

ENBEE TRADE AND FINANCE LIMITED
CIN No: L50100MH1985PLC036945,
Regd. Off: Imambada Road, Nagpur: 440018.
Ph: 0712-2720071-80, Fax: 0712-2728050
Email Id: enbeetrade@gmail.com

September 07, 2015

To,

The Bombay Stock Exchange
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai- 400 001

Reference: Enbee Trade And Finance Limited – Scrip Code – 512441

Sub: Submission of Final Copy of Annual Report for the F. Y ended 2014-15

Dear Sir,

We would like to bring to your kind notice that the Company has inadvertently filed the draft copy of Annual Report to the stock exchange through BSE Corp filing portal.

However, pursuant to the Clause 31 of the Listing Agreement, we are herewith submitting the Final Copy of Annual Report as sent to shareholders along with the Form A of Annual Report, Directors Report, Balance Sheet, Profit & Loss account, Notes to Account for the Financial Year March 31, 2015

Kindly take this copy of Annual Report on record and acknowledge the same.

Thanking you

Yours faithfully

For Enbee Trade And Finance Limited


Darshni Lakhani
Company Secretary
A.C.S. No.: 37388



Form A

(Pursuant to Clause 31(a) of the Listing Agreement)

| | | |
|---|--|-----------------------------|
| 1 | Name of the Company | Enbee Trade and Finance Ltd |
| 2 | Annual Financial Statements for the year ended | March 31, 2015 |
| 3 | Type of Audit Observation | Un-qualified |
| 4 | Frequency of Observation | Not Applicable |


For Enbee Trade and Finance Limited

For Enbee Trade and Finance Limited




Amar Gala
Chairman & Managing Director
DIN: 07138963




Nishith Pandit
Director
DIN: 06893880

For B. Chhawchharia
Chartered Accountants
Firm's Registration No.: 305123E
Sd/-
CA. Sanjay Agarwal
Partner
Membership Number: 66580



CIN: L50100MH1985PLC036945

REGD. OFF.: IMAMBADA RD, NAGPUR- 440018

DATE: SEPTEMBER 26, 2015 @ 11.30 A.M.

ANNUAL GENERAL MEETING

Content

1. Corporate Information
2. Notice
3. Director's Report
4. Management & Discussion Analysis
5. Corporate Governance
6. Independent Auditors' Report
7. Financial Statements

Enbee Trade and Finance Limited

ANNUAL REPORT 2014-15

Corporate Identity Number (CIN): L50100MH1985PLC036945

BOARD OF DIRECTORS

| | |
|--------------------------|--|
| Managing Director | Mr. Amar Narendra Gala [w.e.f.07.07.2015] |
| Whole Time Director | Mr. Nishith Pandit [w.e.f.20.02.2015] |
| Women Director | Mrs. Samta Gala [w.e.f.27.03.2015] |
| Directors | Mr. Arvind Jethalal Gala [w.e.f.20.02.2015] |
| | Mr. Rohit Premji Chheda [w.e.f.25.11.2014] |
| | Mr. Jayesh Gulabbhai Patel [w.e.f. 20.02.2015] |
| | Mr. Rajendra Prasad Mohanka (Resigned w.e.f 10.06.2015) |
| | Mr. Subhashchandra Amrut Chaudhari (Resigned w.e.f 09.06.2015) |
| | Mr. Wasudeo Harishchandra Khatkhede (Resigned w.ef 09.06.2015) |

STATUTORY AUDITOR

M/s. Ambavat Jain & Associates LLP

Chartered Accountants

Mumbai

SECRETARIAL AUDITOR

Amit R. Dadheech & Associates
Practicing Company Secretaries
Mumbai

REGISTERED OFFICE

Imambada Road,

Nagpur- 440 018

REGISTRAR AND SHARE TRANSFER AGENTS

Adroit Corporate Services Pvt Ltd,
1st Floor, 19/20, Jaferbhoy Ind Estate,
Makwana Road, Marol Naka,
Mumbai- 400059

BANKERS

IDBI Bank
Axis Bank
Bank of Maharashtra

NOTICE OF MEETING

NOTICE is hereby given that the 30th Annual General Meeting of Enbee Trade and Finance Limited will be held on Saturday, September 26th, 2015 at the Registered Office at Imambada Road, (Near Central Bus Stand) Nagpur - 440018 at 11.30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended 31st March, 2015 and the report of Auditors thereon.
2. To re-appoint a Director Mrs. Samta A. Gala (DIN: 07138965) who retire by rotation and being eligible offers herself for re-appointment.
3. To appoint the Auditors and to fix their remuneration and in this regard pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Chirag Shah, Partner and Chartered Accountants of M/s. Ambavat Jain & Associates LLP & Co. FRN 109681W, (Membership No: 125997), be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of the this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at a remuneration to be decided by the Audit Committee of the Board of Directors and reimbursement of travelling and out of pocket expenses incurred by the Auditors for the purpose of audit."

SPECIAL BUSINESS:

4. To consider and if, thought fit to pass with or without modification(s), the following resolution as Special Resolution:-

"RESOLVED THAT pursuant to Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, and subject to other approvals as are necessary, Mr. Amar N. Gala (DIN: 07138963) be and is hereby reappointed as Managing Director of the Company for a period of Five years from 01.07.2015 to 30.06.2020 on the remuneration and terms and conditions as set out in the explanatory statement annexed.

RESOLVED FURTHER that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Arvind Jethalal Gala (DIN: 02392119), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 20th February, 2015 pursuant to provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the said Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years commencing from the date of his appointment as an Additional Director .

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Rohit Premji Chheda (DIN: 06647075), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 25th November, 2014 pursuant to provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the said Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years commencing from the date of his appointment as an Additional Director.”

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Nishith Pandit (DIN: 06893880), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 20th February, 2015 pursuant to provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the said Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years commencing from the date of his appointment as an Additional Director.”

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Jayesh Patel (DIN: 06942623), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 20th February, 2015 pursuant to provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the said Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years commencing from the date of his appointment as an Additional Director.”

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

“RESOLVED THAT pursuant to the provisions of Section 150, 151, 160 & 161 of the Companies Act, 2013 and other applicable provisions (including any modification or reenactment thereof), if any, of the Companies Act, 2013, Mrs. Samta Amar Gala (DIN: 07138965) who was appointed as an Additional Director in the meeting held on 27th March, 2015 and whose term expires at the ensuing Annual General Meeting of the company and eligible for re-appointment and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as Director of the Company.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (corresponding to erstwhile Sections 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956) and subject to the approval of the Central Government and such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to pay the remuneration as set out in the statement annexed hereto, to Mrs. Samta A. Gala (DIN: 07138965), Promoter & Executive Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

10. To consider and if thought fit, to pass, with or without modification(s) as may be deemed fit, the following resolution as a **Special Resolution**

TO INCREASE IN THE LIMIT TO MAKE LOANS OR INVESTMENTS, GIVE GUARANTEE OR PROVIDE SECURITY

“RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), and in addition to the amount already invested/loans made or guarantees/security provided by the Company, the consent of the Company be and is hereby accorded to the Board of Director of the Company (hereinafter referred to as “the Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the power conferred on the Board by this Resolution) to:

- i. give any loans to any person or other body corporate, or
- ii. give any guarantee or to provide security in connection with a loan to any other body corporate of person or;
- iii. to make investments and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investment made, guarantees given, and securities provided shall not exceed Rs.500,000,000/- (Rupees Fifty Crores Only) at any point of time over and above the paid-up share capital of the company, free reserves and securities premium account.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may be required to give effect to the above resolution from time to time.”

11. To consider and if thought fit, to pass, with or without modification(s) as may be deemed fit, the following resolution as a **Special Resolution**

TO INCREASE BORROWING POWER OF THE BOARD

“RESOLVED THAT in supersession of the earlier Resolution(s) in respect of the Borrowing powers of the Board of Directors of the Company and in pursuance of Sec. 180(1)(c) and other applicable provision and relevant of the Rules applicable, if any, under the Companies Act, 2013, the Board of Director of the Company be and is hereby authorizes to borrow money by way of Rupee Term Loan / Cash Credit / Mortgage Loan / Foreign Currency Loan / Bonds or other instruments / Loans / Credits facilities, from time to time up to a limit not exceeding in the aggregate Rs.500,000,000/- (Rupees Fifty Crore Only), Including working capital loans, notwithstanding that money to be borrowed, together with the money already borrowed by the company (apart from temporary loans obtained from the company’s bankers in the ordinary course of business), will exceed the aggregate of paid up capital and free reserves of the company, that is to say, reserves not set apart for any specific purpose.

“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this Resolution”.

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to take such steps as may be necessary to give effect to this resolution.”

Date: September 01, 2015

By Order of the Board Place

Place: Nagpur

for ENBEE TRADE & FINANCE LIMITED

Regd. Office: Imambada Rd,

Nagpur- 440018

Amar N. Gala

(Chairman & Managing Director)

DIN: 07138963

NOTES

(1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

(2) The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority letter, as applicable.

(3) An Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013, which sets out

details relating to Special Business to be transacted at the meeting, in respect of Item No. 1 is annexed hereto.

(4) Members who attend the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the Meeting hall.

(5) Members are requested to bring their copy of the Notice at the time of attending the Annual General Meeting.

(6) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

(7) Members who are holding shares in identical order of names in more than one folio are requested to send to the Company's Registrar and Transfer Agent, **Adroit Corporate Services Private Limited** details of such folio together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Member/s. after making requisite changes thereon

(8) Non-resident Indian Shareholders are requested to inform the Company immediately:

- a. Change in residential status on return to India for permanent settlement.
- b. Particulars of bank account maintained in India with complete name, branch, branch code, account type, account number and address of bank, if not furnished earlier.
- c. Copy of Reserve Bank of India permission.

(9)

- a. Members holding shares in physical form are requested to advise immediately change in their address, if any, quoting their folio number(s) to the Registrar & Share Transfer Agent of the Company.
- b. Members holding shares in the electronic form are requested to advise immediately change in their address, if any, quoting their Client ID number, to their respective Depository Participants.

(10) Members may avail dematerialization facility by opening Demat Accounts with the Depository Participants of either National Securities Depository Limited or Central Depository Services (India) Limited and get the equity share certificates held by them dematerialized. The ISIN No. of the Company is **INE993I01011**.

(11) Members desirous of getting any information in respect of accounts of the Company and proposed resolutions, are requested to send their queries in writing to the Company at its registered office at least 7 days before the date of the meeting, so that the required information can be made available at the meeting.

(12) Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.

(13) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details

(viii) :

to the Company/Registrar & Share Transfer Agent i.e. Adroit Corporate Services Private Limited

(14) Members may also note that the Notice of the Extra-Ordinary General Meeting will also be available on the Company's website www.enbeetrade.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: enbeetrade@gmail.com

(15) instructions for members for voting electronically are as under:-

- (i) The voting period begins on 23rd September 2015 at 9.00 a.m and ends on 25th September, 2015 at 5.00 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 17th September, 2015, 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.
- (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 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

| Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p> <p>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.</p> |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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) |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.

(xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(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 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.

- 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 should be mailed to 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO

SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 8 of the accompanying Notice dated September 26, 2015.

Item No. 4:

Mr. Amar N. Gala has been on the Board of the Company from July 7th, 2015 and has been rendering valuable services to the Company. Considering the requirement of the Company, the Board of Directors of the Company has decided to re-appoint Mr. Amar N. Gala as a Managing Director for a period of three years from April 28, 2015 to April 27, 2018, subject to the approval of the Shareholder and Central Government, if required.

He possesses a total experience of about 5 years. Your Board is of the opinion that considering the experience of Mr. Amar N. Gala, his appointment as Managing Director will be beneficial to the Company. The terms and conditions including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment is mentioned in the draft letter of appointment placed before the meeting approved by the Board of Directors at their meeting held on July 7th, 2015.

1. Basic Salary

The Managing Director shall be entitled to a Monthly Salary in the range of Rs. 2,00,000/- to Rs. 4,00,000/- per month, Current Monthly Salary is Rs.50,000/- with an authority to the Board to increase the same from time to time in accordance with the limits specified in Schedule V of the Companies Act, 2013, as amended from time to time. The annual or other increments will be merit based and will take into account the Company's performance.

2. House Rent Allowance & Medical expenses

In addition to the prescribed basic salary, special allowance and performance linked incentive, Mr. Amar N. Gala will also be entitled to perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof, house maintenance allowance, medical reimbursement, coverage under medical and personal accident insurance scheme, leave travel allowance/ concession for self and his family such that the House rent of Rs.15,000/- and medical re-imburement of Rs. 15000/- within the rules of the Company or as may be agreed to by the Board with Mr. Amar N. Gala.

3. Perquisites & Allowances

In addition to the prescribed basic salary, special allowance and performance linked incentive; Mr. Amar N. Gala will also be entitled to

perquisites and allowances like dearness allowance of Rs. 4,000 per month and Conveyance expense of Rs. 3500/- per month and leave travel allowance of Rs. 3000/- per month.

4. General

- i. The Managing Director shall perform his duties as such with regard to all the work of the Company and shall manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects.
- ii. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- iii. The Managing Director shall adhere to the Company's Code of Ethics & Conduct

The Remuneration Committee/Board of Directors will determine the amount of increments payable every year depending on the performance of the Managing Director, profitability of the Company and other relevant factors

Mr. Amar N. Gala satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Brief resume of Mr. Amar N. Gala, nature of his expertise in specific functional areas, names of companies in which he holds Directorships and Memberships / Chairmanships of Board Committees, his shareholding etc., are separately annexed hereto.

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of tenure of aforesaid Director, the Company has no profits or inadequate profits, the Company will pay remuneration by way of salary, perquisites and allowances to the said Director subject to compliance with the applicable provisions of Schedule V of the Companies Act, 2013 and if necessary, with the approval of Central Government.

The above remuneration payable to Mr. Amar N. Gala is subject to the condition that the total remuneration including perquisites shall not exceed 5% of the net profits individually and 10% of the net profits collectively payable to all the managerial personnel as calculated in accordance with Section 197 and 198 of the Companies Act, 2013 or any amendment thereto or any other provision as may be applicable.

Mr. Amar N. Gala is also the Promoter of the Company.

The copy of resolution passed by the Board of Directors of the Company in its meeting held on July 7th, 2015 approving the aforesaid proposal along with other documents is available for inspection by the members at the registered office between 11:00 AM to 1:00 PM on all working days till the date of the Annual General Meeting.

Mr. Amar N. Gala is interested in this resolution which pertains to his re-appointment and remuneration payable to him.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are, in any way,

concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members

Item No. 5

As per the provisions of Section 149 of the Act which has come into force with effect from April 1, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

The Nomination & Remuneration Committee has recommended the appointment of Mr. Arvind Gala, (Din: 02392119) Directors as Independent Directors of the Company.

Director has given a declaration to the Board that he meets the criteria of Independent Director as provided under section 149(6) of the Act. In the opinion of the Board, Director fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management. Notices as required under Section 160 of the companies act, 2013 have been received from some members proposing candidature of the said Independent Director. Upon the confirmation of appointment of said Director as independent Directors by the members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Independent Director.

Mr. Arvind Jethalal Gala (Din: 02392119) was appointed as an Additional Directors by the Board of Director w.e.f. February 20, 2015. Director is of integrity and possesses relevant expertise and experience and is eligible for the position of an Independent Director of the Company and fulfills the conditions specified by

the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges. The Board considers that the Director as association will be beneficial and in the best interest of the Company.

Their brief resume, the nature of his expertise in specific functional areas, names of companies in which they hold Directorship, Committee Memberships/ Chairmanships, his shareholding etc., are separately annexed hereto.

A copy of draft letter of appointment as Non-Executive Independent Director setting out the terms and conditions of their appointment is available for inspection by members at the Registered Office of the Company.

The Board of Directors recommends the ordinary resolution for your approval.

He is not related to any of the Directors or Key Managerial Personnel (including relatives of the Directors and Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company (including relatives of the Directors and Key Managerial Personnel) other than Mr. Arvind Jethalal Gala, himself, is concerned or interested, financially or otherwise, in this resolution.

Item No. 6

As per the provisions of Section 149 of the Act which has come into force with effect from April 1, 2014, an Independent Director shall hold

office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

The Nomination & Remuneration Committee has recommended the appointment of Mr. Rohit Chheda, (Din: 06647075) as Independent Directors of the Company.

Director has given a declaration to the Board that he meets the criteria of Independent Director as provided under section 149(6) of the Act. In the opinion of the Board, Director fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management. Notices as required under Section 160 of the companies act, 2013 have been received from some members proposing candidature of the said Independent Director. Upon the confirmation of appointment of said Director as independent Directors by the members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Independent Director.

Mr. Rohit (DIN 02392119) was appointed as an Additional Directors by the Board of Director w.e.f. November 25, 2014. Director is of integrity and possesses relevant expertise and experience and is eligible for the position of an Independent Director of the Company and fulfills the conditions specified by the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges. The Board considers that the Director as association will be beneficial and in the best interest of the Company.

Their brief resume, the nature of his expertise in specific functional areas, names of companies in which they hold Directorship, Committee Memberships/ Chairmanships, his shareholding etc., are separately annexed hereto.

A copy of draft letter of appointment as Non-Executive Independent Director setting out the

terms and conditions of their appointment is available for inspection by members at the Registered Office of the Company.

The Board of Directors recommends the ordinary resolution for your approval.

He is not related to any of the Directors or Key Managerial Personnel (including relatives of the Directors and Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company (including relatives of the Directors and Key Managerial Personnel) other than Mr. Rohit Chheda, himself, are concerned or interested, financially or otherwise, in this resolution.

Item No. 7

As per the provisions of Section 149 of the Act which has come into force with effect from April 1, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

The Nomination & Remuneration Committee has recommended the appointment of Mr. Nishith Pandit, (Din: 06893880) as Independent Directors of the Company.

Director has given a declaration to the Board that he meets the criteria of Independent Director as provided under section 149(6) of the Act. In the opinion of the Board, Director fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management. Notices as required under Section 160 of the companies act, 2013 have

been received from some members proposing candidature of the said Independent Director. Upon the confirmation of appointment of said Director as independent Directors by the members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Independent Director.

Mr. Nishith Pandit (DIN 06893880) was appointed as an Additional Directors by the Board of Director w.e.f. February 20, 2015. Director is of integrity and possesses relevant expertise and experience and is eligible for the position of an Independent Director of the Company and fulfills the conditions specified by the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges. The Board considers that the Director as association will be beneficial and in the best interest of the Company.

Their brief resume, the nature of his expertise in specific functional areas, names of companies in which they hold Directorship, Committee Memberships/ Chairmanships, his shareholding etc., are separately annexed hereto.

A copy of draft letter of appointment as Non-Executive Independent Director setting out the terms and conditions of their appointment is available for inspection by members at the Registered Office of the Company.

The Board of Directors recommends the ordinary resolution for your approval.

He is not related to any of the Directors or Key Managerial Personnel (including relatives of the Directors and Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company (including relatives of the Directors and Key Managerial Personnel) other than Mr. Nishith Pandit, himself, are concerned or interested, financially or otherwise, in this resolution.

Item No. 8

As per the provisions of Section 149 of the Act which has come into force with effect from April 1, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

The Nomination & Remuneration Committee has recommended the appointment of Mr. Jayesh Patel, (Din: 06942623) as Independent Directors of the Company.

Director has given a declaration to the Board that he meets the criteria of Independent Director as provided under section 149(6) of the Act. In the opinion of the Board, Director fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management. Notices as required under Section 160 of the companies act, 2013 have been received from some members proposing candidature of the said Independent Director. Upon the confirmation of appointment of said Director as independent Directors by the members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Independent Director.

Mr. Jayesh Patel, (Din: 06942623) was appointed as an Additional Directors by the

Board of Director w.e.f. February 20, 2015. Director is of integrity and possesses relevant expertise and experience and is eligible for the position of an Independent Director of the Company and fulfills the conditions specified by the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges. The Board considers that the Director as association will be beneficial and in the best interest of the Company.

Their brief resume, the nature of his expertise in specific functional areas, names of companies in which they hold Directorship, Committee Memberships/ Chairmanships, his shareholding etc., are separately annexed hereto.

A copy of draft letter of appointment as Non-Executive Independent Director setting out the terms and conditions of their appointment is available for inspection by members at the Registered Office of the Company.

The Board of Directors recommends the ordinary resolution for your approval.

He is not related to any of the Directors or Key Managerial Personnel (including relatives of the Directors and Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company (including relatives of the Directors and Key Managerial Personnel) other than Mr. Jayesh Patel, himself, are concerned or interested, financially or otherwise, in this resolution.

Item No. 9

Mrs. Samta Amar Gala who has been appointed as an Additional Director in the category of Promoter Executive Director of the Company under Section 161 (1) of the Companies Act, 2013 w.e.f 27th March, 2015 eligible for re-appointment and will retire by Rotation as a Director.

With Appointment of Mrs. Samta Amar Gala, Company has complied with the Optimum Combination of Directors with at least one Woman Director in the Board of Directors of the Company.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying their intention to propose the candidature of Directors for the office of Executive Director of the Company. The Board of Directors are of the opinion that Mrs. Samta Gala who devotes their whole time of working hours to the company and has a significant personal interest in the company as his source of income. Also pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (corresponding to erstwhile Sections 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956) and subject to the approval of the Central Government and such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to pay her the remuneration of Rs. 25000/- p.m.

Item No. 10

As per the provisions of section 186 of the Companies Act, 2013, No company shall directly

(a) give any loan to any person of other body corporate;(b) give any guarantee of provide security in connection with a loan to any other body corporate or person' and (c) acquire by

way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Where such giving of any loan or guarantee or providing any security of the acquisition exceeds the limits specified under Section 186 of the Companies Act, 2013, prior approval by means of a special resolution passed at a general meeting is necessary.

The Company may have to invest the funds or give guarantee or provide security to attain greater financial flexibility and to enable optional financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give power to the Board of Directors or any duly constituted Committee there of or any person(s) duly authorized by the Board, for making further investment, providing loans or give guarantee or provide security in connection with loans to any person or any other body corporate for an amount not exceeding Rs.500,000,000 (Rupee Fifty Crore Only).

The Investment(s), loan(s), guarantee(s), and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

As per the provisions of Rules 22(16)(i) of the Companies (Management and Administration) Rules, 2014, the resolution for giving loan or extending guarantee or providing security in excess of the limit as specified under Section 186(2) of the Act can be passed only through approval of members in General Meeting.

Date: September 1, 2015

Place: Nagpur
Office: Imambada Rd,

Nagpur- 440018

The Board recommends the Resolution set out at Item No.9 in this Notice for approval of the Members as Special Resolution.

None of the Directors of Key Management Personnel of the Company or their relatives is concerned or interested in the proposed Resolution.

Item No. 11

Sec. 180(1)(c) of the Companies Act,2013, requires that the Board of Directors shall not borrow money in excess of aggregate of Company's paid up Share Capital and Free Reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business and Sec.180(1)(a) of the Companies Act, 2013 requires that the Board of Directors shall not sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company, except with the consent of the members accorded by way of Special Resolution.

Since the Company is envisaging to grow its financial market during the current year borrowing limit is proposed to be enhance to the Rs. 50,000,000 (Rupees Fifty Crore Only) in excess of aggregate of paid up capital and free reserves.

The Board recommends the Resolution set out at Item No.10 in this Notice for approval of the Members as Special Resolution.

None of the Directors or Key managerial Personnel of the Company or their relatives is concerned or interested in the proposed Resolutions.

By Order of the Board Place

for ENBEE TRADE & FINANCE LIMITED Regd.

Sd/-

Amar N. Gala
(Chairman & Managing Director)

DIN: 07138963

Details of Directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)

| | | | | | | |
|--|--|-------------------------------------|---------------------------------|---|---|--|
| Name Of Director | Amar Gala | Nishith Karthik Pandit | Arvind Jethalal Gala | Rohit Premji Chheda | Jayesh Gulabbhai Patel | Samta Amar Gala |
| DIN | 07138963 | 06893880 | 02392119 | 06647075 | 06942623 | 07138965 |
| Date Of Birth | 07/07/1980 | 26/08/1982 | 15/08/1977 | 08/12/1977 | 20/04/1979 | 27/11/1987 |
| Date Of Appointment | 07/07/2015 | 20/02/2015 | 20/02/2015 | 25/11/2014 | 20/02/2015 | 27/03/2015 |
| Profile | Direct and control the work and resources of the Company | Business Development in the company | Legal Assistance in the Company | Marketing & Administration in the Company | Finance & Administration in the Company | Human Resource Assistance in the Company |
| Directorships In Other Public Companies As On March 31, 2015 | Nil | Nil | 1 | Nil | Nil | Nil |
| Memberships Of Committee | Nil | Nil | Nil | Nil | Nil | Nil |

| | | | | | | |
|---|-----|-----|-----|-----|-----|-----|
| s In Public Companie s | | | | | | |
| Chairmans hips Of Committee s In Public Companie s | Nil | Nil | Nil | Nil | Nil | Nil |

Date: September 1, 2015

By Order of the Board Place

Place: Nagpur

for ENBEE TRADE & FINANCE LIMITED

Regd. Office: Imambada Rd,

Nagpur- 440018

Sd/-

Amar N. Gala

(Chairman & Managing Director)

DIN: 07138963

DIRECTORS' REPORT

To,
The Members
Enbee Trade and Finance Limited

Your Directors have pleasure in presenting their 30th Annual Report and the audited financial statement for the financial year ended March 31, 2015.

HIGHLIGHTS OF FINANCIAL RESULTS

The Company's financial performance, for the year ended March 31, 2015 is summarised below:

| Particulars | 2014-2015 (Rs.) | 2013-2014 (Rs.) |
|---|--------------------|--------------------|
| Net Revenue from Operations | 9,141,982 | 1,810,949 |
| Other Income | Nil | Nil |
| Profit before Depreciation & Amortization and Finance costs | 9,141,982 | 1,810,949 |
| Depreciation & amortization | Nil | 2 |
| Profit after Depreciation & amortization but before Finance costs | 9,141,982 | 188,947 |
| Finance Costs | Nil | 469,299 |
| Profit before tax | 7,622,730 | 1,139,438 |
| Profit after tax | 6,112,684 | 787,388 |
| Amount Transferred to Reserves | 1,223,000 | 158,000 |

REVIEW OF OPERATIONS AND FUTURE PROSPECTS:

The Company being a registered NBFC has during the financial year under review has generated revenue of Rs. 91.41lacs (previous year Rs. 18.10 lacs) from its operational activity, resulting in net profit of Rs. 61.12 lacs (previous year Rs. 7.87 lacs)

BUSINESS OPERATIONS

The highlights of operating performance of the Company are summarized below:

| Particulars | 2014-2015 | 2013-2014 |
|-------------------------------|-----------|-----------|
| interest on Loans | 2,133,368 | 1,810,949 |
| Profit on sale of Investments | 7,008,614 | - |

TRANSFER TO RESERVES:

The credit balance of Profit and Loss account is transferred to reserves in Balance sheet in accordance with the provision of RBI Act and co act.

DIVIDEND

In order to conserve resources for operational purposes, your Directors have not recommended any dividend on the equity shares for the year under review.

OPEN OFFER FOR ACQUISITION OF EQUITY SHARES

Your Directors have pleasure to inform you that during the year under Report, the Company had come up with an open offer from Sale of Shares of the Company by all the current Promoters Shareholders vide Share Purchase Agreement dated January 22, 2015 to Mr. Amar N. Gala, for

which public announcement was made on April 17, 2015. The declassification of Promoters took place and the acquirer purchased the 58200 Equity Shares of the Company at a price of Rs. 5/- per equity share in compliance with Regulations 22(2) and 22(2A) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers), Regulations, 2011, as amended, ("Takeover Regulations"). The Sale Shares represent 15.94% of the expanded paid up capital of the Company.

The Board at its meeting held on July 07th 2015 approved the Transfer of Shares from the Sellers(i.e. Promoter & Promoter Group) to the Acquirer (Mr. Amar Gala) upon receipt of the total Consideration amount as stipulated in the SPA.

Upon consummation of the open offer, Mr. Amar Gala has taken over the management control of the Company and being appointed as Chairman & Managing Director of the Company w.e.f. July 1, 2015.

DIRECTORS

The Board of Directors recommends their confirmation as a Director of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013:

| Name of Additional Directors | DIN | Date of Appointment |
|------------------------------|----------|---------------------|
| Amar N. Gala | 07138963 | 07/07/2015 |
| Arvind J. Gala | 02392119 | 20/02/2015 |
| Rohit P. Chheda | 06647075 | 25/11/2014 |
| Nashith K. Pandit | 06893880 | 20/02/2015 |
| Jayesh G. Patel | 06942623 | 20/02/2015 |
| Samta Amar Gala | 07138965 | 27/03/2015 |

The following Board of Directors was the Independent Director of the Company but they got retired on and as per following details:

| NAME OF DIRECTOR | DIN | Date of Retirement |
|----------------------------|----------|--------------------|
| Rajendra P. Mohanka | 00235850 | 09/06/2015 |
| Subhaschandra A. Chaudhari | 00490356 | 10/06/2015 |
| Wasudeo H. Khatkhede | 00511856 | 10/06/2015 |

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, during the year under review, the Board carried out the annual evaluation of its own performance. A structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligation and governance was distributed to each member of the Board and inputs were received. The performance evaluation of the Independent Directors who will be appointed at the ensuing Annual General Meeting was carried out by the entire Board. The performance evaluation of Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process

SHARE CAPITAL

During the year under review the Company on June 4, 2015 has issued and allotted 120050 Equity Shares of Rs. 10/- each at Rs. 50/- each for which the Company has received the In-Principal Approval from the Stock Exchange where the securities are listed. The management is in the process of filing listing and trading application for the aforementioned securities.

MANAGEMENT DISCUSSION AND ANALYSIS

A separate report on the Management Discussion and Analysis is attached as a part of the Annual Report.

CORPORATE GOVERNANCE

Effective corporate governance is necessary to retain the trust of stakeholders and to achieve business success. Corporate governance is about commitment to values and ethical business conduct. It is about how an organization is managed. It includes its corporate and other structures, its culture, policies and the manner in which it deals with various stakeholders. As shareholders across the globe evince keen interest in the practices and performance of companies, corporate governance has emerged at the centre stage of the way the corporate world functions. Corporate governance is vital to enable companies to compete globally in a sustained manner and let them flourish and grow. A separate Report on Corporate Governance is attached and forms part of the Annual Report. The Auditors' Certificate regarding compliance of the conditions of Corporate Governance is also annexed.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement:

- (i) That in the presentation of the annual accounts for the year ended March 31, 2015, applicable accounting standards have been followed and that there are no material departures;
- (ii) That they have, in the selection of the accounting policies, consulted the statutory auditors and have 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 for the year ended March 31, 2015 and of the profit of the Company for the year ended on that date;
- (iii) That they have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the annual accounts have been prepared on a going concern basis.
- (v) That internal financial controls followed by the Company are adequate and were operating effectively
- (vi) That the systems to ensure compliance with the provisions of all applicable laws were adequate and operating effectively

RISKS AND MANAGEMENT POLICY

The Company has in October 2014 constituted a Risk Management Committee (RMC) which has been entrusted with responsibility to assist the Board in (a) Overseeing the Company's risk management process and controls, risk tolerance and capital liquidity and funding (b) Setting strategic plans and objectives for risk management and review of risk assessment of the Company (c) Review the Company's risk appetite and strategy relating to key risks, including credit risk, liquidity and funding risk, market risk, product risk and reputational risk, as well as the guidelines, policies and processes for monitoring and mitigating such risks (d) The Committee has also approved and adopted Risk Committee (RMC) charter. The Company has adopted a Risk Management Policy in accordance with the provisions of the Companies Act, 2013 (hereinafter referred to as the Act) and Clause 49 of the Listing Agreement.

The Company is exposed to inherent uncertainties owing to the sectors in which it operates. A key factor in determining a company's capacity to create sustainable value is the risks that the company is willing to take (at strategic and operational levels) and its ability to manage them effectively. Many risks exist in a company's operating environment and they emerge on a regular basis. The Company's Risk Management process focuses on ensuring that these risks are identified on a timely basis and addressed

HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The Company does not have any Holding/ Subsidiary/ Associate Company during the period under review.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS AND OUTGO

- (a) Energy conservation measures taken : Nil
- (b) Additional investments and proposals if any, being implemented for reduction of consumption of energy : Nil
- (c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods : Nil
- (d) Total energy consumption and energy consumption per unit of production : Nil

FORM-A: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

- A. Power and fuel consumption : Nil
- B. Consumption per unit of production : Nil

TECHNOLOGY ABSORPTION

FORM-B: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION ETC.,

- I Research and Development : Nil
- II Technology Absorption, Adaptation and Innovation : Nil

FOREIGN EXCHANGE EARNINGS AND OUTGO

- I. Earnings in Foreign Exchange during the year : Nil
- II. Foreign Exchange outgo during the year : Nil

PARTICULARS OF EMPLOYEES

Particulars of employees as required to be disclosed in terms of Section 134 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are made available at the registered office of the Company. The members desirous of obtaining the same may write to the Company Secretary at the registered office of the Company.

SECRETARIAL AUDITORS AND THEIR REPORT

Mr. Amit R. Dadheech & Associates, Company Secretaries, was appointed as Secretarial Auditors of the Company for the financial year 2014-15 Pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by them in the prescribed form MR- 3 is attached as Annexure 'B' and forms part of this report.

The observation and qualification on Secretarial Auditor and their report are self-explanatory and does not require comment on the same.

RE-APPOINTMENT OF THE STATUTORY AUDITORS

At the forthcoming Annual General Meeting, M/s. Ambavat Jain & Associates. LLP, Chartered Accountants who are the Statutory Auditors of the Company, will retire and being eligible, have offered themselves for re-appointment as the Company's Auditors. The Company has received certificate and confirming that their re-appointment for the year 2015-16, if made at the ensuing Annual General Meeting of the Company will be in accordance with the provisions of the Companies Act, 2013 and as per the term prescribed under the said act.

FIXED DEPOSITS

During the period under review, your Company has not accepted or invited any deposits from public. Insurance.

INSURANCE

The Company has taken insurance cover for its assets to the extent required.

SIGNIFICANT / MATERIAL ORDERS PASSED IMPACTING ON GOING CONCERN STATUS AND COMPANY'S OPERATIONS

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

RELATED PARTIES TRANSACTIONS

All the transactions with related parties are in the ordinary course of business and on arm's length basis. The details of the transactions entered into between the Company and the related parties are given in AOC-2 attached as Annexure 'C'.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company has made any transactions and within the limit of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013

BOARD MEETINGS

During the financial year 2014-2015, the Board of Directors met 7 times on 22/05/2014, 11/08/2014, 11/08/2014, 25/11/2014, 20/02/2015, 20/02/2015 and 27/03/2015. The gap between any two meetings has been less than four months.

Details of the Board of Directors and Attendance Record of Directors during the financial year ended March 31, 2015 is as under:

| Name | DIN | Board Meetings held | Board Meetings attended |
|-----------------------------|------------|----------------------------|--------------------------------|
| Rajendra P. Mohanka* | 00235850 | 7 | 7 |
| Subhaschandra A. Chaudhari* | 00490356 | 7 | 7 |
| Wasudeo H. Khatkhede* | 00511856 | 7 | 7 |
| Arvind J. Gala** | 02392119 | 7 | 1 |
| Rohit P. Chheda** | 06647075 | 7 | 2 |
| Nishith K. Pandit** | 06893880 | 7 | 1 |
| Jayesh G. Patel** | 06942623 | 7 | 1 |
| Samta A. Gala*** | 07138965 | 7 | 0 |

* Resigned from the Directorship on 10.06.2015

** Appointed as additional Director on 20.02.2015, 25.11.2014,

*** Appointed as Additional Director on 27.03.2015

Extract of the Annual Return

An extract of the Annual Return for the year ended March 31, 2015 as provided under sub-section (3) of Section 92 and prescribed under Rule 12 of Companies (Management & Administration) Rules, 2014 in the prescribed form MGT-9 is attached as Annexure 'A' and forms part of this report.

Board Committees

The Company has the following Committees of the Board:

- Audit Committee
- Stakeholders Relationship Committee
- Nomination & Remuneration Committee
- Risk Management Committee

The composition of each of the above Committees, their respective role and responsibility is as detailed in the Report of Corporate Governance.

Vigil Mechanism / Whistle Blower Policy

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.enbeetrade.com under investors/policy documents/Vigil Mechanism Policy link.

Internal Financial Control

The Company believes that internal control is a necessary concomitant of the principle of prudent business governance that freedom of management should be exercised within a framework of appropriate checks and balances. The Company remains committed to ensuring an effective internal control environment that inter alia provides assurance on orderly and efficient conduct of operations, security of assets, prevention and detection of frauds/errors, accuracy and completeness of accounting records and the timely preparation of reliable financial information.

The Company's independent and Internal Audit processes, both at the Business and Corporate levels, provide assurance on the adequacy and effectiveness of internal controls, compliance with operating systems, internal policies and regulatory requirements.

The Company has in place adequate internal financial controls with reference to the Financial Statements. Such controls have been tested during the year and no reportable material weakness in the design or operation was observed. Nonetheless the Company recognizes that any internal financial control framework, no matter how well designed, has inherent limitations and accordingly, regular audit and review processes ensure that such systems are reinforced on an ongoing basis.

Risk & Mitigation

The Company has identified various risks faced by the Company from different areas. As per the provision of the Companies Act, 2013 and listing agreements, the Board had adopted a risks management policy whereby a proper framework is set up. Appropriate structures are present so that risks are inherently monitored and controlled. A combination of policies and procedures attempts to counter risks as and when they evolve.

Cost Auditors

As the Company is operating in the service industry, cost audit is not applicable to the Company and hence no reporting is required.

Disclosure as required under Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company is committed to provide a protective environment at workplace for all its women employees. To ensure that every woman employee is treated with dignity and respect and as mandated under "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013" the Company has in place a formal policy for prevention of sexual harassment of its women employees.

The following is the summary of sexual harassment complaints received and disposed off during the current financial year.

| | |
|-----------------------------------|-------|
| Number of Complaints received | : NIL |
| Number of Complaints disposed off | : NIL |

Industrial Relations:

The company maintained healthy, cordial and harmonious industrial relations at all levels the enthusiasm and unstinting efforts of employees have enabled the company to remain at the leadership position in the industry it has taken various steps to improve productivity across organization.

Acknowledgement

Your Directors wish to acknowledge all their stakeholders and are grateful for the excellent support received from the shareholders, Bankers, Financial Institutions, Government authorities, esteemed corporate clients, customers and other business associates. Your Directors recognize and appreciate the hard work and efforts put in by all the employees of the Company and their contribution to the growth of the Company in a very challenging environment.

For and on behalf of the Board of Directors
Enbee Trade and Finance Limited

Sd/-
Amar N Gala
Chairman & MD
DIN : 07138963

Date: September 01st, 2015
Place: Nagpur

ANNEXURE A TO DIRECTORS REPORT

Form No. MGT-9

Extract of Annual Return as on the financial year ended on 31st March, 2015 [Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

MGT-9

Annexure-I Extract of Annual Return as on the financial year ended on March 31, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN :L50100MH1985PLC036945
- ii) Registration Date : 24/07/1985
- iii) Name of the Company : Enbee Trade And Finance Limited
- iv) Category / Sub-Category of the Company : Public Listed Company
- v) Address of the Registered office and contact details : I Mambada Rd,
Nagpur,Maharashtra-
440018.INDIA
- vi) Whether listed company : Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : Adroit Corporate Services Pvt Ltd
Add: 1st Floor,19/20, Jaferbhoy
Ind Estate, Makwana Road, Marol
Naka,Mumbai,Maharashtra,400059

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

| Sl. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the company |
|---------|--|----------------------------------|------------------------------------|
| | Business of trading, dealing in vehicles parts and accessories of vehicles | 50300 | 42 |
| | Business of Financing or Lending to Builders and their persons on securities | 65999 | 58 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

| Sl. No. | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary / Associate | % of shares held | Applicable Section |
|---------|---------------------------------|---------|---------------------------------|------------------|--------------------|
| N.A | N.A | N.A | N.A | N.A | N.A |

| Institutions | | | | | | | | | |
|---|----------|---------------|---------------|--------------|--------------|---------------|---------------|--------------|---------------|
| a)Bodies Corp. | 0 | 165930 | 165930 | 67.73 | 0 | 165000 | 165000 | 67.35 | 0 |
| i) Indian | 0 | 0 | 0 | 00 | 0 | 0 | 00 | 0 | 0 |
| ii)Overseas | 0 | 0 | 0 | 00 | 0 | 0 | 00 | 0 | 0 |
| b)Individuals | 0 | 0 | 0 | 00 | 0 | 0 | 00 | 0 | 0 |
| i) Individual shareholders holding nominal share capital upto Rs.1 lakh | 0 | 20870 | 20870 | 8.52 | 13150 | 20870 | 20870 | 8.90 | 20870 |
| ii)Individual shareholders holding nominal share capital in excess of Rs.1 lakh | 0 | 0 | 00 | 0 | 0 | 0 | 0 | 00 | 0 |
| c) Others (specify) | 0 | 0 | 0 | 00 | 0 | 0 | 00 | 0 | 0 |
| Sub-total (B)(2):- | 0 | 186800 | 186800 | 76.24 | 13150 | 186800 | 186800 | 76.24 | 199950 |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | 0 | 245000 | 245000 | 100 | 13150 | 245000 | 245000 | 100 | 258150 |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 00 | 0 | 0 | 00 | 0 | 0 |
| Grand Total (A+B+C) | 0 | 245000 | 245000 | 100 | 13150 | 245000 | 245000 | 100 | 258150 |

(ii) Shareholding of Promoters

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Share holding at the end of the year | | | % change in share holding during the year |
|---------|------------------------|---|----------------------------------|---|--------------------------------------|----------------------------------|---|---|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged/ encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged/ encumbered to total shares | |
| 1. | Shri Gangabisan Bajaj | 3000 | 1.22 | 0 | 3000 | 1.22 | 0 | 0 |
| 2. | Shri Vinod Kumar Bajaj | 100 | 0.04 | 0 | 100 | 0.04 | 0 | 0 |
| 3. | Smt. Shakuntala Bajaj | 100 | 0.04 | 0 | 100 | 0.04 | 0 | 0 |
| 4. | Shri Sunil Bajaj | 4000 | 1.63 | 0 | 4000 | 1.63 | 0 | 0 |
| 5. | Shri Sunil Bajaj | 3000 | 1.22 | 0 | 3000 | 1.22 | 0 | 0 |
| 6. | Shri Rohit Bajaj | 4000 | 1.63 | 0 | 4000 | 1.63 | 0 | 0 |
| 7. | Shri Ashish Bajaj | 5500 | 2.24 | 0 | 5500 | 2.25 | 0 | 0 |
| 8. | Shri Hargovind Bajaj | 100 | 0.04 | 0 | 100 | 0.04 | 0 | 0 |
| 9. | Lav Bajaj | 100 | 0.04 | 0 | 100 | 0.04 | 0 | 0 |

| | | | | | | | | |
|-----|-----------------------|--------------|--------------|----------|--------------|--------------|----------|----------|
| 10. | Smt. Gayatri Bajaj | 3000 | 1.22 | 0 | 3000 | 1.22 | 0 | 0 |
| 11. | Smt. Shakuntala Bajaj | 4000 | 1.63 | 0 | 4000 | 1.63 | 0 | 0 |
| 12. | Smt. Kumkum Bajaj | 4000 | 1.63 | 0 | 4000 | 1.63 | 0 | 0 |
| 13. | Smt. Bina Bajaj | 4000 | 1.63 | 0 | 4000 | 1.63 | 0 | 0 |
| 14. | Master Lav Bajaj | 4950 | 2.02 | 0 | 4950 | 2.02 | 0 | 0 |
| 15. | Master Kush Bajaj | 4950 | 2.02 | 0 | 4950 | 2.02 | 0 | 0 |
| 16. | Master Varun Bajaj | 4450 | 1.82 | 0 | 4450 | 1.82 | 0 | 0 |
| 17. | Master Vedant Bajaj | 4950 | 2.02 | 0 | 4950 | 2.02 | 0 | 0 |
| 18. | Aishwarya Bajaj | 4000 | 1.63 | 0 | 4000 | 1.63 | 0 | 0 |
| | Total | 58200 | 23.76 | 0 | 58200 | 23.76 | 0 | 0 |

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

| Sl. No. | | 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 |
| | At the beginning of the year | 58200 | 23.76 | 58200 | 23.76 |
| | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer/ bonus/ sweat equity etc.): | | | | |
| | At the End of the year | 58200 | 23.76 | 58200 | 23.76 |

(*) including 1 equity share transferred to their Nominee

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

| Sl. No. | | 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 |
| | For Each of the Top 10 Shareholders | | | | |
| | At the beginning of the year | 134000 | 54.69 | 134000 | 54.69 |
| | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): | | | | |
| | At the End of the year (or on the date | 134000 | 54.69 | 134000 | 54.69 |

| | | | | | |
|--|--|--|--|--|--|
| | of separation, if separated during the year) | | | | |
|--|--|--|--|--|--|

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

| Sl. No. | | 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 |
| | For Each of the Directors and KMP | | | | |
| | At the beginning of the year | - | - | - | - |
| | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): | - | - | - | - |
| | At the End of the year | - | -- | - | - |

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Rs. Crore)

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | - | - | - | - |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | - | - | - |
| Change in Indebtedness during the financial year | | | | |
| • Addition | - | - | - | - |
| • Reduction | - | - | - | - |
| Net Change | - | - | - | - |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | - | - | - | - |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | - | - | - |

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

| Sl. No | Particulars of Remuneration | Name of MD/WTD/ Manager | | | | Total Amount |
|--------|---|-------------------------|---|----|----|--------------|
| | | | | | | |
| 1. | Gross salary (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 profit - others, specify... | - | - | - | - | - |
| 5. | Others, please specify | - | - | - | - | - |
| | Total (A) | - | - | -- | - | - |
| | Ceiling as per the Act | - | - | - | - | - |

B. Remuneration to other directors:

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

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

| Sl. No | Particulars of Remuneration | Key Managerial Personnel | | | |
|--------|-----------------------------|--------------------------|-------------------|-----|-------|
| | | CEO | Company Secretary | CFO | Total |
| | | | | | |

| | | | | | |
|----|--|---|---|---|---|
| 1. | Gross salary (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 profit - others, specify... | - | - | - | - |
| 5. | Others, please specify | - | - | - | - |
| | Total | - | - | - | - |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment Compounding fees imposed | Authority [RD/NCLT/ COURT] | Appeal made, if any (give details) |
|----------------------------------|------------------------------|-------------------|---|----------------------------|------------------------------------|
| COMPANY | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| DIRECTORS | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |

For and on behalf of the Board of Directors

Sd/-
Amar N Gala
Chairman & Managing Director
DIN: 07138963

Date: September 01st, 2015
Place: Nagpur

ANNEXURE B TO DIRECTORS REPORT

Form No. MR-3 Secretarial Audit Report [Pursuant to section 204(1) of the Companies Act, 2013 and rule no.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014] Secretarial Audit Report For the Financial Year Ended 31st March, 2015

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

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

To,
The Members,
Enbee Trade and Finance Limited
Imambada Road,
Nagpur – 440018.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Enbee Trade & Finance Limited (CIN: L50100MH1985PLC036945)** (hereinafter called “the company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of **M/s. Enbee Trade & Finance Limited’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 the Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 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 Enbee Trade & Finance Limited for the financial year ended on 31st March, 2015 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - **(During the period under review, the Company has not entered into any transaction requiring compliances with the Foreign Exchange Management Act, 1999 and rules made thereunder)**
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999)**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008)**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009)**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998)**

OTHER APPLICABLE LAWS:

With respect to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test check basis, the Company has complied with the following laws applicable to the Company

1. Prudential Norms and other rules, regulations, directions and circulars issued by Department of Non – Banking Supervision from time to time
2. Income Tax Act, 1961 and Indirect Tax Laws.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
(Not Applicable as the same was not notified during the period under review)
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and Delhi Stock Exchange Limited.

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

We further report that:

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

We further report that during the audit period:

1. The Company has not appointed Chief Financial Officer (CFO) and Internal Auditor as per the provision of Companies Act, 2013, during the period under review.
2. There was no Whole Time Company Secretary appointed during the period under review. However, the Company has appointed Ms. Darshni Lakhani as a Whole Time Company Secretary w.e.f. July 07, 2015.

3. There are NIL secured loans exist on the date of the Balance sheet for the year ended March, 2015 of the Company, however as per the 'View Index of charges' column of MCA 21 website there are some charges which still exist.
4. The Company have done part compliances during the year under review as required to be complied pursuant to Prudential Norms and other rules, regulations, directions and circulars issued by Department of Non – Banking Supervision from time to time

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.

Annexure A

To,
The Members,
Enbee Trade and Finance Limited
Imambada Road,
Nagpur – 440018.

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 Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test check basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Amit R. Dadheech & Associates

SD/-

Amit R. Dadheech

M. No.: 22889; C.P. No.: 8952

Date: 26th August, 2015

Place: Mumbai

Form no. AOC-2

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

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: M/s. Amarsun, Partnership firm
- (b) Nature of contracts/arrangements/transactions: Interest received on Loans
- (c) Duration of the contracts / arrangements/transactions: Short-term
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: NA
- (e) Justification for entering into such contracts or arrangements or transactions: interest received on Loan given, as a part of business transaction, payable on demand
- (f) Date(s) of approval by the Board: May 22 2014
- (g) Amount paid as advances, if any: NA
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: N A

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: Amarsun (Partnership firm)
- (b) Nature of contracts/arrangements/transactions: Interest received on Loans
- (c) Duration of the contracts / arrangements/transactions: Short-term
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
- (e) Date(s) of approval by the Board, if any: May 22, 2014
- (f) Amount paid as advances, if any: NA

For Enbee Trade and Finance Limited

**Sd/-
Amar N Gala
Chairman & Managing Director
DIN : 07138963**

MANAGEMENT DISCUSSION AND ANALYSIS (Annexure to Director Report)

Forward – Looking Statements:

This Report contains forward – Looking Statements. Any, statement that address expectations or projections about the future, including but not limited to statements about the Company's strategy and growth, product development, market position, expenditures and financial results, are forward looking statements. Forward looking statements are based on certain assumptions and expectations of future growth. The Company cannot guarantee that these assumptions are accurate and will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on basis of any subsequent developments, information or events.

Overview:

During the financial year under review the revenue from operations has increased from Rs. 18.10 Lacs to Rs. 91.41Lacs

Outlook:

The Company is mainly engaged in the business of financing and investment in bodies corporate in order to yield greater revenue for its stakeholders. The Company is planning to expand and diversify the operational activities in the coming years ahead in order to tap higher revenues.

Risk and Concerns:

Due to stiff competitions in the finance field where the company's activities are centered in, the overall margins are always under pressure, but maintainable with the constant effort and good services rendered by the company.

Internal Control Systems and their Adequacy:

An Audit Committee of the Board of Directors of the Company has been constituted as per provisions of Section 292A of the Companies Act, 1956 and corporate governance requirements specified by Listing Agreements with the Stock Exchanges.

The Internal Audit Function is looked after internally by the finance and accounts department, and reviewed by the audit committee and the management at the regular intervals.

The Internal Auditors Reports dealing with Internal Control Systems are considered by the Audit Committee and appropriate actions are taken, whichever necessary.

Analysis of Financial Conditions and Results of Operations:

The Financial Statements have been prepared in accordance with the requirements of the Act, Indian Generally Accepted Principles (Indian GAAP) and the Accounting Standards as prescribed by the Institute of Chartered Accountants of India.

The Management believes that it has been objective and prudent in making estimates and judgments relating to the Financial Statements and confirms that these Financial Statements are a true and fair representation of the Company's Operations for the period under review.

Development on Human Resource Front:

Our human resources are critical to our success and carrying forward our mission. With their sustained, determined and able work efforts we were able to cruise smoothly through the hard time of the economic volatility and rapidly changing market conditions.

The requirement of the markets given the economic scenario has made this even more challenging. Attracting newer talent with the drive, training and upgrading existing skill sets and getting all to move in an unified direction will definitely be task in the company.

Plans to execute the mandate on this count are already underway and we should see it impacting the results from the third quarter of the next financial year.

By creating conducive environment for career growth, company is trying to achieve the maximum utilization of employee's skills in the most possible way.

There is need and the company is focused on retaining and bringing in talent keeping in mind the ambitious plans despite the market and industry scenario.

The company also believes in recognizing and rewarding employees to boost their morale and enable to achieve their maximum potential. The need to have a change in the management style of the company is one of the key focus areas this year.

Industrial Relations:

Industrial Relations throughout the year continued to remain very cordial and satisfactory.

**For and on behalf of the Board of Directors
Enbee Trade and Finance Limited**

**Sd/-
Amar N Gala
Chairman & Managing Director
DIN: 07138963**

**Place: Nagpur
Date: September 01st 2015**

REPORT ON CORPORATE GOVERNANCE

Corporate Governance refers to the system by which corporations are directed and controlled. The governance structure specifies the distribution of rights and responsibilities among different participants in the corporation such as the board of directors, managers, shareholders, creditors, auditors, regulators, and other stakeholders and specifies the rules and procedures for making decisions in corporate affairs. Corporate Governance provides the structure through which corporations set and pursue their objectives, while reflecting the context of the social, regulatory and market environment. Corporate Governance is a mechanism for monitoring the actions, policies and decisions of corporations. Governance involves the alignment of interests among the stakeholders.

A. COMPOSITION OF BOARD OF DIRECTORS:

The Board with optimum combination of Executive and Non-Executive Directors. Non-Executive Directors include independent professionals with experience in business, finance, development of housing project, taxation and technology. Independent Directors of the Company provide appropriate annual certifications to the Board confirming satisfaction of the conditions of their being independent as laid down in Clause 49.

The Company believes that ethics are very important in any business as they are directly related to the goodwill of the Company.

The Corporate Governance Policy of the Company is based on principles of equity and ensures the following:

- Proper composition of the Board of Directors;
- Timely dissemination of material information to the Stakeholders concerning their interests;
- Adequate Internal Checks and Balances;
- Transparency and Accountability; and
- Compliance with the applicable laws and regulations.

The statutory requirement of Corporate Governance envisages transparency full disclosure and independent monitoring of the state of affairs and being fair to the Shareholders. Our Philosophy is to protect the interest of Investors.

The Composition of the Board and the number of directorships, memberships and chairmanship of committees as on March 31, 2015, are given below:

| Name of the Directors | DIN | Designation / category | *No. of Directorship in Boards of other Co. | Committee Membership in all Companies | Chairmanship in committees where they are members |
|------------------------------|------------|-------------------------------|--|--|--|
| Amar N. Gala***** | 00235850 | Chairman & Managing Director | NIL | NIL | NIL |
| Rajendra P. Mohanka* | 00490356 | Non-Executive Director | 4 | NIL | NIL |
| Subhaschandra A. Chaudhari** | 00511856 | Non-Executive Director | 6 | NIL | NIL |
| Wasudeo H. Khatkhede** | 02392119 | Non-Executive Director | 1 | NIL | NIL |
| Arvind J. Gala*** | 06647075 | Non-Executive Director | 3 | NIL | NIL |
| Rohit P. Chheda**** | 06893880 | Non-Executive Director | 1 | NIL | NIL |
| Nishith K. Pandit*** | 06942623 | Non-Executive Director | NIL | NIL | NIL |
| Jayesh G. Patel*** | 07138965 | Non-Executive Director | NIL | NIL | NIL |
| Samta Gala | 07138965 | Promoter Executive Director | NIL | NIL | NIL |

- * Resigned from the Directorship on 10.06.2015 &
- **Resigned from the Directorship on 9.6.2015
- *** Appointed as additional Director on 20.02.2015,
- **** Appointed as additional Director on 25.11.2014,
- ***** Appointed as Additional Director on 27.03.2015
- ***** Appointed as Managing Director on 07.07.2015

Details of Shareholdings of Directors as on March, 2015

The number of equity shares of face value Re. 10 each of the Company held by the Directors on March 31, 2015 is as under:

| NAME OF DIRECTORS | DESIGNATION | No. of shares held |
|------------------------------|---------------------|--------------------|
| Amar N. Gala***** | Managing Director | 178250 |
| Rajendra P. Mohanka* | Whole Time Director | NIL |
| Subhaschandra A. Chaudhari** | Director | NIL |
| Wasudeo H. Khatkhede** | Director | NIL |
| Arvind J. Gala*** | Additional Director | NIL |
| Rohit P. Chheda**** | Additional Director | NIL |
| Nishith K. Pandit**** | Additional Director | NIL |
| Jayesh G. Patel*** | Additional Director | NIL |
| Samta A. Gala***** | Additional Director | NIL |

- * Resigned from the Directorship on 10.06.2015 &
- **Resigned from the Directorship on 9.6.2015
- *** Appointed as additional Director on 20.02.2015,
- **** Appointed as additional Director on 25.11.2014,
- ***** Appointed as Additional Director on 27.03.2015
- ***** Appointed as Managing Director on 07.07.2015

B. BOARD MEETINGS AND ATTENDANCE

The dates on which the said meetings were held are 6 times on 22/05/2014, 11/08/2014, 11/08/2014, 25/11/2014, 20/02/2015, 20/02/2015 and 27/03/2015. The gap between any two meetings has been less than four months. The maximum interval between any two Board Meetings was not more than 4 months.

The presence of Directors at the Board meetings and last AGM was as follows:

| Name of director | No. of meetings held | No. of meetings Attended | Last AGM Attended |
|------------------------------|----------------------|--------------------------|-------------------|
| Rajendra P. Mohanka* | 7 | 7 | Yes |
| Subhaschandra A. Chaudhari** | 7 | 7 | Yes |
| Wasudeo H. Khatkhede** | 7 | 7 | Yes |
| Arvind J. Gala*** | 7 | 2 | No |
| Rohit P. Chheda**** | 7 | 2 | Yes |
| Nishith K. Pandit**** | 7 | 1 | No |
| Jayesh G. Patel*** | 7 | 1 | No |
| Samta A. Gala***** | 7 | 0 | No |

- * Resigned from the Directorship on 10.06.2015 &
- **Resigned from the Directorship on 9.6.2015
- *** Appointed as additional Director on 20.02.2015,
- **** Appointed as additional Director on 25.11.2014,
- ***** Appointed as Additional Director on 27.03.2015

None of the directors is a member in more than ten committees or acts as a Chairman in more than five committees across all companies in which he is a director.

C. CODE OF CONDUCT:

The Board of Directors has laid down a Code of Conduct for the Board members and senior management personnel of the Company. The same is circulated among the Board Members and Senior Management Personnel. All the members of the Board and Senior Management Personnel have affirmed compliance of the respective Code of Conduct on Annual Basis. The required Declaration to the Compliance is offered herewith. It is also available on company's website www.enbeetrade.com

DECLARATION REGARDING COMPLIANCE WITH THE CODE OF CONDUCT OF THE COMPANY IS GIVEN HEREIN BELOW:-

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel of the Company, affirmation that they have complied with the Code of Conduct of the Company during the financial year 2014-2015.

I. AUDIT COMMITTEE:

The primary responsibility of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting process, to review the quality and reliability of the information used by the Board. The Audit Committee also focuses on the adequacy and appropriateness of the internal controls of the Company. The functions of the Audit Committee include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct and show true and fair view.
2. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the statutory auditor, Cost Auditor, Secretarial Auditor and the Internal Auditors and the fixation of remuneration of the auditors.
3. To review and monitor the independence and performance of the Auditors and to review effectiveness of audit process periodically preferably bi-annually.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in pursuance of the provisions of the section 134(3) (c) 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 / Observations / adverse Remarks in the audit report by Statutory Auditors, Cost Auditors & Secretarial Auditors and its reply to be covered in the Directors' Report.
 - h) Evaluation of internal financial controls and risk management systems;
 - i) Reviewing with the Management, performance of the statutory and internal auditors and adequacy of the internal control systems
 - j) 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;
 - k) Discussions with the statutory auditors before the audit commences, about the nature and scope of the audit as well as post-audit discussions to ascertain any area of concern;
 - l) To look into the reasons for substantial defaults in the payment to depositors, debenture holders, members (in case of non-payment of declared dividends) and creditors;
 - m) To review the functioning of the Whistle Blower mechanism / Vigil mechanism.
 - n) 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;

- o) Carrying out any other functions as specified in the terms of reference, as amended from time to time.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
 6. Reviewing the adequacy of internal audit function, including the Scope of Internal Audit, periodicity / frequency of internal audit, reporting by internal auditors, discussions on the observations made on audit with Management. To discuss with internal auditors any significant findings and follow up there on.
 7. 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. Further to evaluate Internal Financial control and risk management systems.
 8. 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 utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 9. Approval and subsequent modifications, if any, of the related party transactions (RPTs) with the Company. Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Company's Policy on Related Party Transactions.
 10. The Audit committee shall have authority to investigate into any matter in relation to the items specified above or referred to it by the Board and for this purpose shall obtain professional advice from external sources and have full access to information contained in the records of the Company.
- 4 (four) meetings were held during the year under review on 11/08/2014, 25/11/2014, 20/02/2015, 27/03/2015.

The composition of Audit Committee and attendance of each committee member is as under:-

| Name of the Director | Designation | Category | No. of Meetings Held | No. of Meetings Attended |
|-----------------------------|-------------|--------------------------------------|----------------------|--------------------------|
| Rajendra P. Mohanka* | Chairman | Non-Executive / Independent Director | 4 | 4 |
| Subhaschandra A. Chaudhari* | Member | Non-Executive / Independent Director | 4 | 4 |
| Wasudeo H. Khatkhede* | Member | Non-Executive / Independent Director | 4 | 4 |

* Resigned from the Directorship on 10.06.2015

After the financial year 2014-15, the composition of Audit Committee is as under:

| Name of the Director | Designation | Category |
|------------------------|-------------|--------------------------------------|
| AMAR NARENDRA GALA | Chairman | Managing Director |
| JAYESH GULABBHAI PATEL | Member | Non-Executive / Independent Director |
| NISHITH KARTIK PANDIT | Member | Non-Executive / Independent Director |

Vigil Mechanism / Whistle Blower Policy

The Board of Directors is committed to maintain the highest standard of honesty, openness and accountability and recognize that employees have important role to play in achieving the goal.

The Company's Whistleblower Policy encourages Directors and employees to bring to the Company's attention, instances of unethical behavior and actual or suspected incidents of fraud or violation of the conduct that could adversely impact the Company's operations, business performance and / or reputation. The Policy provides that the Company investigates such incidents, when reported, in an impartial manner and takes appropriate action to ensure that the requisite standards of professional and ethical conduct are always upheld. It is the Company's Policy to ensure that no employee is victimized or harassed for bringing such incidents to the attention of the Company. The practice of the Whistleblower Policy is overseen by the Board of Directors and no employee has been denied access to the Committee. The Whistleblower Policy is available on the Company's website

STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Committee comprises

Committee chaired by Mr. Subhaschandra Chaudhari., Independent Director,
Mr. Rajendra P. Mohanka, Independent Director,
Mr. Wasudeo H. Khatkhede, Independent Director

This Committee is responsible for redressal of shareholders' and investors' complaints relating to transfer of shares, issue of duplicate/consolidated share certificates, allotment and listing of shares, review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, and non-receipt of dividends declared. It is also responsible for reviewing the process and mechanism of redressal of investor complaints and suggesting measures of improving the existing system of redressal of investor grievances. This Committee is also responsible for approval of transfer of Equity and preference shares including power to delegate the same to registrar and transfer agents

The Securities and Exchange Board of India (SEBI) has commenced processing of investor complaints in a centralized web based complaints redress system 'SCORE'. The salient features of this system are:

Centralized database of all complaints, on line movements of complaints to the concerned listed companies, on-line upload of Action Taken Reports (ATRs) by the concerned companies and on-line viewing by investors of actions taken on the complaint and its current status.

All complaints pertaining to companies will be electronically sent through SCORES at www.scores.sebi.gov.in. The companies are required to view the complaints pending against them and submit ATRs along with supporting documents electronically in SCORES, failure on the part of the company to update the ATR will be treated as non redressal of investor complaints by the company.

Yours' company has registered on SCORES and makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit of the receipts of the complaint.

The committee met 4 (Four) times in the year on 29.05.14, 14.08.14, 14.11.14 and 14.02.2015.

| Name of the Director | Designation | Category | No. of Meetings Held | No. of Meetings Attended |
|------------------------------|-------------|--------------------------------------|----------------------|--------------------------|
| Mr. Subhaschandra Chaudhari* | Chairman | Non-Executive / Independent Director | 4 | 3 |
| Mr. Rajendra P. Mohanka** | Member | Non-Executive / Independent Director | 4 | 4 |
| Mr. Wasudeo H. Khatkhede* | Member | Non-Executive / Independent Director | 4 | 4 |

* Resigned from the Directorship on 10.06.2015 & ** 9.6.2015

After the financial year 2014-15, the composition of Audit Committee is as under:

| Name of the Director | Designation | Category |
|------------------------|-------------|--------------------------------------|
| AMAR NARENDRA GALA | Chairman | Managing Director |
| JAYESH GULABBHAI PATEL | Member | Non-Executive / Independent Director |
| NISHITH KARTIK PANDIT | Member | Non-Executive / Independent Director |

INDEPENDENT DIRECTORS' MEETING

The Company's Independent Directors met on 20th February, 2015 with the presence of the Managing Director & CEO, the Non-Executive, Non-Independent Directors and the Management Team. The meeting was attended by all the Independent Directors and was conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company

During the year under review, the Independent Directors met on 20th February 2015, interalia to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board as a whole
- Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably to perform its duties.

All Independent Directors were present at the Meeting,

NOMINATION & REMUNERATION COMMITTEE

During the year under review, the Nomination & Remuneration Committee met (Four) times in the year to review on 11/08/2014, 25/11/2014, 20/02/2015 & 27/03/2015. The composition of the Committee along with the details of the meeting attended by the Directors is given below:

| Name of the Director | Designation | Category | No. of Meetings Held | No. of Meetings Attended |
|------------------------------|-------------|--------------------------------------|----------------------|--------------------------|
| Mr. Subhaschandra Chaudhari* | Chairman | Non-Executive / Independent Director | 4 | 4 |
| Mr. Rajendra P. Mohanka** | Member | Non-Executive / Independent Director | 4 | 3 |
| Mr. Wasudeo H. Khatkhede* | Member | Non-Executive / Independent Director | 4 | 4 |

* Resigned from the Directorship on 10.06.2015 & ** 9.6.2015

After the financial year 2014-15, the composition of Audit Committee is as under:

| Name of the Director | Designation | Category |
|------------------------|-------------|--------------------------------------|
| AMAR NARENDRA GALA | Chairman | Managing Director |
| JAYESH GULABBHAI PATEL | Member | Non-Executive / Independent Director |
| NISHITH KARTIK PANDIT | Member | Non-Executive / Independent Director |

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Social Welfare Activities has been an integral part of the Company since inception. The Company is committed to fulfill its social responsibility as a good corporate citizen. The Companies Act, 2013, pursuant to the provision of Section 135, has laid down the requirement for constitution of Corporate Social Responsibility Committee, which shall be responsible for laying down the CSR Policy, to a certain class or classes of Companies. However, our Company does not fall under the requisite criteria and thus the compliance with the relevant provision of the Companies Act, 2013 is not applicable.

Memberships of other Boards

Independent Directors are expected not to serve on the boards of competing companies. No Director of the Company is a member of more than ten committees or can act as chairman of more than five committees across all Indian public limited companies in which he / she is a Director. For the purpose of these, only membership and chairmanship in Audit Committee and Stakeholders' Relationship Committee are considered.

Furthermore, every Director informs the Company about the committee positions he / she occupies in other companies and notifies the changes as and when they take place. The details of directorships held by the Company's Directors in public limited companies as on March 31, 2015 are given below:

| Name of the Director | Directorship | Membership of Committee* | Chairmanship of Committee* |
|-----------------------------|--------------|--------------------------|----------------------------|
| Mr. Subhaschandra Chaudhari | 4 | - | - |
| Mr. Rajendra P. Mohanka | 6 | - | - |
| Mr. Wasudeo H. Khatkhede | 1 | - | - |
| Arvind J. Gala | 3 | Nil | Nil |
| Rohit P. Chheda | Nil | Nil | Nil |
| Nashith K. Pandit | Nil | Nil | Nil |
| Jayesh G. Patel | Nil | Nil | Nil |
| Samta Gala | Nil | Nil | Nil |
| Amar Gala | Nil | Nil | Nil |

A. GENERAL BODY MEETING:

i. The location, date and time of the Annual General Meetings of the Company held during the last three years are given below:-

| Financial Year | Date / day | Time | Venue |
|----------------|----------------------|------------|--------------------------------|
| 2013-14 (c) | Monday, 29.09.2014 | 11.00 a.m. | Imambada Road, Nagpur- 440 018 |
| 2012-13 (b) | Thursday, 12.09.2013 | 04.00 p.m. | Imambada Road, Nagpur- 440 018 |
| 2011-12 (a) | Saturday, 29.09.2012 | 04.00 p.m. | Imambada Road, Nagpur- 440 018 |

i. The following special resolutions were passed at the previous three Annual General Meetings:

a) AGM held on 29th September, 2012

No Special Resolutions were passed during the Annual General Meetings.

b) AGM held on 12th September, 2013

No Special Resolutions were passed during the Annual General Meetings.

c) AGM held on 29th September 2014

No Special Resolutions were passed during the Annual General Meetings.

The Company is listed entity; all resolutions are required to be passed through E-voting.

A. DISCLOSURES:

1. Related Party Transactions:

A policy on materiality of Related Parties and dealings with Related Party Transactions has been formulated by the Board of Directors and has also been uploaded on the website of the Company. The objective of disclosure reporting and transparency of transactions between Company and any of its Related Parties in compliance with the applicable laws and regulations, as may be amended from time to time.

2. Compliances by the Company:

The Company is in compliance with the various requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to the capital market. During the year 2014-2015, no penalties/ strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to the capital market.

3. Companies within the same Group within the meaning of the Monopolies and Restrictive Trade Practices Act 1969.

The Company is not having any group Company

4. Details of shareholding of the Directors as on 31st March, 2015:

| | |
|-----------------------------|-----|
| Mr. Subhaschandra Chaudhari | Nil |
| Mr. Rajendra P. Mohanka | Nil |
| Mr. Wasudeo H. Khatkhede | Nil |
| Mr. Arvind J. Gala | Nil |
| Mr. Rohit P. Chheda | Nil |
| Mr. Nishith Pandit | Nil |
| Mr. Samta Gala | Nil |

A. MEANS OF COMMUNICATION:

All material information and financial results of the Company is promptly sent to the Bombay Stock Exchange immediately after the same are considered by the Board.

B. GENERAL SHAREHOLDERS INFORMATION:

Annual General Meeting (AGM)

The 30th AGM of the Company will be held on:

Day, Date and Time: September 26th, 2015 at 11.30 a.m.

Venue: Registered Office, Imambada Road, (Near Central Bus Stand) Nagpur - 440018 at 11.30 a.m.

The next financial year of the Company is April 1, 2015 to March 31, 2016.

The tentative quarterly results will be adopted by the Board of Directors in accordance with the following schedule:

| For the Quarter Ending | Time period |
|---|----------------------------|
| June 30, 2015 | 2nd week of August, 2015 |
| September 30, 2015 (Quarter as well as Half Year) | 2nd week of November, 2015 |
| December 31, 2015 | 2nd week of February, 2015 |
| March 31, 2016 | 2nd week of May, 2016 |

Book closure:

September 24th, 2015 to September 26th September, 2015 (both days inclusive)

Listing on Stock Exchange and the Stock Code allotted:

The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited.

Bombay Stock Exchange Limited (BSE), Phiroze Jeejee bhoy Towers, Dalal Street, Fort, Mumbai – 400 001

The Stock Codes allotted by Stock Exchange and Depositories are as follows:

Name : Enbee Trade Finance Limited **Code : 512441**
Demat ISIN Numbers in NSDL and CDSL INE993I01011

The listing fees for the financial year 2015-16 have been paid to Bombay Stock Exchange Limited.

Market Price Data (Face Value of Rs.10/-per share)

| Month | Bombay Stock Exchange Limited (Rs.10 Per share) | |
|----------------|---|-----|
| | High | Low |
| April 2014 | - | - |
| May 2014 | - | - |
| June 2014 | - | - |
| July 2014 | - | - |
| August 2014 | - | - |
| September 2014 | - | - |
| October 2014 | - | - |
| November 2014 | - | - |
| December 2014 | - | - |
| January 2015 | - | - |
| February 2015 | - | - |
| March 2015 | - | - |

Category-wise shareholding pattern as on March 31, 2015:

| Sr.No | Category of Shareholders | Total Holdings | % of Shareholdings |
|-------|---|----------------|--------------------|
| 1 | Promoter & Promoter Group | 58200 | 23.76 |
| 2 | Mutual Funds and UTI | Nil | Nil |
| 3 | Banks, Financial Institutions, Insurance Companies and Venture Capital Fund | Nil | Nil |
| 4 | FII/Foreign Bodies | Nil | Nil |
| 5 | Private Corporate Bodies | 58000 | 23.67 |
| 6 | Indian Public | 107000 | 43.68 |
| 7 | NRIs/OCBs | Nil | Nil |
| 8 | Clearing Member | Nil | Nil |
| 9 | Hindi Un-divided Family | Nil | Nil |
| | Total | 2232000 | 91.11 |

Distribution of Shareholding as on March 31, 2015:

| Category | Shareholders | | Face Value of Rs. 10/- Per Share | |
|--------------|--------------|-------------------|----------------------------------|-------------|
| | Numbers | % of Shareholders | Amount (in Rs.) | % of Amount |
| UPTO - 100 | 12 | 29.27 | 7500.00 | 0.31 |
| 101 - 500 | 1 | 2.44 | 5000.00 | 0.20 |
| 501 - 1000 | 0 | 0 | 0 | 0 |
| 1001 - 2000 | 2 | 4.88 | 39500 | 1.61 |
| 2001 - 3000 | 7 | 17.07 | 182000 | 7.43 |
| 3001 - 4000 | 8 | 19.51 | 318000 | 12.98 |
| 4001 - 5000 | 4 | 9.76 | 193000 | 7.88 |
| 5001 -10000 | 2 | 4.88 | 150000 | 6.12 |
| 10001 -20000 | 2 | 4.88 | 215000 | 8.78 |
| 20001 -50000 | 1 | 2.44 | 210000 | 8.57 |
| 50001 &Above | 2 | 4.88 | 1130000 | 46.12 |
| Total | 41 | 100 | 2450000 | 100 |

Members holding more than 1% of the paid-up share capital as on MARCH 31, 2015 (Other than promoter)

| Sr. No. | Name of the shareholder | No. of shares | % of holding |
|---------|---------------------------------|---------------|--------------|
| 1 | Bajaj Chemo - Plast India Ltd | 11000 | 4.49 |
| 2 | Bajaj Export Pvt Ltd | 58000 | 23.67 |
| 3 | Bajaj Global Ltd | 9500 | 3.88 |
| 4 | Bajaj Trade Development Ltd | 21000 | 8.57 |
| 5 | Mukund Goyal | 3800 | 1.55 |
| 6 | Prosperous Finance Services Ltd | 10500 | 4.29 |
| 7 | Rohit Polytex Ltd | 55000 | 22.45 |
| 8 | Sangeeta Goyal | 4000 | 1.63 |
| | Total | 172800 | 70.53 |

No shareholder requests / complaints received during the year ended on March 31st, 2015.

Registrar and Share Transfer Agent

Adroit Corporate Services Pvt Ltd ,1st Floor,19/20, Jaferbhoy Ind Estate, Makwana Road, Marol Naka,Mumbai,Maharashtra,400059, 022 - 28594060, 28594442, email ID adroits@vsnl.net, Website : www.adroitcorporate.com

Share Transfer System

Requests for share transfers, rematerialisation and transposition are approved by Stockholder Relationship Committee. The Share Certificate is returned/ issued within the time period as stipulated under The Companies Act, 2013, The Depositories Act, 1996, Listing Agreement and other applicable rules and regulations.

The Company has not issued any GDRs /ADRs /Warrants or any Convertible Instruments.

**For and on behalf of the Board of Directors
Enbee Trade and Finance Limited**

Sd/-

**Amar N Gala
Managing Director
DIN: 07138963**

Place: Nagpur
Dated: 01st September, 2015

Registered Office:

Imambada Road,
Nagpur - 440018

CHIEF EXECUTIVE OFFICER (CEO) CERTIFICATION

I, Amar N Gala, Managing Director of Enbee Trade and Finance Limited, to the best of our knowledge and belief certify that:

- a. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, efficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
 - i. significant changes in internal control during the year;
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. 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 company's internal control.

**For and On behalf of the Board of Directors
Enbee Trade and Finance Limited**

Sd/-

Amar N Gala

Chairman & Managing Director

DIN: 07138963

Place: Nagpur

Dated: 01st September, 2015

**Registered Office:
Imambada Road,
Nagpur- 440018**

REPORT OF AUDITORS ON CORPORATE GOVERNANCE

**To,
The Members of
Enbee Trade and Finance Limited**

We have examined the compliance of the conditions of Corporate Governance of Parnami Credits Limited for the year ended March 31, 2015, as stipulated in Clause 49 of the Listing Agreement with the stock Exchange.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied in all material respect with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievances as at March 31, 2015 are pending for a period not exceeding one month against the Company as per the records maintained by the Share registrar and reviewed by the Board.

We further state that such compliances is neither an assurance as to the further viability of the Company not the efficiency or effectiveness with which the management has conducted the affairs of the Company

For B. Chhawchharia
Chartered Accountants
Firm's Registration No.:305123E
Sd/-
CA. Sanjay Agarwal
Partner
Membership Number: 66580

Place: Nagpur
Dated: 26.05.2015

AUDITOR'S REPORT

To the Members of M/s ENBEE TRADE AND FINANCE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of M/s ENBEE TRADE AND FINANCE LIMITED (Company), which comprise the Balance Sheet as at March 31, 2015, Statement of Profit and Loss then ended, the Cash Flow Statement, 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, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's 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 there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit 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 the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the 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, 2015, and 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 (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) 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 disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Place: Nagpur

Date: 26th May, 2015

For **B.CHHAWCHHARIA & CO.**
Chartered Accountants
Firm Registration No. 305123E

Sd/-
Sanjay Agarwal
Partner
Membership No-066580

ENBEE TRADE AND FINANCE LIMITED

ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 1 of our Report of even date for the year ended 31st March, 2015.

- (i) a) Proper records showing full particulars including quantitative details and situation of fixed assets are being updated by the company.
 - b) As explained to us, all the fixed assets except machinery in stock were physically verified during the year by the management. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (ii) There is no inventory in the Company.
- (iii) a) The company has granted unsecured loans to a company covered in the register maintained under section 189 of the Companies Act, 2013.
 - b) The payment of principal amounts and interest are regular as per stipulations, wherever such stipulations exist.
 - c) As explained to us there is no overdue amount of Loans exceeding Rupees one Lacs.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the Company and the nature of its business with regard to sale of shares and services. During the course of audit, we have not observed any continuing failure to correct major weakness, if any, in internal control.
- (v) The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there-under.
- (vi) In view of the activities of the Company maintenance of cost records under Section 148(1) of the Companies Act, 2013 is not applicable.
- (vii) In our opinion and according to the information and explanations given to us:
 - a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other statutory dues, as applicable, with the appropriate authorities.
 - b) There are no disputed dues of sales tax, income tax, custom duty, wealth tax, service Tax, excise duty or cess which have not been deposited on account of any disputes.
 - c) There is no such requirement of transfer of amount to investor education and Protection fund.
- (viii) There are no accumulated losses at the end of the financial year. The Company has not incurred any cash loss in the financial year under review and also in the preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institution or banks.
- (x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from Banks or Financial Institutions.

(xi) According to the information and explanations given to us, there are no term loans raised by the Company during the year.

(xii) According to the information and explanations given to us and to the best of our knowledge and belief, no fraud on or by the Company has been noticed or reported during the year.

Place: Nagpur

Dated: 26th May, 2015.

For **B.CHHAWCHHARIA & CO.**
Chartered Accountants
Firm Registration No. 305123E

Sd/-
Sanjay Agarwal
Partner
Membership No-066580

ENBEE TRADE AND FINANCE LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2015

| Particulars | Note No. | AS AT | |
|---|----------|------------|------------|
| | | 31.03.2015 | 31.03.2014 |
| <u>EQUITY AND LIABILITIES</u> | | | |
| <u>Shareholders' Funds</u> | | | |
| Share Capital | 1 | 2,450,000 | 2,450,000 |
| Reserves & Surplus | 2 | 19,156,242 | 13,060,558 |
| | | 21,606,242 | 15,510,558 |
| <u>Current Liabilities</u> | | | |
| Other Current Liabilities | 3 | 21,663 | 44,501 |
| Short Term Provisions | 4 | 50,000 | 33,000 |
| | | 71,663 | 77,501 |
| | | 21,677,905 | 15,588,059 |
| <u>ASSETS</u> | | | |
| <u>Non-current Assets</u> | | | |
| Fixed Assets: | 5 | | |
| Tangible Assets | | 1,454,130 | 1,454,130 |
| Non-Current Investments | 6 | - | 632,955 |
| Deferred Tax Assets (Net) | 7 | 413 | 459 |
| | | 1,454,543 | 2,087,544 |
| <u>Current Assets</u> | | | |
| Cash & Bank Balances | 8 | 276,089 | 21,699 |
| Short Term Loans & Advances | 9 | 19,947,273 | 13,478,816 |
| | | 20,223,362 | 13,500,515 |
| | | 21,677,905 | 15,588,059 |
| SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES ON FINANCIAL STATEMENTS | 14 | | |

The Notes referred above form an integral part of the accounts.
In terms of our report of even date attached herewith

For B.Chhawchharia & Co.
Chartered Accountants
Firm Registration No. 305123E

Sanjay Agarwal
Partner
Membership No. 66580

For and Behalf of the Board
Enbee Trade And Finance Limited
Sd/-
JAYESH GULABBHAI PATEL
DIN: 06942623
DIRECTORS

Sd/-
NISHITH KARTIK PANDIT
DIN : 06893880
DIRECTORS

Place : Nagpur
Date : 26th May, 2015.

ENBEE TRADE AND FINANCE LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

| | Note No. | 2014-2015 | 2013-2014 |
|--|----------|------------------|------------------|
| Income | | | |
| Revenue from Operations | 10 | 9,141,982 | 1,810,949 |
| | | 9,141,982 | 1,810,949 |
| Expenses | | | |
| Finance Costs | 11 | - | 469,299 |
| Other Expenses | 12 | 1,519,252 | 202,210 |
| Depreciation | | - | 2 |
| | | 1,519,252 | 671,511 |
| Profit before tax | | 7,622,730 | 1,139,438 |
| Tax Expenses : | 13 | | |
| i) Current Tax | | 1,510,000 | 352,000 |
| ii) Deferred Tax | | 46 | 50 |
| Total Tax Expense | | 1,510,046 | 352,050 |
| Profit for the year | | 6,112,684 | 787,388 |
| Earning Per Share (On Shares of nominal value of ` 10/- each) | | | |
| Basic & Diluted | | 24.95 | 3.21 |

The Notes referred above form an integral part of the accounts.
In terms of our report of even date attached herewith

| | |
|-------------------------------------|--|
| | For and Behalf of the Board Enbee Trade And Finance Limited |
| | Sd/- |
| For B.Chhawchharia & Co. | JAYESH GULABBHAI PATEL |
| | DIRECTORS |
| Chartered Accountants | DIN: 06942623 |
| Firm Registration No. 305123E | |
| | Sd/- |
| | NISHITH KARTIK PANDIT |
| | DIRECTORS |
| Sd/- | DIN : 06893880 |
| Sanjay Agarwal | |
| Partner | |
| Membership No. 66580 | |

Place : Nagpur
Date : 26th May, 2015.

ENBEE TRADE & FINANCE LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

| | 31.03.2015 | 31.03.2014 |
|---|-------------|-------------|
| A. CASHFLOW FROM OPERATING ACTIVITIES | | |
| NET PROFIT BEFORE TAX & EXTRA ORDINARY ITEMS | 7,622,730 | 1,139,048 |
| ADJUSTED FOR DEPRECIATION | - | 2 |
| | ----- | ----- |
| OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES | 7,622,730 | 1,139,050 |
| CHANGES IN LOANS AND ADVANCES | (6,615,120) | 2,638,251 |
| TRADE PAYABLES | (22,838) | (819) |
| | ----- | ----- |
| CASH GENERATED FOR OPERATIONS | 984,772 | 3,776,482 |
| DIRECT TAXES / PROVISION WRITTEN BACK | (1,363,337) | (355,974) |
| | ----- | ----- |
| NET CASH FROM OPERATING ACTIVITIES | (378,565) | 3,420,508 |
| | ===== | ===== |
| B. CASHFLOW FROM INVESTING ACTIVITIES | | |
| ADVANCE AGAINST SALE OF SHARES/NSC | - | (3,417,911) |
| SALE OF INVESTMENTS | 632,955 | - |
| | ----- | ----- |
| NET CASH USED IN INVESTING ACTIVITIES | 632,955 | (3,417,911) |
| | ===== | ===== |
| C. CASHFLOW FROM FINANCING ACTIVITIES | | |
| PROCEEDS FROM SHORT TERM BORROWINGS | - | - |
| | ----- | ----- |
| NET CASHFLOW FROM FINANCING ACTIVITIES | - | - |
| | ===== | ===== |
| NET CHANGES IN CASH & CASH EQUIVALENTS(A+B+C) | 254,390 | 2,597 |
| | ----- | ----- |
| CASH & CASH EQUIVALENTS-OPENING BALANCE | 21,699 | 19,102 |
| CASH & CASH EQUIVALENTS-CLOSING BALANCE | 276,089 | 21,699 |
| | ----- | ----- |
| | 254,390 | 2,597 |
| | ===== | ===== |

Note: All figures in brackets are outflow.

CONSIDERING THE COMPANY'S ACTIVITIES, UNSECURED LOANS ARE CONSIDERED AS PART OF WORKING CAPITAL AND OPERATING ACTIVITY OF THE COMPANY.

For and Behalf of the Board
 Enbee Trade And Finance Limited
 Sd/-
 JAYESH GULABBHAI PATEL
 DIN: 06942623
 DIRECTORS

Place : NAGPUR.
 Date : 26th May, 2015.

Sd/-
 NISHITH KARTIK PANDIT
 DIN : 06893880
 DIRECTORS

AUDITORS' CERTIFICATE

We have examined the above cash flow statement of Enbee Trade & Finance Limited for the year ended 31st March, 2015. The statement has been prepared by the Company and is based on and in agreement with the corresponding statement of profit and loss and the balance sheet of the Company covered by our report of even date to the members of the Company.

For B.Chhawchharia & Co.
 Chartered Accountants
 FIRM REGISTRATION NO. 305123E

Sanjay Agarwal
 Partner
 MEMBERSHIP NO. 66580

Place : NAGPUR

For and Behalf of the Board
 Enbee Trade And Finance Limited
 Sd/-
 JAYESH GULABBHAI PATEL
 DIN: 06942623
 DIRECTORS

Sd/-
 NISHITH KARTIK PANDIT
 DIN : 06893880

NOTES TO THE ACCOUNTS

| | AS AT 31.03.2015 | AS AT 31.03.2014 | | |
|---|---------------------|---------------------|---------------------|-----------|
| 1 SHARE CAPITAL | | | | |
| AUTHORISED | | | | |
| 2,45,000 Equity Shares of ₹ 10/- each | 2,450,000 | 2,450,000 | | |
| | <u>2,450,000</u> | <u>2,450,000</u> | | |
| ISSUED, SUBSCRIBED AND PAID UP | | | | |
| 245000 Equity Shares of ₹ 10/- each Fully paid up in cash. | 2,450,000 | 2,450,000 | | |
| | <u>2,450,000</u> | <u>2,450,000</u> | | |
| a) Details of shareholders holding more than 5% of the equity shares in the company | | | | |
| | As at 31-Mar-15 | As at 31-Mar-14 | | |
| Name of Shareholder | Number | % holding | Number | % holding |
| M/s Bajaj Exports Private Limited | 58,000 | 23.67 | 58,000 | 23.67 |
| M/s Rohit Polytex Limited | 55,000 | 22.45 | 55,000 | 22.45 |
| M/s Bajaj Trade Development Limited | 21,000 | 8.57 | 21,000 | 8.57 |
| b) Terms/rights attached to Equity Shares | | | | |
| The company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. | | | | |
| In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. | | | | |
| The distribution will be in proportion to the number of equity shares held by the shareholders. | | | | |
| 2 RESERVES & SURPLUS | As at 31.03.2015 | | As at 31.03.2014 | |
| Reserve Fund (As per RBI Guidelines) | | | | |
| As per Last Balance Sheet | 1,207,200 | | 1,049,200 | |
| Add:- Additions during the year | 1,223,000 | | 158,000 | |
| Closing Balance | <u>2,430,200</u> | | <u>1,207,200</u> | |
| Surplus/(Deficit) in the statement of Profit and Loss | | | | |
| Balance as per last financial statements | 11,853,358 | | 11,217,260 | |
| Profit for the year | 6,112,684 | | 786,998 | |
| Less: Appropriations | | | | |
| Contingent Provision towards Standard Assets | (17,000) | | 7,100 | |
| Transfer to Reserve Fund | (1,223,000) | | (158,000) | |
| Net Surplus/(Deficit) in the statement of Profit and Loss | <u>16,726,042</u> | | <u>11,853,358</u> | |
| | <u>19,156,242</u> | | <u>13,060,558</u> | |
| 3 OTHER CURRENT LIABILITIES | | | | |
| Other liabilities | 21,663 | | 44,501 | |
| | <u>21,663</u> | | <u>44,501</u> | |
| 4 SHORT TERM PROVISIONS | | | | |
| Contingent Provision against Standard Assets | 50,000 | | 33,000 | |
| | <u>50,000</u> | | <u>33,000</u> | |

NOTES TO THE ACCOUNTS**5- FIXED ASSETS**

| DESCRIPTION OF ASSETS | GROSS BLOCK | | | DEPRECIATION | | | NET BLOCK | |
|-------------------------------|------------------|--------------------------|------------------|------------------|--------------|-----------------|------------------|------------------|
| | As at 01.04.2014 | Addition During The Year | As at 31.03.2015 | Up to 31.03.2014 | For the Year | Upto 31.03.2015 | As at 31.03.2015 | As at 31.03.2014 |
| <u>TANGIBLE ASSETS</u> | | | | | | | | |
| COMPUTERS | 52,800 | - | 52,800 | 52,798 | - | 52,798 | 2 | 2 |
| FURNITURE & FIXTURES | 8,145 | - | 8,145 | 8,145 | - | 8,145 | - | - |
| MACHINERY IN STOCK (*) | 1,454,128 | - | 1,454,128 | - | - | - | 1,454,128 | 1,454,128 |
| TOTAL | 1,515,073 | - | 1,515,073 | 60,943 | - | 60,943 | 1,454,130 | - |
| PREVIOUS YEAR | 1,515,073 | - | 1,515,073 | 60,941 | 2 | 60,943 | - | 1,454,130 |

(*) No depreciation being provided, since not put to use.

NOTES TO THE ACCOUNTS

| | Face Value | No. of Shares Nos. | As at 31.03.2015 | No. of Shares Nos. | As at 31.03.2014 |
|---|------------|-----------------------|-----------------------------|-----------------------|-----------------------------|
| 6 NON-CURRENT INVESTMENTS | | | | | |
| <i>Others</i> | | | | | |
| A) In fully paid Equity Shares of Companies | | | | | |
| Quoted: | | | | | |
| Bajaj Global Limited | | | - | 75000 | 191,250 |
| Tashi India Limited | | | - | 74000 | 241,705 |
| Unquoted: | | | | | |
| Rohit Machines & fabricators Limited | | | - | 2000 | 200,000 |
| | | | | | |
| | | | | | 632,955 |
| Aggregate amount of Quoted Investments | | | - | | 432,955 |
| Aggregate amount of Unquoted Investments | | | - | | 200,000 |
| Market Value of Quoted Investments | | | - | | 6,885,000 |
| | | | | | |
| | | | As at 31.03.2015 | | As at 31.03.2014 |
| 7 DEFERRED TAX - NET | | | | | |
| Deferred Tax Assets/(Liability) on Fiscal Allowance on Fixed Assets | | | 413 | | 459 |
| | | | 413 | | 459 |
| 8 CASH AND BANK BALANCES | | | | | |
| Cash & Cash equivalents | | | | | |
| Cash-in-hand | | | 286 | | 286 |
| Balances with Scheduled Banks in current account | | | 275,803 | | 21,413 |
| | | | | | |
| | | | 276,089 | | 21,699 |
| 9 SHORT TERM LOANS AND ADVANCES | | | | | |
| (Unsecured, considered good) | | | | | |
| Loans - To related party | | | - | | 13,192,880 |
| To Others | | | 20,000,000 | | - |
| Advances recoverable in cash or in kind or for value to be received | | | 21,833 | | 213,833 |
| Taxation Advance and Refundable (Net of Provisions) | | | (74,560) | | 72,103 |
| | | | 19,947,273 | | 13,478,816 |
| 10 REVENUE FROM OPERATION | | | | | |
| Interest (Includes TDS ` 213337/-; P.Y ` 180974/-) | | | | | |
| - On Loans | | | 2,133,368 | | 1,810,949 |
| Profit on sale of Investments | | | 7,008,614 | | - |
| | | | 9,141,982 | | 1,810,949 |
| 11 FINANCE COSTS | | | | | |
| Interest | | | - | | 469,299 |
| | | | | | |
| | | | - | | 469,299 |
| 12 OTHER EXPENSES | | | | | |
| Rent | | | 900,000 | | - |
| Advertisement | | | 33,609 | | 41,429 |
| Rates & Taxes | | | 2,500 | | 2,500 |
| Auditors' Remuneration: | | | | | |
| - For Statutory Audit | | | 19,663 | | 19,663 |
| - For Internal Audit | | | 2,000 | | - |
| - For Other services | | | 33,595 | | 15,489 |
| Legal and Professional Fees | | | 340,964 | | 48,458 |
| Demat Charges | | | 18,960 | | 29,774 |
| Listing Fees | | | 130,337 | | 21,068 |
| Printing & Stationery | | | 17,945 | | 15,500 |
| General Expenses | | | 19,679 | | 8,329 |
| | | | 1,519,252 | | 202,210 |
| 13 TAX EXPENSES | | | | | |
| Current Tax | | | 1,510,000 | | 352,000 |
| Deferred Tax | | | 46 | | 50 |
| | | | 1,510,046 | | 352,050 |

14. NOTES ON ACCOUNTS

SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES TO THE ACCOUNTS

Accounting Convention:

The financial statements are prepared under the historical cost convention in accordance with applicable Accounting Standards in India and the provisions of the Companies Act, 2013.

Fixed Assets and Depreciation:

Fixed Assets are valued at cost less depreciation. Depreciation on tangible assets is calculated using the rates arrived at based on the useful life of the asset as prescribed under schedule -II of the Companies Act, 2013.

Investments:

Long Term investments are valued at cost except that provision is made to recognize the permanent diminution in their value. Investments intended to be held for less than one year are classified as current investments and are valued at lower of cost and market value.

Revenue and Expenditure Recognition:

Revenue is recognised and expenditure is accounted for on accrual basis however the amounts which are not materially significant is accounted on cash basis.

Impairment of assets:

Impairment loss in the value of assets as specified in Accounting Standard 28 is recognized whenever carrying value of such assets exceeds the market value or value in use, whichever is higher.

Taxes on Income :

- i) Current tax is determined as the amount of tax payable in respect of taxable income for the year.
- ii) Deferred Tax is recognized, subject to consideration of prudence, in respect of deferred tax assets/liabilities arising on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

1. Segment Reporting:

In accordance with Accounting Standard 17 “Segment Reporting” as prescribed under Companies (Accounting Standards) Rules, 2006, the Company has determined its business segment as Finance Activities Business. Since there are no other business segments in which the company operates, there are no other primary reportable segments. Therefore, the segment revenue, segment results, segment assets, segment liabilities, total cost incurred to acquire segment assets, depreciation charge are all as is reflected in the financial statements.

2. The “Earning per share (EPS)” has been calculated as specified in Accounting Standard 20 issued by the Institute of Chartered Accountants of India by dividing the Net Profit after Tax for the year by the number of shares allotted by the Company.
3. As per the information available with the Company and relied upon by the auditors:
 - a. There are no dues towards any small Scale Industrial Undertaking.
 - b. No dues to suppliers covered under the Micro, Small and Medium Enterprises Development Act, 2006.
5. On the basis of physical verification of assets, as specified in Accounting Standard – 28 and cash generating capacity of those assets, in the management perception there is no impairment of such assets as appearing in the balance sheet as on 31.03.2015.

6. Related parties and transaction with them as specified in Accounting Standard-18 on “Related Party Disclosures” issued by the ICAI has been identified and given below;

- (i) Related Party Relationships
- (a) Where control exists None
- (b) Other Related Parties with Glycosic Merchants Pvt Ltd.
whom the Company had transactions

NOTES:

- 1) The party listed under (b) above are not “related party” as per the requirements of Accounting Standard 18. However, as a matter of abundant caution, they are being included for making the Financial Statements more transparent.

(ii) Transactions with Related Parties

^ In Lacs

| Nature of the transactions | Enterprises over which key Management Personnel and their relatives are able to exercise significant influence | | Key Management personnel and their relatives | |
|----------------------------|--|---------|--|---------|
| | 2014-15 | 2013-14 | 2014-15 | 2013-14 |
| Interest Received | 2.55 | 18.10 | - | - |
| <u>Balance outstanding</u> | | | | |
| Loan Given | - | 131.93 | - | - |
| Interest Receivable | - | 1.90 | - | - |

NOTES TO THE ACCOUNTS (Contd *)**

07. Particulars as required in terms of Paragraph 13 of Non Banking Financial (Non-Deposit Accepting & Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 :

| <u>LIABILITIES SIDE</u> | <u>Amt.</u> <u>Outstanding</u> | <u>(` In Lacs)</u> <u>Amt.</u> <u>Overdue</u> |
|--|--|---|
| Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid | | |
| Secured - | NIL | N.A |
| Unsecured- | | |
| - From Bodies Corporate | NIL | N.A |
| - From Others | - | N.A |
| | <u>-</u> | <u>NIL</u> |
| <u>ASSETS SIDE</u> | <u>Amt.</u> <u>Outstanding</u> | |
| 01. Break up of Loans and advances including bills receivable [Other than those included in (2) below] | | |
| (a) Secured | NIL | |
| (b) Unsecured | 200.22 | |
| | <u>200.22</u> | |
| 02. Break up of Leased Assets and Stock on hire and hypothecation loans counting towards EL/HP activities | <u>NIL</u> | |
| 03. Break up of Investments | | |
| Current Investments | NIL | |
| Long Term Investments | | |
| Equity Shares | | |
| Quoted | - | |
| Unquoted | - | |
| Preference shares | | |
| Unquoted | NIL | |
| Total | <u>-</u> | |
| 04. Borrower group wise classification of all leased assets, stock-on-hire and loans and advances : (All unsecured, net of provisions) | | |
| 1. Related parties | | |
| a) Subsidiaries | NIL | |
| b) Companies in the same group | NIL | |
| c) Other related parties | Nil | |
| 2. Other than related parties | 200.22 | |
| Total | <u>200.22</u> | |
| 05. Investor group wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) | <u>Market</u> <u>Value/Break Up</u> <u>Fair Value or NAV</u> | <u>Book Value</u> <u>(Net of</u> <u>Provisions)</u> |
| 1. Related parties | | |
| a) Subsidiaries | N.A. | NIL |
| b) Companies in the same group | N.A. | NIL |
| c) Other related parties | N.A. | NIL |
| 2. Other than related parties | - | - |
| Total | <u>-</u> | <u>-</u> |
| NB: Break-up value of unquoted investments being not available, has been considered at book value. | | |
| 06. Other information | Amount (`) | |
| 1. Gross Non Performing Assets | NIL | |
| 2. Net Non Performing Assets | NIL | |
| 3. Assets acquired in satisfaction of debt | NIL | |

08. Previous year Figures have been re-grouped/re-arranged wherever found necessary.

In terms of our report of even date attached herewith

Signature to Note '1 to 14'

For B.Chhawchharia & Co.
Chartered Accountants
Firm Registration No. 305123E

For and Behalf of the Board
JAYESH GULABBHAI PATEL
DIN: 06942623
DIRECTORS

Sanjay Agarwal
Partner
Membership No. 66580

Sd/-
NISHITH KARTIK PANDIT
DIN : 06893880
DIRECTORS

Place : Nagpur
Date : 26th May 2015

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration Rules, 2014-MGT-11]

ENBEE TRADE AND FINANCE LIMITED

CIN: L50100MH1985PLC036945 / email: enbeetrade@gmail.com / website: www.enbeetrade.com

Registered Office: Imambada Road, Nagpur- 440018

Proxy Form

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

I/We, being the member(s) of _____ Shares of Enbee Trade and Finance Limited, hereby appoint

1. Name: _____ E-mail Id: _____

Address: _____ Signature: _____

or failing him

2. Name _____ E-mail Id: _____

Address: _____ Signature: _____

or failing him

3. Name: _____ E-mail Id: _____

Address: _____ Signature: _____

or failing him

Only Member/Proxyholder can attend the Meeting.

Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on day, September, 2015, at a.m. at the, and at any adjournment thereof in respect of such resolutions as are indicated below :

| Resolution No. | Resolution | Vote (Optional see Note 2) (Please mention no. of shares) | | |
|--------------------------|--|--|---------|---------|
| | | For | Against | Abstain |
| Ordinary business | | | | |
| 1 | Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015 | | | |
| 2 | To re-appoint a Director Mrs. Samta Gala, (DIN: 07138965) who retire by rotation and being eligible offers herself for re-appointment. | | | |
| 3 | Appointment of Messrs Ambavat Jain & Associates, LLP, as the auditors of the Company | | | |
| Special business | | | | |
| 4 | To Confirmation of Appointment of Managing | | | |

| | | | | |
|----|--|--|--|--|
| 10 | Re-Appointment of Mr. Jayesh Patel as an Independent Director up to 19.01.2020 | | | |
| 11 | Re-Appointment of Mrs. Samta Gala as an Executive Director | | | |
| 12 | To Increase In The Limit To Make Loans Or Investments, Give Guarantee Or Provide Security, U/s 186 of the Companies Act, 2013. | | | |
| 13 | To Increase Borrowing Power Of The Board, U/s 180(1) (c) of the Companies Act, 2013. | | | |

Signed this Saturday of September 26th, 2015.

 Signature of the member
 holder(s)

 Signature of the proxy

| |
|--|
| Affix revenue stamp of not less than Rs.1 |
|--|

Notes :

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

ATTENDANCE SLIP (To Be Presented At Entrance)

ENBEE TRADE AND FINANCE LIMITED

CIN: L50100MH1985PLC036945 / email: enbeetrade@gmail.com / website: www.enbeetrade.com
 Registered Office: Imambada Road, Nagpur- 440018

Proxy Form

Registered Folio No. : _____ DPIDNo. _____ ClientID
 No. _____ No. of shares held: _____

I certify that I am a member / proxy / authorized representative for the member of the Company.
 I hereby record my presence at the 30th Annual General Meeting of the Company at the Imambada Road, (Near Central Bus Stand) Nagpur - 440018 on Saturday, September 26th, 2015, at 11.30 a.m.

 Name of the member / proxy
 member / proxy
 (in BLOCK letters)

 Signature of the

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

To,

If undelivered please return to:
Enbee Trade and Finance Limited
Imambada Road,
Nagpur- 440018