



## **ARYAN SHARE & STOCK BROKERS LTD.**

*“SHREEJI METROPOLIS”*

No.7, 7<sup>th</sup> Cross Street, Second Floor, Shenoy Nagar, Chennai – 600 030.

Phone : 044-26223360

CIN: L65993TN1995PLC031800

Email id: [aryan@assbl.com](mailto:aryan@assbl.com)

## **TWENTY THIRD ANNUAL REPORT**

**2017-2018**

**Company Information**  
**Board of Directors & Key Managerial Personnel**

Mr. Shanmukh Navin Shah	Managing Director
Mr. Paresh Navin Shah	Whole-time Director
Mr. Manoj Navin Shah	Whole-time Director
Dr. R. Rajesh	Non-executive Independent Director
Mr. P. Nirmal Chand	Non-executive Independent Director
Mrs. Uma Rajesh	Non Executive women Director
Mr. R. Giridharan	Chief Financial Officer
Ms. Swati Jain	Company Secretary (Till 31 <sup>st</sup> December, 2017)
Ms. Vidushi Dubey	Company Secretary (Till 14 <sup>th</sup> April, 2018)
Mrs. Laxmi Kabra	Company Secretary *Appointed with effect from 30 <sup>st</sup> June 2018

**Statutory Auditor**

M/S R. BALAJI & CO.

**Chartered Accountants**

Flat No.A1, Thiruvalluvar Kudil, New No.2  
Brindavan Street, West Mambalam  
Chennai 600 033.

**Share Transfer Agent**

GNSA Infotech Limited  
115, Nelson Manickam Rd,  
Collectorate Colony, Aminjikarai,  
Chennai 600029

**Registered Office**

Old no.3, new no.7, 7th Cross Street,  
Shenoy nagar, Chennai 600030

**Internal Auditor**

M/S Ramesh & Ramachandran

**Chartered Accountants**

No.39, Viswanathapuram Main Road  
Kodambakkam  
Chennai 600024

**Secretarial Auditor**

Ms.Vishakha Agrawal & Associates  
Practising Company Secretaries  
3<sup>rd</sup> floor, 75A, Scheme No.91,  
Opp.PanchmukhiBalajiMandir,  
Malwa Mill, Indore.

**Banker & Financial Institutions**

Axis Bank Ltd. Anna Salai Branch  
Chennai 600002

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**Annual General Meeting**

Day & Date	Saturday, September 22 <sup>nd</sup> , 2018
Time	10:00 A.M.
Venue	RR Palace, No.4, Sathyamoorthy Street, Saligramam, Chennai – 600 093



**NOTICE OF 23<sup>rd</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that Twenty Third Annual General Meeting of the Members of the Company will be held at **10.00 a.m. on Saturday, 22<sup>nd</sup> September 2018** at the Registered office of the Company at RR Palace, No.4, Sathyamoorthy Street, Saligramam, Chennai – 600 093, to transact the following businesses :-

**ORDINARY BUSINESS:**

**(1.) ADOPTION OF ANNUAL ACCOUNTS:-**

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended on 31<sup>st</sup> march, 2018, Statement of profit and loss for the year ended on that date, the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.

**(2.) RATIFICATION OF STATUTORY AUDITOR :-**

Ratification of appointment of **M/S R. BALAJI & CO.**, Chartered Accountants, as the Statutory Auditors of the Company.

**TO CONSIDER ADOPTION OF THE FOLLOWING RESOLUTION, WITH OR WITHOUT MODIFICATION, AS AN ORDINARY RESOLUTION:**

"RESOLVED THAT in terms of the proviso to Section 139 (1) & 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the rules made there under, including any statutory enactment or modification thereof, and the Ordinary Resolution passed by the Members at their 22<sup>nd</sup> Annual General Meeting held on 29<sup>th</sup> September, 2017 the appointment of **M/S R. BALAJI & CO** (FRN: 0003325), Chartered Accountant, as the Statutory Auditors of the company to hold the office till the conclusion of 27<sup>th</sup> AGM of the company to be held in the year 2022, be and is hereby ratified from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting to be held in the year 2019, at such remuneration plus service tax, out of pocket expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**(3.) RE-APPOINTMENT OF DIRECTOR:-**

To re-appoint a director **Mr. Manoj N Shah** (DIN:00554893), who is director of the company, liable to retire by rotation under Article 99 of the Articles of Association of the Company and being eligible, offers himself for reappointment as the whole-time Director of the Company.

**To consider adoption of the following resolution, with or without modification, as an ordinary resolution:**

"RESOLVED THAT pursuant to the provision of section 152 of Companies Act, 2013 and rules made there under (including any amendment/modification thereof), **Mr. Manoj N Shah**, who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed as Whole-time Director of company, whose period of office will be liable to retire by rotation."

(By Order of the Board)

**For Aryan Share & Stock Brokers Limited**

Shanmukh Navin Shah

DIN: 00554879

(Managing Director)

Date: 08.08.2018

Place: Chennai

**NOTES:**

- a) An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. The proxies should, however, be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- c) A proxy cannot vote except on a poll.
- d) In case of joint holders attending the Meeting, 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.
- e) Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Meeting.
- f) Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send, a certified copy of relevant Board Resolution together with the respective specimen signature(s) of those representative(s) authorized under the said resolution to attend and vote on their behalf at the AGM, to the Company's Registrar and Transfer Agent, **M/s GNSA Infotech Limited**, Registered Office: 115, Nelson Manickam Rd, Collectorate Colony, Aminjikarai, Chennai, Tamil Nadu 600029 India Contact No.:- +91- 44-42962000, by not less than 48 (forty-eight) hours before commencement of the AGM.
- g) Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall.
- h) The details of the Directors seeking re-appointment under Item Nos. 3 of this Notice, are annexed hereto in terms of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and Secretarial Standard – 2 on General Meetings.
- i) Documents open for inspection:
  - a. During the period beginning 24 (twenty-four) hours before the time fixed for the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of advance notice in writing is given to the Company;
  - b. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102 (1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the AGM; and
  - c. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by members at the AGM.
- j) The Register of Members and Transfer Books of the Company will be closed from **Saturday, 15<sup>th</sup> September, 2018** to **Saturday, 22<sup>nd</sup> September, 2018**, both days inclusive.
- k) Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agents **GNSA Infotech Limited**, address at 115, Nelson Manickam Rd, Collectorate Colony, Aminjikarai, Chennai, Tamil Nadu 600029 India Contact No.:- +91- 44-42962000. Members are also requested to furnish their Bank details to the company's Share Transfer Agents immediately for printing the same on the dividend warrants/Cheques to prevent fraudulent encashment of the instruments.
- l) Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company for assistance in this regard.
- m) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.



- n) Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
- o) The Notice of the AGM along with the Annual Report 2017-18 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.
- p) To support the "Green Initiative" Members who have not registered their e-mail addresses are requested to register the same with Depositories.
- q) A route map showing directions to reach the venue of the 23<sup>rd</sup> AGM is given along with this Annual Report as per the requirement of the Secretarial Standards - 2 on General Meetings.

**Process for E-voting:**

- r) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under and the SEBI (LODR) Regulation 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL) on all the resolutions set forth in this Notice. Resolution(s) passed by Members through remote e-voting/ e-voting is deemed to have been passed as if they have been passed at the AGM.
- s) CS VishakhaAgrawal of VishakhaAgrawal&Associates,Practicing Company Secretary (Membership No. A39298) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- t) The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
- u) The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- v) Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
- w) In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to [aryan@assbl.com](mailto:aryan@assbl.com) by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, CS Vishakha Agrawal of Vishakha Agrawal & Associates, at 3rd Floor, 75A, Scheme No. 91, Malwa Mill Indore (M.P.) 9424501155 not later than 21<sup>st</sup> September, 2018, 6:00 p.m. .Ballot Form received after this date will be treated as invalid.
- x) A member may participate in the general meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.
- y) The chairman shall, at the general meeting at the end of discussion on the resolution on which voting is to be held, allow voting with assistance of scrutinizer, by use of ballot paper or by using an e-voting system for all the members who are present at the general meeting but have not cast their votes by availing the remote e-voting facilities.
- z) If a company opts to provide the same electronic system as used during the remote e-voting during the general meeting, the said facility shall be in operation till all the resolutions are considered and voted upon in the meeting and may be used for voting by the member attending the meeting and who have not exercised their vote through remote e-voting.

**The instructions for shareholders voting electronically are as under:**

- (i)The voting period begins on <Date and Time> and ends on <Date and Time>. 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 <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii)The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii)Click on Shareholders.
- (iv)Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii)If you are a first time user follow the steps given below:

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

- (viii)After entering these details appropriately, click on "SUBMIT" tab.
- (ix)Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x)For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi)Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii)On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii)Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv)After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv)Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi)You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.



- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**A. OTHER INSTRUCTIONS**

- (i) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy: Please follow all steps from sl. no. (i) to sl. no. (xvi) above, to cast vote.
- (ii) The voting period begins on **Wednesday, September 19<sup>th</sup>, 2018 (9.00 A.M.) and ends on Friday, September 21<sup>st</sup>, 2018 (05:00 P.M)** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 15<sup>th</sup> September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (iii) In case you have any queries or issues regarding remote e-voting / e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (iv) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details / Password” option available on [www.evoting.cdsl.com](http://www.evoting.cdsl.com).
- (v) Members holding shares in physical or in Demat form as on Saturday, 15<sup>th</sup> day of September 2018, shall only be eligible for e-voting.
- (vi) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- (vii) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **15<sup>th</sup> day of September, 2018**

**SCRUTINIZER REPORT**

- (i) CS VishakhaAgrawal, Practicing Company Secretary (CP No. 15088) has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.
- (ii) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same
- (iii) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company within prescribed period.
- (iv) Regarding any grievance with respect to remote e-voting / e-voting, you may contact by email at (Email: [info@gnssaindia.com](mailto:info@gnssaindia.com)) Registrar and Transfer Agent at **GNSA Infotech Limited**.

**Details of Directors seeking appointment/re-appointment at the Annual General Meeting (In pursuance of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015:**

1.	Name of Director	Mr. Manoj N Shah
2.	Date of Birth	23.09.1968
3.	Date of Appointment	12.06.1995
4.	Qualification	
5.	Expertise	Over 15 years
6.	Other Directorship held excluding private companies as on 31 <sup>st</sup> March 2017	Aryan Securities & Holdings Limited
7.	Chairman/Member of the Committee of Board of the Directors of the Company	NIL

**Manoj Navin Shah:**

I. General Information	
1 Nature of Industry	: Stock broking
2. Date of expected date of commencement of production	: Company engaged in stock broking activities after obtaining Certificate of Commencement of Business dated
3. In case of new companies expected date of Commencement of activities as per project approved by Financial institutions appearing in the prospectus	: Not Applicable
4. Financial Performance	: <b>Particulars</b> <b>31.03.2018</b> <b>31.03.2017</b>



	Rs. In Lacs	Rs. In Lacs
Revenue	316.35	401.42
PBT	39.58	95.63
PAT	29.39	84.78
5. Foreign Investments or collaborators, if any	: Not Applicable	
<b>II Information about the appointee</b>		
1. Background details	: Mr. ManojNavin Shah A masters in chemical engineering from the texa tech university (U.S.A), is into stock market activities since 1994. His association with our board has led to taking firm administrative decision. He is involved in monitoring administrative aspects of the various segments of Aryan.	
2. Past Remuneration	: Rs. 1,00,000/- (Rupees One Lakhs only) p.m. plus all applicable perquisites.	
3. Recognition or Awards	: NIL	
4. Remuneration Proposed	: Rs. 1,50,000/- (rupees one lakhs fifty thousand only)	
	: In correspondence to the size and operations of the Company and the Industry bench marks, the profile of the appointee, along with the responsibilities shouldered on him, the remuneration proposed to be paid is reasonable to that of the alike companies.	
6. Pecuniary relationship directly : Brother of PareshNavin Shah And ShanmukhNavin Shah or indirectly with the Company or relationship with the managerial personnel if any.		
<b>III. Other Information</b>		
1. Reasons of inadequate profits:	The stock broking industry itself is facing severe competition. The retail participation has been lukewarm inspite of the fact that the markets are at its peak. The company is n the process of increasing the client base to improve revenue.	
2. Steps taken or proposed to be taken for improvement		
3. Expected increase in productivity and profit in measurable terms		

(By Order of the Board)  
For Aryan Share & Stock Brokers Limited  
Sd/-

Shanmukh Navin Shah  
(Managing Director)  
DIN: 00554879

Date: 08.08.2018

Place: Chennai

**Board's Report**

To,  
The Members,  
Aryan Share and Stock Brokers Limited

The Directors of the Company feel amiable in presenting 23<sup>rd</sup> Annual Report of the Company Along with the Audited Statement of Accounts and Auditors' Report for the Financial Year ended 31<sup>st</sup> March 2018

1.) **FINANCIAL PERFORMANCE:**

Particulars	(Amt in Rs.)	
	Current Year (F.Y. 2017-18)	Previous Year (F.Y. 2016-17)
Revenue from operations	3,13,76,800	3,02,87,546
Other Income	2,58,265	98,54,698
<b>Total Revenue</b>	<b>3,16,35,065</b>	<b>4,01,42,244</b>
Expenses (Other than finance cost)	2,11,40,570	2,31,07,364
Finance cost	65,35,504	74,71,183
<b>Total expenses</b>	<b>2,76,76,074</b>	<b>3,05,78,547</b>
Profit before tax	39,58,991	95,63,697
Less : Current tax	10,60,300	18,22,400
Deferred tax	(40,872)	(88,817)
<b>Profit/Loss after tax</b>	<b>29,39,563</b>	<b>84,78,314</b>

2.) **STATE OF COMPANY'S AFFAIRS:**

There is No change in the Nature of the Business of the Company during the Financial Year 2017-18 Despite of difficult market conditions, healthy competition in the market and lack of interest of the investors, the performance of your Company has been satisfactory and to achieve the healthy growth for its stakeholders. The performance evaluations of the Company are as under; Revenue: During the financial year 2017-18, the total revenue of the Company has decreased from Rs.401.42 lacs to Rs.316.35 Lacs, it shows that the revenue of the Company decreased by 126.89% (approx) as compared to previous financial year 2016-17. Expenses: In Financial Year ended 31<sup>st</sup> March, 2018, the expense of the Company is decreased from Rs.305.78 lacs to Rs. 276.76 lacs as compared to the previous financial year ended on 31<sup>st</sup> March, 2017. But the depreciation & amortisation cost of the Company is decreased by Rs. 1.06 Lacs as compared to the previous financial year 2016-17.

3.) **DIVIDEND:**

Keeping in view the growth prospects of the Company the Board of your company has not recommended any Dividend for the Financial Year 2017-18.

**4.) MATERIAL CHANGES AND COMMITMENTS:**

The Company has not undergone any Material Changes during the Financial Year that may affect the Financial Worth of the Company in any way. There are No Significant and Material orders passed by the Regulators, Tribunals or Courts which can have a significant impact on the status of the Company of being a going concern and Company's Operations in future.

**5.) INTERNAL FINANCIAL CONTROL:**

Your Directors state that there are adequate Internal Controls in the Company for ensuring the Smooth working of the Operations and growth of the organization

**6.) MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:**

As the requirement under SEBI(LODR), 2015 the Management is required to prepare MDAR, for that reason it has been annexed as Annexure-4 forming part of this Report.

**7.) REPORT ON CORPORATE GOVERNANCE:**

Your Company has not been involved in any unethical Practices and has complied with all the Compliance related requirements. A detailed Report on Corporate Governance is required to be made by the Compliance Officer of the Company as per SEBI (LODR), 2015. The same has been annexed in the Report as Annexure-5.

**8.) SUBSIDIARIES/ JOINT VENTURE / ASSOCIATE COMPANIES:**

The Company has no Subsidiary/ Joint Venture/ Associate Company and hence is not required to prepare any Consolidated Financial Statement.

**9.) DEPOSITS:**

The Company has not accepted any Deposits during the Financial Year 2017-18 which are required to be reported as per Chapter V and Section 73 to 76 of the Companies Act, 2013.

**10.) DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- In the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- The Directors have 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 as at March 31, 2018 and of the profit of the Company for the year ended on that date;
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors have prepared the annual accounts on a 'going concern' basis;
- The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**11.) EMPLOYEE STOCK OPTION:**

During the year there has not been any issue of Equity shares to the Employees of the Company on differential basis. Hence, no such information is required to be filed under the provisions of Companies Act, 2013.

**12.) AUDITOR AND AUDITORS' REPORT:**

The Board has appointed **M/SR Balaji & co.**, Chartered Accountants (Firm registration no. 0003325) to conduct the Statutory Audit for the year 2017-18. There is no qualification or adverse remarks in auditor's report which require any clarification/ explanation. The notes on financial statements are self explanatory and needs no further explanation. Further the Auditors' Report for the financial year ended, 31st March, 2018 is annexed herewith for your kind perusal and information.

**13.) EXTRACT OF ANNUAL REPORT:**

HEREWITH the Extract of Annual Return in the Specified form i.e. Form No.MGT 9 has been enclosed as the Annexure-1.

**14.) CORPORATE SOCIAL RESPONSIBILITY:**

As the Net Worth, Turnover and Net Profit are below the Limits as prescribed under Section 135 of the Companies Act, 2013 and Rule 9 of the Companies(Corporate Social Responsibility Policy) Rules, 2014, no need to form CSR committee. Hence the Company is not required to contribute in CSR.

**15.) DIRECTORS AND KEY MANAGERIAL PERSONNNAL:**

**During the year under review, the following changes occurred in the position of Directors/KMP of the company.**

Underneath a table has been provided consisting of the information regarding Directors of your Company

S. No.	Name	Designation	Executive/Non-Executive
1.	Mr. Shanmukh N. Shah	Managing Director	Executive
2.	Mr. Paresh N. Shah	Whole time Director	Executive
3.	Mr. Manoj N. Shah	Whole time Director	Executive
4.	Dr. R. Rajesh	Independent Director	Non Executive
5.	Mr. P. Nirmal Chand	Independent Director	Non Executive
6.	Mrs. Uma Rajesh	Women Director	Non Executive
7.	Mr. Ranganathan Giridharan	Chief financial officer	-
8.	Swati Jain@	Company secretary	-
9.	Vidushi Dubey*	Company secretary	-

@ Swati Jain was held the position of CS till 31<sup>st</sup> December, 2017

\* Vidushi Dubey was held the position of CS till 14<sup>th</sup> April, 2018

**16.) MEETINGS OF BOARD:**

The following Meetings of board of directors held During the Financial Year 2017-18

S. No.	Date of the Meeting	Members Present
1.	30 <sup>th</sup> May, 2017	All
2.	14 <sup>th</sup> August, 2017	All
3.	10 <sup>th</sup> November, 2017	All
4.	22 <sup>nd</sup> January, 2018	All
5.	31 <sup>th</sup> March, 2018	All

**17.) COMMITTEE OF BOARD OF DIRECTORS:**

Pursuant to section 178 and other applicable provisions of the Companies Act, 2013 Company had constituted the following Board Committees

- Audit committee
- Nomination and remuneration committee
- Stakeholder relationship committee
- Risk management committee



5. Share transfer committee
6. Internal complaint committee

The composition of all committees has been stated under corporate governance report as an integral part of Annual Report.

**18.) BOARD EVALUATION:**

Pursuant to the provisions of Companies Act, 2013, the Board has carried out an Annual Performance Evaluation of its own performance, the Directors individually as well as mutually evaluated their performance along with the performance of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee etc. Various aspects such as Composition, Attendance, Duties, Obligations, etc. have been evaluated under this. The performance of the Directors was assessed individually and as a Whole.

**19.) CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO ARE AS FOLLOWS:**

The particulars as required under the provisions of section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished the nature of activities undertaken by the company during the year under review.

- a) Conservation of energy : NA
- b) Technology absorption : NA
- c) Foreign exchange earnings and outgo : NA

**20.) REMUNERATION TO DIRECTORS:**

The remuneration paid to Executive, Non-Executive and Independent Directors are disclosed in the extract to the Annual Return in Form MGT-9. The same has been annexed as Annexure-1 of Board Report.

**21.) RISK MANAGEMENT POLICY:**

Risk Management is an integral part of the business process. The Company has mapped the risks at the business processes and enterprise levels and has evolved a risk management framework. The mitigate measures taken are reviewed periodically at the Board. Adequate back up of the systems in 3 sets are being taken and as a one more avenue, remote server technology is being operated to mitigate any eventuality. The management is proud to say that not even a single trading day is not lost nor data is lost due to the effective risk management strategy.

**22.) VIGIL MECHANISM POLICY/WHISTLE BLOWER POLICY:**

Company has formulated and published a whistle Blower Policy to provide vigil mechanism for employees including directors of the Company to report genuine concern. The mechanism ensures that strict confidentiality is maintained whilst dealing with the concern and also that no discrimination will be meted to any person for a genuinely raised concern. The Chairman of the Audit Committee may also contacted by employees to report any suspected or concerned incident of fraud/ misconduct. The provision of policy is in line with the provision of the section 177(9) of the Act; the policy is available on company's website [www.assbl.com](http://www.assbl.com)

**23.) REMUNERATION POLICY:**

In accordance of section 178 and other applicable provisions of companies Act 2013 read with rules there under and applicable regulations of SEBI (Listing Obligation And Disclosure) Requirements, 2015 the board has formulated the nomination and remuneration policy of your company on the recommendations of nomination and remuneration committee; the policy is available on company's website: [www.assbl.com](http://www.assbl.com)

**24.) SECRETARIAL AUDIT:**

The board has appointed **CS Vishakha Agrawal**, Company Secretary (ACS no 39298), to conduct Secretarial Audit for the financial year 2017-18. The Secretarial Audit Report for the financial year ended March 31<sup>st</sup>, 2018 is annexed herewith marked as Annexure-3 to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

**25.) PARTICULARS OF LOANS GIVEN, INVESTMENT MADE, GUARANTEE GIVEN AND SECURITIES PROVIDED:**

The company has not given any loan, done any investment or provided any guarantee under Section 186 of the Companies Act, 2013.

**26.) RELATED PARTY TRANSACTION:**

None of the transactions with related parties falls under the scope of section 188(1) of the Act. Information on transaction with related parties pursuant to section 134(3) (h) of the act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure-2 in Form AOC-2 and the same forms part of this report.

**27.) DISCLOUSER UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION AND REDRESSAL) ACT, 2013:**

Aryan Share And Stock Brokers Limited is to provide the healthy environment to its employees, the company has in place a prevention of the Sexual Harassment Policy and an internal complaints committee as per the requirements of sexual harassment of women at workplace (Prevention, Prohibition And Redressal) Act, 2013. The policy is available on company's website: [www.assbl.com](http://www.assbl.com)

**28.) DECLARATION BY INDEPENDENT DIRECTORS:**

Your company has received declaration from all the independent directors confirming that they meet the criteria of independence as prescribed under the provisions of the companies act, 2013 read with schedules and rules issued thereunder as well as Regulation 16(1) (b) of Listing Regulation (including any statutory modifications(s) or reenactment(s) for the time being in force).

**29.) DISCLOUSER REQUIREMENT:**

- As per the Provisions of the SEBI (LODR) Regulation 2015 entered into with the stock exchanges, corporate governance report with auditors' certificate thereon and management discussion and analysis are attached, which form part of this report.
- Details of the familiarization programme of the independent directors are available on the website of the Company [www.assbl.com](http://www.assbl.com)
- During the year the company has not transferred any amount to General reserve.

**30.) ACKNOWLEDGEMENT:**

Your Director wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendor and Shareholders during the year under review. Your Director also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and workers of the Company

Date: 08/08/2018  
Place: Chennai

For and on behalf of the Board of Directors  
Aryan Share and Stock Brokers Limited

Shanmukh Navin Shah  
Managing Director  
Din no. 00554879

Manoj Navin Shah  
Whole time Director  
Din no. 00554893





**Annexure- 1  
FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31<sup>st</sup> March 2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L65993TN1995PLC031800
2.	Registration Date	12/06/1995
3.	Name of the Company	Aryan Share & Stock Brokers Limited
4.	Category/Sub-category of the Company	Company Limited By Shares Indian Non Government Company
5.	Address of the Registered office & contact details	Old no. 3, new no. 7, 7th cross street Shenoy nagar, Chennai – 600030
6.	Whether listed company	Listed
7.	Name, Address & Contact details of the Registrar & Transfer Agent, if any.	Gnsainfotech limited 115, Nelson Manickam Rd, Collectorate Colony, Aminjikarai, Chennai, Tamil Nadu 600029 Tel : +91- 44 – 4296 2000, email: <a href="mailto:info@gnsaindia.com">info@gnsaindia.com</a>

**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)

S. No	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Stock Broking and Depository services	49070010	100

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

S. No	Name And Address Of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
NIL					

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

A) Category - Wise Share Holding

Category of Shareholder	No. of shares held at the beginning of the year [as on 31-march-2017]				No. of share held at the end of the year [As on year 31-March-2018]				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoter									
(1) Indian									
Individual /HUF	1578300	1000	1579300	52.64	1579300	-	1579300	52.64	NIL
SUB TOTAL (A)	1578300	1000	1579300	52.64	1579300	-	1579300	52.64	NIL
2) Foreign:	-	-	-	-	-	-	-	-	NIL
Sub Total (A)(2)	-	-	-	-	-	-	-	-	NIL
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	1578300	1000	1579300	52.64	1579300	-	1579300	52.64	NIL
(B) Public Shareholding									
1. Institutions									
Sub- total(B)(1):-	-	-	-	-	-	-	-	-	
2. Non- Institutions									
a) Bodies Corp.									
i) Indian		451100	451100	15.04	500	450700	451200	15.04	NIL
ii) Overseas		-	-	-					NIL
b) Individuals									
i) Individual shareholder holding nominal share capital up to Rs.2 lakh		805400	805400	26.85	16000	789300	805300	26.84	0.01
ii) Individual shareholder holding nominal share capital in excess of Rs. 2 lakh.		164200	164200	5.47	-	164200	164200	5.47	NIL
c) others(specify)									
Subtotal (B)(2)	-	14,20,700	14,20,700	47.36	16500	1404200	14,20,700	47.35	NIL
Total Public Shareholding(B)=(B)(1)+(B)(2)		14,20,700	14,20,700	47.36	16500	1404200	14,20,700	47.35	NIL



C. Share held by custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	NIL
<b>Grand Total(A+B)</b>	-	<b>3000000</b>	<b>3000000</b>	<b>100</b>	<b>1595800</b>	<b>1404200</b>	<b>3000000</b>	<b>99.99</b>	<b>0.01</b>

## B) Shareholding of Promoter-

S.N.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Paresh Navin Shah	1117800	37.26	-	1117800	37.26	-	NIL
2.	Shanmukh Navin Shah	436600	14.55	-	436600	14.55	-	NIL
3.	Manoj Navin Shah	20100	0.67	-	20100	0.67	-	NIL
4.	NishaManoj Shah	4800	0.16	-	4800	0.16	-	NIL

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

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year (01-04-2017)	1579300	52.64%	1579300	52.64%
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for <b>increase</b> / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
3	At the end of the year (31-03-2018)	1579300	52.64%	1579300	52.64%

## D) Shareholding Pattern of Top Ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
<b>PARESH NAVIN SHAH</b>					
1.	At the beginning of the year	1117800	37.26%	1117800	37.26%
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
3.	At the end of the year	1117800	37.26%	1117800	37.26%
<b>SHANMUKH NAVIN SHAH</b>					
1.	At the beginning of the year	436600	14.55%	436600	14.55%
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
3.	At the end of the year	436600	14.55%	436600	14.55%
<b>M/S JAIN GRANITIES &amp; PROJECTS INDIA LTD</b>					
1.	At the beginning of the year	250000	8.33%	250000	8.33%
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
3.	At the end of the year	250000	8.33%	250000	8.33%
<b>FATHIMUNNISA INVESTMENTS PRIVATE LTD</b>					
1.	At the beginning of the year	125900	4.20%	125900	4.20%
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
3.	At the end of the year	125900	4.20%	125900	4.20%
<b>SAKARBAI B SHAH</b>					
1.	At the beginning of the year	90000	3%	90000	3%
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
3.	At the end of the year	90000	3%	90000	3%
<b>UMA R</b>					
1.	At the beginning of the year	51100	1.7%	51100	1.7%
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL



3.	At the end of the year	51100	1.7%	51100	1.7%
<b>MGL HOLDINGS (P) LTD</b>					
1.	At the beginning of the year	43200	1.44%	43200	1.44%
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
3.	At the end of the year	43300	1.44%	43300	1.44%
<b>NANDHA KUMAR R</b>					
1.	At the beginning of the year	23100	0.77%	23100	0.77%
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
3.	At the end of the year	23100	0.77%	23100	0.77%
<b>MANOJ NAVIN SHAH</b>					
1.	At the beginning of the year	20100	.67%	20100	.67%
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
3.	At the end of the year	20100	.67%	20100	.67%
<b>HIRALAL JAIN</b>					
1.	At the beginning of the year	19800	.66%	19800	.66%
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
3.	At the end of the year	19800	.66%	19800	.66%

## E) Shareholding of Directors and Key Managerial Personnel:

S. N.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>Shanmukh Shah Navin</b>					
1.	At the beginning of the year	436600	14.55%	436600	14.55%
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
3.	At the end of the year	436600	14.55%	436600	14.55%
<b>PARESH SHAH NAVIN</b>					
1.	At the beginning of the year	1117800	37.26%	1117800	37.26%
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
3.	At the end of the year	1117800	37.26%	1117800	37.26%
<b>MANOJ SHAH NAVIN</b>					
1.	At the beginning of the year	20100	.67%	20100	.67%
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
3.	At the end of the year	20100	.67%	20100	.67%
<b>UMA RAJESH</b>					
1.	At the beginning of the year	51100	1.70%	51100	1.70%
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
3.	At the end of the year	51100	1.70%	51100	1.70%
<b>RANGANATHAN GIRIDHARAN</b>					
1.	At the beginning of the year	2500	0.08%	2500	0.08%
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
3.	At the end of the year	2500	0.08%	2500	0.08%

V. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment: NIL

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

## A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

S.No	Particulars of Remuneration	Shanmukh N. Shah –MD	Manoj N. Shah - WTD	Paresh N. Shah-WTD	Total Amount
1.	Gross salary	Rs.9,60,000/-	Rs.9,60,000/-	Rs.9,60,000/-	28,80,000/-



	(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	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission – as % of profits- others, specify...	-	-	-	-
5.	Others, please specify				
	Total (A)	Rs.9,60,000/-	Rs.9,60,000/-	Rs.9,60,000/-	28,80,000/-/-/-
	Ceiling as per the Act				

B. REMUNERATION TO OTHER DIRECTORS (Independent & Other Non Executive): NIL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

For and on behalf of the Board of Directors  
Aryan Share and Stock Brokers Limited

Date : 08/08/2018  
Place: Chennai

Shanmukh Navin Shah  
Managing Director  
Din no. 00554879

Manoj Navin Shah  
Whole time Director  
Din no. 00554893

Annexure-2

Form No. AOC-2

(As per "the Act" and rule made there under)

(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**

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

**2. DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENT OR TRANSACTIONS AT ARM'S LENGTH BASIS**

- (a) Name(s) of the related party and nature of relationship  
(b) Nature of contracts/arrangements/transactions:

Sr.no	Name of Related Parties	Nature of Relationship	Nature of Transaction
1	NA	NA	NA

- (c) Salient terms of the contracts or arrangements or transactions including the value, if any

Terms of the contract conform to the prevailing market rates and all the care has been taken to ensure reasonability of prices as compared to the prevailing rates in the market better quality products and timely supplies.

- (d) Justification for entering into such contracts or arrangements or transactions

It is ensured that the contract with the Contracting party is advantageous to the Company and its shareholders. The Company intends to ensure following aspects by dealing with contracting parties:

- (e) Date(s) of approval by the Board: all the quarterly meetings held during the FY 2017-18.  
(f) Amount paid as advances, if any: NIL  
(g) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: N.A.

**3. THE DETAILS OF ALL RELATED PARTY TRANSACTIONS AS PER ACCOUNTING STANDARD 18 HAVE BEEN DISCLOSED IN NOTES TO ACCOUNTS OF FINANCIAL STATEMENT.**

(By Order of the Board)  
For Aryan Share & Stock Brokers Limited

Place: Chennai  
Date: 08.08.2018

Shanmukh N. Shah  
Managing Director  
DIN: 00554879

FORM NO. MR-3  
SECRETARIAL AUDIT REPORT  
For the period April 1, 2017 to March 31, 2018



[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014]

To,

The Members

**ARYAN SHARE & STOCK BROKERS LIMITED,**

**CIN: L65993TN1995PLC031800**

**Reg. off: Old No.3, New No.7, 7th Cross Street,  
Shenoy Nagar, Chennai - 600030**

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ARYAN SHARE & STOCK BROKERS LIMITED (CIN: L65993TN1995PLC031800)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

We have followed the audit practices and processes as were appropriate to the best of our understanding to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.

Wherever required we have obtained the management representation about the compliance of the laws, rules and regulations and happening of events, etc.

Our report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness or accuracy with which the management has conducted the affairs of the company.

Based on the information and/or details received on 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulation made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the company during the audit period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): (Not applicable to the Company as after de-recognition of Madras Stock Exchange the Company was shifted on Dissemination Board of NSE and the Company has made application for direct listing on BSE)
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 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 as the Company has not issued/listed any Share Capital during the financial year under review)**
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities And Exchange Board of India (Share Based Employees Benefits) Regulations 2014. **(Not applicable to the Company during Audit Period)**
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. **(Not applicable to the Company during 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)**
  - h) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2009. **(Not applicable to the Company during the Audit Period)**
- (vi) In view of the Management of the Company, following laws are not applicable to the company :
  - a) The Factories Act, 1948
  - b) Acts pertaining to Mining activities and the Rules corresponding there under
  - c) Laws and rules related to labour appointed by the Company either on the payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation, etc.
  - d) Payment of Wages Act, 1936
  - e) The Minimum Wages Act, 1948,
  - f) Employees' State Insurance Act, 1948,
  - g) Provident Fund Act 1952 & Employees Pension Scheme 1995,
  - h) The Payment of Bonus Act, 1965,
  - i) Payment of Gratuity Act, 1972,
  - j) The Water (Prevention & Control of Pollution) Act, 1974, Read with Water (Prevention & Control of Pollution) Rules, 1975,
  - k) Prevention of Child Labour Act,
  - l) Industries (development & Regulations) Act 1971
  - m) Acts prescribed under Environmental protection and the Rules prescribed there under.
- (vii) The laws, regulations, directions, Orders applicable specifically to the Company are as follows:
  - a) SEBI (Depositories and Participants) Regulations, 1996
  - b) SEBI (Intermediaries) Regulations, 2008
  - c) SEBI (Stock Broker and Sub-Brokers) Regulations, 1992
  - d) SEBI (Merchant Bankers) Regulations, 1992
  - e) Prevention of Money Laundering Act, 2002
  - f) Negotiable Instruments Act, 1881
  - g) General Clause Act, 1897
  - h) Registration Act, 1908
  - i) Indian Stamp Act, 1899
  - j) Limitation Act, 1963
  - k) Transfer of Property Act, 1882
  - l) Indian Contract Act, 1872
  - m) Sale of Goods Act, 1930
  - n) Information Technology Act, 2000



- o) Consumer Protection Act, 1986
- p) Arbitration and Conciliation Act, 1996
- r) Other laws as are applicable to the Company

We have also examined compliance of the applicable Clauses of the Listing Agreements entered into by the Company with the Madras Stock Exchange Limited and Secretarial Standards issued by The Institute of Company Secretaries of India.

As per a certificate submitted by the Managing Director, the company has complied with all the laws and regulations governing the company's behavior as a Public Listed Company, has been following due processes enabling the Company to comply by all the legal requirements applicable to a Public Listed Company and has 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. Based on the report received, there has been due compliance of all laws, orders, regulations and other legal requirements of the central, state and other Government and Legal Authorities concerning the business and affairs of the company.

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) Compliance of the applicable Clauses of the Listing Agreements entered into by the Company with the Madras Stock Exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and partially complied with Secretarial Standards mentioned above, subject to the following:

- a) The company has not complied with the provisions / requirements of the SEBI Act and listing agreement / regulations, during the financial year under review. As per the information received, after de-recognition of Madras Stock Exchange, the Company was shifted on Dissemination Board of NSE and the Company has made application for direct listing on BSE, so it was not practically possible for the company to comply with the requirements of the listing agreement.

We further report that:

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
- d) We further report that no audit has been conducted on compliance with finance and taxation laws as the same are subject to audit by Statutory Auditor and Internal Auditor to the Company and their observations, if any, shall hold for the purpose of the Audit Report.
- e) We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- f) We further report that there is scope to improve the systems and processes in the company and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines and as informed, the Company has responded to notices for demands, claims, penalties etc. levied by various statutory/regulatory authorities and initiated actions for corrective measures, wherever necessary.

For Vishakha Agrawal & Associates  
Practising Company Secretaries

Place: Indore

Date : 08/08/2018

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

CS Vishakha Agrawal

(Proprietor)

ACS: 39298 CP No. 15088

#### ANNEXURE A

To,

The Members

**ARYAN SHARE & STOCK BROKERS LIMITED,**

**CIN: L65993TN1995PLC031800**

**Reg. off: Old No.3, New No.7, 7th Cross Street,**

**Shenoy Nagar, Chennai - 600030**

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process 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. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and have relied on the report of statutory auditors on direct and indirect taxes. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Vishakha Agrawal & Associates  
Practising Company Secretaries

Place: Indore

Date : 08/08/2018

CS Vishakha Agrawal

(Proprietor)

ACS: 39298 CP No. 15088

#### Annexue-4

#### Management Discussion and Analysis Report:-

➤ Economic Overview



According to the Economic Survey, the Indian economic growth rate was in the range of 6.5% in Financial Year 2017-18. The overall economic outlook is improving due to a number of reasons such as government reforms, favorable external environment and improved investor sentiments. India's real GDP growth will remain between 6.75% and 7.5% in the 2017-2018 financial year, the government said in its Economic Survey, an annual document that decipheres the state of the economy.

The government has introduced new concept of 'Demonetization' for promoting ethical culture throughout India and simultaneously eliminating the worm which spoils the economy slowly but majorly i.e. Corruption. The government's commitment and efforts to improve the financial scenario in India will help many companies in the medium to long term.

In the long term, India's growth story remains intact, supported by a positive demographic dividend, rapid urbanization and increasing domestic consumption driven by a growing middle class.

➤ **Business outlook and segment-wise performance:**

Your Company is engaged in providing share market broker services derivative trading and provides depository services. The growth and progress of the Company depends directly on the share market in India and abroad. In the opinion of the Directors, the growth in the share market is highly volatile.

➤ **financial performance with respect to operational performance:**

Your Company is engaged in providing share market broker services and derivative trading. The growth and progress of the Company depends directly on the share market in India and abroad. In the opinion of the Directors, the growth in the share market is highly volatile.

➤ **Opportunities and Threats:**

India has averted the effects of the global slump and continues to grow. More and more multinational companies are now targeting India as the hub for manufacturing and exporting. This provides good opportunities to component manufacturers and service providers for accelerated growth. Project expansion is in progress demanding many companies tapping the capital market. Due to globalization, there is an expansion expected in the derivatives market also.

➤ **Internal control Systems and their adequacy:**

Your Company continues to engage the services of an independent agency to carry out internal audit of all the segments of the Company. The Audit Committee of the Board approves the audit plan in the beginning of the financial year in consultation with the internal auditors, the statutory auditors and the management. The findings of the internal auditors are placed before the Audit committee for their comments. The response and counter measures are discussed in the Audit Committee meetings. The process ensures reliability of control systems and compliance with laws.

➤ **Risk and concern:**

Risk Management is an integral part of the business process. The Company has mapped the risks at the business processes and enterprise levels and has evolved a risk management frame work. The mitigate measures taken are reviewed periodically at the Board. Adequate back up of the systems in 3 sets are being taken and as a one more avenue, remote serve technology is being operated to mitigate any eventuality. The management is proud to say that not even a single trading day is not lost nor data is lost due to the effective risk management strategy.

➤ **Human Resource Development and Industrial Relations:**

Your Company attaches significant importance to Human Resource Development and harmonious industrial relations. The management is continuously working ways to better adjust the individual to his job and the environment, the greatest involvement of an employee in various aspect of his work and the greatest concern for enhancing the capabilities of the individual. On an average, each employee across all segments is trained for 5 days.

➤ **Cautionary statement:**

The information and opinion expressed in this report may contain certain forward-looking statements, which the management believes are true to the best of its knowledge at the time of its preparation. Actual results may differ materially from those either expressed or implied in this report.

**Annexure-5**

**CORPORATE GOVERNANCE REPORT**

As provided in the Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per some of the international practices followed all over the world making of Corporate Governance is one of that. The Report consists of various steps taken by the Company for the purpose of fulfilling Corporate Governance compliances. Below are the details:-

**(1.) INTRODUCTION :**

*'Corporate governance is concerned with ways of bringing the interests of investors and manager into line and ensuring that firms are run for the benefit of investors'. Corporate governance includes 'the structures, processes, cultures and systems that engender the successful operation of organizations'*

"Corporate governance deals with laws, procedures, practices and implicit rules that determine A Company's ability to take informed managerial decisions vis-à-vis its Claimants—in particular, its shareholders, creditors, customers, the State and employees.

There is global consensus about the objective of 'good corporate governance i.e. maximizing long-term shareholder value.

**(2.) COMPANY'S PHILOSOPHY :**

Company plans to have its presence in various locations all over India. For the purpose of making its existence, the company along with its Workforce and the Technology is working at its optimum level for the purpose of providing convincing results to all its stakeholders are and bringing itself up to that stage where its Human Capital gets feel of belongingness and self-esteem.

**(3.) BOARD OF DIRECTORS :**

The Board of the Company is assigned the ultimate responsibility for the Management of general and specific functions of the Company and also for overseeing the performance of the company as a whole. They are the ones who are entrusted with numerous powers for the purpose of Management of the Affairs of the Company. Articles of the Company give various implied powers to them and remaining powers are given to them by the Members, by way of passing of resolution in the General Meeting.

➤ **COMPOSITION OF THE BOARD :**

As the Company is required to maintain optimum combination in the Board Dr. Uma Rajesh, a Non Executive Director of Company, is the Chairperson of the Board. The Board of Directors of Company comprise of six Directors consists of Three Executive, One women Non-Executive and two Independent Directors to the optimum level required as per the provisions of various Legislations applicable. The Structure of the Board of the Company is wholly in compliance with the laws applicable, as it consists of Executive, Non-Executive and Independent Directors. The maximum tenure of Independent Directors are within the limits mentioned under the provisions of the Companies Act, 2013 ("Act") and the Independent Directors confirm that they meet the criteria Mentioned under Section 149(6) of the Act.

S. N.	Name of Director	No. Of board meetings held	No. Of board meetings attended	Attendance at the last AGM	Member of Board Committees in other Companies excluding private companies	No. of other Directorships in other Companies excluding private companies



1.	Mr. ShanmukhNavin Shah (Managing Director)	5	5	YES	-	1
2.	Mr. PareshNavin Shah (Whole-time Director)	5	5	YES	-	1
3.	Mr. ManojNavin Shah (Whole-time Director)	5	5	YES	-	1
4.	Dr. R. Rajesh (Non-executive Independent Director)	5	5	YES	-	-
5.	Mr. P. Nirmal Chand (Non-executive Independent Director)	5	5	YES	-	-
6.	Mrs. Uma Rajesh (Non Executive women Director)	5	5	YES	-	-

➤ **NUMBER OF BOARD MEETINGS:**

The Company has complied with all the provisions of the Companies Act, 2013 and Rules made there under regarding the conduction of Board Meetings. The company has conducted all the Meetings of the Board within the time interval specified under the Act and Rules for the purpose of discussing and deciding the Company's policy and strategy. The Annual Pre-scheduled tentative calendar for the Board and Committee Meetings is circulated to all the Directors. During the financial Year 2017-18 following below mentioned are the details of the Board Meetings held :-

S. NO.	DATE OF THE BOARD MEETING
1.	30 <sup>th</sup> May, 2017
2.	14 <sup>th</sup> August, 2017
3.	10 <sup>th</sup> November, 2017
4.	22 <sup>nd</sup> January, 2018
5.	31 <sup>st</sup> March 2018

➤ **BOARD MEETINGS:**

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings.

The notice of Board meeting along with agenda was given well in advance to all the Directors. The meetings of the Board are held at the registered office of the Company. The names and categories of the directors on the board, their attendance at board meetings held during the year and the number of directorships and committee chairmanships / memberships held by them in other public companies as on March 31, 2018 are given herein above. Other directorships do not include directorships of private limited companies, Section 8 companies and of companies incorporated outside India. Chairmanships / memberships of board committees shall include only Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee.

➤ **SEPARATE MEETINGS OF INDEPENDENT DIRECTOR**

At least one Separate Meeting of the Independent Directors is required to be conducted by and among them as per the provisions of Regulation 25(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 without the attendance of Non- Independent Directors and members of management. All the Independent Directors of the Company shall strive to be present at such meeting. The Independent Directors met one time during the Financial Year ended 31 March, 2018 on 14<sup>th</sup> August, 2017 and inter alia discussed the following:-

- (a) Reviewing the performance of non-independent directors and the Board as a whole;
- (b) Reviewing the performance of Chairperson of the company, and considering the views of executive and non-executive directors;
- (c) Assessing the quality, quantity and timeliness of the flow of information between the company management and Board that is necessary for the Board to effectively and reasonably perform their dues.

➤ **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

In Compliance of SEBI (LODR) Regulation 2015 Company has conducted a familiarization programme for Independent Directors of the Company for familiarizing with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. The details of such familiarization programmed for Independent Directors are posted on the website of the Company and can be accessed at [www.assbl.com](http://www.assbl.com).

➤ **COMMITTEES OF THE BOARD**

The Board has been authorized by the provisions of the law regarding the delegation of the work to the Committees formed by an authentic Board Resolution for ensuring that the best practices are being carried in the organization. The Board supervises the operations being carried out by the committees so formed and is also responsible for actions performed by them. The minutes of the Meetings of such committees are placed before the Board for review. The Board of the company has formed following committees:-

**A. AUDIT COMMITTEE :-**

Pursuant to the provisions laid under Regulation 18 of SEBI (LODR) Regulation, 2015 the Company is required to constitute an Audit Committee which shall oversee the operations regarding Finance, Audit, Internal control, etc. Hence, the same has been formed by the Company. It acts as a link between Management, Statutory and Internal Auditors and the Board. It recommends the appointment or re-appointment of statutory and internal auditors.

**I. Composition of audit Committee :-**

The composition of the committee is as per the limits laid under Section 177 of the Companies Act, 2013. Also the Members of the committee possess relevant experience in the field of Finance.

S. No.	Name of the Director	Category	Designation
1.	Mr. P.Nirmal Chand	Independent Director	Chairman
2.	Dr. R. Rajesh	Independent Director	Member



3.	Mr. Paresh N. Shah	Whole Time Director	Member
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**ii. Meeting of Audit Committee:-**

During the Financial Year ended 31st March, 2018, Five Audit Committee Meetings were held on **30.05.2017, 14.08.2017, 10.11.2017 22.01.2018 and 31 March, 2018.**The necessary quorum was present for all the meetings.

S. No.	Name of Director	No. of Meetings Held	No. of Meetings Attended
1.	Mr. P. Nirmal Chand	5	5
2.	Dr. R. Rajesh	5	5
3.	Mr. Paresh N. Shah	5	5

**iii. Powers of Audit Committee :-**

It includes the following:

- (1) Investigating any activity falling within the terms of its Appointment.
- (2) Seeking information from any employee.
- (3) Obtaining outside legal or other advice.
- (4) Securing attendance of outsider with relevant expertise, if it considers necessary.
- (5) Any other matter as may be required by SBI (LODR) Regulation, 2015 or companies Act,2013 and rules made there under or any other Legislation applicable.

**iv. Role of Audit Committee:-**

The role of audit committee shall include the following:-

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the Financial Statement is correct, sufficient and credible;
2. Recommending to the board for appointment (including re-appointment and replacement), remuneration and terms of appointment of auditor of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual Financial Statements and auditor's report thereon before submission to the board for approval, with particular reference to:-
  - a. Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the Financial Statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to Financial Statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report.
5. Reviewing with the management, the quarterly Financial Statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and Risk Management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. Reviewing the functioning of the Whistle Blower mechanism in case same is existing;
19. Overseeing the performance of Company's Risk Management Policy;
20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
22. Any other function as may be required from time to time by the Listing Regulation, Companies Act, 2013 and rules made there under and any other statutory, contractual or other regulatory requirements to be attended to by such committee.

**V. Information to be reviewed by Audit Committee:**

1. Review of the Company's Financial reporting process and the disclosure of its financial information
2. Review with management the annual financial statements before submission to the Board
3. Reviewing the adequacy of internal audit functions
4. Reviewing with the management, external and internal auditors, the adequacy of internal control systems

5. Discussion with external auditors before the audit commences nature and scope of audit and post-audit discussion to ascertain any area of concern.
6. Reviewing the Company's various financial and risk management policies and practices.

**IV. NOMINATION AND REMUNERATION COMMITTEE :**

Pursuant to the provisions of Regulation 19 of SEBI (LODR) Regulations, 2015 a Company is required to constitute Nomination and Remuneration Committee and the same has been formed by your company. Following are the details of the Meetings held:-

**a) Composition of Remuneration Committee :-**

The composition of the committee is as per the limits laid under Section 178 of the Companies Act, 2013. Also the Members of the committee possess relevant experience in the field of Finance.

S. No.	Name of the Director	Category	Designation
1	Mr. Nirmalchand Premraj	Non ExecutiveIndependent Director	Chairman
2	Mr. Rajesh Ramanathan	Non ExecutiveIndependent Director	Member
3	Ms. Uma Rajesh	Women Director	Member

**b) Meeting of Nomination and Remuneration Committee:**

During the Financial Year ended 31st March, 2018, one Meetings of Nomination and Remuneration Committee were held on 14<sup>th</sup> August 2017. The necessary quorum was present for this meeting:

S. N.	Name of Director	No. of Meeting Held	No. of Meeting Attended
1.	Mr. Nirmalchand Premraj	1	1
2.	Mr. Rajesh Ramanathan	1	1
3.	Mr. Uma Rajesh	1	1

**c) Role of Nomination and Remuneration Committee :**

The role of the Nomination and Remuneration Committee shall include the followings:-

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
5. Any other function as may be required from time to time by the Listing Regulation, Companies Act, 2013 and rules made there under and any other statutory, contractual or other regulatory requirements to be attended by such committee.

**d) Remuneration Policy:**

The Company has adopted the Policy for Remuneration of Directors, Key Managerial Personnel (KMPs) and other Employees of the Company. The detailed policy is in process to uploaded on the website of the Company and can be accessed at [www.assbl.com](http://www.assbl.com)

**e) Remuneration of Directors:**

Remuneration of Executive Directors is decided by the Board, based on the recommendations of the Nomination and Remuneration Committee as per the remuneration policy of the Company, within the ceilings fixed by the shareholders.

Particulars	Shanmukh Navin Shah	Paresh Navin Shah	Manoj Navin Shah
Salary	9,60,000	9,60,000	9,60,000

**f) Remuneration to Non-Executive Directors:**

During the year ended 31 March, 2018, the Company has **not** paid any remuneration either in the form of commission or sitting fee to its non-executive Directors.

**V. Shareholders / Investors Grievance Committee**

As stated under Regulation 20 of SEBI (LODR) Regulation, 2015 the Company is required to constitute a Stakeholders Relationship Committee for the purpose of redressing investor grievances and hence the same has been formed by the Company.

A Shareholders / Investors Grievance Committee of Directors were re-constituted on 08/08/2005. It is empowered to oversee the redressal of investors' complaints pertaining to share transfer, non-receipt of annual reports, transmission of shares and miscellaneous complaints. It also oversees the performance of Registrars and Share Transfer Agents and recommends measures for overall improvement in the quality of investor services. During the year under review four Investor Grievance Committee meetings were held on 4. The composition of committee and the Attendance at its meeting is given hereunder:

Composition:

S.No.	Name of the Director	Category	Designation
1.	Mr. Rajesh Ramanathan	Independent Director	Chairman
2.	Mr. NirmalChand Premraj	Independent Director	Member
3.	Mr. Manoj N. Shah	Director	Member

**➤ STAKEHOLDERS MEETINGS**

The last three Annual General Meetings were held at the Time and Venue mentioned below

YEAR	AGM NO.	DATE	TIME	VENUE
2016-17	22	29/09/2017	11.00 a.m.	Old No.3, New No.7,7 <sup>th</sup> Cross Street, Shenoy Nagar, Chennai 600030
2015-16	21	19/09/2016	10.15 a.m.	472, Old No.3, New No.7,7 <sup>th</sup> Cross Street, Shenoy Nagar, Chennai 600030



2014-15	20	27/08/2015	10.15 a.m.	Old No.3, New No.7,7 <sup>th</sup> Cross Street, Shenoy Nagar, Chennai 600030
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➤ **OTHER DISCLOSURES:-**

- I. There are no materially significant transactions with its promoters, the directors or the senior management personnel, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company. The disclosures in respect of Related Party Transactions have been provided in the notes to accounts. All contracts with the related parties entered into during the year are in normal course of business.
- II. Neither was any penalties imposed, nor was any strictures passed by Stock Exchange or SEBI or Any Statutory Authority on any capital market related matters during the last three years.
- III. The Company believes in conducting its behavior in an ethical manner which constitutes and results in highest standards of professionalism, honesty, integrity and ethical behavior. Towards this end the Company has framed a Whistle Blower Mechanism.
- IV. The company has complied with the requirements of SEBI (LODR) Regulation, 2015.
- V. The Company doesn't have any subsidiary Company.
- VI. All the transactions entered into with the Related Parties during the financial year are in the ordinary course of business and are at Arm's Length Price. And hence doesn't attract any relevant provision.
- VII. The website of the company has been made keeping in view various legislations applicable.

➤ **INFORMATION FOR SHAREHOLDERS :-**

I	Annual General Meeting:	<b>23<sup>rd</sup> Annual General Meeting of the members of ARYAN SHARE AND STOCK BROKERS LIMITED will be held at</b>
	Day, Date, Time,	<b>Saturday, 22<sup>nd</sup> September 2018, 10:00 AM</b>
	Venue	RR Palace, No.4, Sathyamoorthy Street, Saligramam, Chennai – 600 093
II	Financial Year	<b>1st April 2018 - 31st March 2019</b> <b>Financial Calendar (Tentatively) for Quarterly Results</b> <b>Q1 (30.06.2017) - on or before September 15<sup>th</sup>, 2017</b> <b>Q2 (30.09.2017) - on or before November 14<sup>th</sup>, 2017</b> <b>Q3 (31.12.2017) - on or before February 14<sup>th</sup>, 2018</b> <b>Q4 (31.03.2018) - on or before May 30<sup>th</sup>, 2018</b>
III	Date of Book Closure	<b>15<sup>th</sup> September 2017 to 22<sup>nd</sup> September 2017</b>
IV	Dividend Payment Date	<b>No Dividend has been recommended for the year ended March 31, 2018</b>
V	Listing on Stock Exchanges	<b>The company was listed on madras stock exchange. After de-recognition of Madras Stock Exchange the Company was shifted on dissemination board of NSE and the Company has made application for direct listing on BSE .</b>
VI	Stock Code	<b>NA</b>
	ISIN Number	<b>INE016X01010</b>

**Investor Correspondence:**

For any assistance regarding dematerialization of share transfer, transmissions, change of address or any query relating to shares of company please write to:-  
Company Secretary & Compliance officer:

- **E-Mail Id exclusively for Investor's Grievances: [aryan@assbl.com](mailto:aryan@assbl.com)**

**Share Transfer Committee**

Share Transfer Committee deals with all matters pertaining to transfers, transmission, and transposition etc. of equity shares of the Company. The Committee was reconstituted on 12.05.2008. The members of the said Committee are:

S. No.	Name	Category
1.	Mr. P. Nirmal Chand	Non-Executive Independent Director
2.	Mr. Manoj N. Shah	Director

The meetings are held regularly Transfer of shares are processed and registered within the stipulated time, provided all the documents are valid and complete in all respects.

**Vi. Internal Complaints Committee**

This has been constituted as per The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Woman Director is the chairperson of this committee to address the issues.

The Company adheres to Zero tolerance policy for harassment of women and adequate measures have been taken to ensure the safety of women employees from top management to the bottom level of the organization including those women employees on temporary/contractual tenure.

The members of the Committee are:

S. No.	Name	Category
1.	Mr. P. Nirmal Chand	Non-Executive Independent Director
2.	Mr. Rajesh Ramanathan	Non-Executive Independent Director
3.	Mrs. Uma Rajesh	Women Director

➤ **DEMATERIALIZATION AND LIQUIDITY :-**

The shares of the company are being traded on the stock exchange under the depository system of National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL)

➤ **OUTSTANDING ADRs/GDRs/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS :-**

The company had not issued any ADR/GDR/Warrants or any convertible instruments till that date i.e. 31<sup>st</sup> March, 2018.

➤ **DECLARATION REGARDING AFFIRMATION OF CODE OF ETHICS**



In confirmation with the Regulation 34(3) of SEBI (LODR) Regulation, 2015 the Company has obtained written confirmation from the Directors that the company has complied with the Code of conduct applicable to the Company by the pursue of any Legislation.

➤ **DISTRIBUTION OF SHAREHOLDING AS ON 31<sup>ST</sup> MARCH 2018**

ARYAN SHARE & STOCK BROKERS LIMITED				
DISTRIBUTION OF SHARE HOLDING AS ON 31-03-18				
Particulars	No. of holders	% holder	Amount	% amount
Upto - 5000	2359	90.21	2836000	9.45
5001 – 10000	79	3.02	715000	2.38
10001– 20000	89	3.40	1465000	4.88
20001 – 30000	37	1.41	946000	3.15
30001 – 40000	18	0.69	672000	2.24
40001 – 50000	10	0.38	463000	1.54
50001 - 1,00,000	10	0.38	724000	2.41
Above 1,00,000	13	0.50	22179000	73.93
<b>TOTAL</b>	<b>2615</b>	<b>100.00</b>	<b>30000000</b>	<b>100.00</b>

Shareholding Pattern as at 31<sup>st</sup> March 2018

Category	No. of shareholders	No. of Shares held	% of shareholding
Promoter	4	1579300	52.64
Bodies corporate	12	451200	15.04
Indian Public	2599	969500	32.31
<b>Total</b>	<b>2615</b>	<b>3000000</b>	<b>99.99</b>

The Company has obtained a certificate from its Statutory Auditor R. Balaji & Co. (Chartered Accountants) that confirms that the company has complied with Corporate Governance as stipulated under Regulation 34(3) of SEBI (LODR) Regulation, 2015

➤ **DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT:**

In terms of the requirements of SEBI (LODR) Regulation, 2015 the Company has received a certificate from its CEO pursuant to Schedule V Clause D of SEBI (LODR) Regulations, 2015 confirming and declaring that all the members of the Board of Directors and the senior management personnel have affirmed compliance with the code of conduct, applicable to them, for the Year ended 31 March, 2018.

➤ **ADDRESS FOR CORRESPONDENCE :-**

1.) **Share Transfer Agent :**

**Name :** GNSA Infotech(P) Ltd

**Address :** Nelson Chambers BlockF, 5<sup>th</sup> Floor,115, Nelson Manickam Road Aminthakarai, Chennai 600029 **Contact No** +91-44-4296 2000

2.) **M/S Aryan Share & Stock Brokers Ltd.**

**Address :** Old No.3, New No.7,7<sup>th</sup> Cross Street, Shenoy Nagar, Chennai 600030

**Contact No.** -044-30253026

For and on behalf of the Board of Directors  
**ARYAN Share and Stock Brokers Limited**

**SHANMUKH SHAH NAVIN**  
Managing Director  
Din no. 00554879

**MANOJ SHAH NAVIN**  
Whole time Director  
Din no. 00554893

Date: 08/08/2018

Place: Chennai

Annexure

**COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

{Under Regulation 34(3) and Schedule V (E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015}



To,  
The members of,  
**Aryan Share & Stock Brokers Ltd.**

We have examined the compliance of conditions of corporate governance by the company for the year ended 31st March 2018, as stipulated in SEBI (LODR) Regulation, 2015 entered in to by the company with stock exchange. The condition of corporate Governance is the responsibility of the management. Our responsibility was limited to procedures and implementation thereof, adopted by the company of ensuring compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and the explanation given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreement. The registrar and the share transfer agent of the company, for Equity shares have certified that there were, no investor grievances remaining unattended/pending for more than 30 days. The further state that such complaints are neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**Listing**

The Equity shares of Aryan Share & Stock Brokers Ltd. Which are was listed on the Madras Stock Exchange Ltd. ("MSE"), and are further proposed to be listed on Bombay Stock Exchange of India Limited (BSE) in pursuance with the Direct Listing norms issued by the BSE.

For M/S R. Balaji & Co.  
Chartered Accountants  
ICAI Firm Registration No.000332S

R. Balaji  
Partner  
Membership No.026922

Place: Chennai  
Date: 30.05.2018

**CFO Certification**

**Under Regulation 17(8) and Part B of Schedule II of the  
SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

We the undersigned, in our respective capacities as Chief Financial Officer of Aryan Share And Stock Brokers Limited to the best of our knowledge and belief certify that:

1. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
  - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (b) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- 4 We have indicated to the auditors and the Audit committee:-
  - (a) Significant changes in internal control over financial reporting during the year;
  - (b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Yours sincerely,  
**For Aryan Share & Stock Brokers Limited**

Date: 30/05/2018  
Place: Chennai

**Mr. Ranganathan Giridharan**  
Chief financial officer

**INDEPENDENT AUDITORS' REPORT  
To the Members of M/s. Aryan Share and Stock Brokers Limited**

**Report on the Financial Statements**

We have audited the accompanying financial statements of M/s. Aryan Share and Stock Brokers Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.



#### Management's Responsibility 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 and ensuring their operating effectiveness and 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.

#### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

#### Opinion

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 31st March, 2018, its profit and its cash flows for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in "Annexure 1", 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 written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in "Annexure 2".
  - 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 has no pending litigation that would affect its financial position.
    - (ii) The Company did not have any long-term contracts including derivative contracts. Hence, the question of any material foreseeable losses does not arise;
    - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - (iv) The company is not required to report on Specified Bank Notes for the year ended 31<sup>st</sup> March , 2018

For M/s. R.Balaji & Co  
Chartered Accountants  
ICAI Firm Registration No. 0003325

R.Balaji  
Partner  
Membership No.026922  
Place: Chennai  
Date: 30.05.2018

#### ANNEXURE 1 TO THE INDEPENDENT AUDITORS'

#### REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the members of **M/s. Aryan Share and Stock Brokers Limited** on the financial statements for the year ended 31.03.2018]

#### (i)

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) During the year, the fixed assets of the Company have been physically verified by the management and as informed, no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is

reasonable having regard to the size of the Company and the nature of its assets.

(c) The company does not have any immovable properties, and so the clause relating to title deeds of immovable properties is not applicable.



- (ii) There is no inventory held by the company. Hence, the provisions stated in paragraph 3(ii) of the Order are not applicable to the Company.
- (iii) As informed, 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 Act. Accordingly, paragraph 3 (iii)(a), 3 (iii)(b) and 3 (iii)(c) of the Order are not applicable to the Company.
- (iv) The Company has not granted loans, investments, guarantees and securities therefore the question of complying with Section 185 and Section 186 of the Act does not arise.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the provisions of Sections 73 to 76 of the Act and the rules framed there under.
- (vi) The company is not involved in manufacturing activities, and so the clause relating to maintenance of cost records as specified by the Central Government sub-section (1) of Section 148 of the Act is not applicable to the company.
- (vii)
  - (a) The Company is regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, goods and service tax, customs duty, excise duty, cess and any other material statutory dues applicable to it.
  - (b) According to the information and explanations given to us, there are no dues with respect to income tax, service tax, goods and service tax, cess and any other material statutory dues applicable to it, which have not been deposited on account of any dispute.
- (viii) The company has not borrowed from financial institution(s), bank(s), government(s), or debenture holders. Hence, paragraph 3(viii) of the Order is not applicable to the Company.
- (ix) According to the information and explanations given to us, the Company has neither raised money by way of public issue offer. The company has not obtained any term loan during the year nor does the company have any outstanding term loan as at the beginning of the year.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or any fraud on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such instance by the management.
- (xi) The Managerial remuneration paid and provided is in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) As per the information and explanation given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of Act, where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, paragraph 3(xiv) of the Order is not applicable to the Company.
- (xv) The Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) Based on the information and explanation given to us the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For M/s. R.Balaji & Co  
Chartered Accountants  
ICAI Firm Registration No. 0003325

R.Balaji  
Partner  
Membership No.026922  
Place: Chennai  
Date: 30.05.2018

#### ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 3 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of **M/s. Aryan Share and Stock Brokers Limited** on the financial statements for the year ended 31.03.2018  
**Report on the Internal Financial Controls over Financial Reporting 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 **M/s. Aryan Share and Stock Brokers Limited** ("the Company") as of March 31, 2018 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 ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention



and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the 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”) and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. 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 judgement, 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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For M/s. R.Balaji & Co  
Chartered Accountants  
ICAI Firm Registration No. 0003325

R.Balaji  
Partner  
Membership No.026922  
Place: Chennai  
Date: 30.05.2018

<b>ARYAN SHARE AND STOCK BROKERS LIMITED</b> <b>Shreeji Metropolis, New No.7 (Old No.3), 7th Cross Street, Shenoy Nagar, Chennai - 600030</b> <b>CIN : L65993TN1995PLC031800</b> <b>Balance Sheet as at 31 March, 2018</b>			
Particulars	Note No.	As at 31 March, 2018	As at 31 March, 2017
		(‘)	(‘)
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders’ funds</b>			





(a) Share capital	2	3 00 00 000	3 00 00 000
(b) Reserves and surplus	3	9 08 41 923	8 79 02 360
<b>Non-current liabilities</b>			
(a) Long-term provisions	4	5 28 578	5 00 538
<b>Current liabilities</b>			
(a) Short term Borrowings	5	3 00 00 000	6 25 00 000
(b) Trade Payables	6	31 41 95 152	26 77 46 969
(c) Other current liabilities	7	1 37 36 715	1 53 39 655
<b>TOTAL</b>		<b>47 93 02 368</b>	<b>46 39 89 522</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets		9 26 183	10 78 106
(ii) Intangible assets	8	85 239	2 40 639
(b) Non-current investments	9	5 75 00 000	4 75 00 000
(c) Long Term Loans and Advances	10	1 71 40 363	1 69 93 167
(d) Deferred tax assets (net)	11	11 00 761	10 59 889
<b>Current assets</b>			
(a) Trade receivables	12	31 38 05 485	26 64 30 167
(b) Cash and cash equivalents	13	7 07 27 686	11 27 09 526
(c) Short Term Loans and Advances	14	99 000	1 68 000
(d) Other current assets	15	1 79 17 651	1 78 10 028
<b>TOTAL</b>		<b>47 93 02 368</b>	<b>46 39 89 522</b>

Note No 1 to 25 form integral part of the Financial Statements

For R.Balaji & Co  
Chartered Accountants  
FRN : 000332S

For and on behalf of the Board

R.Balaji  
Partner  
Membership No : 026922  
Date : 30.05.2018  
Place : Chennai

Manoj N shah      Shanmukh N Shah  
Director              Managing Director  
DIN : 00554893      DIN : 00554879

ARYAN SHARE AND STOCK BROKERS LIMITED			
Shreeji Metropolis, New No.7 (Old No.3), 7th Cross Street, Shenoy Nagar, Chennai - 600030			
CIN : L65993TN1995PLC031800			
Statement of Profit and Loss for the year ended 31 March, 2018			
Particulars	Note No.	For the year ended 31 March, 2018	For the year ended 31 March, 2017
		( )	( )

<b>Revenue</b>			
Revenue from operations (gross)	16	3 13 76 800	3 02 87 546
Other income	17	2 58 265	98 54 698
<b>Total revenue</b>		<b>3 16 35 065</b>	<b>4 01 42 244</b>
<b>Expenses</b>			
(a) Employee benefits expense	18	64 72 292	61 80 055
(b) Finance Cost	19	65 35 504	74 71 183
(c) Depreciation and amortisation expense	8	4 55 022	4 89 360
(d) Other expenses	20	1 42 13 256	1 64 37 949
<b>Total expenses</b>		<b>2 76 76 074</b>	<b>3 05 78 547</b>
<b>Profit / (Loss) before Tax</b>		39 58 991	95 63 697
<b>Tax expense:</b>			
(a) Current tax expense		10 60 300	18 22 400
(b) MAT Credit Utilised/(Asset)		-	( 6 48 200)
(c) Deferred tax Liability/(Asset)		( 40 872)	( 88 817)
<b>Total</b>		<b>10 19 428</b>	<b>10 85 383</b>
<b>Profit for the year</b>		<b>29 39 563</b>	<b>84 78 314</b>
<b>Earnings per share (of ` 10/- each):</b>			
(a) Basic	21	0.98	2.83

**Note No 1 to 25 form integral part of the Financial Statements**

For R.Balaji & Co  
Chartered Accountants  
FRN : 000332S

For and on behalf of the Board

R.Balaji  
Partner  
Membership No : 026922

Manoj N shah  
Director  
DIN : 00554893

Shanmukh N Shah  
Managing Director  
DIN : 00554879

Date : 30.05.2018

Place : Chennai

**NOTES TO ACCOUNTS**
**1. SIGNIFICANT ACCOUNTING POLICIES**
**i. Basis of Accounting**

The Financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. The financial statements have been prepared to comply in all material aspects with the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules 2006 which continues to be applicable under section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014 and the other relevant provisions of the Companies Act, 2013. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

**ii. Use of Estimates**



The preparation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

- iii. **Revenue Recognition**  
Income from Stock Broking & Depository Services is recognized at the point of completion of agreed services. Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable.
- iv. **Cash Flow**  
Cash Flow Statement is prepared based on indirect method in accordance with Accounting Standard - 3
- v. **Fixed Assets**  
Fixed assets are stated at cost of acquisition as reduced by accumulated depreciation and all costs relating to acquisition and installation of fixed assets are capitalized.  
M/s. Aryan shares and stock brokers Limited has adopted the estimated useful life of various tangible assets as specified in the Schedule II of the Companies Act, 2013..  
Further, in terms of requirement of Note -7 to the Schedule-II of the Companies Act, 2013, where the asset has any remaining useful life, the carrying amount of the asset less residual value has been depreciated over the remaining useful life of the asset.
- vi. **Impairment of assets**  
The company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit which the asset belongs to, is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Profit and Loss Account. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.
- vii. **Borrowing Cost**  
Interest and other costs in connection with the borrowing of the funds to the extent related/attributed to the acquisition/construction of qualifying fixed assets are capitalized up to the date when such assets and ready for its intended use and other borrowing costs are charged to Profit & Loss Account.
- viii. **Investments**  
Long Term investments in mutual funds are stated at cost less provision for permanent diminution in their values, if any.
- ix. **Valuation of stock in trade**  
**Shares and securities in the form of stock in trade are valued at cost**
- x. **Employee Benefits:**
  - a. **Defined Benefit Plans:**  
Gratuity has been provided for considering the eligible employees. However actuarial valuation has not been done considering the number of employees, eligible under this Act.
  - b. **Other Employee Benefits:**  
Leave salary has been reckoned and provided for.
- xi. **Taxes on Income**  
Current tax is determined as the amount of tax payable in respect of taxable income of the year.  
Deferred tax assets for the year is recognized, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one period and are capable of reversal in one or more subsequent periods.  
Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantially enacted by the Balance Sheet date. Deferred tax assets are recognized and carried forward only if there is reasonable/virtual certainty of its realization.
- xii. **Earnings per share**  
Earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the number of equity shares outstanding during the year.
- xiii. **Provisions and Contingencies**  
A provision is recognized when the company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.  
Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the asset and related income are recognized in the period in which the change occurs.
- xiv. **Segment Reporting:**  
During the year under consideration, the company has two operative segments namely, Capital Market segment and Depository Participant segment. As they do not fall within the parameters of reportable segment enunciated in Accounting Standard 17, "Segment Reporting", the company has only one reportable segment i.e. Capital Market. In view of the above and considering Accounting Standard Interpretation 20 "Disclosure of Segment Information", the company has not furnished the Segmental Reporting.

**NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENTS**

<b>Note 2 Share Capital</b>				
Particulars	As at 31 March, 2018		As at 31 March, 2017	
	Number of shares	(₹)	Number of shares	(₹)
(a) Authorised 50,00,000 Equity shares of ₹ 10 each	50 00 000	5 00 00 000	50 00 000	5 00 00 000
(b) Issued and Subscribed and fully paid up 30,00,000 Equity shares of ₹ 10 each	30 00 000	3 00 00 000	30 00 000	3 00 00 000

Total	30 00 000	3 00 00 000	30 00 000	3 00 00 000
<b>Note 2A: Reconciliation of Share Outstanding at the beginning and end of the reporting period</b>				
Particulars	As at 31 March, 2018		As at 31 March, 2017	
	No. of Shares	( <sup>o</sup> )	No. of Shares	( <sup>o</sup> )
<b>Equity Shares:</b>				
At the beginning of the year	30 00 000	3 00 00 000	30 00 000	3 00 00 000
Issued during the year as fully paid	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>30 00 000</b>	<b>3 00 00 000</b>	<b>30 00 000</b>	<b>3 00 00 000</b>
<b>Note 2B: Details of Shareholders holding more than 5% shares in the company:</b>				
Particulars	As at 31 March, 2018		As at 31 March, 2017	
	No. of Shares	Holding %	No. of Shares	Holding %
<b>Equity Shares of *10/- each fully paid</b>				
Paresh N Shah	11 17 800	37.26	11 17 800	37.26
Shanmukh Shah	4 36 600	14.55	4 36 600	14.55
Jain Granites and Projects(I) Ltd	2 50 000	8.33	2 50 000	8.33
<b>Total Number of Shares</b>	<b>18 04 400</b>		<b>18 04 400</b>	
<b>Note 3 Reserves and Surplus</b>				
Particulars	As at 31 March, 2018	As at 31 March, 2017		
<b>Surplus in Statement of Profit and Loss A/c</b>				
Opening balance	8 79 02 360	7 94 24 046		
Add: Profit for the year	29 39 563	84 78 314		
<b>Closing balance</b>	<b>9 08 41 923</b>	<b>8 79 02 360</b>		
<b>Note 4 Long-term provisions</b>				
Particulars	As at 31 March, 2018	As at 31 March, 2017		
(a) Provision for employee benefits:				
- Provision for gratuity	5 28 578	5 00 538		
<b>Total</b>	<b>5 28 578</b>	<b>5 00 538</b>		
<b>Note 5 Short Term Borrowings</b>				
Particulars	As at 31 March, 2018	As at 31 March, 2017		
Cash Margin Deposit (Clients)	3 00 00 000	6 25 00 000		
<b>Total</b>	<b>3 00 00 000</b>	<b>6 25 00 000</b>		
<b>Note 6 Trade payables</b>				
Particulars	As at 31 March, 2018	As at 31 March, 2017		
Sundry Creditors: Others	72 19 429	69 01 878		
Sundry Creditors: Clients	30 69 75 723	26 08 45 091		
<b>Total</b>	<b>31 41 95 152</b>	<b>26 77 46 969</b>		
<b>Note 7 Other current liabilities</b>				
Particulars	As at 31 March, 2018	As at 31 March, 2017		
<b>a) Statutory Liabilities</b>				
- TDS Payable	8 59 931	10 91 381		
- TN ST (Cont. liability)	27 96 325	22 02 906		
<b>b) Deposits</b>				
- Infrastructure Deposit	8 24 054	8 87 665		
<b>c) Others</b>				
- Sub brokerage Payable	18 57 655	23 46 019		
- Audit fees payable	1 77 000	1 50 000		
- Internal audit fees payable	32 700	15 000		
- Commission payable	-	5 41 559		
- Option Unsettled premium	33 91 050	57 16 125		
- Interest payable	37 98 000	23 89 000		
<b>Total</b>	<b>1 37 36 715</b>	<b>1 53 39 655</b>		
<b>Note 9 Non Current Investments</b>				
Particulars	As at 31 March, 2018	As at 31 March, 2017		
(i) Investment in Mutual Funds	5 75 00 000	4 75 00 000		
<b>Total</b>	<b>5 75 00 000</b>	<b>4 75 00 000</b>		
<b>Note 10 Long Term Loans and Advances</b>				
Particulars	As at 31 March, 2018	As at 31 March, 2017		
<b>(a) Balances with government authorities</b>				
Unsecured, considered good				
(i) Tax payment pending adjustments	91 20 363	89 32 072		
(ii) Service Tax credit receivable	-	41 095		
<b>(b) Deposits with Stock Exchange</b>	<b>72 70 000</b>	<b>72 70 000</b>		
<b>(c) Other Deposits</b>				
(i) Rental Deposit	7 50 000	7 50 000		
<b>Total</b>	<b>1 71 40 363</b>	<b>1 69 93 167</b>		
<b>Note 11 Deferred Tax Asset</b>				
Particulars	As at 31 March, 2018	As at 31 March, 2017		
Tax effect of items constituting deferred tax				

<b>assets</b>		
On difference between book balance and tax balance of Fixed assets	10 33 698	10 00 046
On account of Gratuity Provision	67 063	59 843
<b>Net Deferred Tax Asset</b>	<b>11 00 761</b>	<b>10 59 889</b>
<b>Note 12 Trade receivables</b>		
<b>Particulars</b>	<b>As at 31 March, 2018</b>	<b>As at 31 March, 2017</b>
<b>Outstanding for a period less than six months from the due date of payment</b>		
(a) Unsecured, Considered good	31 38 05 485	26 64 30 167
<b>Total</b>	<b>31 38 05 485</b>	<b>26 64 30 167</b>
<b>Note 13 Cash and cash equivalents</b>		
<b>Particulars</b>	<b>As at 31 March, 2018</b>	<b>As at 31 March, 2017</b>
(a) Cash on hand	1 46 349	1 42 603
(b) Balances with banks		
(i) In current accounts	60 97 695	1 45 60 532
(iii) In deposit accounts *	6 44 83 642	9 80 06 391
<b>Total</b>	<b>7 07 27 686</b>	<b>11 27 09 526</b>
* Fixed deposits with banks include deposits with maturity of more than 12 months		
* Fixed Deposits represents security given as collateral to exchange for margin requirements .		
<b>Note 14 Short Term Loans and Advances</b>		
<b>Particulars</b>	<b>As at 31 March, 2018</b>	<b>As at 31 March, 2017</b>
Staff Advances	99 000	1 68 000
<b>Total</b>	<b>99 000</b>	<b>1 68 000</b>
<b>Note 15 Other current assets</b>		
<b>Particulars</b>	<b>As at 31 March, 2018</b>	<b>As at 31 March, 2017</b>
(i) Interest Accrued on Deposits	1 69 61 952	1 68 14 642
(ii) Advances-Expenditure Creditors	5 27 625	3 01 161
(iii) Prepaid expenses	41 664	46 025
(iv) MAT Credit	3 42 266	6 48 200
(iv) GST Input Credit	44 144	-
<b>Total</b>	<b>1 79 17 651</b>	<b>1 78 10 028</b>

<b>Note 16 Revenue from Operations</b>		
<b>Particulars</b>	<b>As at 31 March, 2018</b>	<b>As at 31 March, 2017</b>
Brokerage Received	1 66 89 995	1 36 57 591
Transaction Charges	11 04 457	10 83 597
Demat Charges	9 760	12 690
DP Charges	5 32 596	6 41 418
PRO account F&O	5 49 087	-
Interest Income(Refer Note below)	1 24 90 905	1 48 92 250
<b>Total</b>	<b>3 13 76 800</b>	<b>3 02 87 546</b>
<p>Note: Interest income includes interest from Bank which represents interest from Fixed Deposits that are given as collateral for margin requirements. Since maintaining margin for exchange is a part of main activity of the company, the interest income has been classified under revenue from operations.</p>		
<b>Note 17 Other Income</b>		
<b>Particulars</b>	<b>As at 31 March, 2018</b>	<b>As at 31 March, 2017</b>
<b>Interest income</b>		
- From Income Tax Refund	14 730	3 22 760
- From staff advance	5 520	4 658
<b>Gain on Mutual Fund Redemption:</b>		
- Long Term	-	76 63 250
- Short Term	1 11 168	15 46 606
Other non-operating income	1 26 847	3 17 424
<b>Total</b>	<b>2 58 265</b>	<b>98 54 698</b>
<b>Note 18 Employee Benefit Expenses</b>		
<b>Particulars</b>	<b>As at 31 March, 2018</b>	<b>As at 31 March, 2017</b>
Salaries and wages	35 43 054	31 97 446
Staff welfare expenses	21 199	53 022
Directors Remuneration	28 80 000	28 80 000
Gratuity	28 039	49 587

Total	64 72 292	61 80 055
<b>Note 19 Finance costs</b>		
Particulars	As at 31 March, 2018	As at 31 March, 2017
Interest on Cash Margin Deposit	64 70 000	74 60 000
Interest - Others	65 504	11 183
<b>Total</b>	<b>65 35 504</b>	<b>74 71 183</b>
<b>Note 20 Other Expenses</b>		
Particulars	As at 31 March, 2018	As at 31 March, 2017
Rent including lease rentals	12 00 000	12 00 000
Commission Paid	3 73 247	12 51 150
SEBI Charges	1 39 619	2 30 771
Electricity charges & Fuel expenses	1 06 943	1 44 842
Office Maintenance	49 993	60 335
Repairs and maintenance - Others	28 043	56 169
Loss On derivatives	-	12 66 000
Rates and taxes	14 031	39 208
Communication Expenses	2 72 214	3 45 195
Travelling and conveyance	1 06 879	27 746
Annual Maintenance charges	64 784	66 807
Transaction Charges( Including VSAT charges)	29 60 512	36 10 887
Transaction charges - Pro Trade	-	13 321
Sub Brokerage Charges	74 93 253	67 86 649
Business promotion	3 99 447	3 09 911
Depository Charges	1 61 219	1 64 687
Loss on Fixed Asset	-	7 173
Legal and professional charges	2 29 950	2 98 410
<b>Payments to auditors</b>		
-Statutory Audit Fees	1 06 200	90 000
-Tax Audit fees	70 800	60 000
-Internal Audit fees	17 700	15 000
Subscription Fees	1 34 062	1 85 183
Miscellaneous expenses	2 84 362	2 08 506
<b>Total</b>	<b>1 42 13 256</b>	<b>1 64 37 949</b>

**Note 21 Earnings Per Share**

Particulars	As at 31 March, 2018	As at 31 March, 2017
<b>Basic Earnings per share</b>		
Net profit / (loss) for the year from continuing operations	2,939,563	8,478,314
Weighted average number of equity shares	3,000,000	3,000,000
Par value per share	Rs.10	Rs.10
<b>Earnings per share from continuing operations - Basic</b>	<b>0.98</b>	<b>2.83</b>

**Note 22 Related party disclosure**

NAME OF RELATED PARTY	NATURE OF RELATIONSHIP
Money Managers	Firm in which relatives of Directors are Partners
Lahoti Computers Private limited	Company in which relatives of Directors are Partners
Aryan Securities & Holdings Private Limited	Company in which Directors are Partners
<b>Key Management Personnel</b>	
Shanmukh N shah	Managing Director
Manoj N Shah	Director
Paresh N Shah	Director
<b>Others</b>	
Paresh shah HUF	Relatives of key management personnel
Jaysree P Shah	Relatives of key management personnel
Shanmukh Shah HUF	Relatives of key management personnel
Nisha M Shah	Relatives of key management personnel
Manoj shah HUF	Relatives of key management personnel
Parul S Shah	Relatives of key management personnel
Mayank M Shah	Relatives of key management personnel
Riddhi S Shah	Relatives of key management personnel

**B. Transactions during the year**

Nature of transactions	KMP	Relatives of KMP	Associates
------------------------	-----	------------------	------------

	Current year	Previous year	Current year	Previous year	Current year	Previous year
<b>Broking transactions</b>						
Purchase	90,439,829	-	185,905,776	52,412,449	31,104,678,296	43,222,314,636
Sale	71,806,289	4,064,406	145,959,984	61,491,959	31,045,809,794	43,278,905,537
<b>Remuneration to key managerial person</b>	2,880,000	2,880,000		-		-
<b>Interest</b>	-	-	-	-	6,470,000	7,460,000
<b>Rent</b>	-	-	1,200,000	1,200,000	-	-

**C. Closing balance as on 31.03.2017**

Name of the party	Nature of transactions	Current year	Previous year
Money Managers	Deposits	30,000,000	37,500,000
Lahoti Computers Private limited	Deposits	-	25,000,000

**Note 23. Micro, Small and Medium**

The Company is a service company, primarily rendering services as share brokers. Accordingly there are no supplies from or outstanding due to companies registered under Micro, Small and Medium enterprises Act.

**Note 24. Events occurring after the balance sheet Date:**

To the best of knowledge of the management, there are no events occurring after the Balance Sheet date that provide additional information materially affecting the determination of the amounts relating to the conditions existing at the Balance Sheet date that requires adjustments to the assets or liabilities of the Company

**Note 25.** Previous year's figures have been regrouped wherever found necessary.

**NOTE 8**

(<sup>1</sup>)

DESCRIPTION	GROSS BLOCK AT COST				DEPRECIATION				NET BLOCK	
	As on	Additions	Deletions/ Adjustment	As on	Upto	On Deleted	For the	Upto	As on	As on
	1.04.2017 ( <sup>1</sup> )	( <sup>1</sup> )	( <sup>1</sup> )	31.03.2018 ( <sup>1</sup> )	1.04.2017 ( <sup>1</sup> )	Assets ( <sup>1</sup> )	Year ( <sup>1</sup> )	31.03.2018 ( <sup>1</sup> )	31.03.2018 ( <sup>1</sup> )	31.03.2017 ( <sup>1</sup> )
<b>A) TANGIBLE ASSETS</b>										
Plant and Machinery	2,340,575			2,340,575	1,819,592	-	106,726	1,926,319	414,256	520,983
Computers	307,019	35,254		342,273	260,922	-	29,385	290,307	51,966	46,097
Office Equipments	332,800	61,005		393,805	279,919	-	26,405	306,324	87,482	52,881
Interior Decoration	665,979			665,979	552,616	-	31,903	584,519	81,460	113,363
Furniture & Fittings	608,252			608,252	530,799	-	20,985	551,784	56,468	77,453
Motor Vehicle	1,179,947	51,439		1,231,386	912,618	-	84,217	996,835	234,551	267,329
	<b>5,434,572</b>	<b>147,698</b>	<b>-</b>	<b>5,582,270</b>	<b>4,356,466</b>	<b>-</b>	<b>299,622</b>	<b>4,656,087</b>	<b>926,183</b>	<b>1,078,106</b>
<b>B) INTANGIBLE ASSETS</b>										
Software	324,828			324,828	84,188	-	155,401	239,589	85,239	240,639
<b>Total (A+B)</b>	<b>5,759,400</b>	<b>147,698</b>	<b>-</b>	<b>5,907,098</b>	<b>4,440,654</b>	<b>-</b>	<b>455,022</b>	<b>4,895,676</b>	<b>1,011,422</b>	<b>1,318,746</b>
Previous Year	5,623,202	185,020	48,822	5,759,400	3,992,942	41,649	489,360	4,440,654	1,318,746	1,630,259

As per our report of even date

For R.Balaji & Co  
Chartered Accountants  
FRN : 000332S

For and on behalf of the Board

R.Balaji  
Partner  
Membership No : 026922

Manoj N shah  
Director  
DIN : 00554893

Shanmukh N Shah  
Managing Director  
DIN : 00554879

Date : 30.05.2018



Shreeji Metropolis, New No.7 (Old No.3), 7th Cross Street, Shenoy Nagar, Chennai - 600030  
CIN : L65993TN1995PLC031800

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

PARTICULARS	31st March 2018		31st March 2017	
	(')		(')	
<b>A.CASH FLOW FROM OPERATING ACTIVITIES</b>				
1. Profit Before tax and exceptional item		39 58 991		95 63 697
Adjustments to reconcile profit before tax to cash generated by operating activities:				
a. Depreciation	4 55 022		4 89 360	
b. Interest Received	( 1 24 76 175)		( 1 52 15 010)	
c. Interest expensed	65 35 504		74 71 183	
d. Loss on Sale of Asset			7,173	
e. Gratuity provided	28 040		49 587	
		( 54 57 609)		( 71 97 707)
2. Operating profit before working capital changes:		( 14 98 618)		23 65 990
<b>Changes in Working Capital</b>		( 27 15 895)		( 1 80 86 710)
a. (Increase)/Decrease in Trade & Other receivables	( 4 73 75 318)		13 42 189	
b.(Increase)/Decrease in Short-term loans and advances	69 000		39 000	
c.(Increase)/Decrease in Other current assets	( 1 07 623)		( 97 28 103)	
d. (Increase)/decrease in Inventories				
e.(Increase)/Decrease in Long term loans & Advances	( 1 47 197)		23 62 859	
f. Increase/(Decrease) in trade payables	4 64 48 183		( 2 17 43 281)	
g.Increase/(Decrease) in Other Current Liabilities	( 16 02 940)	( 27 15 895)	96 40 625	( 1 80 86 710)
3. Cash generated from operations:		( 42 14 513)		( 1 57 20 721)
Direct taxes paid	( 10 60 300)	( 10 60 300)	( 11 74 200)	( 11 74 200)
4. Cash flow before extra-ordinary items		( 52 74 813)		( 1 68 94 921)
<b>A. Net cash from operating activities</b>		( 52 74 813)		( 1 68 94 921)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>				
a. Purchase of fixed assets	( 1 47 698)		( 1 85 020)	
b. Interest received	1 24 76 175		1 52 15 010	
c. Net Change in Investments	( 1 00 00 000)	23 28 476	2 50 00 000	4 00 29 990
<b>B. Net cash from investing activities</b>		23 28 476		4 00 29 990
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
a. Interest paid	( 65 35 504)		( 74 71 183)	
b. Short term Borrowings	( 3 25 00 000)	( 3 90 35 504)	( 77 90 000)	( 1 52 61 183)
<b>C. Net cash financing activities</b>		( 3 90 35 504)		( 1 52 61 183)
<b>D. NET CHANGE IN CASH AND CASH EQUIVALENT : (A+B+C)</b>		( 4 19 81 840)		78 73 886
<b>E. OPENING BALANCE OF CASH AND CASH EQUIVALENT :</b>		11 27 09 526		10 48 35 640
<b>F. CLOSING BALANCE OF CASH AND CASH EQUIVALENT: (D+E)</b>		7 07 27 686		11 27 09 526

The Above cash flow statement has been prepared on the basis of the audited accounts by the Board of Directors and is in agreement with the Statement of Profit and Loss and Balance sheet

For R.Balaji & Co

Chartered Accountants

FRN : 000332S

For and on behalf of the Board of Directors

R.Balaji  
Partner  
Membership No : 026922

Place: Chennai

Date: 30.05.2018

Manoj N shah  
Director  
DIN : 00554893

Shanmukh N Shah  
Managing Director  
DIN : 00554879





CIN: L65993TN1995PLC031800, Contact Number: 044 – 30253026

Email id: [aryan@assbl.com](mailto:aryan@assbl.com), Website : [www.assbl.com](http://www.assbl.com)

**Attendance Slip**

*DP ID										Regd. Folio No.	
*Client ID										No of Shares held	
Name of Shareholder											
Address											

I/ We hereby record my/ our presence at the **23rd Annual General Meeting** of the Company held on Saturday, 22<sup>nd</sup> September, 2018 at 10 a.m. at **RR Palace, No.4, Sathyamoorthy Street, Saligramam, Chennai – 600 093**

Name of Member / Representative / Proxy : \_\_\_\_\_

Signature of Member / Representative / Proxy : \_\_\_\_\_

\* Applicable for investors holding shares in electronic form

**Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copy of the Annual Report to the meeting.**

**Form No. MGT-11**

**Proxy form**

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

CIN: **L65993TN1995PLC031800**

Name of the company: **ARYAN SHARE & STOCK BROKERS LIMITED**

Registered office: **OLD NO. 3, NEW NO. 7, 7TH CROSS STREET, SHENOY NAGAR, CHENNAI - 600030**

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:
No. of shares Held :

I/We, being the member (s) of ..... shares of the **ARYAN SHARE & STOCK BROKERS LIMITED**, hereby appoint-

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail Id \_\_\_\_\_ Signature \_\_\_\_\_, or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail Id \_\_\_\_\_ Signature \_\_\_\_\_, or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail Id \_\_\_\_\_ Signature \_\_\_\_\_, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Twenty Third Annual general meeting** of the company, to be held on the **22.09.2018 At 10.00 A.M.** at **RR Palace, No.4, Sathyamoorthy Street, Saligramam, Chennai – 600 093** and at any adjournment thereof in respect of such resolutions as are indicated below –

Resolutions	For	Against
1. Adoption of Financial Statements		
2. Re - Appointment of Director		
3. Ratification /Appointment of Auditor		
4. Regularisation of Director		

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

Affix Re.1 Revenue Stamp
--------------------------------

\_\_\_\_\_  
Signature of  
First Proxy holder

\_\_\_\_\_  
Signature of  
Second Proxy holder

\_\_\_\_\_  
Signature of  
Third Proxy holder

**NOTE:**

- The proxy form duly completed and signed should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.
- A Proxy need not to be member of the Company.
- 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. A member holding 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 a proxy for any other person or shareholder.
- This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 23<sup>rd</sup> Annual General Meeting.
- Please complete all details including detail of member(s) in above box before submission.

**ARYAN SHARE & STOCK BROKERS LIMITED**

Registered Office: Old No.3, New No.7, 7th Cross Street, Shenoy Nagar, Chennai 600030

CIN: L65993TN1995PLC031800, Contact Number: 044 – 30253026

Email id: [aryan@assbl.com](mailto:aryan@assbl.com) Website: [www.assbl.com](http://www.assbl.com)

**BALLOT FORM**

1. Name(s) and Registered Address of the Sole / First named Holder:
2. Name(s) of Joint Holder(s), if any:
3. Folio Number/ DP ID No. and Client ID No.  
(Applicable to investors holding shares in dematerialized form):
4. Number of shares held:
5. REVEN (Remote e-Voting Event Number):
6. User-ID:
7. Password:
8. I/We hereby exercise my/our vote(s) in respect of the Ordinary Resolutions enumerated below by recording, my/ our assent or dissent to the said Resolutions by placing the tick (V) mark in the appropriate box below:

S. N	Particulars	No. of Shares held	FOR	AGAINST
			I/We assent to the Resolutions	I/We dissent to the Resolutions
1.	Adoption of the financial statements of the Company for the financial year ended 31st March, 2018 together with the reports of the Board of Directors and Auditor’s thereon			
2.	Ratification Of Statutory Auditors And Fix Their Remuneration			
3.	Re-appointment of Mr. ManojNavin Shah (DIN:00554893), director liable to retire by rotation , as a whole time director of the Company			

Place

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Date:

(Signature of the Shareholder)

