.
Membership & Chairmanship of Committees of Listed Entities (Including Audit Committee & Stakeholders Relationship Committee)	Member of Nomination & Remuneration & Chairman of Stakeholders Relationship Committee of Purbasha Resources Limited
Number of shares held in the Company	500
Relationship with any director of the company	NA



## DIRECTORS' REPORT TO THE SHAREHOLDERS

Dear Shareholders,

### Performance / Operations :

The Directors have pleasure in presenting the 38th Annual Report together with the Audited Statement of Accounts of Purbasha Resources Limited ("the Company") for the year ended March 31, 2018.

### Financial Performance :

The summarized standalone result of your Company is given in the table below :

(Rs. In Lacs)

Financial Parameters	FINANCIAL YEAR ENDED	
	Standalone	
	31/03/2018	31/03/2017
Total Income	69.926	26.149
(Profit/(loss) before Interest, Depreciation & Tax EBITDA	35.428	5.98
Finance Charges	-	-
Depreciation	1.24	1.25
Provision for Income Tax (including for earlier years)	0.463	2.72
Net Profit/(Loss) After Tax	34.649	2.00
Profit/(Loss) brought forward from previous year	63.70	72.10
Amount transferred to Reserve Fund u/s 45- IC (1) of Reserve Bank of India Act, 1934	6.92	0.401
Amount transferred to General Reserve	10.00	10.00
Profit/(Loss) carried to Balance Sheet	81.42	63.70

Previous year figures have been regrouped/rearranged wherever necessary.

### Operational Review :

During the year, the net revenue from operations of your Company increased from Rs 26.15 Lacs to Rs. 69.93 Lacs. For the financial year 2017 - 2018, your Company's profit after tax stood at Rs. 34.65 lacs approx vis-à-vis Rs. 2.00 lacs in the previous year.

### 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.692,993/- to Statutory Reserves in terms of Section 45IC of RBI Act, 1934.



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

### **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, 2018, the issued, subscribed and paid up share capital of your Company stood at Rs.3,00,10,000/-, comprising of 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 20th April, 2017; 29th May, 2017; 28th July, 2017; 7th November, 2017, 1st February, 2018 respectively and 4( four) Audit Committee meetings as on 29th May, 2017; 28th July, 2017; 7th November, 2017, 1st February, 2018 and 2(Two) Stakeholder's Committee Meeting on 29th May, 2017 and 7th November, 2017 & 2(Two) Nomination & Remuneration Committee meeting on 20th April, 2017 and 28th July, 2017 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. The Company has not provided any guarantee during the year under review.

### **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. There were no materially significant related party transactions made by the company. Further, the particulars of contracts or arrangements with related parties for the Financial Year 2017-18 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).

Pursuant to provisions of Section 177 of the Companies Act, 2013, all proposed related party transactions to take place during financial year 2017-2018 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.

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

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 :**

There have been no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relates and the date of report.

**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 Systematically Important Non-Deposit Taking) Companies Prudential Norms (Reserve Bank) Directions, 2016, as amended. The Company has also been submitting periodic returns and audited statements regularly.

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

Being an investment company and not involved in any industrial or manufacturing activities, the Company's activities involve very low energy consumption and has no particulars to report regarding conservation of energy and technology absorption. However, efforts are made to further reduce energy consumption by switching from conventional lighting systems to LED lights. There were no Foreign Exchange Earnings and Outgo during the FY 2017-18.

**Subsidiaries, Joint Venture or Associates :**

As on 31st March, 2018 the Company does not have any Subsidiary, Associate Company or joint venture company.

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.

**Risk Management Policy :**

The Company's business exposure to the normal financial and market risks continue to be monitored and managed by experienced people, 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 on 28th July, 2017 on recommendation of Nomination & Remuneration Committee appointed Mr. Ayush Modi (DIN: 07007194) as an Additional Director (Executive, Non-Independent Director) of the Company. Further he was also appointed as Managing Director of the Company subject to approval of shareholders and at the Annual General Meeting held on 14.09.2017, his appointment was regularized with the due approval of the shareholders, as Managing Director of the company for a tenure of three years with effect from the date of the last annual general meeting of the Company held on 14.09.2017 till 13th September, 2020.

Further Mr. Vikash Agarwal Binrajka (DIN 00012978) relinquished the office of Whole-time Director & CFO of the Company w.e.f. 28.07.2017 and was redesignated as Chairman, Non Executive Director of the Company. Consequent



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

to vacancy caused in the office of CFO, Mr. Ayush Modi was also appointed as CFO upon recommendation of Nomination & Remuneration Committee and approval of Audit Committee of the company with effect from conclusion of the board meeting held on i.e. 28.07.2017.

The Board placed on record their appreciation for the services rendered by Mr. Vikash Agarwal Binrajka during his tenure as Whole Time Director & CFO of the Company.

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

Mr. Lalit Kumar Pareek (DIN: 01078494), Non-Executive Director of the Company, will retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

### **Information regarding the directors seeking appointment/re-appointment :**

Brief resumes and other information in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015(as amended from time to time) of the Director reappointed forms part of the notice of the ensuing Annual General Meeting.

There was no change in the non-executive directors and other Key Managerial Personnel during the year under review. None of the Directors of the Company are disqualified as per the applicable provisions of the Companies Act 2013.

### **Declaration by Independent Director :**

The Company has received necessary declaration from each of the Independent Directors of the Company under section 149(7) of the Companies Act, 2013 to the effect that the respective Director meets the criteria of independence laid down under Section 149 (6) of the Companies Act, 2013 read with Companies (Appointment & Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended from time to time).

**Receipt of any commission by MD / WTD from a Company or for receipt of commission / remuneration from its Holding or subsidiary :** The Executive Director (Managing Director) of the Company do not receive any commission from the Company. Further the Company does not have any holding or Subsidiary Companies.

### **Details of significant & material orders passed by the regulators or courts or tribunal :**

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals, which may impact the going concern status of the Company and its operations in future.

### **Internal financial controls :**

The Company has adequate internal financial controls that commensurate with the size and nature of its business. The company has appointed internal auditors whose reports are reviewed by the Audit Committee of the Board. The Audit Committee of the Board periodically reviews the internal control systems/procedures for their adequacy and the extent of their implementation.

### **Corporate Social Responsibility (Policy) :**

The provisions of Section 135 of the Companies Act, 2013 is not applicable to the Company.



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

### Audit Committee :

The details of composition of the Committees of the Board of Directors are as under :

The Audit committee comprises of two Non-Executive, Independent Directors and one Non Executive, Non Independent Director, all of whom are financially literate. The composition of audit committee as on 31st March, 2018 and upto the date of report is as under :

NAME OF DIRECTOR	DESIGNATION	CATEOGORY
Mr. Amitabh Kejriwal	Chairman	Independent Director
Mr. Ramesh Kumar Laddha	Member	Independent Director
Mr. Vikash Agarwal Binjrajka	Member	Non Executive Director

Further Mr. Ayush Modi had tendered his resignation w.e.f 10.08.2017 from the membership of the committee and accordingly the committee was reconstituted with the aforementioned members.

During the year, the Committee had met on 29th May, 2017, 28th July, 2017, 7th November, 2017, 1st November, 2018.

### Statement Indicating the Manner in which Formal Annual Evaluation has been made by the Board of its own Performance, its Directors, and that of its Committees :

#### Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015(as amended from time to time), the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees etc. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non- Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

#### Nomination & Remuneration Committee & its Policy :

The Nomination and Remuneration Committee has been constituted in compliance with the provisions of Section 178 of the Companies Act, 2013. The Committee as on 31.03.2018 comprises of three directors and all them are Non Executive Directors. The composition of the committee is as under :



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

NAME OF DIRECTOR	DESIGNATION	CATEGORY
Mr. Ramesh Kumar Laddha	Chairman	Independent Director
Mr. Ramesh Bansal	Member	Independent Director
Mr. Lalit Kumar Pareek	Member	Non Executive Director

### The terms of reference of the committee are as follows :

- To identify individuals who are qualified to become Directors and in Senior Management in accordance with the criteria as per policy approved by the Board and to recommend to the Board about their appointment and removal.
- To carry out evaluation of the performance of Directors.
- To formulate the policy to determine the qualification, positive attributes and independence for appointment/reappointment as Directors in the Company.
- To formulate the remuneration policy of Directors, Key Managerial personnel and other employees and to recommend the same to the Board.
- To formulate the assessment /evaluation criteria for performance evaluation of the Directors of the Company.
- To devise the policy on the Board diversity.

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

The Nomination and Remuneration Committee has adopted a policy which deals with manner of selection of individuals who are qualified to become Directors, CEO/CFO & Managing Director as well as senior management and their remuneration as per the said policy.

### Criteria of selection of Executive & Non Executive Directors :

Before making any recommendation to the Board for appointment of any director, the Committee shall ensure that the candidate :

- a) possess positive attributes/qualities such as leadership, accumenship and experience in running industrial units, entrepreneurship or such other attributes which in the opinion of the Committee the candidate should possess and are in the interest of the Company.
- b) is not disqualified under sections 164 and 167 of the companies Act,2013.
- c) complies with the conditions of being independent as stipulated under the Companies Act, 2013 and Listing Agreement entered into with Stock Exchanges in case of appointment as an independent director.
- d) possesses appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, corporate governance, technical operations, infrastructure or such other areas or disciplines which are relevant for the Company's business.

The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse



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

Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director :

- i. Qualification, expertise and experience of the Directors in their respective fields;
- ii. Personal, Professional or business standing;
- iii. Diversity of the Board.

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

### **Criteria for selection of Senior Management Personnel :**

The term Senior Management shall have the same meaning as provided under the explanation to Section 178 of the Companies Act, 2013 (subject to amendments, if any, from time to time). The Committee shall, before making any recommendation to the Board for appointment should ensure that the candidate has the following attributes:

- a) rich experience in any of the areas viz. banking, financial management, legal, sales, marketing, administration, corporate governance, technical operations, or such other areas or disciplines which in the opinion of the management and committee are relevant for the Company's business.
- b) possesses qualities that demonstrate leadership skills, decision making skills, effective communication, hard work, commitment and such other attributes which in the opinion of the Committee the candidate should possess and are in the interest of the Company.

### **Remuneration :**

The Committee while considering the remuneration of the Managing Director, the Whole Time Director and Manager (wherein there is no Managing Director), may take into consideration the performance, the experience of the person, his/her background, job-profile and suitability, his/her past remuneration, the comparative remuneration profile in the industry, size of the company, responsibilities shouldered by the Managing Director / Whole Time Director etc., provided that any remuneration considered by the Committee shall be in accordance and within the limits stipulated under the Companies Act, 2013 (subject to amendments if any, from time to time). In case of inadequacy of profit Schedule V of the Companies Act, 2013 will be applicable

The remuneration to the NEDS may be restricted to the sitting fees being paid for attendance of the meeting of the Board of the Directors & committees that it shall not be less than sitting fees paid to non-executive directors. The NEDs and Independent Directors of the Company may be paid in addition to the sitting fees a percentage of net profits in a Financial Year, subject to the approval of the Shareholders in the General Meeting.

The Committee met twice during the year on 20.04.2017 & 28.07.2018 and all three members attended the meeting.

### **Vigil Mechanism /Whistle blower policy :**

The company has adopted a Whistle Blower Policy, for employees to report about any unethical behaviour, actual or suspected fraud or violation of the company's ethics policy. No personnel have been denied access to the Chairman of the Audit Committee.





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

### **Prevention of insider trading :**

The Company has also adopted a Code of Conduct for Prevention of Insider Trading which encapsulates the restrictions, formats and the rules of conduct to be followed by the Company's directors, officers/ connected persons. The Board members, senior management, connected person and staff affirmed compliance with the said code of conduct.

All Board Directors and the designated employees have confirmed compliance with the Code.

### **Corporate Governance And Management Discussion & Analysis Reports :**

The Corporate Governance provisions as stipulated in Regulation 15(2) (a) under Chapter IV of SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015 is not applicable to listed entities having paid up equity share capital not exceeding Rupees Ten Crores and Net worth not exceeding Rupees Twenty-five crores as on the last day of the previous financial year. Since, the Company does not fall under the foregoing category; Corporate Governance provisions are not applicable to the Company.

The Management Discussion & Analysis Report for the period under review as stipulated under Regulation 34(3) read with Schedule V of SEBI, Listing Obligations & Disclosure Requirements, Regulations 2015, which form an integral part of this Report, is set out as separate Annexure 3.

### **Secretarial Standards of ICSI :**

The Company is in compliance with the relevant provisions of Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government.

### **Particulars of employees :**

The statement containing the disclosure as required in accordance with the provisions of Section 197(12) of the Companies Act 2013 read with rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure 4 and forms a part of the Board Report.

Further, none of the employees of the Company are in receipt of remuneration exceeding the limit prescribed under Rule 5 (2) of the Companies (Appointment and Remuneration of (Managerial Personnel) Rules, 2014, so statement pursuant to Section 197(12) of the Companies Act 2013 read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required to be included.

None of the Managerial Personnel of the Company are drawing remuneration in excess of the limits set out in Companies Act, 2013 the rules framed thereunder.

Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013:

The following is a summary of complaints of sexual harassment of women at workplace received and disposed of during the year 2017-18 :

No. of complaints received : Nil

No. of complaints disposed off : Nil



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

### **Auditors**

#### **Statutory Auditors, their Report and Notes to Financial Statements :**

In terms of Section 139 of the Companies Act, 2013, M/s Bandyopadhyay & Dutt (FRN 325116E), Chartered Accountants, were appointed as statutory auditors of your Company for a period of five years from the conclusion of the Thirty Sixth Annual General Meeting until the conclusion of the Forty First Annual General Meeting of the Company, subject to the ratification by the members every year.

In terms of first proviso to Section 139 of the Companies Act, 2013 the appointment of the auditors were required to be placed before the shareholders for ratification at every Annual General Meeting. However, with the notification of Section 40 of the Companies (Amendment) Act, 2017 on 7th May, 2018, the first proviso to Section 139 of the Companies Act, 2013 stands omitted. Hence, there is no requirement of ratification of the appointment of Statutory Auditors of the Company and the same is not being taken up at the ensuing Annual General Meeting of the Company.

The reports given by the Statutory Auditor, M/s Bandyopadhyay & Dutt (FRN 325116E), Chartered Accountants on the financial statements of the Company for the year ended 31st March, 2018 forms part of this Annual Report and there is no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

#### **Fraud Reporting :**

Pursuant to the provisions of Section 134(3) (ca) of the Companies (Amendment) Act, 2015, no fraud has been reported by the Auditors under sub-section (12) of Section 143 of the Companies Act, 2013 read with Rule 13 of the Companies (Audit and Auditors) Rules, 2014.

#### **Secretarial Auditor :**

In terms of Section 204 of the Act and Rules made there under, Ms. Amber Ahmad, Practicing Company Secretary has been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditor is enclosed as Annexure 5 to this report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

#### **IND AS Implementation :**

The Ministry of Corporate Affairs, vide its Notification dated March 30th, 2016, had issued a roadmap for implementation of Indian Accounting Standards (Ind AS) for all applicable companies including Non-Banking Financial Companies (NBFC). This roadmap provided that NBFCs whose equity or debt securities are listed and having net worth less than rupees five hundred crores; shall comply with the Indian Accounting Standards (Ind AS) for accounting periods beginning on or after the 1st April, 2019, with comparatives for the periods ending on 31st March, 2019. The Company shall comply with the said standards with effect from the aforesaid period.

#### **Directors' Responsibility Statement :**

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, the Directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;



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

- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (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 devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- (f) 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.

**Acknowledgement :**

The Directors place on record their appreciation for employees at all levels, who have contributed to the growth and performance of our Company. Directors would also like to thank the clients, vendors, bankers, shareholders and advisers of the Company for their continued support. Directors also thank the Central and State Governments and other statutory authorities for their continued support.

For and on behalf of the Board  
**Purbasha Resources Limited**

**Vikash Agarwal Binrajka**  
*Chairman & Director*  
DIN : 00012978

Date : 29th June, 2018

Place : Kolkata



**ANNEXURE TO THE DIRECTORS' REPORT**

**'ANNEXURE - 1'**

**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN  
as on the financial year ended on 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**

i)	CIN :	L65993WB1980PLC032908
ii)	Registration Date	02.08.1980
iii)	Name of the Company	<b>PURBASHA RESOURCES LIMITED.</b>
iv)	Category/Sub Category of the Company	Public Company Company having share capital
v)	Address of registered office & Contact Details	25, Park Lane Kolkata - 700016 Ph No.: (033) - 22292881 Email ID: prl@purbasha.co.in Website: www.purbasha.in
vi)	Whether shares listed on recognized Stock Exchange(s)	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Niche Technologies Pvt. Ltd. C - 444, Bagree Market 71, B.R.B.B. Road, Kolkata - 700 001 Ph No.: 033 - 2234 3576 Email ID: nichetechpl@nichetechpl.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)

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Sale of securities	64990	27.12
2	Profit on sale of investments	64990	34.18
3	Interest	64990	32.09

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES'**

[No. of Companies for which information is being filled] - NONE

Sl. No.	Name and address of the Company	CIN	Holding/Subsidiary/Associate



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

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

**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	3,26,800	-	3,26,800	10.890	3,16,800	-	3,16,800	10.556	(0.333)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	7,90,000	-	7,90,000	26.325	7,90,000	-	7,90,000	26.325	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A1) :</b>	<b>11,16,800</b>	<b>-</b>	<b>11,16,800</b>	<b>37.214</b>	<b>11,06,800</b>	<b>-</b>	<b>11,06,800</b>	<b>36.881</b>	<b>(0.333)</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A2) :</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) = (A1)+(A2)</b>	<b>11,16,800</b>	<b>-</b>	<b>11,16,800</b>	<b>37.214</b>	<b>11,06,800</b>	<b>-</b>	<b>11,06,800</b>	<b>36.881</b>	<b>(0.333)</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub Total (B1) :</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

