

# **AAGAM CAPITAL LIMITED**

**CIN : L65990MH1991PLC064631**

**27TH ANNUAL REPORT**

**2018-19**

**CORPORATE INFORMATION****BOARD OF DIRECTORS**

Mr. Anil Kothari	-	Whole Time Director
Mr. Naresh Jain	-	Non-Executive Director
Mr. Suryakant Kadakane	-	Independent Director
Mrs. Preeti Doshi	-	Independent Director
Mr. Rajendra Redekar	-	Independent Director

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Mr. Harsh Choubisa

**STATUTORY AUDITORS**

M/s. Motilal & Associates, Chartered Accountants

**SECRETARIAL AUDITORS**

Mr. Suprabhat Chakraborty, Practising Company Secretary

**BANKERS**

Axis Bank Limited

**REGISTRAR AND SHARE TRANSFER AGENT**

M/s. Bigshare Services Private Limited  
1<sup>st</sup> Floor, Bharat Tin Works Building  
Opp. Vasant Oasis Makwana Road,  
Marol, Andheri(East), Mumbai - 400072.  
Tel : 02262638200  
Email : vinod.y@bigshareonline.com  
Web: www.bigshareonline.com

**REGISTERED OFFICE**

Office No.602, 6<sup>th</sup> Floor,  
Raheja Chambers, 213 Nariman Point  
Mumbai – 400021.  
Tel : +91-7400186121  
Email id : aagamcltd@gmail.com  
Web: www.aagamcap.com

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**NOTICE**

Notice is hereby given that the 27th Annual General Meeting of the members of Aagam Capital Limited will be held on Saturday, 28th Day of September, 2019 at 12:00 pm at the registered office of the Company situated at Office No. 602, 6th Floor, Raheja Chambers, 213 Nariman Point, Mumbai – 400021 to transact the following business :

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Naresh Jain, who retires by rotation and being eligible offers himself for re - appointment.

**SPECIAL BUSINESS**

3. To consider and if thought fit, to pass with or without modification, the following resolution as an **ordinary resolution**

**RESOLVED THAT** Mr. Rajendra Redekar (DIN 02713973) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22nd December, 2018 and who holds office upto the date of this annual general meeting under Section 161 of the Companies Act, 2013 (the Act) and the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Rajendra Redekar (DIN 02713973) a non-executive director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and SEBI (LODR) Regulations and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a period of five consecutive years from 22nd December, 2018 to 21st December, 2023.

4. To consider and if thought fit, to pass with or without modification, the following resolution as an **ordinary resolution**

**RESOLVED THAT** pursuant to sections 196, 197 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the company and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the consent of the Company be and is hereby accorded for the reappointment of Mr. Anil Kothari as Whole Time Director of the company without any remuneration for a period of 3(Five) years with effect from 11th August, 2019 to 10th August, 2022 on such terms and conditions as set out below with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendment thereto or any any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Anil Kothari which are as follows :

- a. Remuneration: Nil
- b. The Whole time Director shall have the right to manage the day-to-day business and affairs of the Company.
- c. The Whole time Director shall act in accordance with the Articles of Association, of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- d. The Whole time Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.
- e. Mr. Anil Kothari satisfies all the conditions set out in Part-I of Schedule V of the Act and also conditions set out under Section 196 (3) of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper and expedient for the purpose of giving effect to this resolution.

**By Order of the Board of Directors**

**Sd/-**

**Harsh Choubisa**  
**Company Secretary**

**Date :- 13.08.2019**

**Place :- Mumbai**

## NOTES :

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member. Proxies in order to be effective must be received at the registered office of the company situated at Office No. 602, 6th Floor, Raheja Chambers, 213 Nariman Point, Mumbai - 400 021, not less than forty eight hours before the meeting.**
2. **A person can act as a proxy on behalf of 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 shareholder.**
3. Members/ Proxies/ Authorised Representative are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2019 to 28th September, 2019 (both days inclusive) for the purpose of Annual General Meeting.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR, IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Bigshare Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Bigshare Services Private Limited.
6. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Bigshare Services Private Limited.
7. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Bigshare Services Private Limited for assistance in this regard.
8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Bigshare Services Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
9. Members seeking any information with regard to the accounts, are requested to write to the Company atleast 7 days before, so as to enable the management to keep the information ready at the AGM.
10. In case of joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Members can avail the nomination facility, under Section 72 of the Companies Act, 2013 by submitting Form No. SH.13 as per Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 with the Company. Blank forms will be made available on request.
12. Non-resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited, immediately of :
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC code and address of the bank with pin code number, if not furnished earlier.

13. The Notice of the 27th Annual General Meeting along with the Annual Report for F.Y 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report for F.Y 2018-19 will also be available on the Company's website viz. [www.aagamcap.com](http://www.aagamcap.com).
14. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
15. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / Bigshare Services Private Limited.
16. The route map showing directions to reach the venue of 27th Annual General Meeting is annexed hereto.
17. The Board of Directors of the Company has appointed Mr. Suprabhat Chakraborty, (Membership No.41030, C.P No.15878) , Practicing Company Secretaries as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
18. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this notice. The instructions for e-voting are given herein below. Resolution(s) passed by members through e-voting is/are deemed to have been passed as if they have been passed at the Annual General Meeting.
19. The facility for voting through polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting .
20. 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.
21. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.
22. The voting period begins on 25th September, 2019 at 10.00 A.M. and ends on 27th September, 2019 at 5.00 PM During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
23. The process and manner for Remote E-voting are as under:

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

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

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

**Details on Step 1 are mentioned below :**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

**4. Your User ID details are given below :**

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

**5. Your password details are given below:**

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

**6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:**

- Click on "Forgot User Details/Password"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

**7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.**

**8. Now, you will have to click on "Login" button.**

**9. After you click on the "Login" button, Home page of e-Voting will open.**

**Details on Step 2 are given below:**

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles
- After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status

3. Select "EVEN" of company for which you wish to cast your vote
4. Now you are ready for e-Voting as the Voting page opens
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted
6. Upon confirmation, the message "Vote cast successfully" will be displayed
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [suprabhatcs08@gmail.com](mailto:suprabhatcs08@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact on toll free no: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
23. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 2nd August, 2019.
24. A copy of this notice has been placed on the website of the Company and the website of NSDL.
25. The results shall be declared after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the website of the company [www.aagamcap.com](http://www.aagamcap.com) and will also be communicated to the Stock Exchanges.

**By Order of the Board of Directors**

**Sd/-**

**Harsh Choubisa  
Company Secretary**

**Date :- 13.08.2019**

**Place :- Mumbai**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO.3**

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Rajendra Redekar as an Additional Director of the Company and also as Independent Director, not liable to retire by rotation, for a term of 5 consecutive years from 22nd December, 2018 to 21st December, 2023.

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mr. Rajendra Redekar holds office of the Director up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing his candidature for the office of Director.

Mr. Rajendra Redekar, aged 50 years have rich experience in the field of finance and marketing.

Mr. Rajendra Redekar is not debarred from holding the office of Director by virtue of any SEBI order or order by any other competent authority. Number of Board Meetings held and attended by him during his tenure as Director of the Company is given in the Directors Report.

The Company has received declaration from Mr. Rajendra Redekar that he meets the criteria of independence as prescribed under Section 149 of the Act and under Listing Regulations. In the opinion of the Board, Mr. Rajendra Redekar fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations, the appointment of Mr. Rajendra Redekar as an Independent Director is now being placed before the Members for their approval.

Except Mr. Rajendra Redekar being an appointee himself and his relatives none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.3.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of The Institute of Company Secretaries of India (ICSI).

**ITEM NO.4**

Board of Directors of the Company at their meeting held on 13th August, 2019, and on recommendation of the Nomination and Remuneration Committee, have reappointed Mr. Anil Kothari (DIN 01991283) as the Whole Time Director of the Company for a period of 3 (Three) years with effect from 11th August, 2019 to 10th August, 2022. The aforesaid reappointment is in compliance with Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and is subject to the approval of the shareholders.

Mr. Anil Kothari, aged 50 years has rich experience in the field of Capital Market, Finance and Real Estate.

Mr. Anil Kothari is not debarred from holding the office of Director by virtue of any SEBI order or order by any other competent authority. Number of Board Meetings held and attended by him during his tenure as Director of the Company is given in the Directors Report of the financial year annexed with the Company's Annual Reports which are available on the Company's website [www.aagamcap.com](http://www.aagamcap.com).

Except Mr. Anil Kothari himself, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are interested or concerned in passing of this resolution.

The Board of Directors accordingly recommends the resolution set out at Item No. 4 of the accompanying notice for the approval of the members by way of an ordinary resolution.



This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of The Institute of Company Secretaries of India (ICSI).

**Annexure to the Notice Calling 27th Annual General Meeting**  
**Details of Directors seeking appointment / re-appointment at the Annual General Meeting**

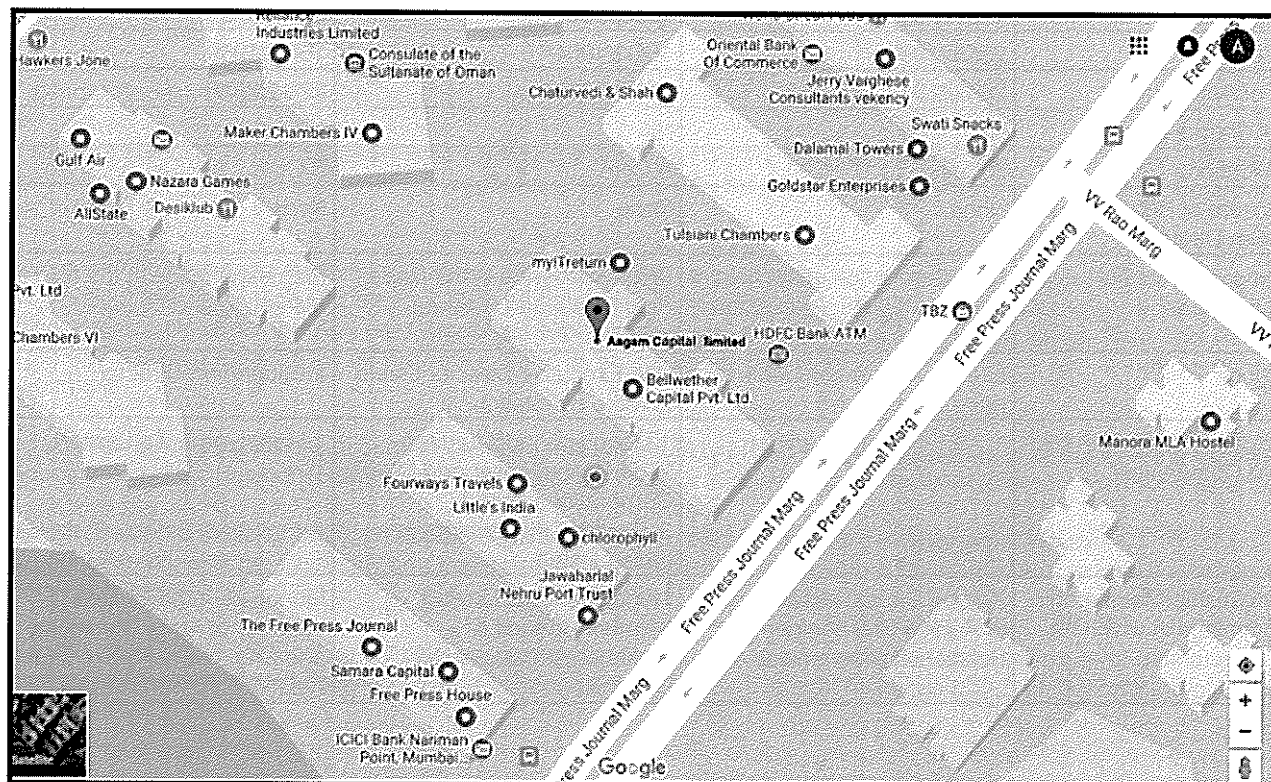
<b>Name of Director</b>	<b>Mr. Anil Kothari</b>	<b>Mr. Naresh Jain</b>	<b>Mr. Rajendra Redekar</b>
DIN	01991283	00291963	02713973
Date of Birth	03/08/1969	16/09/1964	16/05/1969
Date of Appointment	28/05/2013	01/08/2016	22/12/2018
No. of Shares Held	Nil	Nil	Nil
Qualification	B.Com	B.Com	B.Com
Disclosure of Relationship between Directors	None	None	None
Expertise in specific functional area	Rich experience in the field of Capital Markets, Real Estate and Finance.	Rich experience in the field of Real Estate and Finance.	Rich experience in the field of Marketing and Finance.
Category	Executive Director Liable to retire by rotation.	Non Executive Director Liable to retire by rotation.	Independent Director.
Directorship in other Public /Listed Companies	1. MPF Systems Limited	1.Monotype India Limited 2. BT Divine Power and Mining Corporation Limited. 3. Jupiter City Developers India Limited.	1.Monotype India Limited.
Chairmanship/Membership of Committee in which he hold Directorship	Aagam Capital Ltd Member of Audit & Stakeholder Relationship Committee	Monotype India Limited Member of Audit & Stakeholder Relationship Committee	Monotype India Limited Member of Audit Committee and Chairman of Stakeholder Relationship Committee.

## ROUTE MAP TO THE VENUE OF AGM

**Venue :** Office No.602, 6<sup>th</sup> Floor, Raheja Chambers, 213 Nariman Point, Mumbai – 400021.

**Date & Time :** 28<sup>th</sup> September, 2019 12:00 pm

**Landmark :** Opp. Manora MLA Hostel



**DIRECTOR'S REPORT**

Dear Members,

Your Directors take pleasure in presenting the 27th Annual Report of the Company together with the Audited Financial Statements for the financial year ended 31st March, 2019.

**FINANCIAL SUMMARY**

(Amount in Rs.)

Particulars	31.03.2019	31.03.2018
Total Income	17,98,582	16,84,633
Total Expenditure	11,55,293	8,33,492
Profit before exceptional and extraordinary items and tax	6,43,289	8,51,141
Less: Exceptional item	-	-
Profit before extraordinary items and tax	6,43,289	8,51,141
Tax	44,75,943	15,662
Net Profit/(Loss) After Tax	(38,32,654)	8,35,479

**OPERATIONAL REVIEW**

The net loss for the period ended 31st March, 2019 is Rs. 38,32,654 as against profit of Rs. 8,35,479 during previous year. The total income of the company increased from Rs. 16,84,633 to Rs. 17,98,582. The EPS of the company for the year under review is Rs. (0.77). The management ensures that it will work out some effective and efficient strategy to make the venture profitable during the current year.

**DIVIDEND**

Your directors do not recommend any dividend during the year under review.

**AMOUNT TRANSFERRED TO RESERVE**

During the year company has not transferred any amount to Special Reserve account in compliance with Section 45IC of the RBI Act, 1934 due to loss incurred by the company.

**DEPOSITS**

Your company is a non-deposit taking category NBFC and therefore does not have any public deposits within the meaning of Section 73 of the Companies Act, 2013.

**CHANGES IN SHARE CAPITAL**

During the year under review, there was no change in the issued, subscribed and paid-up share capital of the company.

**SUBSIDIARIES / JOINT VENTURE / ASSOCIATE COMPANY**

Pursuant to provisions of Companies Act, 2013, company does not have any Subsidiary/ Joint Venture and Associate Companies.

**STATE OF AFFAIRS OF THE COMPANY**

The main business activity of the company is of granting loans and advances and making investments. The Board of Directors of your company through their expertise and experience make every effort to improve the performance of the company year by year and leave no stone unturned to make the company achieving a new height.

**COMPOUNDING OF OFFENCES**

The violation mentioned in the show cause notices issued to the company pursuant to inspection by the regional director under section 206(5)/207 are compoundable in nature and hence the Board of Directors of the Company have file compounding application before concern authorities i.e. Regional Director/ National Company Law Tribunal and awaiting for an order from the aforesaid authorities.

**CHANGE IN THE NATURE OF BUSINESS, IF ANY**

There was no change in the nature of business of the company during the year.

**MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There are no material changes and commitments, affecting the financial position of the Company that have occurred between the close of the financial year ended 31st March 2019 and the date of this Boards' Report.

**CORPORATE SOCIAL RESPONSIBILITY**

The Company does not fall under the limits as prescribed under Section 135 of Companies Act, 2013 and Rules made thereunder.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and Rules made there under and the Articles of Association of the Company, Mr. Naresh Jain (DIN-01991283), Director of the Company, liable to retire by rotation at the ensuing Annual General Meeting and being eligible offered himself for re-appointment.

Mr. Rajendra Redekar was appointed as Additional Director of your company w.e.f. 22nd December, 2018.

Mrs. Dhruva Thakkar had resigned as Director of your Company w.e.f from 1st December, 2018.

**BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and regulation 17(10) of SEBI (LODR) Regulation, 2015 the Board has carried out an annual performance evaluation of its own, the Independent Directors, Committee and other Individual Directors. The details of performance evaluation have been made available on the Website of the Company i.e. [www.aagamcap.com](http://www.aagamcap.com).

**POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. The remuneration paid to directors if any is recommended by the Nomination and Remuneration Committee and approved by Board of Directors and shareholders of the Company. The remuneration is decided after considering various factors such as qualification, experience, performance, responsibilities shouldered, industry standards as well as financial position of the Company. The policy of the Company on directors' appointment and remuneration is available on the website of the Company i.e. [www.aagamcap.com](http://www.aagamcap.com). There has been no change in the policy since the last fiscal year.

**COMMITTEES OF THE BOARD**

The company has the following committees of the board :

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

The composition of each of the above committees, their respective role and responsibility is in conformity with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

**MEETING OF BOARD OF DIRECTORS**

During the year under review, 6(Six) Board Meetings were held on 29.05.2018, 26.07.2018, 13.08.2018, 13.11.2018, 22.12.2018 and on 08.02.2019. The intervening gap between the meetings did not exceed the period prescribed under the Act. The details of number of meeting attended by each directors are as follows :

Date of Meeting	Mr. Anil Kothari	Mr. Naresh Jain	Mr.Suryakant Kadakane	Mr. Rajendra Redekar	Mrs. Dhruva Thakkar	Mrs. Preeti Doshi
Attendance at the Board Meeting						
29.05.2018	Yes	Yes	Yes	No	Yes	Yes
26.07.2018	Yes	Yes	Yes	No	Yes	Yes
13.08.2018	Yes	Yes	Yes	No	Yes	Yes
13.11.2018	Yes	Yes	Yes	No	Yes	Yes
22.12.2018	Yes	Yes	Yes	No	No	Yes
08.02.2019	Yes	Yes	Yes	No	No	Yes

**MEETING OF INDEPENDENT DIRECTORS**

The Independent Directors of the Company at their meeting held on 8th February, 2019 reviewed the performance of non-independent directors and the Board as a whole including the Chairman of the Company by taking into consideration views expressed by the executive directors and non-executive directors at various level pertaining to the quality, quantity and timeliness of flow of information between the company, management and the board have expressed satisfaction.

**DECLARATION BY THE INDEPENDENT DIRECTORS**

Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

**CORPORATE GOVERNANCE REPORT**

Pursuant to Regulation 15 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the compliance with the Corporate Governance provisions specified in Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C,D and E of Schedule V shall not apply to the Company and hence the Corporate Governance Report does not forms part of this report.

**RELATED PARTY TRANSACTIONS**

There were no materially significant related party transactions which may have potential conflict with the interest of the company at large. Transactions with related parties are in the ordinary course of business and on arm's length and are periodically placed before the Audit Committee and Board for its approvals. Hence there does not exists any details to be mention in Form AOC-2 which is attached as **Annexure - I**.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Since the Company is NBFC and engaged in business of loans and advances, Section 186 is not applicable to the company by virtue of exemption given in subsection (11) of section 186.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements),2015 forms part of this report.

**EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Act, is annexed as **Annexure - II** which forms an integral part of this Report and is also available on the Company's website [www.aagamcap.com](http://www.aagamcap.com).

**RISK MANAGEMENT POLICY**

During the financial year under review, a detailed exercise on Business Risk Management was carried out covering the entire spectrum of business operations. The Board has been informed about the risk assessment and risks minimize procedures as required under regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In day to day operations, business risk evaluation and management is an ongoing process with the company.

**WHISTLE BLOWER POLICY / VIGIL MECHANISM**

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the SEBI Listing Regulations to report genuine concerns or grievances. The Vigil Mechanism/ Whistle Blower Policy may be accessed on the Company's website <http://www.aagamcap.com>.

**INTERNAL CONTROL SYSTEMS**

Your company has an effective internal financial control and risk mitigation system, which are constantly assessed and strengthened with new revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The internal and operational audit is entrusted to M/s. Dhawan & Co, Chartered Accountants. The Audit Committee actively reviews the adequacy and effectiveness of the internal financial control systems and suggests improvements to strengthen the same.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134 (3)(c) 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 departure, if any;
- 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 laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**STATUTORY AUDITORS AND HIS REPORT**

M/s Motilal & Associates., Chartered Accountants were re-appointed as the Statutory Auditors of the Company to hold office for a period of 5 years till the conclusion of the Thirty First Annual General Meeting of the Company to be held in the year 2023. The first proviso to section 139(1) of the Companies Act, 2013 has been omitted vide section 40 of the Companies (Amendment) Act, 2017 notified on 7th May, 2018. Therefore, it is not mandatory for the Company to place the matter relating to appointment of statutory auditor for ratification by members at every Annual General Meeting. Hence the Company has not included the ratification of statutory auditors in the Notice of AGM.

There is no qualification, reservation or adverse remark or disclaimer in audit report issued by the auditors of the Company.

**SECRETARIAL AUDITOR AND HIS REPORT**

Pursuant to provisions of Section 204(1) of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed M/s. Suprabhat Chakraborty, Company Secretaries in Practice (C. P. No. 15878) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report of the Company for the year ended is attached as **Annexure - III**.

There is no qualification, reservation or adverse remark or disclaimer in audit report issued by the Secretarial Auditors of the Company.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS / REGULATORS**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

**PARTICULARS OF EMPLOYEES**

Considering the provisions of Section 197(12) of the Act read with the relevant rules and having referred to provisions of the First Proviso to Section 136(1) of the Act, the Annual Report is being sent to the members of the Company, excluding details of particulars of employees and related disclosures. The said information/ details are available for inspection at the Registered Office of the Company during working hours on any working day. Any member interested in obtaining this information may write to the company and this information would be provided on request.

**DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The company has a policy on prohibition, prevention and redressal of sexual harassment of women at workplace and matters connected therewith or incidental thereto covering all the aspects as contained under "The Sexual Harassment of Women at Work Place ( Prevention, Prohibition and Redressal ) Act, 2013". During the financial year 2018-19, no complaint was received under the policy.

**HEALTH, SAFETY AND ENVIRONMENT**

As a responsible corporate citizen, your company lays considerable emphasis on health, safety aspects of its human capital, operations and overall working conditions. Thus being constantly aware of its obligation towards maintaining and improving the environment, all possible steps are being taken to meet the toughest environmental standards across various spheres of its business activities.

**CONSERVATION OF ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE EARNING AND OUTGO**

The company is not engaged in manufacturing activities and as such the particulars relating to conservation of energy and technology absorption are not applicable. The company makes every effort to conserve energy as far as possible etc. Particulars regarding Foreign Exchange Earnings and Outgo required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are given in the notes forming part of accounts which forms part of the Annual Report.

**ACKNOWLEDGMENT**

The Directors would like to place on record their sincere appreciation to all the employees of their continued effort towards the growth of the Company and would also like to express their thanks to the Bankers, Shareholders and Customers for their support and contribution which enabled the Company to achieve its goals for the year.

**Date :- 13.08.2019**

**Place:- Mumbai**

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

**Sd/-**  
**Anil Kothari**  
**Whole Time Director**  
**DIN: 01991283**

**Sd/-**  
**Naresh Jain**  
**Director**  
**DIN:00291963**

**Annexure - I**  
**FORM NO. AOC-2**

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

**1. Details of contracts or arrangements or transactions not at arm's length basis : Nil**

- (a) Name(s) of the related party and nature of relationship
- (b) Nature of contracts/arrangements/transactions
- (c) Duration of the contracts/arrangements/transactions
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any
- (e) Justification for entering into such contracts or arrangements or transactions
- (f) Date(s) of approval by the Board
- (g) Amount paid as advances, if any:
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

**2. Details of material contracts or arrangement or transactions at arm's length basis : Nil**

- (a) Name(s) of the related party and nature of relationship
- (b) Nature of contracts/arrangements/transactions
- (c) Duration of the contracts/arrangements/transactions
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
- (e) Date(s) of approval by the Board, if any:
- (f) Amount paid as advances, if any:

**Date :- 13.08.2019**

**Place:- Mumbai**

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

**Sd/-**  
**Anil Kothari**  
**Whole Time Director**  
**DIN: 01991283**

**Sd/-**  
**Naresh Jain**  
**Director**  
**DIN:00291963**



**Annexure - II**  
**Form No. MGT - 9**

**EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2019**

[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	L65990MH1991PLC064631
ii.	Registration Date	27/12/1991
iii.	Name of the Company	Aagam Capital Limited
iv.	Category / Sub-Category of the Company	Public Company
v.	Address of the Registered office and contact details	Office No. 602, 6th Floor, Raheja Chambers, 213, Nariman Point Mumbai- 400021. Tel : +91-7400186121 Web : www.aagamcap.com Email : aagamcltd@gmail.com
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building Opp. Vasant Oasis Makwana Road, Marol, Andheri(East), Mumbai – 400 072. Tel : 02262638200 Email: vinod.y@bigshareonline.com Web: www.bigshareonline.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	Investment & Finance	6499	100

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

NIL

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

**i. Category-wise Share Holding**

(Amount in Rs.)

	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.</b>	<b>Promoters</b>									
<b>1)</b>	<b>Indian</b>									
a)	Individual/ HUF	0	0	0	0.00	0	0	0	0	0.00
b)	Central Govt.	0	0	0	0.00	0	0	0	0	0.00
c)	State Govt.	0	0	0	0.00	0	0	0	0	0.00
d)	Bodies Corporate	0	0	0	0.00	0	0	0	0	0.00
e)	Banks/FI	0	0	0	0.00	0	0	0	0	0.00

f)	Any Others (Specify)									
	<b>Sub-total(A)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>2)</b>	<b>Foreign</b>									
	a) NRIs-Individuals	0	0	0	0.00	0	0	0	0	0.00
	b) Other- Individuals	0	0	0	0.00	0	0	0	0	0.00
	c) Bodies Corp.	0	0	0	0.00	0	0	0	0	0.00
	d) Banks/FI	0	0	0	0.00	0	0	0	0	0.00
	e) Any Others	0	0	0	0.00	0	0	0	0	0.00
	<b>Sub-total (A)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
	<b>Total shareholding of promoters</b>									
	<b>(A)=(A)(1)+(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>B.</b>	<b>Public Shareholding</b>									
<b>1.</b>	<b>Institutions</b>									
	a) Mutual Funds	0	0	0	0.00	0	0	0	0	0.00
	b) Banks/FI	0	0	0	0.00	0	0	0	0	0.00
	c) Central Govt.	0	0	0	0.00	0	0	0	0	0.00
	d) State Govt.	0	0	0	0.00	0	0	0	0	0.00
	e) Venture Capital Funds	0	0	0	0.00	0	0	0	0	0.00
	f) Insurance Companies	0	0	0	0.00	0	0	0	0	0.00
	g) FIs	0	0	0	0.00	0	0	0	0	0.00
	h) Foreign Venture Capital	0	0	0	0.00	0	0	0	0	0.00
	i) Funds Others (Specify)	0	0	0	0.00	0	0	0	0	0.00
	<b>Sub-total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
	<b>2. Non Institutions</b>									
	a) Bodies Corporate	22,30,997	7,98,173	30,29,170	60.58	20,99,347	7,98,173	28,97,520	57.95	2.63
	i) Indian									
	ii) Overseas									
	b) Individuals									
	i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	6,29,784	7,802	6,37,586	12.75	6,32,927	7,802	6,40,729	12.81	(0.06)
	ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	12,84,685	46,100	13,30,785	26.62	14,13,192	46,100	14,59,292	29.19	(2.57)
	c) Others (Specify)									
	i) Trusts	0	0	0	0.00	0	0	0	0.00	0.00
	ii) Clearing Member	0	0	0	0.00	0	0	0	0.00	0.00
	iii) Non Resident Indian (Repat)	2,436	0	2,436	0.05	2,436	0	2,436	0.05	0.00
	iv) Non Resident Indian (Non Repat)	23	0	23	0.00	23	0	23	0.00	0.00
	v) Directors Relatives	0	0	0	0.00	0	0	0	0.00	0
	vi) Employee	0	0	0	0.00	0	0	0	0.00	0
	viii) Overseas Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0
	viii) Unclaimed Suspense Account	0	0	0	0.00	0	0	0	0.00	0
	ix) IEPF	0	0	0	0.00	0	0	0	0.00	0
	x) Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0
	<b>Sub-total (B)(2)</b>	<b>41,47,925</b>	<b>8,52,075</b>	<b>50,00,000</b>	<b>100</b>	<b>41,47,925</b>	<b>8,52,075</b>	<b>50,00,000</b>	<b>100</b>	<b>(0.00)</b>

Total Public Shareholding (B)=(B)(1)+ (B)(2)	41,47,925	8,52,075	50,00,000	100	41,47,925	8,52,075	50,00,000	100	(0.00)
C) Shares held by Custodian & against which depository receipts have been issued									
a) Shares Held By Custodians									
i) Promoter & Promoter group	0	0	0	0.00	0	0	0	0.00	0.00
ii) Public	0	0	0	0.00	0	0	0	0.00	0.00
<b>SUB TOTAL (C)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total (A+B+C)</b>	<b>41,47,925</b>	<b>8,52,075</b>	<b>50,00,000</b>	<b>100</b>	<b>41,47,925</b>	<b>8,52,075</b>	<b>50,00,000</b>	<b>100</b>	<b>0.00</b>

**ii. Shareholding of Promoters**

Nil

**iii. Change in Promoters Shareholding (please specify if there is No Change)**

Nil

**iv. Shareholding pattern of top ten Shareholders(Other than Directors, Promoters and Holders of GDR and ADRs):**  
(Amount in Rs.)

Sl. No.	Name	No. of shares at the beginning/ end of the year	Date	Increase / Decrease in shareholding	Reason	Number of Shares	Percentage of total shares of the Company
1	Monotype India Limited	11,58,837	1-Apr-18			11,58,837	23.18
		11,58,837	30-Mar-19		Sell	11,58,837	23.18
2	Ivory Consultants Pvt Ltd	2,44,198	1-Apr-18			2,44,198	4.88
		2,44,198	30-Mar-19	0	Sell	2,44,198	4.88
3	Haridarshan Sales Pvt Ltd	2,40,000	1-Apr-18	0		2,40,000	4.80
		2,40,000	30-Mar-19	0	Sell	2,40,000	4.80
4	Lily Gold Merchants Pvt Ltd	2,29,476	1-Apr-18	0		2,29,476	4.59
		2,29,476	30-Mar-19	0	Sell	2,29,476	4.59
5	Hasmukhbhai Manilal Shah	2,21,933	1-Apr-18	0		2,21,933	4.44
		2,21,933	31-Mar-19	0	Sell	2,21,933	4.44
6	Mina Commosales LLP	1,86,535	1-Apr-18	0		1,86,535	3.73
		1,86,535	6-Apr-18	-1,86,535	Sell	1,86,535	0.00
7	Balmiki Agencies Pvt Ltd	1,73,000	1-Apr-18	0		1,73,000	3.46
		1,73,000	30-Mar-19	0	Sell	1,73,000	3.46
8	Priteshkumar H Shah	1,66,442	1-Apr-18	0		1,66,442	3.33
		1,66,442	30-Mar-19	0	Sell	1,66,442	3.33
9	Asha Sanjay Shah	1,25,034	1-Apr-18	0		1,25,034	2.50
		1,25,034	30-Mar-19	0	Sell	1,25,034	2.50
10	Manoj Jhaveri Stock Broking Pvt Ltd	1,53,839	1-Apr-18	0		1,53,839	3.08
			19-Oct-2018	83,300	Buy	2,37,139	4.74
		2,37,139	30-Mar-2019		Sell	2,37,139	4.74

**v. Shareholding of Directors and Key Managerial Personnel :**

Nil

## V. INDEBTEDNESS

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

(Amount in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	--	--	--	--
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	--	--	--	--
<b>Change in Indebtedness during the financial year</b>				
- Addition	--	4,06,600	--	--
- Reduction	--	3,31,600	--	--
Net Change	--	75,000	--	--
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	--	75,000	--	--
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	--	75,000	--	--

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of MD/WT/ Manager					Total Amount
<b>1. Gross salary</b>							
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--	--	--	--	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--	--	--	--	--	--
<b>2. Stock Option</b>		--	--	--	--	--	--
<b>3. Sweat Equity</b>		--	--	--	--	--	--
<b>4. Commission</b>							
	- as % of profit	--	--	--	--	--	--
	- others, specify...	--	--	--	--	--	--
<b>5. Others, please specify</b>		--	--	--	--	--	--
	<b>Total (A)</b>	--	--	--	--	--	--
	<b>Ceiling as per the Act</b>	10 % of net profit of the company					

## B. Remuneration to other directors

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
1	<b>Independent Directors</b>	<b>Mr. Rajendra Redekar</b>	<b>Mrs. Preeti Doshi</b>	<b>Mr. Suryakant Maruti Kadakane</b>	<b>Mrs. Dhrupa Thakkar</b>	
	• Fee for attending board committee meetings	--	14,000	14,000	6,000	34,000
	• Commission	--	--	--	--	--
	• Others, please specify	--	--	--	--	--
	<b>Total (1)</b>	--	<b>14,000</b>	<b>14,000</b>	<b>6,000</b>	<b>34,000</b>
2	<b>Other Non-Executive Directors</b>	--	--	--	--	--
	• Fee for attending board committee meetings	--	--	--	--	--
	• Commission	--	--	--	--	--
	• Others, please specify	--	--	--	--	--
	<b>Total (2)</b>	--	--	--	--	--
	<b>Total (B)=(1+2)</b>	--	--	--	--	--
	<b>Total Managerial Remuneration</b>	--	<b>14,000</b>	<b>14,000</b>	<b>6,000</b>	<b>34,000</b>
	<b>Overall Ceiling as per the Act</b>	<b>1% of net profit of the company</b>				

## C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

(Amount in Rs.)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	<b>Gross salary</b>				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	1,20,000	--	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--	--
2.	<b>Stock Option</b>	--	--	--	--
3.	<b>Sweat Equity</b>	--	--	--	--
4.	<b>Commission</b>				
	- as % of profit	--	--	--	--
	- others, specify...	--	--	--	--
5.	<b>Others, please specify</b>	--	--	--	--
	<b>Total</b>	--	<b>1,20,000</b>	--	--

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

(Amount in Rs.)

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD / NCLT/Court]	Appeal made. If any(give details)
<b>A. Company</b>					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
<b>B. Directors</b>					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
<b>C. Other Officers In Default</b>					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--

Date :- 13.08.2019

Place:- Mumbai

For and on behalf of the Board of Directors

Sd/-  
Anil Kothari  
Whole Time Director  
DIN: 01991283

Sd/-  
Naresh Jain  
Director  
DIN:00291963

## Annexure – III

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019**

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

To,  
The Members,  
M/S Aagam Capital Limited  
CIN.: L65990MH1991PLC064631  
Office No-602, 6THFloor, Raheja Chambers,  
213 Nariman Point, Mumbai- 400021.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s AAGAM CAPITAL LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31st 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31st, 2019, according to the provisions of:

- a) The Companies Act, 2013 (the Act) and the rules made there under;
- b) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- c) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- d) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- e) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014; **(Not applicable to the Company during the Audit Period)**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period) and;**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**
- (i) Rules, Regulations and Guidelines issued by the Reserve Bank of India as are applicable to Non-Banking Financial Companies with classification as a 'Loan Company'; which are specifically applicable to the Company

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"]

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above Subject to the following Observation:

**The Company has appointed Whole Time Company Secretary on 26th July, 2018.**

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All Decision are carried out Unanimously at Board Meetings and Committee Meetings and accorded in the Minutes of the Meeting of the Bord of Directors or Committees of the Board as the case may be.

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

I further report that during the year under review, the company has received various Show cause notices as given below under the provision of Companies Act, 2013 and Companies Act, 1956 and the company is in process of applying for compounding of offences for the same u/s 441 of the Companies Act, 2013.

**Suprabhat Chakraborty.**  
**Company Secretary in Practice**  
**ACS No. - 41030**  
**C.P No. - 15878**

**Place: Kolkata**  
**Date:13.08.2019**



## ANNEXURE I

To,  
The Members,  
**AAGAM CAPITAL LIMITED**  
CIN.: L65990MH1991PLC064631  
Office No. 602, 6th Floor, Raheja Chambers,  
213 Nariman Point, Mumbai 400021

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Suprabhat Chakraborty.**  
**Company Secretary in Practice**  
**ACS No. – 41030**  
**C.P No. – 15878**

**Place: Kolkata**  
**Date:13.08.2019**

## MANAGEMENT DISCUSSION AND ANALYSIS

### INDIAN ECONOMY

#### Introduction

India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships.

India's GDP is estimated to have increased 7.2 per cent in 2017-18 and 7 per cent in 2018-19. India has retained its position as the third largest startup base in the world with over 4,750 technology start-ups.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors. India's foreign exchange reserves were US\$ 405.64 billion in the week up to March 15, 2019, according to data from the RBI.

#### Recent Developments

With the improvement in the economic scenario, there have been various investments in various sectors of the economy. The M&A activity in India reached record US\$ 129.4 billion in 2018 while private equity (PE) and venture capital (VC) investments reached US\$ 20.5 billion. During 2018-19 (up to February 2019), merchandise exports from India have increased 8.85 per cent year-on-year to US\$ 298.47 billion, while services exports have grown 8.54 per cent year-on-year to US\$ 185.51 billion. Net direct tax collection for 2018-19 had crossed Rs 10 trillion (US\$ 144.57 billion) by March 16, 2019, while goods and services tax (GST) collection stood at Rs 10.70 trillion (US\$ 154.69 billion) as of February 2019. Proceeds through Initial Public Offers (IPO) in India reached US\$ 5.5 billion in 2018 and US\$ 0.9 billion in Q1 2018-19. India's Foreign Direct Investment (FDI) equity inflows reached US\$ 409.15 billion between April 2000 and December 2018, with maximum contribution from services, computer software and hardware, telecommunications, construction, trading and automobiles. India's Index of Industrial Production (IIP) rose 4.4 per cent year-on-year in 2018-19 (up to January 2019). Net employment generation in the country reached a 17-month high in January 2019.

#### Government Initiatives

The interim Union Budget for 2019-20 was announced by Mr Piyush Goyal, Union Minister for Finance, Corporate Affairs, Railways and Coal, Government of India, in Parliament on February 01, 2019. It focuses on supporting the needy farmers, economically less privileged, workers in the unorganised sector and salaried employees, while continuing the Government of India's push towards better physical and social infrastructure. Total expenditure for 2019-20 is budgeted at Rs 2,784,200 crore (US\$ 391.53 billion), an increase of 13.30 per cent from 2018-19 (revised estimates). Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy, to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. The Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

#### Road Ahead

India's gross domestic product (GDP) is expected to reach US\$ 6 trillion by FY27 and achieve upper-middle income status on the back of digitisation, globalisation, favourable demographics, and reforms. India's revenue receipts are estimated to touch Rs 28-30 trillion (US\$ 385-412 billion) by 2019, owing to Government of India's measures to strengthen infrastructure and reforms like demonetisation and Goods and Services Tax (GST). India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report; and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040, according to a report by PricewaterhouseCoopers. Exchange Rate Used: INR 1 = US\$ 0.0145 as on March 29, 2019.

**NON BANKING FINANCIAL SECTOR IN INDIA**

RBI has tightened regulations this year by putting in place rules requiring shadow lenders to appoint a chief risk officer and proposing stringent liquidity requirements. India is stamping out shadow financiers at the fastest pace in recent years, in the latest blow to a beleaguered sector battling a prolonged funding crunch due to rising wariness toward it in the nation's credit markets. The central bank canceled registrations of 1,851 non-bank finance companies in the year ended March 31, more than 8 times those in the previous year, according to data received from the Reserve Bank of India in response to a Right to Information request. The number of lenders dropped to about 9,700, the lowest in at least a decade, as a result. Firms may be failing to secure the minimum funds needed to operate due to the cash crunch. RBI cancelled permits of these NBFCs as they couldn't raise even Rs 2 crore" to meet regulatory requirements. The lobbying body for the financiers had been demanding a liquidity window for NBFCs through banks as a lifeline. The government plans to bolster the central bank's authority over shadow lenders and has transferred the regulation of housing finance companies to the RBI from National Housing Bank last month. RBI is already working closely with shadow banks after detecting signs of fragility in some of the 50 housing finance and other non-bank lenders it's monitoring.

**INTERNAL CONTROL SYSTEMS**

Your Company has an effective internal financial control and risk mitigation system, which are constantly assessed and strengthened with new revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The internal and operational audit is entrusted to M/s. Dhawan & Co, Chartered Accountants. The Audit Committee actively reviews the adequacy and effectiveness of the internal financial control systems and suggests improvements to strengthen the same.

**HUMAN RESOURCE**

Human resources continue to be one of the critical assets of the organization. Attracting relevant talent remains the Company's key focus. It pays special attention to training, welfare and safety of its people, strengthening human capabilities.

**FINANCIAL PERFORMANCE**

The net loss for the period ended 31st March, 2019 is Rs. 38,32,654 as against profit of Rs. 8,35,479 during previous year. The total income of the company increased from Rs. 16,84,633 to Rs. 17,98,582. The EPS of the company for the year under review is Rs. (0.77). The management ensures that it will work out some effective and efficient strategy to make the venture profitable during the current year.

**CAUTIONARY STATEMENT**

Management discussion and analysis report contains statements which are forward looking based on assumptions. Actual results may differ from those expressed or implied due to risk and uncertainties which have been detailed in this report. Several factors as listed in this report could make significant difference to the Company's operations. Investors, therefore, are requested to make their own independent judgments and seek professional advice before taking any investment decisions.

**INDEPENDENT AUDITOR'S REPORT**

To the Members of **AAGAM CAPITAL LIMITED**

**Report on the Audit of the Financial Statements****Opinion**

We have audited the financial statements of AAGAM CAPITAL LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2019, the statement of Profit and Loss, statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019 and profit/loss and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

There are no Key audit matter to be communicated in the auditor's report.

**Responsibilities of Management and Those Charged with Governance for the Financial Statements**

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For MOTILAL & ASSOCIATES**  
**Chartered Accountants**  
**Firm's Registration No.106584W**

**Sd/-**  
**Motilal Jain**  
**Partner**  
**Membership No. 036811**

**Place: Mumbai**  
**Date: 29th May 2019**

**ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **AAGAM CAPITAL LIMITED** of even date)

- (i) In respect of the Company's fixed assets:
- The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification that, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - The Company does not own any Immovable property. Accordingly, paragraph 3(i)(c) of the Order is not applicable to the Company.
- (ii) As explained to us, the nature of the business of the company is such that it does not have any physical inventories. Accordingly, clause (ii) of paragraph 3 of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, clause (iii) of paragraph 3 of the Order is not applicable to the Company.
- (iv) In our opinion and according to information and explanations given to us, the Company has not advanced loans to Directors/Company in which the director is interested to which the provisions of Section 185 of the Companies Act, 2013 apply and hence not commented upon. Also, in our opinion and according to the information and explanation given to us, the Company has not made investment and given guarantee/provided security which falls under the purview of section 186 of the Companies Act, 2013 and hence not commented upon
- (v) According to the information and explanations given to us, the Company has not accepted deposits during the year and does not have any unclaimed deposits as at 31st March, 2019 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- (vi) As per the information and explanation given to us, the maintenance of cost records specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable to the Company and hence not commented upon.
- (vii) a) The Company has generally been regular in depositing undisputed statutory dues including Provident fund, Employees' State Insurance, Income-tax, Goods & Service Tax, Sales-tax, Service Tax, Customs duty, Excise duty, Value Added Tax, cess and any other material statutory dues applicable to it with the appropriate authorities.

There were an undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-tax, Goods & Service Tax, Sales tax, Service Tax, Customs duty, Excise duty, Value Added Tax, cess and any other material statutory dues in arrears, as at March 31, 2019 for a period of more than six months from the date they became payable, except the following:

Name of the Statute	Nature of Dues	Amount (in Rs.)	Period to which demand relates	Date of demand	Date of Payment
Income Tax Act, 1961	Interest on Payment Default u/s 201	2208/-	F.Y. 2018-2019	Various dates	Unpaid till date
Income Tax Act, 1961	Late Filing Fee u/s 234E	1600/-	F.Y. 2018-2019	Various dates	Unpaid till date
Income Tax Act, 1961	Interest on Payment Default u/s 201	580.50/-	F.Y. 2017-2018	Various dates	Unpaid till date
Income Tax Act, 1961	Interest on Deduction Default u/s 201	912/-	Prior years	Various dates	Unpaid till date

- b) According to the information and explanations given to us and based on the audit procedures conducted by us, no dues of income tax or sales tax or service tax or duty of customs or duty of excise are in dispute.
- (viii) According to the information and explanations given to us, the Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.
- (ix) According to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company and hence, not commented upon.
- (x) To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Consequently, provisions of clause 3(xii) of the Order are not applicable to the Company and hence, not commented upon.
- (xiii) In our opinion and according to the information and explanations given to us, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details of related party transactions have been disclosed in the Financial Statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting under clause 3 (xiv) are not applicable to the Company and hence, not commented upon.
- (xv) According to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) According to the information and explanations given to us, the Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Motilal & Associates**  
**Chartered Accountants**  
**FRN:106584W**

**Sd/-**  
**Motilal Jain**  
**Partner**  
**M. No.036811**

**Place: Mumbai**  
**Date: 29th May 2019**



**ANNEXURE“B” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 2(f) under Report on Other Legal and Regulatory Requirements section of our report to the members of AAGAM CAPITAL LIMITED of even date)

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

We have audited the internal financial controls over financial reporting of Aagam Capital Limited (“the Company”) as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

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

**Auditor’s Responsibility**

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

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

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

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

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk

that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Motilal & Associates**  
**Chartered Accountants**  
**Firm Registration No.106548W**  
**Sd/-**  
**Motilal Jain**  
**Partner**  
**M. No. 036811**

**Place: Mumbai**  
**Date: 29th May 2019**

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## Balance Sheet as at 31st March 2019

(Amount in Rs.)

Particulars	Note No.	As at 31.03.2019	As at 31.03.2018
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	2	5,00,00,000	5,00,00,000
Reserves and surplus	3	(2,98,59,091)	(2,60,26,437)
<b>Current liabilities</b>			
Short-term borrowings	4	75,000	-
Trade payables			
Other current liabilities	5	14,84,661	10,91,626
Short-term provisions	6	1,16,381	46,631
<b>TOTAL</b>		<b>2,18,16,952</b>	<b>2,51,11,820</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets	7		
Tangible assets		6,559	17,804
Deferred tax assets (net)	8	43,026	48,082
Long-term loans and advances	9	1,12,500	1,12,500
Other non-current assets	10	16,49,810	60,43,376
<b>Current assets</b>			
Cash and cash equivalents	11	2,51,042	2,37,753
Short-term loans and advances	12	1,97,48,387	1,86,52,305
Other current assets	13	5,628	-
<b>TOTAL</b>		<b>2,18,16,952</b>	<b>2,51,11,820</b>

See accompanying notes forming part of the financial statements

1

As Per our Report on Even Date

**For Motilal & Associates**

Chartered Accountants

ICAI Firm Regn No. 106584W

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

Sd/-

**Motilal Jain**

Partner

Membership No : 036811

Sd/-

**Anil Kothari**

Whole Time Director &amp; CFO

DIN: 01991283

Sd/-

**Naresh Jain**

Director

DIN: 00291963

Date : 29/05/2019

Place : Mumbai

Sd/-

**Harsh Jaiprakash Choubisa**

Company Secretary

Membership No : A52275

## Statement of Profit &amp; Loss for the year ended as at 31st March 2019

(Amount in Rs.)

Particulars	Note No.	Year Ended 31.03.2019	Year Ended 31.03.2018
<b>INCOME</b>			
Revenue from operations	14	17,85,902	16,84,633
Other income	15	12,680	-
<b>Total Revenue</b>		<b>17,98,582</b>	<b>16,84,633</b>
<b>EXPENSES</b>			
Employee benefits expense	16	1,21,700	-
Finance costs	17	7,056	3,643
Depreciation and amortization expense	18	11,245	12,957
Other expenses	19	10,15,291	8,16,892
<b>Total Expenses</b>		<b>11,55,293</b>	<b>8,33,492</b>
<b>Profit before exceptional and extraordinary items and tax</b>		<b>6,43,289</b>	<b>8,51,141</b>
Exceptional items/Extraordinary Items		-	-
<b>Profit/ (Loss) Before Tax</b>		<b>6,43,289</b>	<b>8,51,141</b>
Tax expense:			
<b>Current tax</b>		-	-
(Excess)/ Short Provision for Tax of Earlier Year		(6,800)	-
Deferred tax		5,056	15,662
Mat Credit written off		44,77,687	
<b>Profit (Loss) for the period</b>		<b>(38,32,654)</b>	<b>8,35,479</b>
Prior Period Expenses			
<b>Profit for the year</b>		<b>(38,32,654)</b>	<b>8,35,479</b>
<b>Earnings per equity share:</b>	<b>20</b>		
Basic		(0.77)	0.17
Diluted		(0.77)	0.17

See accompanying notes forming part of the financial statements

1

As Per our Report on Even Date

**For Motilal & Associates**

Chartered Accountants

ICAI Firm Regn No. 106584W

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

Sd/-

**Motilal Jain**

Partner

Membership No : 036811

Sd/-

**Anil Kothari**

Whole Time Director &amp; CFO

DIN: 01991283

Sd/-

**Naresh Jain**

Director

DIN: 00291963

Date : 29/05/2019

Place : Mumbai

Sd/-

**Harsh Jaiprakash Choubisa**

Company Secretary

Membership No : A52275

## Cash Flow Statement for the year ended as at 31st March 2019

		(Amount in Rs.)	
Particulars	Note No	Year Ended 31.03.2019	Year Ended 31.03.2018
<b>Cash flows from Operating Activities</b>			
Net Profit before Tax			
Adjusted For :		6,43,289	8,51,141
Depreciation and Amortization		11,245	12,957
Contingent Provision against Standard Assets		2,740	3,127
Finance costs		7,056	3,643
<b>Operating profit / (Loss) before working capital changes</b>		<b>6,64,331</b>	<b>8,70,868</b>
<b>Changes in Working Capital:</b>			
(Increase)/Decrease in Trade Receivables			
(Increase)/Decrease in Inventories			
(Increase)/Decrease in Short term Loans and Advances		(10,96,082)	(12,50,620)
(Increase)/Decrease in Other Current Assets		(5,628.00)	
(Increase)/Decrease in Other Non-Current Assets			
Increase/(Decrease) in Trade Payables			
(Increase)/Decrease in Other Assets			(1,68,664)
(Increase)/Decrease in Long term Loans and Advances		-	-
Increase/(Decrease) in Other current liabilities		3,93,035	2,28,938
Increase/(Decrease) in Other Non Current Assets		(84,121)	
Increase/(Decrease) in Provisions		73,810.00	-
Increase/(Decrease) in Long-Term Provisions		-	-
<b>Cash Generated from / (used in) Operation before Extraordinary Items</b>		<b>(54,655)</b>	<b>(3,19,478)</b>
Cash flow from extraordinary items		-	-
<b>Cash generated from / (used in) operations</b>		<b>(54,655)</b>	<b>(3,19,478)</b>
Tax Paid/Refund		-	-
<b>Net cash flow from operating activities</b>	<b>A</b>	<b>(54,655)</b>	<b>(3,19,478)</b>
<b>Cash flows from Investing Activities</b>			
(Purchase)/Sale of fixed assets			
<b>Net cash flow from / (used in) investing activities</b>	<b>B</b>	<b>-</b>	<b>-</b>
<b>Cash flows from Financing Activities</b>			
Proceeds from long-term borrowings		-	-
Repayment of long-term borrowings			
Net increase / (decrease) in working capital borrowings			
Proceeds from other short-term borrowings		75,000.00	
Repayment of other short-term borrowings			
Share issue expenses			
Finance cost		(7,056)	(3,643)
<b>Net cash flow from / (used in) Financing activities</b>	<b>C</b>	<b>67,944</b>	<b>(3,643)</b>
<b>Net increase / (decrease) in Cash and Cash Equivalents</b>	<b>(A+B+C)</b>	<b>13,288</b>	<b>(3,23,121)</b>
Cash and cash equivalents as at the beginning of the year		2,37,753	5,60,874
Cash and cash equivalents as at end of the year	11	2,51,042	2,37,753

See accompanying notes forming part of the financial statements

1

As Per our Report on Even Date

For Motilal &amp; Associates

Chartered Accountants

ICAI Firm Regn No. 106584W

For and on behalf of Board of Directors

Sd/-

Motilal Jain

Partner

Membership No : 036811

Sd/-

Anil Kothari

Whole Time Director &amp; CFO

DIN: 01991283

Sd/-

Naresh Jain

Director

DIN: 00291963

Sd/-

Harsh Jaiprakash Choubisa

Company Secretary

Membership No : A52275

Date : 29/05/2019

Place : Mumbai

## Notes to the Financial Statements for the year ended 31st March, 2019

**Corporate Information**

"Aagam Capital Limited" ('the Company') was incorporated in India on December 27, 1991 as "Principle Capital Markets Limited". The name was changed on February 7, 1996 and June 26, 2006 to "Principal Capital Markets Limited" and "Subhkam Capital Limited" respectively. The name was further changed on January 23, 2013 to "Aagam Capital Limited".

The Company received its certificate of registration as a non-banking finance company on August 5, 1998 from the Reserve Bank of India (RBI), Department of Non-Banking Supervision, Mumbai Regional Office, in its former name "Principal Capital Markets Limited" which was changed subsequently to "Subhkam Capital Limited" and further changed to "Aagam Capital Limited". The company has received the revised certificate of registration from RBI subsequent to the change of name to "Aagam Capital Limited". Company is engaged in business of dealing in shares and securities.

**1. Significant Accounting Policies:****A. Basis of preparation of Financial Statements**

The Financial Statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India under the historical cost convention on accrual basis to comply with the accounting standards specified under section 133 of the Companies Act, 2013, the relevant provisions of the Companies Act, 2013 as applicable and the guidelines issued by the Reserve Bank of India for Non-Banking Financial Companies. The accounting policies adopted in the preparation of financial statements are consistent with those of the previous year.

Current assets do not include elements which are not expected to be realised within one year and current liabilities do not include items which are due after one year.

**B. Use of Estimates**

The preparation of financial statements in conformity with Indian GAAP requires judgements, estimates and assumptions to be made that effect the reported amount of assets and liabilities, disclosure of contingent liabilities and the reported amount of income and expenses during the year. Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Difference between the actual results and estimates are recognized in the period in which the results are known / materialise.

**C. Revenue Recognition**

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

- Interest income is recognised on accrual basis except in case of sub-standard assets or doubtful assets where it is recognised, upon realisation, as per RBI guidelines and Notes Issued by ICAI on revenue recognition. Overdue/ penal interest is recognised as income on realisation.
- Dividend income is accounted on an accrual basis when the Company's right to receive the dividend is established

**D. Fixed Assets and Depreciation**

**Tangible Fixed assets** are carried at cost of acquisition less accumulated depreciation and/ or accumulated impairment loss, if any. The cost of an item of tangible fixed asset comprises its purchase price, including non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.

**Depreciation** on all the assets have been provided at the rates and in the manner prescribed under Part C of Schedule II to the Act on Straight line basis. Depreciation on additions to assets or on sale / disposal of assets is calculated from the beginning of the month of such addition or up to the month of such sale / scrapped, as the case may be.

**E. Borrowing Cost**

Borrowing costs attributable to the acquisition or construction of qualifying assets till the time such assets are ready for intended use are capitalised as part of cost of the assets. All other borrowing costs are expensed in the period they occur.

**F. Investment**

Investments that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long-term investments.

Current investments are carried at lower of cost and fair value. Long term Investments are stated at cost less provision for diminution, other than temporary, in the value of such investments.

**G. Income Tax**

**Current tax** is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

**Minimum Alternate Tax (MAT)** paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

**The deferred tax** asset and / or deferred tax liability; is calculated by applying the tax rates and tax laws enacted or substantively enacted as at Balance Sheet date. Deferred tax assets arising mainly on account of brought forward losses and unabsorbed depreciation is recognised in view of the managements' assessment of virtual certainty of its realisation, deferred tax adjustment on account of other timing differences are recognised only to the extent there is a reasonable certainty of its realisation. At each Balance Sheet date, carrying amount of deferred asset / liability is reviewed and the necessary adjustment to asset or liability is made.

**H. Provision for Standard/ Non Performing Assets and Doubtful Debts**

Provision for standard assets and Nonperforming assets are made as per estimates of the management, subject to the minimum provision required as per RBI Directions as modified from time to time.

**I. Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised when the Company has present obligations, as result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of obligation. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised but disclosed in the financial statements. A Contingent asset is neither recognised nor disclosed in the financial statements.

**J. Employee Benefits**

Retirement benefit to employees such as Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and The Payment of Gratuity Act, 1972 are not applicable to the "company" as number of employee is below the Statutory limit as prescribed by the above Acts. The company does not have the policy of extending leave encashment benefits to its employees. Defined Contribution Plans such as Provident Fund etc. are charged to the Profit & Loss Account as incurred.

**K. Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.



**L. Earnings per share**

The Company reports its basic and diluted earnings per share in accordance with Accounting Standard-20 Earnings per Share. Basic earnings per share are computed by dividing the profit for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares except where the results are anti-dilutive.

**2. Share Capital**

(Amount in `)

Particulars	As at 31.03.2019		As at 31.03.2018	
	No of Shares	Amount	No of Shares	Amount
<b>A. Authorised Share Capital :</b>				
Equity shares of Rs 10/- Each	52,50,000	5,25,00,000	52,50,000	5,25,00,000
<b>B. Issued, Subscribed and fully paid up</b>				
Equity shares of Rs 10/- Fully Paid up	50,00,000	5,00,00,000	50,00,000	5,00,00,000
	<b>50,00,000</b>	<b>5,00,00,000</b>	<b>50,00,000</b>	<b>5,00,00,000</b>

**Notes:**

- The Company has only one class of equity share having par value of Rs 10 per share. Each holder of equity share is entitled to one vote per share held. All the equity shares rank pari passu in all respects including but not limited to entitlement for dividend, bonus issue and rights issue. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all liabilities in proportion to their shareholding.

**A. Details of shares held by each shareholder holding more than 5% shares:**

Class of shares/Name of shareholder	As at 31.03.2019		As at 31.03.2018	
	No of Shares	% Held	No of Shares	% Held
Monotype India Limited	11,58,837	23.18%	11,58,837	23.18%

**B. Reconciliation of the number of equity shares and amount outstanding at the beginning and at the end of the year:**

Particulars	Issued		Issued	
	No of Shares	Amount	No of Shares	Amount
Opening balance	50,00,000	5,00,00,000	50,00,000	5,00,00,000
	(50,00,000)	(5,00,00,000)	(50,00,000)	(5,00,00,000)
Add : Fresh Issue	-	-	-	-
	-	-	-	-
Closing Balance	50,00,000	5,00,00,000	50,00,000	5,00,00,000
	(50,00,000)	(5,00,00,000)	(50,00,000)	(5,00,00,000)

Figures in brackets pertains to the previous year

Particulars	As at 31.03.2019	As at 31.03.2018
<b>3. Reserves and Surplus</b>		
<b>Special Reserve u/s 45-IC of RBI Act, 1934</b>		
Balance at the beginning of the year	17,15,571	15,48,475
Amount transferred from Surplus in P&L during the year	-	1,67,096
<b>Balance at the end of the year</b>	<b>17,15,571</b>	<b>17,15,571</b>
<b>Securities Premium Reserve</b>		
Balance at the beginning of the year	2,53,50,000	2,53,50,000
Addition / (Utilisation during the Year	-	-
<b>Balance at the end of the year</b>	<b>2,53,50,000</b>	<b>2,53,50,000</b>
<b>Surplus</b>		
Balance at the beginning of the year	(5,30,92,009)	(5,37,60,391)
Profit for the year	(38,32,654)	8,35,479
Less : Transfer to Special Reserve	-	(1,67,096)
<b>Balance at the end of the year</b>	<b>(5,69,24,663)</b>	<b>(5,30,92,009)</b>
<b>Total</b>	<b>(2,98,59,091)</b>	<b>(2,60,26,437)</b>
<b>4. Short-term borrowings</b>		
<b>Unsecured, Considered good</b>		
Loans and advances from related parties		
Loan from director	75,000	-
	<b>75,000</b>	<b>-</b>
<b>5. Other current liabilities</b>		
Statutory Dues	16,597	10,214
Creditors for Expenses	14,68,064	10,81,412
	<b>14,84,661</b>	<b>10,91,626</b>
<b>6. Short-term provisions</b>		
Provision for Tax	67,010	-
Contingent Provision against Standard Assets (Refer Note No 21)	49,371	46,631
	<b>1,16,381</b>	<b>46,631</b>

## 7. Fixed Assets

Particulars	Gross Block (At cost)			Depreciation/Amortisation				Net block	
	As at 01.04.2018	Acquisitions	As At 31.03.2019	Upto 01.04.2018	Adjusted/ Written Back	For the year	Upto 31.03.2019	As At 31.03.2019	As At 31.03.2018
Computer	1,13,850	-	1,13,850	96,046.00	-	11,245.00	1,07,291.00	6,559.00	17,804.00
<b>Total</b>	<b>1,13,850</b>	<b>-</b>	<b>1,13,850</b>	<b>96,046</b>	<b>-</b>	<b>11,245</b>	<b>1,07,291</b>	<b>6,559</b>	<b>17,804</b>
Previous year	1,13,850	-	1,13,850	83,089	-	12,957	96,046	17,804	30,761

Particulars	As at 31.03.2019	As at 31.03.2018
-------------	---------------------	---------------------

## 8. Deferred Tax Assets / (Liabilities)

## Deferred Tax Assets / (Liabilities) related to

Fixed assets

43,026 48,082

**Net Deferred Tax Assets/(Liability) at the end of the year****43,026 48,082**

Net deferred tax Assets / (liability) at the beginning of the year

48,082 63,744

**Deferred tax (Expense) / Income for the year****(5,056) (15,662)**

## 9. Long-term loans and advances (Unsecured, considered good)

Security Deposits

1,12,500 1,12,500

**1,12,500 1,12,500**

## 10. Other Non-Current assets

MAT credit entitlement

2,35,418 46,46,095

Balance with Revenue Authorities

14,14,392 13,97,281

**16,49,810 60,43,376**

## 11. Cash and cash equivalents

Balances with banks

25,498 43,512

Fixed deposit with Bank (refer Note No 22)

1,99,544 1,88,315

Cash on hand

26,000 5,926

**2,51,042 2,37,753**

## 12. Short-term loans and advances (unsecured, considered goods)

(a) Loans to related parties

- -

(b) Others (Business loans and advances)

Unsecured, considered Good

1,97,48,387 1,86,52,305

1,97,48,387 1,86,52,305

**1,97,48,387 1,86,52,305**

## 13. Other Current assets

Advance for expenses

5,628 -

**5,628 -**

Particulars	2018-19	2017-18
<b>14 Revenue from Operation</b>		
Interest Income	17,85,902	16,84,633
Other financial services	-	-
	<b>17,85,902</b>	<b>16,84,633</b>
<b>15 Other income</b>		
Other non-operating income	12,680	-
	<b>12,680</b>	-
<b>16 Employee Benefits Expenses</b>		
Salaries and Wages	1,21,700	-
Contribution to provident and other funds	-	-
	<b>1,21,700</b>	-
<b>17 Finance Costs</b>		
Interest Expenses	-	-
Other financial charges		
Bank Charges	7,056	3,643
	<b>7,056</b>	<b>3,643</b>
<b>19 Other Expenses</b>		
Advertisement	26,462	23,271
Administrative Charges on PF	1,200	1,200
Auditors Remuneration*	1,18,000	88,500
Contingent Provision against standard assets (Refer Note 21)	2,740	3,127
Custodian Fees	16,151	20,700
Demat/Depository Charges	54,092	55,759
Director Sitting Fees	34,000	32,000
Interest on late payment of listing fee	32,450	
Listing Fees	2,95,000	2,87,500
Office Exp	18,309	11,794
Postage & Courier exp	4,254	5,046
Printing & Stationery	37,612	14,629
Professional Fees/Consultancy Fees	1,87,600	1,15,800
Rents	1,20,000	1,20,000
ROC Fees	46,100	16,800
Monitoring Foreign Investment Charges	11,800	
Staff Welfare	-	1,405
Telephone Expenses	5,841	3,499
Travelling Expenses		7,070

Miscellaneous Exp	3,680	8,792
	<b>10,15,291</b>	<b>8,16,892</b>
*Auditor Remuneration		
Audit Fees (including LR Fees)	1,18,000	88,500
	<b>1,18,000</b>	<b>88,500</b>

**20 Earning Per Share**

Profit for the year	(38,32,654)	8,35,479
Amount available for equity share holders	(38,32,654)	8,35,479
Weighted average number of Equity Shares for basic EPS [nos.]	50,00,000	50,00,000
<b>Basic EPS / Diluted EPS</b>	<b>(0.77)</b>	<b>0.17</b>
<b>Nominal value of shares (₹)</b>	<b>10</b>	<b>10.00</b>

**21. Micro, Small AND Medium Enterprises**

The Company has no dues to Micro, Small and Medium enterprises as at 31st March, 2019, on the basis of information provided by the parties and available on record. Further, there is no interest paid / payable to micro and small enterprises during the year.

**22. Provision against Standard Assets**

Statement showing calculation Provision on Standard Assets at 0.25% on Standard Assets (in accordance with notification no DNBD 223/CGM(US) -2011 dated Jan 2011 issued by RBI)

Particulars	31.03.2019	31.03.2018
<b>Detail of Standard Assets</b>		
Advances recoverable in cash or in kind	19,748,387	18,652,305
<b>Total of Standard Assets</b>	<b>19,748,387</b>	<b>18,652,305</b>
Provision to be Made during Year @ 0.25%	49,371	46,631
Opening Balance	46,631	43,504
Additional During year	<b>2,740</b>	<b>3,127</b>

**23.** The company has placed Fixed Deposit of Rs.199,544/- (P.Y Rs. 188,315/-) with bank as margin money.

**24. Transaction in Foreign Currency**

Sr No	Particulars	31.03.2019	31.03.2018
1	Earning in Foreign Currency	Nil	Nil
2	CIF Value of Imports	Nil	Nil
3	Expenditure in Foreign Currency	Nil	Nil

**25. Segment Information**

The Company is a NBFC and primarily engaged Financing and Investment activity, which is considered as one segment. As such, there is no other separate reportable segment as defined by Accounting Standard -17 "Segment Reporting".

**26. Related Party Transaction**

Disclosure in accordance with Accounting Standard-18 – Related Party transactions during the year

**a. Companies/ Firms in which Director, Director's relatives are Directors/Shareholders/Partners ((GP/F)) Companies.**

Elan Capital Advisors Pvt. Ltd                      Monotype India Ltd.

**b. Key management personnel (KMP)**

Anil Kothari (Director & CFO)

Naresh Jain (Director)

Harsh Jaiprakash Choubisa (Company Secretary; appointed w.e.f. 26 July 2018)

Sanhita Dey narayan (Company Secretary)

**Significant Transactions with related parties during the year**

(Amount in Rs)

Sr. No.	Nature of Transaction	GP/F	KMP
<b>1. Rent Paid (Expense)</b>			
	Monotype India Limited	120,000 (120,000)	Nil (Nil)
<b>2. Salary Paid (Expense)</b>			
	Harsh Choubisa	Nil (Nil)	120,000 (Nil)
<b>3. Reimbursement of Expenses (Expense)</b>			
	Elan Capital Advisors Ltd	32,179 (1,200)	Nil (Nil)
<b>4. Loans &amp; Advances Taken</b>			
	Naresh Jain	Nil (Nil)	406,600 (Nil)
<b>5. Repayment of Loan</b>			
	Naresh Jain	Nil (Nil)	331,600 (Nil)

Figures in brackets pertains to previous year.

**Outstanding balances as on 31st March 2019**

(Amount in Rs)

Sr. No	Nature of Transaction	GP/F	KMP
<b>1. Rent Payable</b>			
	Monotype India Limited	20,000 (120,000)	Nil (Nil)
<b>2. Salary Payable</b>			
	Harsh Choubisa	Nil (Nil)	45,000 (Nil)
	Sanhita Dey Narayana	Nil (Nil)	16,300 (16,300)
<b>3. Reimbursement of Expenses (Expense)</b>			
	Elan Capital Advisors Ltd	Nil (600)	Nil (Nil)
<b>4. Loan Repayable</b>			
	Naresh Jain	Nil (Nil)	75,000 (Nil)

Figures in brackets pertains to previous year.

**27. Contingent Liability to the extended not provided for**

- A. Income Tax Demand for AY 2006-07 Rs. 70,74,656 /- (P.Y Rs. 70,74,656 /-)
- B. Penalties Impose by SEBI Rs. 4,00,000 /- (P.Y Rs. 4,00,000). The company has filed appeal with Honourable Securities Appellate Tribunal, Mumbai to contest against the Penalties imposed by SEBI.

**28.** Additional Disclosure Pursuant to Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 issued by RBI is given in Annexure I.

**29. Prior Year Comparatives**

Previous year's figures have been regrouped, rearranged or recasted wherever necessary to conform to this year's classification. Figures in brackets pertain to previous year.

As Per our Report on Even Date

**For Motilal & Associates**

Chartered Accountants

ICAI Firm Regn No. 106584W

Sd/-

**Motilal Jain**

Partner

Membership No : 036811

Date : 29/05/2019

Place : Mumbai

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

Sd/-

**Anil Kothari**

Whole Time Director & CFO

DIN: 01991283

Sd/-

**Naresh Jain**

Director

DIN: 00291963

Sd/-

**Harsh Jaiprakash Choubisa**

Company Secretary

Membership No : A52275

## Annexure I

Additional Disclosure Pursuant to Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 issued by RBI

(Amount in ₹)

Particulars		
Liabilities side	Amount Outstanding	Amount Overdue
<b>(1) Loans and advances availed by the non banking financial company inclusive of interest accrued thereon but not paid:</b>		
(a) Debentures : Secured	-	-
Unsecured	-	-
(other than falling within the meaning of public deposits*)		
(b) Deferred Credits	-	-
(c) Term Loans	-	-
(d) Inter-corporate loans and borrowings	-	-
(e) Commercial Paper	-	-
(f) Other Loans (From Director)	0.75	-
* Please see Note 1 below		
Assets side	Amount Outstanding	Amount Overdue
<b>(2) Break-up of Loans and Advances including bills receivables</b>		
[other than those included in (4) below] :		
(a) Secured	-	-
(b) Unsecured	197.48	-
<b>(3) Break up of Leased Assets and stock on hire and other assets counting towards AFC activities</b>		
(i) Lease assets including lease rentals under sundry debtors :		
(a) Financial lease	-	-
(b) Operating lease	-	-
(ii) Stock on hire including hire charges under sundry debtors:		
(a) Assets on hire	-	-
(b) Repossessed Assets	-	-
(iii) other loans counting towards AFC activities		
(a) Loans where assets have been repossessed	-	-
(b) Loans other than (a) above	-	-
<b>(4) Break-up of Investments :</b>		
<b>Current Investments</b>		
<b>1. Quoted :</b>		
(i) Shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-



(v) Others (please specify)	-	-
<b>2. Unquoted :</b>		
(i) Shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (Fixed deposits)	-	-
Long Term investments :		
<b>1. Quoted :</b>		
(i) Shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (Fixed Deposits)	-	-
<b>2. Unquoted :</b>		
(i) Shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others - equity warrants	-	-

**(5) Borrower group-wise classification of assets financed as in (2) and (3) above**

Please see Note 2 below: Category	Amount net of provisions		
	Secured	Unsecured	Total
<b>1. Related Parties**</b>			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
2. Other than related parties	-	197.48	197.48
<b>Total</b>	-	<b>197.48</b>	<b>197.48</b>

**(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):**

Please see note 3 below: Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
<b>1. Related Parties**</b>		
(a) Subsidiaries	-	-
(b) Companies in the same group	-	-
(c) Other related parties	-	-
<b>2. Other than related parties</b>	-	-
<b>Total</b>	-	-

## (7) Other information

Particulars	Amount	
<b>(i) Gross Non-Performing Assets</b>		
(a) Related parties	-	-
(b) Other than related parties	-	-
<b>(ii) Net Non-Performing Assets</b>		
(a) Related parties	-	-
(b) Other than related parties	-	-
<b>(iii) Assets acquired in satisfaction of debt</b>	-	-

**Notes:**

1. As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
2. Provisioning norms shall be applicable as prescribed in the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
3. All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above.

**Aagam Capital Limited****Regd. Office:** Office No.602, 6th Floor, Raheja Chambers, 213 Nariman Point, Mumbai – 400021.**CIN:** L65990MH1991PLC064631**Email:** aagamcltd@gmail.com, **Web:** www.aagamcap.com**ATTENDANCE SLIP**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP id *	Folio No.
Client id*	No of Shares

Name and Address of Shareholder/Proxyholder :-


I hereby record my presence at the 27th Annual General Meeting of the Company held on Saturday, 28th September, 2019 at 12:00 pm at Office No.602, 6th Floor, Raheja Chambers, 213 Nariman Point, Mumbai – 400021.

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Signature of the Shareholder or Proxy

**Aagam Capital Limited****Regd. Office:** Office No.602, 6th Floor, Raheja Chambers, 213 Nariman Point, Mumbai – 400021.**CIN:** L65990MH1991PLC064631**Email:** aagamcltd@gmail.com, **Web:** www.aagamcap.com**FORM OF PROXY**

Name of member(s) :	Email id :
Registered Address :	Folio No/ DP id :
	Client id :

I/We, being the member(s) of \_\_\_\_\_ shares of Aagam Capital Limited, hereby appoint :

Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him/her

Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him/her

Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him/her

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Saturday, 28th September, 2019 at 12:00 pm at Office No.602, 6th Floor, Raheja Chambers, 213 Nariman Point, Mumbai – 400021 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolutions		Optional	
Ordinary Business		For	Against
1	Adoption of the Audited Financial Statement of the Company for the financial year ended 31st March, 2019 and Report of the Directors' and Auditor's thereon.		
2	Appointment of a Director in place of Mr. Naresh Jain (DIN: 00291963) who retires by rotation and being eligible offers himself for reappointment.		
Special Business			
3	Appointment of Mr. Rajendra Redekar as an Independent Director of the Company.		
4	Reappointment of Mr. Anil Kothari as Whole time Director of the Company.		

Signed this day of \_\_\_\_\_, 2019

Affix One Rupee Revenue Stamp
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\_\_\_\_\_  
Signature of Shareholder\_\_\_\_\_  
Signature of first proxy holder\_\_\_\_\_  
Signature of second proxy holder\_\_\_\_\_  
Signature of third proxy holder

**Notes :**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. The Proxy need not be a member of the Company.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

\*\* This is only optional. Please put 'X' in the appropriate Column against the resolutions indicated in the Box. If you leave the 'For' or 'Against ' Column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

Aagam Capital Limited  
**Regd Office:** Office No.602, 6th Floor, Raheja Chambers, 213 Nariman Point Mumbai – 400021.  
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**POLLING PAPER**

(Form No. MGT -12)

(Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014)

**BALLOT PAPER**

Sr. No.	Particulars	Details
1	Name of the First Named Shareholders	
2	Postal Address	
3	Registered Folio No./DP Id/Client Id (Applicable to investors holding shares in dematerialized form)	
4	Class of Share	Equity

I hereby exercise my vote in respect of Ordinary Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner :

Sr. No.	Item	No. of Shares held by me	I assent to the resolution	I dissent to the resolution
1	Adoption of the Audited Financial Statement of the Company for the financial year ended 31st March, 2019 and Report of the Director's and Auditor's thereon.			
2	Appointment of a Director in place of Mr. Naresh Jain (DIN: 00291963) who retires by rotation and being eligible offers himself for reappointment.			
3	Appointment of Mr. Rajendra Redekar as an Independent Director of the Company.			
4	Reappointment of Mr. Anil Kothari as Whole time Director of the Company.			

Date:

Place:

\_\_\_\_\_  
Signature of Shareholder