

ENBEE TRADE AND FINANCE LIMITED

CIN No: L50100MH1985PLC036945,

Regd. Office: B4 /C5, Gods Gift Chs Ltd, N M Joshi Marg, Lower Parel, Mumbai – 400013, Maharashtra

Ph: 022-24965566, Fax: 022-24965566

Email Id:enbeetrade@gmail.com; Website: www.enbeetrade.com

September 4, 2019

To,

The General Manager

BSE Limited

1st Floor, Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai - 400 001

Fax: 2272 3121, 2037, 2039, 2041

Email: corp.relations@bseindia.com

Scrip Code: 512441

Dear Sir/Madam,

Sub: Annual Report for the Financial Year 2018-19

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the Financial Year 2018-19 as per provisions of the Companies Act, 2013 and SEBI (LODR) Regulations 2015.

The above is also uploaded on the Company's website viz. www.enbeetrade.com and the portal of the stock exchange, where the securities of the Company are listed.

Thanking You,

Yours Faithfully

For Enbee Trade and Finance Limited



Authorized Signatory





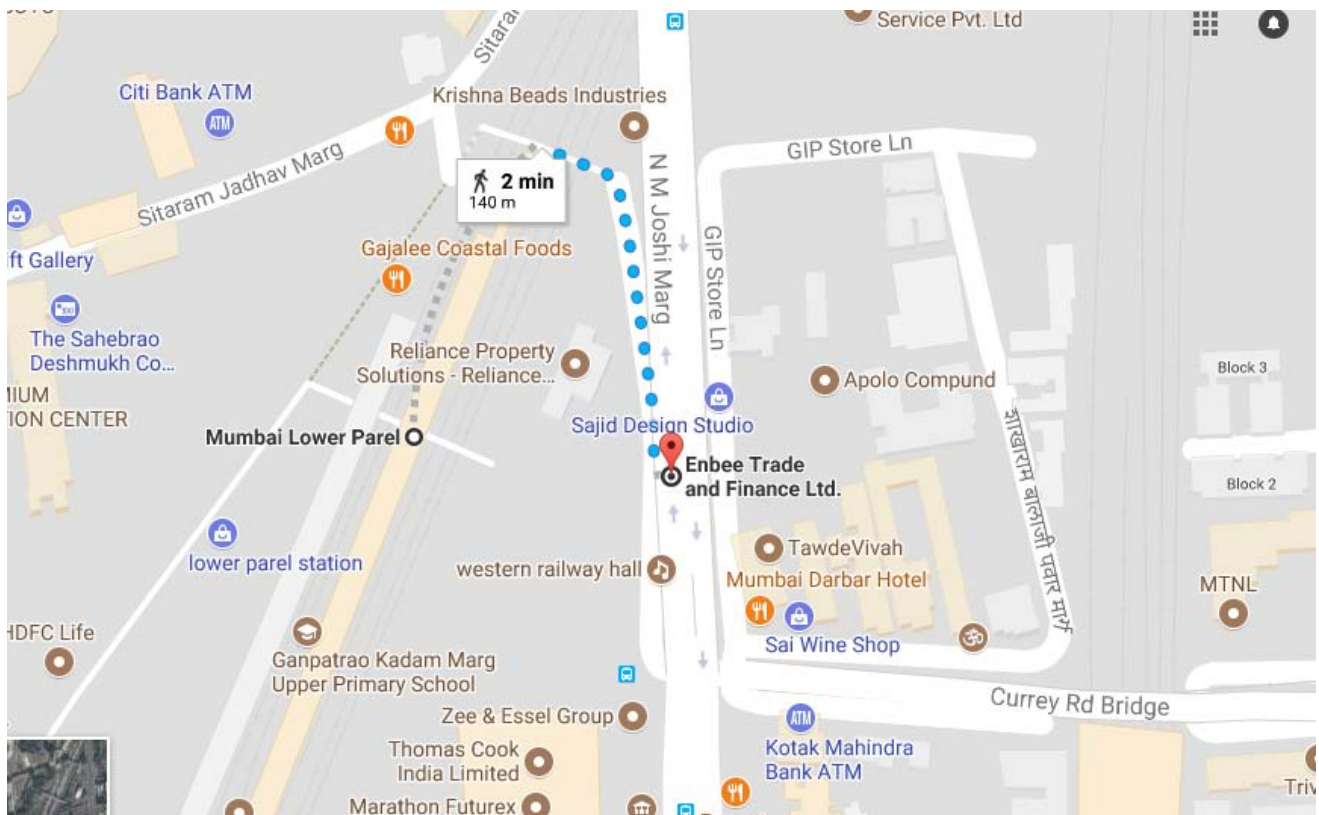
Annual Report 2018 - 19

(CIN: L50100MH1985PLC036945)

Content

1.	Corporate Information	2
2.	Notice	3
3.	Directors' Report	7
4.	Corporate Governance	31
5.	Independent Auditors' Report	35
6.	Financial Statements	38
7.	Proxy Slip and Attendance Slip	56

Route Map for the AGM Venue



BOARD OF DIRECTORS

Managing Director	: Mr. Amar Narendra Gala
Independent Non-Executive Director	: Mr. Nishith Pandit Mr. Jayesh Gulabbhai Patel
Women Executive Director	: Mrs. Samta Gala
Chief Financial Officer	: Mr. Mehul N. Gala
Company Secretary	: Ms. Dipika M. Detha (Resigned w.e.f. July 31, 2019)

STATUTORY AUDITOR:

M/s. Ambavat Jain & Associates LLP
Chartered Accountants,
Mumbai

SECRETARIAL AUDITOR:

Amit R. Dadheech & Associates
Practicing Company Secretaries,
Mumbai

REGISTERED OFFICE :

B4 /C5, God's Gift CHS Ltd.,
N M Joshi Marg, Lower Parel,
Mumbai - 400013

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 Ltd.
YES Bank Ltd.

NOTICE OF 34th ANNUAL GENERAL MEETING

Notice is hereby given that the 34th Annual General Meeting of the members of Enbee Trade and Finance Limited will be held on Monday, September 27, 2019 at 11.30 a.m. at the Registered Office situated at B4 / C5, God's Gift CHS Ltd, N M Joshi Marg, Lower Parel, Mumbai City - 400013, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, including the Audited Balance-sheet as at 31st March 2019, the statement of Profit and Loss account for the year ended on that date, together with the report of the Board of Director's and Auditors' Report thereon.
2. To appoint a Director in place Mrs. Samta A. Gala (DIN: 07138965) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

Date: September 3, 2019
Place: Mumbai
Regd. Office: B4 /C5, God's Gift CHS Ltd.,
N M Joshi Marg, Lower Parel,
Mumbai - 400013

By Order of the Board
for ENBEE TRADE & FINANCE LIMITED

Sd/-
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)** There being no special business or any special resolution explanatory statement pursuant to provisions of Section 102 of the Companies Act, 2013, is not appended to this notice.
- (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 **INE993101011**.
- (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 to the Company/Registrar & Share Transfer Agent i.e. Adroit Corporate Services Private Limited
- (14) Members may also note that the Notice of the Annual 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:-**
- a. The voting period begins on September 24, 2019 at 9.00 a.m. and ends on September 26, 2019 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 (record date) of September 20, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - c. The shareholders should log on to the e-voting website www.evotingindia.com.
 - d. Click on Shareholders.
 - e. 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.
 - f. Next enter the Image Verification as displayed and Click on Login.
 - g. 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.
 - h. If you are a first time user follow the steps given below:

	For 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>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. 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.
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the EVSN for the relevant <ENBEE TRADE AND FINANCE LIMITED> on which you choose to vote.
- m. 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.
- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o. 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.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- r. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s. **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

t. 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 linked in the login should be emailed 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.

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

Date: September 3, 2019

Place: Mumbai

Regd. Office: B4 /C5, God's Gift CHS Ltd.,
N M Joshi Marg, Lower Parel,
Mumbai - 400013

By Order of the Board Place

For ENBEE TRADE & FINANCE LIMITED

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 34th Annual Report and the audited financial statement for the financial year ended March 31, 2019

HIGHLIGHTS OF FINANCIAL RESULTS

The Company's financial performance, for the year ended March 31, 2019 is summarised below:

Particulars	2018-2019 (Rs.)	2017-2018 (Rs.)
Net Revenue from Operations	1,43,47,614	1,21,82,743
Other Income	NIL	12,990
Total Revenue	1,43,47,614	1,21,95,773
Total Expenses	91,35,819	77,91,611
Profit before tax	52,11,795	44,04,122
Profit after tax	13,81,066	33,19,403
Amount Transferred to Reserves	13,81,066	33,19,403
Closing Balance of Reserves and Surplus	8,33,92,049	7,63,08,000

REVIEW OF OPERATIONS AND FUTURE PROSPECTS:

The Company is a Category B Non Banking Finance Company (NBFC) registered with Reserve Bank of India (RBI). During the financial year under review, the Company has generated revenue of Rs. 143.48 lacs as compared to previous year's revenue of Rs. 121.83 lacs from its operational activity, resulting into the net profit of Rs. 13.81 lacs as compared to previous year Rs. 33.19 lacs.

There has been a yoy growth of 17.77% in the overall revenue of the Company in the present financial year. The Company is presently focused in its NBFC activities and the same is reflecting from the income from operation which has increased resulting in greater profitability for the stakeholders of the Company.

BUSINESS OPERATIONS

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

Particulars	2018-2019 (Rs.)	2017-2018 (Rs.)
Interest on Loans Given	1,43,47,614	1,21,82,743

TRANSFER TO RESERVES:

The credit balance of Profit and Loss account is transferred to reserves as shown in Balance Sheet of the Company in accordance with the provision of RBI Act and Companies Act.

DIVIDEND

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

DIRECTORS OF THE COMPANY

Pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 one-third of such of the Directors as are liable to retire by rotation shall retire every year and if eligible offer themselves for re-appointment at every Annual General Meeting. Consecutively, Ms. Samta Gala,, Director will retire by rotation at the ensuing Annual General Meeting and being eligible offer herself for re-appointment in accordance with the provisions of the Companies Act, 2013.

Following are the Details of Directors on the Board of the Company

Sr. No.	Name of Directors	DIN	DATE OF APPOINTMENT
1.	Amar N. Gala	07138963	07/07/2015
2.	Jayesh G. Patel	06942623	20/02/2015
3.	Nishith K. Pandit	06893880	20/02/2015
4.	Samta A. Gala	07138965	27/03/2015

Further, during the year under review, following were the Key managerial Personnel in the Company as per Section 2(51) and 203 of the Companies Act, 2013:

Sr.No.	Name of Directors	DIN / PAN	DATE OF APPOINTMENT	DESIGNATION
1.	Amar N. Gala	07138963	07/07/2015	Managing Director
2.	Samta A. Gala	07138965	27/03/2015	Executive Director
3.	Mehul Narendra Gala	AEIPG9525N	12/11/2016	Chief Financial Officer
4.	*Dipika M. Detha	BVVPD0756P	01/03/2018	Company Secretary & Compliance Officer

Ms. Dipika M. Detha has resigned from the post of Company Secretary and Compliance Officer w.e.f. July 31, 2019.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 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 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

At present the securities of the Company are listed on BSE Limited and the Company has been regular in paying the listing fees and other statutory payments to the Stock Exchange and other intermediaries.

During the year under review, the Authorized Share Capital of the Company was 2,000,000 Equity Shares of Rs. 10/- each amounting to Rs. 20,000,000/-.
Subscribed, Issued and Paid up Capital of the Company was 1,600,050 Equity Shares of Rs.10/- amounting to Rs. 16,000,500/-.

CORPORATE GOVERNANCE

In accordance with SEBI (LODR) Regulations , 2015 as entered with the Stock Exchange and some of the best practices followed internationally on Corporate Governance, the report containing the details of corporate governance systems and processes is as follows:

At Enbee Trade and Finance Limited, Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders are playing very important role in our success, and we remain committed to maximizing stakeholder value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all. We have a defined policy framework for ethical conduct of businesses. We believe that any business conduct can be ethical only when it rests on the nine core values of Honesty, Integrity, Respect, Fairness, Purposefulness, Trust, Responsibility, Citizenship and Courage. The corporate governance is an important tool for the protection of shareholder and maximization of their long term values. The objective of Corporate Governance is to achieve excellence in business thereby increasing stakeholders' worth in the long term which can be achieved keeping the interest of stakeholders' and comply with all rules, regulations and laws. The principal characteristics of Corporate Governance are Transparency, Independence, Accountability, Responsibility, Fairness, and Social Responsibility along with efficient performance and respecting interests of the stakeholders and the society as a whole.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on corporate governance is been founded on the fundamental ideologies of the group viz., Trust, Value and Service. Obeying the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. On adopting corporate governance, the Company shall make a constant endeavor to achieve excellence in Corporate Governance on continuing basis by following the principles of transparency, accountability and integrity in functioning, so as to constantly striving to enhance value for all stakeholders and the society in general. As a good corporate citizen, the Company will maintain sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success. We are making continuous efforts to adopt the best practices in corporate governance and we believe that the practices we are putting into place for the company shall go beyond adherence to regulatory framework. The Company's corporate governance philosophy has been further strengthened by adopting a Code of Fair Practice in accordance with the guidelines issued by Reserve Bank of India from time to time.

APPLICABILITY

As per provisions of Regulation 15 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015,
(i) companies with equity share capital of less than Rs 10 crores,
(ii) companies having net worth not exceeding of Rs 25 crores, and
(iii) companies listed on SME and SME-ITP platforms of the stock exchanges has to comply with the provision of SEBI (LODR) Regulation, 2015.

Since the Paid Share Capital of the Company is below the threshold limit specified under the SEBI (LODR) Regulations, 2015, the provision / requirements / compliance with respect to the Corporate Governance as laid down under the SEBI (LODR) Regulations, 2015 is not applicable to the Company. However, the Company has itself followed the standards of Corporate Governance, but the disclosures required to be done under Regulation 27(2) of SEBI (LODR) Regulations, 2015 is not applicable to the Company.

MATERIAL CHANGES AND COMMITMENTS BETWEEN END OF FINANCIAL YEAR AND DATE OF REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this Report relates till that the date of this report.

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, 2019, 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, 2019 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. (vi) That the systems to ensure compliance with the provisions of all applicable laws were adequate and operating effectively

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

Sr. No.	Particulars	Remarks
1	Energy conservation measures taken	NIL
2	Additional investments and proposals if any, being implemented for reduction of consumption of energy	NIL
3	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
4	Total energy consumption and energy consumption per unit of production	NIL

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

Sr. No.	Particulars	Remarks
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.

FIXED DEPOSITS

The Company is registered as Non Deposit Accepting NBFC (NBFC-ND) since April 20, 1998. During the period under review, your Company has not accepted or invited any deposits from public.

KNOW YOUR CUSTOMER (KYC/ANTI-MONEY LAUNDERING (AML) MEASURES:

The Company has been implementing KYC/AML policy as approved by the Board of Directors in accordance with the PMLA 2002 (Prevention of Money Laundering Act 2002) and RBI/IBA (Reserve Bank of India/Indian Bank's Association) guidelines.

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.

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

The Company has not made any transactions of Loans, Guarantees or Investments as mentioned under Section 186 of the Companies Act, 2013.

BOARD MEETINGS

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent Board meeting.

The Board met 5 (Five) times during the financial year on the following dates;

29.05.2018	14.08.2018	31.08.2018	13.11.2018	11.02.2019
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The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013. The maximum interval between any two meetings did not exceed 120 days as prescribed under the Companies Act, 2013.

The Composition of the Board and the number of directorships, memberships and chairmanship of committees as on March 31, 2019, 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	07138963	Chairman & Managing Director	NIL	NIL	NIL
Nishith K. Pandit	06893880	Non-Executive Director	NIL	NIL	NIL
Jayesh G. Patel	06942623	Non-Executive Director	NIL	NIL	NIL
Samta Gala	07138965	Executive Director	NIL	NIL	NIL

Details of Shareholdings of Directors as on March 31, 2019

The number of equity shares of face value Re. 10 each of the Company held by the Directors on March 31, 2019 is as under:

NAME OF DIRECTORS	DESIGNATION	NO. OF SHARES HELD	PERCENTAGE OF TOTAL PAID UP SHARE CAPITAL
Amar N. Gala	Managing Director	285,166	17.82
Samta A. Gala	Whole Time Director	50,000	3.12

ATTENDANCE OF BOARD MEETINGS :

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
Amar N. Gala	5	5	Yes
Nishith K. Pandit	5	5	Yes

Jayesh G. Patel	5	5	Yes
Samta A. Gala	5	5	Yes

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.

EXTRACT OF THE ANNUAL RETURN

An extract of the Annual Return for the year ended March 31, 2019 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.

SECRETARIAL AUDITORS AND THEIR REPORT

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors at their meeting held on May 28, 2019 has appointed Mr. Amit R. Dadheech, Practicing Company Secretaries, as Secretarial Auditors of the Company for the financial year 2018-19.

The Secretarial Audit Report for the year ended on 31st March, 2019 is annexed herewith as "Annexure B".

There are no adverse comments given by the secretarial auditor in his report, which requires comments from the Board of Directors. The Comments given by the secretarial auditor are self explanatory and Board does not offer any comments on the same.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company is not required to develop and implement any Corporate Social Responsibility initiatives as the said provisions are not applicable.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The Company is registered as Non-Banking Financial Company (NBFC) and therefore the provision related to loans and investments u/s 186 is not applicable.

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'.

BOARD COMMITTEES

The Company has the following Committees of the Board:

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

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.

FRAUD REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT – 143(12)

During the year under review, the Company has not reported any fraud mentioned under Section 143(12) of the Act.

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, 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.

Date: September 3, 2019

Place: Mumbai

Regd. Office: B4 /C5, God's Gift CHS Ltd.,
N M Joshi Marg, Lower Parel,
Mumbai - 400013

By Order of the Board Place

for ENBEE TRADE & FINANCE LIMITED

Sd/-

Amar N. Gala

(Chairman & Managing Director)

DIN: 07138963

**ANNEXURE A TO DIRECTORS REPORT
MGT-9**

Extract of Annual Return as on the financial year ended on 31st March, 2019 [Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

[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 Ltd
- iv) Category / Sub-Category : Public Listed Company
of the Company
- v) Address of the Registered office and contact details : B4 /C5, Gods Gift Chs Ltd N M Joshi Marg, Lower Parel
Mumbai Mumbai City MH 400013
- 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- 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
1	Small Scale Business loan granting	64990	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES – NOT APPLICABLE

IV. Shareholding Pattern of the Company

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	285166	0	285166	17.82	285166	0	285166	17.82	0.00
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corporates	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Directors	50000	0	50000	3.12	50000	0	50000	3.12	0.00
g) Directors Relatives	100000	0	100000	6.25	100000	0	100000	6.25	0.00
Sub Total : A(1)	435166	0	435166	27.20	435166	0	435166	27.20	0.00
(2) Foreign									
a) NRI - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporates	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total : A(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoters (A)=(A)(1) + (A)(2)	435166	0	435166	27.20	435166	0	435166	27.20	0.00
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00

b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Any Other (Specify)									
Sub Total : B(1)	0	0	0	0.00	0	0	0	0.00	0.00
(2) Non - Institutions									
a) Bodies Corporates									
ai) Indian	1	0	1	0.00	19	0	19	0.00	0.00
aii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
bi) Individual Shareholders holding nominal share capital upto Rs. 1 Lakh	191396	7450	198846	12.43	247595	2550	250145	15.63	3.21
bii) Individual Shareholders holding nominal share capital in excess of Rs. 1 Lakh	966037	0	966037	60.38	914720	0	914720	57.17	-3.21
c) Any Other (Specify)									
Sub Total : B(2)	1157434	7450	1164884	72.80	1162334	2550	1164884	72.80	0.00
Total Public Shareholding (B)=(B)(1) + (B)(2)	1157434	7450	1164884	72.80	1162334	2550	1164884	72.80	0.00
C. Shares held by Custodian for GDRs & ADRs									
a) Promoter & Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
b) Public	0	0	0	0.00	0	0	0	0.00	0.00

Sub Total : (C)(1)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Shares held by Custodian for GDRs & ADRs (C)=(C)(1)	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A + B + C)	1592600	7450	1600050	100.00	1597500	2550	1600050	100.00	0.00

Shareholding of Promoters								
SI No.	Shareholder's Name	No.of Shares held at the beginning of the year			No.of Shares held at the end of the year			% Change 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	MEHUL NARENDRA GALA	5000	0.31	0.00	5000	0.31	0.00	0.00
2	NEEL BHARAT MAMANIA	5000	0.31	0.00	5000	0.31	0.00	0.00
3	NARENDRA BHAVANJI GALA	10000	0.62	0.00	10000	0.62	0.00	0.00
4	NARENDRA BHAVANJI GALA HUF	10000	0.62	0.00	10000	0.62	0.00	0.00
5	BHARAT THAKARSHI MAMANIA HUF	5000	0.31	0.00	5000	0.31	0.00	0.00
6	AMAR NARENDRA GALA	285166	17.82	0.00	285166	17.82	0.00	0.00
7	AMAR NARENDRA GALA HUF	5000	0.31	0.00	5000	0.31	0.00	0.00
8	REKHA BHARAT MAMANIA	5000	0.31	0.00	5000	0.31	0.00	0.00
9	SAMTA AMAR GALA	50000	3.12	0.00	50000	3.12	0.00	0.00
10	NEHA MEHUL GALA	5000	0.31	0.00	5000	0.31	0.00	0.00
11	BHARAT THAKARSHI MAMANIA	25000	1.56	0.00	25000	1.56	0.00	0.00
12	BHARATHI NARENDRA GALA	20000	1.25	0.00	20000	1.25	0.00	0.00
13		5000	0.31	0.00	5000	0.31	0.00	0.00

	MEHUL NARENDRA GALA HUF							
	TOTAL	435166	27.20	0.00	435166	27.20	0.00	0.00

Change in Promoters' Shareholding (please specify, if there is no change)							
SI No.		Name of Promoter's	As On Date	No.of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	NARENDRA BHAVANJI GALA	01-04-18	10000	0.62	10000	0.62
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL	0	0.00
	At the End of the year		30/03/2019	0	0.00	10000	0.62
2	At the beginning of the year	BHARAT THAKARSHI MAMANIA	01-04-18	25000	1.56	25000	1.56
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL	0	0.00
	At the End of the year		30/03/2019	0	0.00	25000	1.56
3	At the beginning of the year	BHARAT THAKARSHI MAMANIA	01-04-18	5000	0.31	5000	0.31
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL	0	0.00
	At the End of the year		30/03/2019	0	0.00	5000	0.31
4	At the beginning of the year	REKHA BHARAT MAMANIA	01-04-18	5000	0.31	5000	0.31
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL	0	0.00
	At the End of the year		30/03/2019	0	0.00	5000	0.31
5	At the beginning of the year	NARENDRA BHAVANJI GALA	01-04-18	10000	0.62	10000	0.62
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL	0	0.00
	At the End of the year		30/03/2019	0	0.00	10000	0.62
6	At the beginning of the year	BHARATHI NARENDRA GALA	01-04-18	20000	1.25	20000	1.25
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL	0	0.00
	At the End of the year		30/03/2019	0	0.00	20000	1.25
7	At the beginning of the year	AMAR NARENDRA GALA	01-04-18	5000	0.31	5000	0.31
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL	0	0.00

	holding during the year						
	At the End of the year		30/03/2019	0	0.00	5000	0.31
8	At the beginning of the year	MEHUL NARENDRA GALA	01-04-18	5000	0.31	5000	0.31
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL	0	0.00
	At the End of the year		30/03/2019	0	0.00	5000	0.31
9	At the beginning of the year	MEHUL NARENDRA GALA	01-04-18	5000	0.31	5000	0.31
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL	0	0.00
	At the End of the year		30/03/2019	0	0.00	5000	0.31
10	At the beginning of the year	AMAR NARENDRA GALA	01-04-18	285166	17.82	285166	17.82
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL	0	0.00
	At the End of the year		30/03/2019	0	0.00	285166	17.82
11	At the beginning of the year	NEHA MEHUL GALA	01-04-18	5000	0.31	5000	0.31
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL	0	0.00
	At the End of the year		30/03/2019	0	0.00	5000	0.31
12	At the beginning of the year	SAMTA AMAR GALA	01-04-18	50000	3.12	50000	3.12
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL	0	0.00
	At the End of the year		30/03/2019	0	0.00	50000	3.12
13	At the beginning of the year	NEEL BHARAT MAMANIA	01-04-18	5000	0.31	5000	0.31
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL	0	0.00
	At the End of the year		30/03/2019	0	0.00	5000	0.31

Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):							
1	At the beginning of the year	SHAH HARISH LALJI	01-04-18	50000	3.12	50000	3.12
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL	0	0.00
	At the End of the year		30/03/2019	0	0.00	50000	3.12
2	At the beginning of the year	ANIL SHAH	01-04-18	50000	3.12	50000	3.12
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL	0	0.00
	At the End of the year		30/03/2019	0	0.00	50000	3.12
3	At the beginning of the year	NUTAN SHAH	01-04-18	50000	3.12	50000	3.12
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL	0	0.00
	At the End of the year		30/03/2019	0	0.00	50000	3.12
4	At the beginning of the year	DINESH D SHAH	01-04-18	50000	3.12	50000	3.12
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL	0	0.00
	At the End of the year		30/03/2019	0	0.00	50000	3.12
5	At the beginning of the year	BHADRA SHAH	01-04-18	50000	3.12	50000	3.12
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL	0	0.00
	At the End of the year		30/03/2019	0	0.00	50000	3.12

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:

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013, read with Rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance are as under

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount
		Amar Gala	Samta Gala	
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	24,00,000	6,00,000	30,00,000
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	--
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	24,00,000	6,00,000	30,00,000

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Nishith Pandit	Jayesh Patel	Arvind Gala	
	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	-	2,88,000	18,00,000	20,88,000
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - Others, specify...	-	-	--	-
5.	Others, please specify	-	-	-	-
	Total	-	2,88,000	18,00,000	20,88,000

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	-	-	-	-	-

Date: September 3, 2019

Place: Mumbai

Regd. Office: B4 /C5, God's Gift CHS Ltd.,
N M Joshi Marg, Lower Parel,
Mumbai - 400013

By Order of the Board
for **ENBEE TRADE & FINANCE LIMITED**
Sd/-

Amar N. Gala
(Chairman & Managing Director)
DIN: 07138963

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, 2019

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019**
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the
Companies (Appointment and Remuneration Personnel) Rules, 2014]

The Members,
Enbee Trade and Finance Limited
B4 /C5, Gods Gift Chs Ltd.
N M Joshi Marg, Lower Parel,
Mumbai 400013

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, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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, 2019 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.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 unanimously and are captured and recorded in 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. There has been delay in certain RBI Compliances i.e. Statement of FDI, Filing of NBS-9 and SAC.
2. There has been a few delay in filing with the e-forms with Registrar of Companies, Mumbai, Maharashtra, for which the Company has paid additional fees.

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.

For Amit R. Dadheech & Associates

SD/-

Amit R. Dadheech

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

Date: September 3, 2019

Place: Mumbai

Annexure A

To,
The Members,
Enbee Trade and Finance Limited
B4 /C5, God's Gift CHS Ltd.
N M Joshi Marg, Lower Parel,
Mumbai 400013

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: September 3, 2019

Place: Mumbai

Annexure- C

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

Details of material contracts or arrangement or transactions at arm's length basis:

Sr. No.	Particulars	List of Related Party Transaction during the year			
		Amar Gala (Key Managerial Personnel)	Amar Gala (Key Managerial Personnel)	Samta Gala (Key Managerial Personnel)	Mehul Gala (Key Managerial Personnel)
1.	Name(s) of the related party and nature of relationship:	Amar Gala (Key Managerial Personnel)	Amar Gala (Key Managerial Personnel)	Samta Gala (Key Managerial Personnel)	Mehul Gala (Key Managerial Personnel)
2.	Nature of contracts/arrangements/transactions:	Director Remuneration	Rent Paid	Director Remuneration	Payment of remuneration
3.	Duration of the contracts / arrangements/transactions:	Ongoing	One year	Ongoing	Ongoing
4.	Salient terms of the contracts or arrangements or transactions including the value, if any	Monthly Salary	Rent paid to Director	Monthly Salary	Monthly Salary
5.	Date(s) of approval by the Board, if any:	29.05.2017	29.05.2017	29.05.2017	29.05.2017
6.	Amount paid as advances, if any:	NIL	NIL	NIL	NIL

Date: September 3, 2019

Place: Mumbai

Regd. Office: B4 /C5, God's Gift CHS Ltd.,
N M Joshi Marg, Lower Parel,
Mumbai - 400013

By Order of the Board Place

for ENBEE TRADE & FINANCE LIMITED

Amar N. Gala
(Chairman & Managing Director)
DIN: 07138963

CORPORATE GOVERNANCE

ADDITIONAL INFORMATION TO BE PROVIDED AS PER SCHEDULE V OF SEBI (LODR) REGULATIONS, 2015

CORPORATE GOVERNANCE

In accordance with SEBI (LODR) Regulations, 2015 as entered with the Stock Exchange and some of the best practices followed internationally on Corporate Governance, the report containing the details of corporate governance systems and processes is as follows: At Enbee Trade and Finance Limited, Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders are playing very important role in our success, and we remain committed to maximizing stakeholder value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all. We have a defined policy framework for ethical conduct of businesses. We believe that any business conduct can be ethical only when it rests on the nine core values of Honesty, Integrity, Respect, Fairness, Purposefulness, Trust, Responsibility, Citizenship and Courage. The corporate governance is an important tool for the protection of shareholder and maximization of their long term values. The objective of Corporate Governance is to achieve excellence in business thereby increasing stakeholders' worth in the long term which can be achieved keeping the interest of stakeholders' and comply with all rules, regulations and laws. The principal characteristics of Corporate Governance are Transparency, Independence, Accountability, Responsibility, Fairness, and Social Responsibility along with efficient performance and respecting interests of the stakeholders and the society as a whole.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on corporate governance is been founded on the fundamental ideologies of the group viz., Trust, Value and Service. Obeying the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. On adopting corporate governance, the Company shall make a constant endeavor to achieve excellence in Corporate Governance on continuing basis by following the principles of transparency, accountability and integrity in functioning, so as to constantly striving to enhance value for all stakeholders and the society in general. As a good corporate citizen, the Company will maintain sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success. We are making continuous efforts to adopt the best practices in corporate governance and we believe that the practices we are putting into place for the company shall go beyond adherence to regulatory framework. The Company's corporate governance philosophy has been further strengthened by adopting a Code of Fair Practice in accordance with the guidelines issued by Reserve Bank of India from time to time.

APPLICABILITY

As per the SEBI (LODR), 2015 (i) companies with equity share capital of less than Rs 10 crores, (ii) companies having net worth not exceeding of Rs 25 crores, and (iii) companies listed on SME and SME-ITP platforms of the stock exchanges has to comply with the provision of SEBI (LODR) Regulation, 2015. Since the Paid Share Capital of the Company is below the Limit specified under the SEBI (LODR) Regulations, 2015, the provision / requirements of Corporate Governance as laid down under the SEBI (LODR) Regulations, 2015 is not applicable to the Company. However, the Company itself follow the standards of Corporate Governance, but the disclosures required to be done under Regulation 27 (2) of SEBI (LODR) Regulations, 2015 is not applicable to the Company.

PARA A: DISCLOSURE AS PER SEBI (LODR), REGULATIONS, 2015 IN RESPECT TO RELATED PARTY TRANSACTIONS

SR. NO.	IN THE ACCOUNTS OF	DISCLOSURES OF AMOUNTS AT THE YEAR END AND THE MAXIMUM AMOUNT OF LOANS/ ADVANCES / INVESTMENTS OUTSTANDING DURING THE YEAR.	REMARKS
1	Holding Company	<input type="checkbox"/> Loans and advances in the nature of loans to subsidiaries by name and amount. <input type="checkbox"/> Loans and advances in the nature of loans to associates by name and amount. <input type="checkbox"/> Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount.	N.A.
2	Subsidiary	Loans and advances in the nature of loans to holding company by name and amount. <input type="checkbox"/> Loans and advances in the nature of loans to associates by name and amount. <input type="checkbox"/> Loans and advances in the nature of loans to Firms / companies in which directors are interested by name and amount.	N.A.
3	Holding Company	Investments by the loanee in the shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan.	N.A.

B.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. 121.82 Lacs to Rs. 143.48 Lacs

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 the Companies Act, 2013 and SEBI (LODR), 2015.

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.

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.

F. DISCLOSURE AS PER SEBI (LODR), REGULATIONS, 2015 IN RESPECT DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT

The listed entity need to disclose the following details and as long as there are shares in the demat suspense account or unclaimed suspense account:

SR. NO.	PARTICULARS	REMARKS
1.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	NIL
2.	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	NIL

3.	Number of shareholders to whom shares were transferred from suspense account during the year	NIL
4.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	NIL
5.	That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares	NIL

Date: September 3, 2019

Place: Mumbai

Regd. Office: B4 /C5, God's Gift CHS Ltd.,
N M Joshi Marg, Lower Parel,
Mumbai - 400013

By Order of the Board

for ENBEE TRADE & FINANCE LIMITED

Sd/-

Amar N. Gala

(Chairman & Managing Director)

DIN: 07138963

INDEPENDENT AUDITOR'S REPORT

To the Members of
Enbee Trade and Finance Limited
Report on the Standalone Financial Statements Opinion

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

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its profit/loss and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

We have determined that there are no key audit matters to communicate in our report.

Management's Responsibility for the Standalone 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 standalone 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.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going

concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

That Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility

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

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

We also:

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order 2016 ("the said Order"), issued by the Central Government of India, in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraphs 3 and 4 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 standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019, from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to adequacy internal financial controls system over financial reporting of the company and the operating effectiveness of such controls as at March 31, 2019, refer our separate report in "Annexure B". Our report expresses unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Ambavat Jain & Associates LLP
Chartered Accountants
Firm Registration No. 109681W
Sd/-
Chirag Shah
Partner
Membership No. 125997
Date: 28th May 2019

ENBEE TRADE AND FINANCE LIMITED BALANCE SHEET AS AT 31ST MARCH, 2019			
Currency: INR			
Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
(A) EQUITY AND LIABILITIES			
I Shareholders' Funds			
(a) Share Capital	3	16,000,500	16,000,500
(b) Reserves and Surplus	4	83,392,049	79,561,320
		99,392,549	95,561,820
II Current Liabilities			
(a) Trade Payables	5	479,670	430,168
(b) Other Current Liabilities	6	1,044,660	234,400
(c) Short-term Provisions	7	1,153,953	378,983
		2,678,283	1,043,551
TOTAL		102,070,832	96,605,371
(B) ASSETS			
I Non-current Assets			
(a) Fixed Assets			
Tangible Assets	8	65,718	-
(b) Long-term Loans and Advances	9	200,000	200,000
(c) Deferred tax assets (net)	10	922	-
		266,640	200,000
II Current Assets			
(a) Cash and Cash Equivalents	11	281,819	372,848
(b) Short-term Loans and Advances	12	101,522,373	96,032,523
		101,804,192	96,405,371
TOTAL		102,070,832	96,605,371
Significant accounting policies The Notes to accounts referred to above form an integral part of Balance Sheet	2		

As per our report of even date attached

For Ambavat Jain & Associates LLP

Chartered Accountants

Firm's Registration No.: 109681W

Sd/-

Chirag Shah

Partner

Membership No. : 125997

Mumbai: 28th May 2019

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

Sd/-

Amar Gala

Managing Director

DIN: 07138963

Mumbai: 28th May 2019

Sd/-

Samta Gala

Director

DIN: 07138965

Mumbai: 28th May 2019

Sd/-

Dipika Detha

Company Secretary

A.C.S: A54233

Mumbai: 28th May 2019

ENBEE TRADE AND FINANCE LIMITED				
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019				
Currency: INR				
Particulars		Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
I	Revenue:			
	(a) Revenue from Operations	13	14,347,614	12,182,743
	(b) Other Income	14	-	12,990
	Total Revenue		14,347,614	12,195,733
II	Less: Expenses			
	(a) Employee Benefits Expense	15	6,121,500	5,503,500
	(c) Depreciation and amortization expense	8	49,722	-
	(d) Other expense	16	2,964,597	2,288,111
	Total Expenses		9,135,819	7,791,611
III	Profit before Tax (I-II)		5,211,795	4,404,122
IV	Less: Tax Expenses			
	(a) Current Tax	17(a)	1,381,988	357,217
	(b) MAT Credit	17(b)	-	777,183
	(c) Taxes of Earlier year	17(c)	-	-49,681
	(d) Deferred Tax	17(d)	-922	
			1,381,066	1,084,719
VII	Profit for the period (III - IV)		3,830,729	3,319,403
VIII	Earnings per equity share:	18		
	(Nominal Value of share Rs. 10/- each)			
	(a) Basic		2.39	2.07
	(b) Diluted		2.39	2.07
	Significant accounting policies	2		
	The Notes to accounts referred to above form an integral part of Statement of Profit			

As per our report of even date attached

For Ambavat Jain & Associates LLP

Chartered Accountants

Firm's Registration No.: 109681W

Sd/-

Chirag Shah

Partner

Membership No. : 125997

Mumbai: 28th May 2019

For and on behalf of the Board of Directors of

Enbee Trade and Finance Limited

Sd/-

Amar Gala

Managing Director

DIN: 07138963

Mumbai: 28th May 2019

Sd/-

Samta Gala

Director

DIN: 07138965

Mumbai: 28th May 2019

Sd/-

Dipika Detha

Company Secretary

A.C.S: A54233

Mumbai: 28th May 2019

ENBEE TRADE AND FINANCE LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

	Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
A	Cash flow from operating activities		
	Net Profit before Taxation	5,211,795	4,404,122
	<u>Adjustments for:</u>		
	Add / (Less)		
	Depreciation Expense	49,722	-
	Interest on Income tax refund	-	(12,990)
	Operating Profit Before Working Capital Change	5,261,517	4,391,132
	<u>Adjustments for:</u>		
	(Increase)/ Decrease in Loans and Advances	(5,802,559)	(4,995,180)
	Increase/ (Decrease) in Trade Payables	49,502	-
	Increase/ (Decrease) in Current Liabilities	1,585,230	161,947
	Cash Generated from Operations	1,093,690	(442,101)
	Direct Taxes	1,069,279	(1,735,067)
	Net Cash from Operating Activities	24,411	(2,177,168)
B	Cash Flow from Investing Activities:		
	Interest on Income tax refund	-	12,990
	Purchase of Fixed Assets	(115,440)	-
	Net Cash Flow from Investing Activities (B)	(115,440)	12,990
C	Cash Flow from Financial Activities:		
	Net Cash Flow from Financing Activities (C)	-	-
	Net increase in cash and cash equivalents (A+B+C)	(91,029)	(2,164,178)
	Opening Balance of Cash & Cash Equivalents	372,848	2,537,026
	Closing Balance of Cash & Cash Equivalents	281,819	372,848
	Net Inflow	(91,029)	(2,164,178)

Note:

- 1 Cash and cash equivalents comprise of cash on hand and balances with bank in current accounts
- 2 Cash flows arising on account of taxes on income are not specifically bifurcated with respect to investing & financing activities.
- 3 Previous year's figures have been regrouped, wherever necessary to confirm to current year's
- 4 Figures in brackets represent outflow

As per our report of even date attached

For Ambavat Jain & Associates LLP

Chartered Accountants

Firm's Registration No.: 109681W

Sd/-

Chirag Shah

Partner

Membership No. : 125997

Mumbai: 28th May 2019

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

Sd/-

Amar Gala

Managing Director

DIN: 07138963

Mumbai: 28th May 2019

Sd/-

Samta Gala

Director

DIN: 07138965

Mumbai: 28th May 2019

Sd/-

Dipika Detha

Company Secretary

A.C.S.: A54233

Mumbai: 28th May 2019

NOTES TO FINANCIAL STATEMENT

3 : SHARE CAPITAL

Particulars	As March 31, 2019	at As March 31, 2018
Authorised Capital		
20,00,000 Equity Shares of Rs. 10 each (Previous year 20,00,000 Shares of Rs. 10 each)	20,00,000	20,00,000
	20,00,000	20,00,000
Issued, Subscribed and Paid up Capital		
16,00,050 Equity Shares of Rs. 10 each (Previous Year 16,00,050 Shares of Rs.10 each, fully paid up)	16,00,500	16,00,500
	16,00,500	16,00,500

3.1 Reconciliation of the number of shares outstanding at the beginning and at the end of the year

Equity Shares	As March 31, 2019		at As March 31, 2018	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the year	1,600,050	16,00,500	1,600,050	16,00,500
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	1,600,050	16,00,500	1,600,050	16,00,500

3.2 Rights, preferences and restrictions attached to shares

The company has only one class of Equity having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

3.3 Details of shareholders holding more than 5% Equity Shares in the company

Name of Shareholder	As March 31, 2019		at As March 31, 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Amar Narendra Gala	285,166	17.82%	285,166	17.82%

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

NOTES TO FINANCIAL STATEMENT

4: RESERVE AND SURPLUS

Particulars	As at March 31, 2019	As at March 31, 2018
<u>Statutory Reserve pursuant to Section 45-IC of the RBI Act, 1934</u>		
Balance at the beginning of the year	3,839,600	3,162,200
Add: Amount transferred from surplus in the Statement of Profit and Loss	766,146	677,400
Closing Balance	4,605,746	3,839,600
<u>Securities Premium Account</u>		
Balance at the beginning of the year	54,202,000	54,202,000
Add: Securities premium credited on Equity Share issue	-	-
Closing Balance	54,202,000	54,202,000
<u>Surplus in the statement of Profit and Loss</u>		
Balance at the beginning of the year	21,519,720	18,943,800
Add: Net Profit for the year	3,830,729	3,319,403
Less: Appropriations		
Contingent Provisions towards Standard Assets	-	-
Transfer to Statutory Reserve under Section 45-IC of the RBI Act, 1934	(766,146)	(677,400)
Closing Balance	24,584,303	21,519,720
	83,392,049	76,308,000

5: TRADE PAYABLES

Particulars	As at March 31, 2019	As at March 31, 2018
a) total outstanding dues of creditors other than micro enterprises and small enterprises	340,740	357,083
b) total outstanding dues of creditors of micro enterprises and small enterprises	138,930	73,085
	479,670	430,168

5.1 Refer Note 19 on Dues to MSME

6: OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Liability for Expenses	710,000	194,400
(b) Statutory dues	334,660	40,000
	1,044,660	234,400

7: SHORT-TERM PROVISIONS

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Contingent Provision against Standard Assets (Refer note 7.1)	378,983	378,983
(b) Provision for Expenses	774,970	-
	1,153,953	378,983

7.1 As per the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015, Company has provisions for Standard Assets.

9: LONG TERM LOANS AND ADVANCES

Particulars	As at March 31, 2019	As at March 31, 2018
<u>Unsecured, considered good</u>		
(a) Security Deposit	200,000	200,000
	200,000	200,000

10: DEFERRED TAX ASSET (NET)

Particulars	As at March 31, 2019	As at March 31, 2018
(In accordance with Accounting Standard 22 -Taxes on Income)		
Deferred Tax Asset / (Liability) on account of: Timing difference between book depreciation and Depreciation as per Income Tax		
Depreciation as per books	49,722	-
Less : Depreciation as per Income Tax Act, 1956	46,176	-
Net Amount of Timing Difference	3,546	
Deferred Tax Asset for the current year	922	-
Less: Adjustments due to change in tax rates	-	-
Net Deferred Tax Asset for the current year	922	-
Add : Deferred Tax Asset Adjusted of Previous Year:	-	-
Net Deferred Tax Asset:	922	-

11: CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Balances with banks		
In Current Account	187,229	248,258
(b) Cash on hand	94,590	124,590
	281,819	372,848

12: SHORT-TERM LOANS AND ADVANCES

Particulars	As at March 31, 2019	As at March 31, 2018
<u>(a) Retail Loans</u>		
Unsecured, considered good		
To Related Party	-	92,450,000
To Others	97,425,000	450,000
<u>(b) Other Deposits & Advances</u>		
Advance Payment of Taxes (Net of Provisions)	524,118	836,827
Others	3,573,255	2,295,696
	101,522,373	96,032,523

Note 8 : FIXED ASSETS

Particulars	Gross Block				Depreciation and amortization				Net Block	
	As on 01.04.18	Additions for the Year	Deductions / Retirement during the year	As on 31.03.19	Upto 01.04.18	For the year	Deductions / Retirement during the year	Upto 31.03.19	As on 31.03.19	As on 31.03.18
Tangible Assets										
Computer	-	115,440	-	115,440	-	49,722	-	49,722	65,718	-
Total	-	115,440	-	115,440	-	49,722	-	49,722	65,718	-
<u>Previous Year</u>										
Tangible Assets	-	-	-	-	-	-	-	-	-	-

13: REVENUE FROM OPERATIONS

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Interest Income on Loans	14,347,614	11,682,743
Consultancy Fees Received	-	500,000
	14,347,614	12,182,743

14: OTHER INCOME

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Interest on IT Refund	-	12,990
	-	12,990

15: EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Salaries and wages	6,121,500	5,503,500
	6,121,500	5,503,500

16: OTHER EXPENSES

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Auditors Remuneration		
- For Statutory Audit	200,000	200,000
- For Tax Audit	100,000	190,000
Bank Charges	-	2,856
Commission	315,000	-
Advertisement	12,600	44,814
General Expenses	54,955	199,626
Internal Audit Fees	120,000	-
Annual Listing Fees	259,000	-
Electricity Expenses	71,632	61,593
Legal & Professional Fees	829,420	391,115
Rent Paid	720,000	700,000
Printing & Stationery	21,360	15,000
Rates & Taxes and License Fees	160,120	440,703
Penalty on PT	-	1,000
ROC Expenses	510	16,404
Staff Welfare	-	25,000
Penalties	100,000	-
	2,964,597	2,288,111

17: TAXATION

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
(a) Current Tax	1,381,988	357,217
(b) Mat Credit	-	777,183
(c) Taxes of earlier years	-	(49,681)
(d) Deferred tax	(922)	-
	1,381,066	1,084,719

18: EARNINGS PER SHARE

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Net Profit After Tax (A)	3,830,729	3,319,403
Weighted Average Number of Equity Shares outstanding during the year (B)	1,600,050	1,600,050
Number of Dilutive Potential Equity Shares (C)	-	-
Dilutive Earning Per Share (A/(B+C))	2.39	2.07

17. Segment Reporting:

Since the Company has only one reportable business segment “loans given” as primary segment and it operates in a single geographical segment within India, no disclosure is required to be given as per Accounting Standard - 17 ‘Segmental Reporting’ as notified under Section 133 of the Companies Act, 2013 (‘the Act’) read together with paragraph 7 of the Companies (Accounts) Rules, 2014.

18. Related parties disclosures:

Related parties and their relationship:

Category	Name of the Related Party
Key Management Personnel	Amar Narendra Gala- Director
	Samta Amar Gala

	Mehul Gala
Enterprises where Key management personnel exercise significant influence	Amarsun

Refer Annexure 1 for the transactions with related parties for the year ended March 31, 2019.

20. Dues to MSME :

Based on and to the extent of the information received by the company from the suppliers during the year regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and relied upon by the auditors, the amount due to MSME as at March 31, 2019 is as under :

Particulars	FY 2018-19	FY 2019-20
Principal amount due to suppliers under MSMED Act, as at the year end (since paid)	1,38,930	73,085

21. At the year end, the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
22. There are no contingent liabilities.
23. Additional information as per Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 is given in Annexure 2
24. Figures have been rounded off to the nearest rupees.
25. Previous year's figures have been regrouped and/or reclassified wherever considered necessary so as to make them comparable with those of the current year.

As per our report of even date attached
For Ambavat Jain & Associates LLP

Chartered Accountants
FRN: 109681W
Sd/-

Chirag Shah

Partner

Membership No. : 125997

Mumbai: 28th May 2019

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

Sd/-

Amar Gala

Managing Director

DIN: 07138963

Mumbai: 28th May 2019

Sd/-

Samta Gala

Director

DIN: 07138965

Mumbai: 28th May 2019

Annexure 1 of the Note No. 18 to the Notes to the Financial Statements for the year ended March 31, 2019.

A. Transactions with Related parties for the year ended 31st March, 2019.

Nature of Transactions	Amar Gala	Samta Gala	Mehul Gala	Amarsun
Director's Remuneration	26,00,000	6,50,000	19,50,000	-
	(24,00,000)	(6,00,000)	(18,00,000)	(-)
Rent paid	7,20,000	-	-	-
	(7,00,000)	(-)	(-)	(-)

Amount in brackets represents last year's numbers.

B. Balances with Related parties as on 31st March, 2019.

Nature of Transactions	Amar Gala
Security Deposit	2,00,000
	(2,00,000)

Amount in brackets represents last year's numbers.

Annexure 2 of the Note No. 22 to the Notes to the Financial Statements for the year ended March 31, 2019

A. Asset Classification

Particulars		Amount in Rupees
(i)	Standard assets;	9,74,25,000
(ii)	Sub-standard assets;	-
(iii)	Doubtful assets; and	-
(iv)	Loss assets	-

B. Schedule to the Balance Sheet of a non-deposit taking Non-Banking Financial Company (as required in terms of paragraph 13 of Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015

(Rupees in Lakhs)			
	Particulars	Amount Outstanding	Amount Overdue
	<u>Liabilities side :</u>		
(1)	Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid: (a) Debentures (other than falling within the meaning of public deposits) : Secured : Unsecured (b) Deferred Credits (c) Term Loans (d) Inter-corporate loans and borrowing (e) Commercial Paper (f) Other Loans (specify nature) * Please see Note 1 below	- - - - - - -	- - - - - -

(Rupees in Lakhs)

(2)	<u>Assets side :</u>	Amount outstanding
	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :	
	(a) Secured	- 974

	(b) Unsecured *	
--	-----------------	--

* Total of short and long term loans and advances

(3)	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities	Amount Outstanding
	<p>(i) Lease assets including lease rentals under sundry debtors :</p> <p> (a) Financial lease</p> <p> (b) Operating lease</p> <p>(ii) Stock on hire including hire charges under sundry debtors:</p> <p> (a) Assets on hire</p> <p> (b) Repossessed Assets</p> <p>(iii) Other loans counting towards AFC activities</p> <p> (a) Loans where assets have been repossessed</p> <p> (b) Loans other than (a) above</p>	<p>-</p> <p>-</p> <p>-</p> <p>-</p> <p>-</p> <p>-</p> <p>-</p>

(4)	Break-up of Investments :	Amount Outstanding
	<u>Current Investments :</u>	-
	<u>1. Quoted :</u>	-
	(i) Shares : (a) Equity	-
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others	-
	<u>2. Unquoted :</u>	-
	(i) Shares : (a) Equity	-
	(b) Preference	-
	(ii) Debentured and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others	-

	<p><u>Long Term Investments:</u></p> <p><u>1. Quoted :</u></p> <p>(i) Shares : (a) Equity -</p> <p>(b) Preference -</p> <p>(ii) Debentures and Bonds -</p> <p>(iii) Units of mutual funds -</p> <p>(iv) Government Securities -</p> <p>(v) Others</p> <p><u>2. Unquoted :</u></p> <p>(j) Shares : (a) Equity</p> <p>(b) Preference</p> <p>(ii) Debentured and Bonds</p> <p>(iii) Units of mutual funds</p> <p>(iv) Government Securities</p> <p>(v) Others</p>	
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(5)	Borrower group-wise classification of assets financed as in (2) and (3) above: Please see Note 2 below: (Rupees in Lakhs)			
	Category	Amount net of Provision		
		Secured	Unsecured	Total
	1. Related Parties **			
	(a) Subsidiaries	-	-	-
	(b) Companies in the same Group	-	-	-
	(c) Other Related Parties	-	-	-
	2. Other than related parties	-	974	974
	Total	-	974	974

(6)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted): Please see Note 3 below: (Rupees in Lakhs)		
	Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
	1. Related Parties **		
	(d) Subsidiaries	-	-
	(e) Companies in the same Group	-	-
	(f) Other Related Parties	-	-
	2. Other than related parties	-	-
	Total	-	-

** As per Accounting Standard (AS-18)

(7) Other Information

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

Notes:

- As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 or Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 whichever is applicable.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above.

**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: B4 /C5, Gods Gift Chs Ltd N M Joshi Marg, Lower Parel Mumbai -400013

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/Proxy holder can attend the Meeting.

Member/Proxy holder 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 34th Annual General Meeting of the Company, to be held on Friday, September 27, 2019, at 11.30 a.m. at the registered office of the company B4 /C5, Gods Gift Chs Ltd N M Joshi Marg, Lower Parel Mumbai -400013, 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)		
Ordinary Business		For	Against	Abstain
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, 2019			
2	To appoint a Director Mrs. Samta A. Gala (DIN: 07138965) who retire by rotation and being eligible offers herself for re-appointment.			

Signed this _____ day of _____, 2019

Signature of the member

Signature of the proxy holder(s)

Affix revenue stamp of not less than Re.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: B4 /C5, Gods Gift Chs Ltd N M Joshi Marg, Lower Parel Mumbai -400013

Proxy Form

Registered Folio No. : _____ DPIDNo. _____ ClientIDNo. _____ 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 34th Annual General Meeting of the Company at B4 /C5, Gods Gift Chs Ltd, N M Joshi Marg, Lower Parel, Mumbai – 400013, Maharashtra on Friday, September 27th, 2019, at 11.30 a.m.

Name of the member / proxy

Signature of the member / proxy

(in BLOCK letters)

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
B4 /C5, God's Gift Chs Ltd
N M Joshi Marg,
Lower Parel
Mumbai -400013