



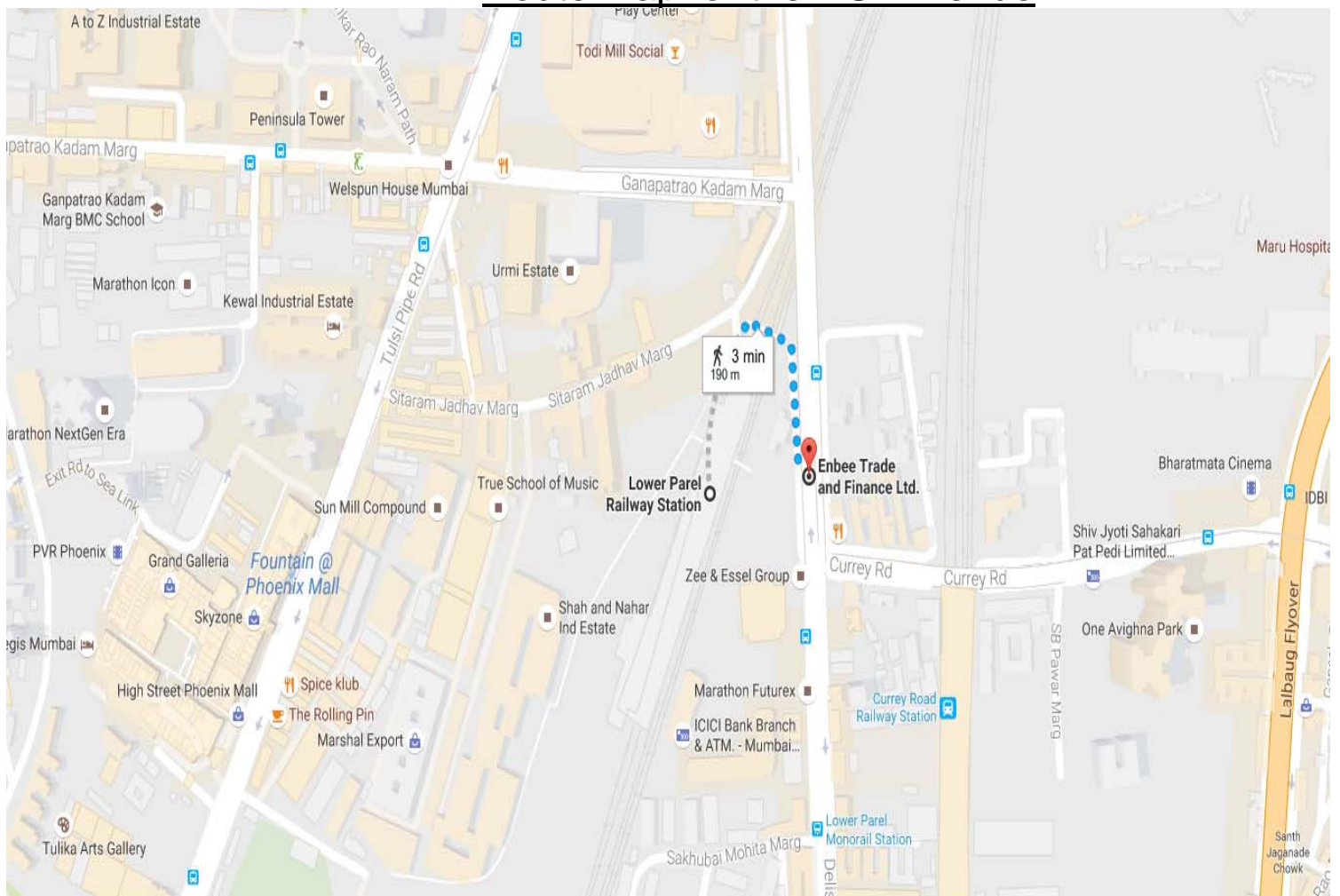
**Annual Report 2015-16**  
**(CIN: L50100MH1985PLC036945)**

# Content

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## Route Map for the AGM Venue



## **BOARD OF DIRECTORS**

<b>Managing Director</b>	: Mr. Amar Narendra Gala
<b>Independent Non-Executive Director</b>	: Mr. Nishith Pandit Mr. Arvind Jethalal Gala Mr. Rohit Premji Chheda [ <i>Resigned w.e.f. 06.04.2016</i> ] Mr. Jayesh Gulabbhai Patel
<b>Women Executive Director</b>	: Mrs. Samta Gala
<b>Company Secretary &amp; Compliance Officer</b>	: Ms. Darshni H. Lakhani

### **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 31<sup>ST</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 31<sup>st</sup> Annual General Meeting of the members of Enbee Trade and Finance Limited will be held on Saturday, September 17<sup>th</sup>, 2016, at 11.00 a.m. at the Registered Office situated at **B4 / C5, God's Gift CHS Ltd N M Joshi Marg, Lower Parel Mumbai City MH 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, 2016, including the Audited Balance-sheet as at 31<sup>st</sup> March 2016, 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 Mr. Amar N Gala (DIN: 07138963) who retire by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors and to fix their remuneration and if deemed fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, and subject to the resolution passed by the members at their 30<sup>th</sup> Annual General Meeting (AGM) approving appointment of M/s. Ambavat Jain & Associates LLP & Co. Chartered Accountants, FRN 109681W, as the Statutory Auditors of the Company, to hold office till the conclusion of the 34<sup>th</sup> Annual General Meeting of the Company, the Company hereby ratifies such appointment from the conclusion of this AGM until the conclusion of the AGM to be held for the financial year 2018-19 (Subject to ratification of their appointment at every AGM), at a remuneration to be decided by the Audit Committee of the Board of Directors and reimbursement of travelling and out of pocket expenses incurred by the Auditors for the purpose of audit."

### **SPECIAL BUSINESS:**

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

**"RESOLVED THAT** in furtherance to the special resolution approved by the Shareholders of the Company through Postal Ballot Notice dated February 9, 2016, results for which were declared on March 12, 2016 for issue and allotment of 700,000 (Seven Lakhs) Equity Shares of Rs. 10/-(Ten) each on a preferential basis to the Promoter, Promoter Group and Non-Promoter Individual Investors including Persons Acting in Concert, the share holders of the Company hereby understand and ratifies the details as mentioned in the explanatory statement to this resolution on the terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company, subject to the overall guidelines governing such issue"

**"RESOLVED FURTHER THAT** the shareholder of the Company ratifies the post preferential percentage of Non-Promoters allottees and the details of ultimate beneficiary in accordance with regulation 73 of SEBI (ICDR) Regulations, 2009 as mentioned in the explanatory statement to this resolution.

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

**"RESOLVED THAT** in terms of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, entered into by the Company with the Stock Exchange where the securities of the Company are listed, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ["SEBI (ICDR) Regulations"] and amendments thereof, as may be applicable for Issue of Equity Shares to existing Promoter, Promoter Group and Non-Promoter Individual Investors including Persons Acting in Concert, on preferential basis and any other applicable regulations/guidelines of SEBI, if any and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any committees thereof for the time being to which all or any of the powers hereby conferred on the Board by these Resolution, have been delegated) and subject to such consents and approvals of SEBI, Stock Exchange, Govt. of India, Reserve Bank of India or such other regulatory bodies or authorities as may be required by the law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose, the consent of the members of the Company be and is hereby granted to the Board to offer, issue and allot not exceeding 545,000 (Five Lakhs Forty Five Thousand) Equity Shares of Rs. 10/-(Ten) each at a issue price of Rs. 50/- per share (including a premium of Rs. 40/- per share) to the proposed Allottees, for consideration in cash, as detailed in the explanatory statement attached hereto, in such manner and on such terms and conditions as prescribed under the aforesaid applicable laws and regulations, on a preferential basis to the Promoter & Promoter Group and to the Non-Promoter Investors including Persons Acting in Concert, as mentioned in the explanatory statement to the notice, on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company, at the time of issue or allotment, subject to the overall guidelines governing such issue, the details of the proposed allottees is mentioned below:

Sr. No.	Name of the proposed allottees	Relation, if any with the promoters or person in control of the Company	No. of Shares of Rs. 10/- each proposed to be allotted	PAN No. of the proposed allottees
1.	Amar Narendra Gala HUF (Karta - Amar Gala)	Promoter Group	5000	AAKHA9741G
2.	Narendra Bhavanji Gala	Promoter Group	10000	AABPG4101D
3.	Narendra Bhavanji Gala HUF (Karta - Narendra Gala)	Promoter Group	10000	AAGHN0072B
4.	Mehul Narendra Gala	Promoter Group	5000	AEIPG9525N
5.	Mehul Narendra Gala HUF (Karta - Mehul Gala)	Promoter Group	5000	AALHM5930N
6.	Neha Mehul Gala	Promoter Group	5000	AMVPG9542N
7.	Bharat Thakarshi Mamania HUF (Karta - Bharat Mamania)	Promoter Group	5000	AACHM7729J
8.	Rekha Bharat Mamania	Promoter Group	5000	AAEPM6338D
9.	Neel Bharat Mamania	Promoter Group	5000	CDDPM0598K
10.	Shailesh Shah	Non-Promoter	30000	AAFPS1630L
11.	Shailesh Shah HUF (Karta - Shailesh Shah)	Non-Promoter	30000	AAHHS0228K
12.	Pallavi Shah	Non-Promoter	30000	AABPV2788F
13.	Shailvi Shah (Guardian - Mr. Shailesh Shah)	Non-Promoter	15000	GSCPS1839F
14.	Dinesh Shah	Non-Promoter	30000	AADPS8982L
15.	Dinesh Shah HUF (Karta - Dinesh Shah)	Non-Promoter	22000	AABHD1197C
16.	Nutan Shah	Non-Promoter	30000	AABPC1124E
17.	Damji Shah HUF (Karta - Damji Shah)	Non-Promoter	15000	AAHSD9755R
18.	Harish Shah	Non-Promoter	32000	AADPS8981K
19.	Harish Shah HUF (Karta - Harish Shah)	Non-Promoter	30000	AAGHS8494G
20.	Lalit Shah	Non-Promoter	30000	AADPS8978C
21.	Lalit Shah HUF (Karta - Lalit Shah)	Non-Promoter	30000	AAGHS8492A
22.	Bhadra Shah	Non-Promoter	30000	AADPS8979D
23.	Hiten Shah	Non-Promoter	32000	ANTPS4226Q
24.	Hiten Shah HUF (Karta - Hiten Shah)	Non-Promoter	22000	AAMHS3912D
25.	Payal Shah	Non-Promoter	22000	AWPPS2424P
26.	Anil Shah	Non-Promoter	30000	ANCPS3404R
27.	Anil Shah HUF (Karta - Anil Shah)	Non-Promoter	22000	AAHHA8838D
28.	Ashwin Patel	Non-Promoter	8000	AABPP4017F
	<b>TOTAL</b>		<b>545,000</b>	

**“RESOLVED FURTHER THAT**

- The ‘Relevant Date’ as per SEBI (ICDR) Regulations for the determination of applicable price for issue of aforesaid Equity Shares is August **18, 2016**.
- The Equity Shares allotted in terms of this resolution shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects including payment of dividend.
- The Board be and is hereby authorized to seek listing and trading of the said securities in the Stock Exchange where the securities of the Company are listed.
- The Board be and is hereby authorized to accept and effect any conditions and modifications as may be required by the agencies involved in such issues including but not limited to SEBI, RBI, Stock Exchange and/or such other appropriate authorities.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its discretion, deem necessary, to the issue or allotment of aforesaid Equity Shares, without being required to seek any further consent or approval of members or otherwise and that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** the Company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) for admission of the new equity shares on preferential basis as and when required.”

**“RESOLVED FURTHER THAT** the Board, be and is hereby, authorized to delegate all or any of the powers herein conferred to any Committee of Director(s) or Officer(s) of the Company to give effect to this Resolution.”

Date: August 18, 2016

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**

## NOTES

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

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

- (2) The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority letter, as applicable.
- (3) An Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, in respect of Item No. 4 to 5 is annexed hereto.
- (4) Members who attend the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the Meeting hall.
- (5) Members are requested to bring their copy of the Notice at the time of attending the Annual General Meeting.
- (6) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- (7) Members who are holding shares in identical order of names in more than one folio are requested to send to the Company's Registrar and Transfer Agent, **Adroit Corporate Services Private Limited** details of such folio together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Member/s. after making requisite changes thereon
- (8) Non-resident Indian Shareholders are requested to inform the Company immediately:
- a. Change in residential status on return to India for permanent settlement.
  - b. Particulars of bank account maintained in India with complete name, branch, branch code, account type, account number and address of bank, if not furnished earlier.
  - c. Copy of Reserve Bank of India permission.
- (9)
- a. Members holding shares in physical form are requested to advise immediately change in their address, if any, quoting their folio number(s) to the Registrar & Share Transfer Agent of the Company.
  - b. Members holding shares in the electronic form are requested to advise immediately change in their address, if any, quoting their Client ID number, to their respective Depository Participants.
- (10) Members may avail dematerialization facility by opening Demat Accounts with the Depository Participants of either National Securities Depository Limited or Central Depository Services (India) Limited and get the equity share certificates held by them dematerialized. The ISIN No. of the Company is **INE993I01011**.
- (11) Members desirous of getting any information in respect of accounts of the Company and proposed resolutions, are requested to send their queries in writing to the Company at its registered office at least 7 days before the date of the meeting, so that the required information can be made available at the meeting.
- (12) Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- (13) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details 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](http://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](mailto:enbeetrade@gmail.com).

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

- a. The voting period begins on September 14, 2016 at 9.00 a.m. and ends on September 16, 2016 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 9, 2016 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](http://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](http://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 30<sup>th</sup> 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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 and 5 of the accompanying Notice dated August 18, 2016.

### **Item No. 4:**

The Company had issued 7,00,000 (Seven Lakhs) Equity shares of Rs. 10/- each Promoter & Promoter Group and to the Non-Promoter Investors including Persons Acting in Concert (PAC), as per the terms of Special Resolution approved by the Members of the Company by way of Postal Ballot notice dated February 9, 2016 for which results were declared on February 12, 2016. The Company has obtained In-Principle approval from BSE Limited vide their letter dated March 30, 2016 for allotment of the aforesaid securities on Preferential basis. However, the In-Principal Approval from the BSE Limited requires ratification of following 2 (two) from the members of the Company in the general meeting:

- a. Post Preferential Shareholding percentage of Non - Promoter Allottees (Person acting in concert) and;
- b. The details of Ultimate Beneficial owners in accordance with Regulation 73 of SEBI (ICDR) Regulations, 2009.

Now in accordance with the In-Principal approval of the stock exchange, we are hereby furnishing the details as required to be ratified by the members of the Company. The below mentioned additional disclosures shall be read in continuation with the special resolution passed by the members by way of postal ballot notice dated February 9, 2015.

### **A. Post Preferential Shareholding percentage of Non - Promoter Allottees (Person acting in concert):**

<b>Sr. No.</b>	<b>Name of Allottees</b>	<b>No. of Shares allotted</b>	<b>Post Percentage Share Holdings</b>
1)	Shailesh Shah	20,000	2.07%
2)	Shailesh Shah HUF (Karta - Shailesh Shah)	20,000	1.88%
3)	Pallavi Shah	20,000	1.96%
4)	Dinesh Shah	20,000	1.88%
5)	Dinesh Shah HUF (Karta - Dinesh Shah)	15,000	1.41%
6)	Nutan Shah	20,000	1.88%
7)	Damji Shah HUF (Karta- Damji Shah)	10,000	0.94%
8)	Chirag Gala	5,000	0.47%
9)	Chirag Gala HUF (Karta - Chirag Gala)	5,000	0.47%
10)	Hiral Gala	5,000	0.47%
11)	Jaykant Savla	10,000	0.94%
12)	Jaykant Savla HUF (Karta - Jaykant Savla)	5,000	0.47%
13)	Meena Savla	5,000	0.47%
14)	Hiren Gangar	10,000	1.15%
15)	Hiren Gangar HUF (Karta - Hiren Gangar)	5,000	0.47%
16)	Hasti Gangar	5,000	0.47%
17)	Jayesh Lapsia	5,000	0.84%
18)	Jayesh Lapsia HUF (Karta - Jayesh Lapsia)	5,000	0.47%
19)	Heena Lapsia	5,000	0.85%
20)	Ramniklal Lapsia	10,000	0.94%
21)	Ramniklal Lapsia HUF (Karta- Ramniklal Lapsia)	5,000	0.47%
22)	Maniben Lapsia	5,000	0.47%
23)	Harish Shah	25,000	2.35%
24)	Harish Shah HUF (Karta- Harish Shah)	20,000	1.88%
25)	Lalit Shah	20,000	1.96%
26)	Lalit Shah HUF (Karta - Lalit Shah)	20,000	1.88%
27)	Bhadra Shah	20,000	1.88%
28)	Hasmukh Gala	5,000	0.47%
29)	Chandan Gala	5,000	0.47%
30)	Hasmukh Gala HUF (Karta - Hasmukh Gala)	5,000	0.47%
31)	Hiten Shah	25,000	2.35%
32)	Hiten Shah HUF (Karta - Hiten Shah)	15,000	1.41%
33)	Payal Shah	15,000	1.41%
34)	Anil Shah	20,000	1.88%
35)	Anil Shah HUF (Karta - Anil Shah)	15,000	1.41%
36)	Shamji Ladhubhai Savla	10,000	0.94%
37)	Javerben Savla	5,000	0.47%
38)	Shamji Ladhubhai Savla HUF (Karta - Shamji Savla)	5,000	0.47%



39)	Kishor Savla HUF (Karta- Kishor Savla)	10,000	0.94%
40)	Deepak Gala	15,000	1.41%
41)	Deepak Gala HUF (Karta - Deepak Gala)	5,000	0.47%
42)	Neeta Gala	5,000	0.47%
43)	Ashwin Patel	15,000	1.41%

**B. Further, shareholders are required to note the name of the ultimate beneficial owner as per Regulation 73 of SEBI (ICDR) Amendments 2013 vide notification dated 26/08/2013, wherein disclosure of natural persons who are the ultimate beneficial owners is mandatory, the details of natural person of the proposed allottees is provided herewith:**

Sr. No.	NAME OF THE HUF	BENEFICIAL OWNER (KARTA) OF THE HUF	NO. OF SHARES PROPOSED TO BE ALLOTTED
1.	Shailesh Shah HUF	<b>Karta:</b> Shailesh Shah <b>Co-parceners:</b> Mrs.Pallavi Shah	20,000
2.	Dinesh Shah HUF	<b>Karta:</b> Dinesh Shah <b>Co-parceners:</b> Mrs. Nutan Shah	15,000
3.	Damji Shah HUF	<b>Karta:</b> Damji Shah <b>Co-parceners:</b> Mr.Shailesh Shah Mr. Dinesh Shah	10,000
4.	Chirag Gala HUF	<b>Karta:</b> Chirag Gala <b>Co-parceners:</b> Mrs.Hiral Gala	5,000
5.	Jaykant Savla HUF	<b>Karta:</b> Jaykant Savla <b>Co-parceners:</b> Mrs.Meena Savla	5,000
6.	Hiren Gangar HUF	<b>Karta:</b> Hiren Gangar <b>Co-parceners:</b> Mrs. Hasti Gangar	5,000
7.	Jayesh Lapsia HUF	<b>Karta:</b> Jayesh Lapsia <b>Co-parceners:</b> Mrs.Heena Lapsia	5,000
8.	Ramniklal Lapsia HUF	<b>Karta:</b> Ramniklal Lapsia <b>Co-parceners:</b> Mrs. Maniben Lapsia Mr. Jayesh Lapsia	5,000
9.	Harish Shah HUF	<b>Karta:</b> Harish Shah <b>Co-parceners:</b> Mrs.Tunika Shah	20,000
10.	Lalit Shah HUF	<b>Karta:</b> Lalit Shah <b>Co-parceners:</b> Mrs. Bhadra Shah Mrs. Siddhi Shah	20,000
11.	Hasmukh Gala HUF	<b>Karta:</b> Hasmukh Gala <b>Co-parceners:</b> Mr. Chandan Gala Mr. Bhavesh Gala Mr. Sachin Gala	5,000
12.	Hiten Shah HUF	<b>Karta:</b> Hiten Shah <b>Co-parceners:</b> Mrs.Payal Shah	25,000

13.	Anil Shah HUF	<b>Karta:</b> Anil Shah <b>Co-parceners:</b> Mrs. Bharti Shah Mr. Hiten Shah	15,000
14.	Shamji L. Savla HUF	<b>Karta:</b> Shamji L. Savla <b>Co-parceners:</b> Mrs. Javerben Savla Mr. Kishor Savla Mr. Atul Shah	10,000
15.	Kishor Savla HUF	<b>Karta:</b> Kishor Savla <b>Co-parceners:</b> Mrs. Preeti Savla	10,000
16.	Deepak Savla HUF	<b>Karta:</b> Deepak Savla <b>Co-parceners:</b> Mrs. Neeta Gala	5,000

Therefore, the Board of Directors of the Company recommends ratifying of the Special Resolution as Item no. 4 of the Notice. A copy of the In-Principle approval granted by BSE Limited are available for inspection by members at the Registered Office of the Company during the office hours on any working days, except Saturdays & Sundays between 11.00 A.M. and 1.00 P.M. upto the date of the Annual General Meeting. Mr. Amar N. Gala and Mrs. Samta A. Gala, Directors and Key Managerial Personnel of the Company, including their relatives, may be deemed to be interested in the Resolution at Item No. 4 of the Notice. Save as aforesaid, none of the Directors and Key Managerial Personnel, of the Company, including their relatives, is, in any way, concerned or interested in the said resolution.

#### **Item No. 5:**

**As per Section 62(1)(c) and 42 of the Companies Act, 2013 and Chapter VII of SEBI (Issue of capital and Disclosure requirements) Regulations, 2009 ("SEBI (ICDR) Regulations"), approval of shareholders in the General meeting by way of special resolution is required for allotment of 5,45,000 Equity Shares on preferential basis.**

#### **The relevant disclosures as required in terms of the SEBI (ICDR) Regulations, 2009 are as under:**

The Board of Directors of the Company at their meeting held on August 18, 2016 has decided to issue 545,000 (Five Lakhs Forty Five Thousand) Equity Shares of Rs. 10/-(Ten) each on Preferential Basis to Promoters & Promoter Group, Non-Promoters investors, including person acting concert (PAC's).

Pursuant to the provisions of Section 42, 62 of the Companies Act, 2013, any offer or issue of shares in a company to persons other than the holders of the equity shares of a Company requires prior approval of the shareholders in General Meeting by a Special Resolution, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all securities for subscription pro rata to the shareholders unless the shareholders in a general meeting decide otherwise. The proposed capital raising / structuring pursuant to the resolution set out at Item No.5.

**1. Object and manner of activities of proceeds of the issue to be utilized:** The purpose of the issue is to allot the fully paid up equity shares and to achieve long term plans of the Company and to meet the working capital requirements including but not limited to lending funds and for investments purpose and any other use, as may be permitted under applicable law or regulations, from time to time.

**2. Relevant date and pricing of the issue:** The proposed preferential allotment of Equity Shares, would be strictly in accordance with SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"). The proposed preferential issue will comprise of Equity Shares not exceeding 545,000(Five Lakhs Forty Five Thousand) Equity Shares of Rs. 10/-(Ten) each to be issued at Rs. 50/- per share (including a premium of Rs. 40 per share). The Equity Shares to be allotted to the proposed allottees, on preferential basis shall not be lower than the price determined in accordance with the SEBI ICDR Regulations.

As the shares of the Company are infrequently traded, the Company have obtained a pricing certificate from Chartered Accountant having 10 (Ten) years of experience and same is available for inspection till the date of this Annual General Meeting.

The Relevant Date for the purpose of pricing of the Equity Shares shall be, the date which is 30 days prior to the date of completion of Shareholders meeting i.e. August 18, 2016.

**3. Intention of the promoter or their associates and relatives to subscribe to the offer:** The proposed allotment of preferential issuance of Equity shares are being made to Promoter Group and non Promoters individuals, including person acting in concert as mentioned in the later part of the explanatory statement.

**4. Proposed time within which the allotment shall be completed:** The allotment of Shares shall be completed within a period of 15 days from the date of passing of these resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority, Stock Exchange or the Central Govt., the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

**5. Shareholding pattern before and after the offer:** The shareholding pattern of the Company, before and after the preferential allotment would be as follows:

Category	Pre-issue equity holdings	% of the total pre-issued capital	*Post Issue equity holding	%of the total post-issued capital
1A. Promoters & Promoter Group (including PAC)	380166	36.03	435166	27.20
1B. Foreign Promoters	NIL	NIL	NIL	NIL
2. Banks Mutual Funds Financial Institution, Central /State Govt Institutions	NIL	NIL	NIL	NIL
NRIs/OBCs	NIL	NIL	NIL	NIL
Bodies Corporate (others)	58001	5.50	58001	3.62
Indian General Public	616883	58.47	1106883	69.18
NON-RESIDENTS	NIL	NIL	NIL	NIL
Total Paid –up Capital	1055050	100	1600050	100

*\*Note- The above post issue pattern is based on the assumption of full subscription of the shares.*

**6. Identity of the proposed allottees and percentage of post issued capital that may be held:** As stated earlier, it is proposed to allot 545,000(Five Lakhs Forty Five Thousand) Equity Shares of Rs. 10/- (Ten) each to the following allottees at Rs. 50/- per share (including a premium of Rs. 40/- per share), in such manner and on such terms and conditions as prescribed under the applicable SEBI Regulations. The percentage that may be held by allottees in post-issued capital shall be as set out in 5 above. The identity of the allottees and their relations with the promoters are as under:

Sr. No.	Name of the proposed allottees	Relation, if any with the promoters or person in control of the Company	PAN No of the proposed allottees	Post Preferential (%) of the Proposed Allottees
1	Amar Narendra Gala HUF (Karta - Amar Gala)	Promoter Group	AAKHA9741G	0.31
2	Narendra Bhavanji Gala	Promoter Group	AABPG4101D	0.62
3	Narendra Bhavanji Gala HUF (Karta - Narendra Gala)	Promoter Group	AAGHN0072B	0.62
4	Mehul Narendra Gala	Promoter Group	AEIPG9525N	0.31
5	Mehul Narendra Gala HUF (Karta - Mehul Gala)	Promoter Group	AALHM5930N	0.31
6	Neha Mehul Gala	Promoter Group	AMVPG9542N	0.31
7	Bharat Thakarshi Mamaniam HUF (Karta - Bharat Mamaniam)	Promoter Group	AACHM7729J	0.31
8	Rekha Bharat Mamaniam	Promoter Group	AAEPM6338D	0.31
9	Neel Bharat Mamaniam	Promoter Group	CDDPM0598K	0.31
10	Shailesh Shah	Non-Promoter	AAFPS1630L	3.25
11	Shailesh Shah HUF (Karta - Shailesh Shah)	Non-Promoter	AAHHS0228K	3.12
12	Pallavi Shah	Non-Promoter	AABPV2788F	3.18
13	Shailvi Shah (Guardian Mr. Shailesh Shah)	Non-Promoter	GSCPS1839F	0.94
14	Dinesh Shah	Non-Promoter	AADPS8982L	3.12
15	Dinesh Shah HUF (Karta - Dinesh Shah)	Non-Promoter	AABHD1197C	2.31
16	Nutan Shah	Non-Promoter	AABPC1124E	3.12
17	Damji Shah HUF (Karta - Damji Shah)	Non-Promoter	AAAH9755R	1.56
18	Harish Shah	Non-Promoter	AADPS8981K	3.56
19	Harish Shah HUF (Karta - Harish Shah)	Non-Promoter	AAGHS8494G	3.12

20	Lalit Shah	Non-Promoter	AADPS8978C	3.18
21	Lalit Shah HUF (Karta - Lalit Shah)	Non-Promoter	AAGHS8492A	3.12
22	Bhadra Shah	Non-Promoter	AADPS8979D	3.12
23	Hiten Shah	Non-Promoter	ANTPS4226Q	3.56
24	Hiten Shah HUF (Karta - Hiten Shah)	Non-Promoter	AAMHS3912D	2.31
25	Payal Shah	Non-Promoter	AWPPS2424P	2.31
26	Anil Shah	Non-Promoter	ANCPS3404R	3.12
27	Anil Shah HUF (Karta - Anil Shah)	Non-Promoter	AAHHA8838D	2.31
28	Ashwin Patel	Non-Promoter	AABPP4017F	1.44

**In the above list of allottees there are person/s belonging to a group, the details of the same is given below:**

Sr. No.	Name of the proposed allottees	Person Acting in Concert (PAC)
1.	Shailesh Shah	Group 1
2.	Shailesh Shah HUF (Karta - Shailesh Shah)	
3.	Pallavi Shah	
4.	Shailvi Shah	
5.	Dinesh Shah	
6.	Dinesh Shah HUF (Karta - Dinesh Shah)	
7.	Nutan Shah	
8.	Damji Shah HUF (Karta - Damji Shah)	
9.	Harish Shah	Group 2
10.	Harish Shah HUF (Karta - Harish Shah)	
11.	Lalit Shah	
12.	Lalit Shah HUF (Karta - Lalit Shah)	
13.	Bhadra Shah	
14.	Hiten Shah	
15.	Hiten Shah HUF (Karta - Hiten Shah)	Group 3
16.	Payal Shah	
17.	Anil Shah	
18.	Anil Shah HUF (Karta - Anil Shah)	

The above mentioned groups of individual non – promoter investors are belonging to the category of person acting in concert (PAC) among the said individual group and they do not belong to any other group of individual stated above. The intention of the investors is merely to fetch a good return on their investment and not to acquire any control in the Company.

Further the PAC investors are aware about the provisions of SEBI (SAST) Regulation, 2011 with respect to acquisition of shares and voting rights.

We would also like to state that post allotment of shares, there will be no change in control / management of the Company.

The Auditor's certificate, as required as per SEBI (ICDR) Regulation 2009 will be made available for inspection at the Registered Office of the Company between 10 a.m. and 5 p.m. on any working day upto the date of Annual General Meeting. The Auditor's Certificate will also be displayed on the website of the Company (i.e. [www.enbeetrade.com](http://www.enbeetrade.com)).

## 7. Disclosure of Ultimate Beneficial Owner

Sr. No.	NAME OF THE HUF	BENEFICIAL OWNER	NO. OF SHARES PROPOSED TO BE ALLOTTED
1.	Amar N. Gala HUF	<b>Karta:</b> Amar N. Gala <b>Co-parceners:</b> Samta Gala	5000
2.	Narendra B. Gala HUF	<b>Karta:</b> Narendra B. Gala <b>Co-parceners:</b> Mrs. Bharathi Gala Mr. Mehul Gala Mr. Amar N. Gala	10000
3.	Mehul N. Gala HUF	<b>Karta:</b> Mehul N. Gala <b>Co-parceners:</b>	5000

		Mrs. Neha Gala	
4.	Bharat T. Mamanian HUF	<b>Karta:</b> Bharat T. Mamanian <b>Co-parceners:</b> Mrs. Rekha Mamanian Mr. Neel Mamanian	5000
5.	Shailesh Shah HUF	<b>Karta:</b> Shailesh Shah <b>Co-parceners:</b> Mrs. Pallavi Shah	20,000
6.	Dinesh Shah HUF	<b>Karta:</b> Dinesh Shah <b>Co-parceners:</b> Mrs. Nutan Shah	15,000
7.	Damji Shah HUF	<b>Karta:</b> Damji Shah <b>Co-parceners:</b> Mr. Shailesh Shah Mr. Dinesh Shah	10,000
8.	Chirag Gala HUF	<b>Karta:</b> Chirag Gala <b>Co-parceners:</b> Mrs. Hiral Gala	5,000
9.	Jaykant Savla HUF	<b>Karta:</b> Jaykant Savla <b>Co-parceners:</b> Mrs. Meena Savla	5,000
10.	Hiren Gangar HUF	<b>Karta:</b> Hiren Gangar <b>Co-parceners:</b> Mrs. Hasti Gangar	5,000
11.	Jayesh Lapsia HUF	<b>Karta:</b> Jayesh Lapsia <b>Co-parceners:</b> Mrs. Heena Lapsia	5,000
12.	Ramnislal Lapsia HUF	<b>Karta:</b> Ramnislal Lapsia <b>Co-parceners:</b> Mrs. Maniben Lapsia Mr. Jayesh Lapsia	5,000
13.	Shailvi Shah	Guardian: Mr. Shailesh Shah (father of Shailvi Shah)	15,000
14.	Harish Shah HUF	<b>Karta:</b> Harish Shah <b>Co-parceners:</b> Mrs. Tunika Shah	20,000
15.	Lalit Shah HUF	<b>Karta:</b> Lalit Shah <b>Co-parceners:</b> Mrs. Bhadra Shah Mrs. Siddhi Shah	20,000
16.	Hasmukh Gala HUF	<b>Karta:</b> Hasmukh Gala <b>Co-parceners:</b> Mr. Chandan Gala Mr. Bhavesh Gala Mr. Sachin Gala	5,000
17.	Hiten Shah HUF	<b>Karta:</b> Hiten Shah <b>Co-parceners:</b> Mrs. Payal Shah	25,000
18.	Anil Shah HUF	<b>Karta:</b> Anil Shah	15,000

		<b>Co-parceners:</b> Mrs. Bharti Shah Mr. Hiten Shah	
19.	Shamji L. Savla HUF	<b>Karta:</b> Shamji L. Savla <b>Co-parceners:</b> Mrs. Javerben Savla Mr. Kishor Savla Mr. Atul Shah	10,000
20.	Kishor Savla HUF	<b>Karta:</b> Kishor Savla <b>Co-parceners:</b> Mrs. Preeti Savla	10,000
21.	Deepak Savla HUF	<b>Karta:</b> Deepak Savla <b>Co-parceners:</b> Mrs. Neeta Gala	5,000

**8. Approvals:** The Company is taking necessary steps to obtain the required approval from the Stock Exchange, SEBI or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.

**9. Undertaking of the Issuer:** The Company undertakes that:

- 1) It shall re-compute the price of the specified securities in terms of the provisions of SEBI (ICDR) Regulations where it is required to do so under the provisions of SEBI (ICDR) Regulations;
- 2) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

**10. SEBI Takeover code:** In terms of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the subscribers are not required to and do not intend to make an open offer and required to comply with the formalities related to an open offer for the preferential allotment.

**11. Lock-in-period shares:** Total securities being allotted to promoter and promoter group and other persons shall be subject to lock-in as per SEBI (ICDR) Regulations, 2009.

**12. Auditors Certificate:** Auditor's Certificate confirming that the proposed issue of Equity Shares are in accordance with the SEBI (ICDR) Regulation, will be available for inspection during the working hours upto the date of the AGM.

**13. Approval under the Companies Act, 2013:** Pursuant to the provisions of Section 42, 62 of the Companies Act, 2013, any offer or issue of shares in a Company other than on a pro-rata basis to the existing holders of the equity shares of a company requires prior approval of the shareholders in a general meeting by way of a Special Resolution. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all Securities for subscription on a pro-rata basis to the Shareholders unless the Shareholders in a general meeting decide otherwise.

The Board of Directors recommends the passing of this resolution as Special Resolution as set in item No.5 of the Notice.

Mr. Amar N. Gala, Chairman and Managing Director & Mrs. Samta Gala, Executive Director of the Company, including their relatives may be deemed to be interested in the resolutions to the extent the shares are proposed to be allotted to their relatives in which they have control. Except the said Directors, none of the other Directors are concerned or interested in the above said resolution, however they may be deemed to be concerned to the extent of change in the percentage of their voting rights in the post equity shareholding in the Company, if any

**Date: : August 18, 2016**

**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 31<sup>st</sup> Annual Report and the audited financial statement for the financial year ended March 31, 2016.

### **HIGHLIGHTS OF FINANCIAL RESULTS**

The Company's financial performance, for the year ended March 31, 2016 is summarised below:

Particulars	2015-2016 (Rs.)	2014-2015 (Rs.)
Net Revenue from Operations	4,294,280	2,133,368
Other Income	Nil	7,008,614
Total Revenue	4,294,280	91,41,982
Total Expenses	43,70,703	15,19,252
Profit before tax	(76,423)	7,622,730
Profit after tax	7,50,049	6,112,684
Amount Transferred to Reserves	239000	1,223,000

### **REVIEW OF OPERATIONS AND FUTURE PROSPECTS:**

The Company being a registered NBFC has during the financial year under review has generated revenue of Rs. 42.94 lacs (previous year Rs. 21.33 lacs) from its operational activity, resulting in net profit of Rs. 7.50 lacs (previous year Rs. 61.12 lacs). During the previous year there has been a sale of investment of the Company resulting in increase in other income aggregating to Rs. 70.08 lacs. However, in the current year under review there has been no income from other sources. The Company is presently focusing in its NBFC activities, and the same is reflecting from the income from operating 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	2015-2016	2014-2015
Interest on Loans Given	4,294,280	2,133,368
Profit on sale of investments'	-	7,008,614

### **TRANSFER TO RESERVES:**

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

### **DIVIDEND**

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

### **OPEN OFFER OF EQUITY SHARES**

Your Directors have pleasure to inform you that during the period under review, Mr. Amar Gala (Acquirer) executed Share Purchase Agreement dated January 22, 2015 with the erstwhile Promoter Shareholders for purchase of Shares of the Company and complied with the formalities of the open offer process as per the SEBI (SAST) Regulations, 2011. The declassification of Promoters took place and the acquirer purchased the 58,200 Equity Shares of the Company at a price of Rs. 5/- per Equity Share in Regulations 22(2) and 22(2A) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers), Regulations, 2011, as amended, ("Takeover Regulations").

During the year under review, the Company on June 4, 2015 has issued and allotted 120,050 Equity Shares of Rs. 10/- each at Rs. 50/- each for which the Company has received the In-Principal, Listing and Trading approval from the Stock Exchange where the securities of the Company are listed.

Further, during the year, the Company had come up with the Preferential Offer of 7,00,000 Equity Shares of the Company to Promoter, Promoter Group and Non-Promoter Investors (Persons Acting in Concert), by way of Postal Ballot notice dated,



results for which were declared on March 12, 2016. On receipt of In-principal Approval from BSE Limited dated March 30, 2016, The Company has made an allotment on March 31, 2016, of 690,000 Equity Shares at Rs.50/- in compliance with the relevant rules and regulation in force. In this context, the management is in the process of getting listing and trading approval for the aforementioned securities from the stock exchange.

## **DIRECTORS**

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, Mr. Amar N. Gala, Chairman and Managing Director will retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment in accordance with the provisions of the Companies Act, 2013.

The following Board of Directors of the Company resigned during the year under review:

NAME OF DIRECTOR	DIN	Date of Resignation
Rohit Chheda	06647075	06.04.2016

Upon consummation of the open offer, Mr. Amar Gala has taken over the management control of the Company and have being appointed as Chairman & Managing Director of the Company w.e.f. July 7, 2015.

## **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 is 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.

The management of the Company is in the process of getting listing and trading approval for the 6,90,000 Equity Shares issued on March 31, 2016.

## **SHIFTING OF REGISTERED OFFICE OF THE COMPANY**

Pursuant to the completion of the open offer formalities, the Management of the Company has changed and the current location of the entire management is situated in Mumbai, Maharashtra. Keeping in mind the better administration and reduced administrative costs of the Company, the Directors of the Company have decided to shift its operations fully to its administrative office also it would be more effective to expand Company's current business as well as develop other related business at State of Maharashtra, Mumbai i.e. to shift the registered office of the Company from Imambada Road, Nagpur - 440018 to B4 / C5 God's Gift CHS Ltd, N M Joshi Marg, Lower Parel, Mumbai 400013 (i.e. outside the local limits), but within the jurisdiction of the same Registrar of Companies, Mumbai w.e.f March 12, 2016..

## **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 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.

## **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, 2016, 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, 2016 and of the profit of the Company for the year ended on that date;
- (iii) That they have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the annual accounts have been prepared on a going concern basis.
- (v) That internal financial controls followed by the Company are adequate and were operating effectively
- (vi) That the systems to ensure compliance with the provisions of all applicable laws were adequate and operating effectively

## **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 Secretary at the registered office of the Company.

**RE-APPOINTMENT OF THE STATUTORY AUDITORS**

At the forthcoming Annual General Meeting, M/s. Ambavat Jain & Associates LLP, Chartered Accountants who are the Statutory Auditors of the Company, have been appointed by the shareholders of the Company to hold office upto the conclusion of the AGM for the Financial Year 2019-2020 (subject to ratification by the shareholders at every AGM). The Company has received certificate and confirming that their re-appointment from this AGM to 34<sup>th</sup> AGM of the Company, if made at the ensuing Annual General Meeting of the Company will be in accordance with the provisions of the Companies Act, 2013 and as per the term prescribed under the said act.

**FIXED DEPOSITS**

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

**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 made transactions and are within the limit 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 14(Fourteen) times during the financial year. 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, 2016, are given below:

Name of the Directors	DIN	Designation / category	*No. of Directorship in Boards of other Co.	Committee Membership in all Companies	Chairmanship in committees where they are members
Amar N. Gala	00235850	Chairman & Managing Director	NIL	NIL	NIL
Arvind J. Gala	06647075	Non-Executive Director	3	NIL	NIL
Rohit Chheda*	06893880	Non-Executive Director	1	NIL	NIL
Nishith Pandit	06942623	Non-Executive Director	NIL	NIL	NIL
Jayesh Patel	07138965	Non-Executive Director	NIL	NIL	NIL
Samta Gala	07138965	Executive Director	NIL	NIL	NIL

\* Resigned from the Directorship on 06.04.2016

#### **Details of Shareholdings of Directors as on March, 2016**

The number of equity shares of face value Re. 10 each of the Company held by the Directors on March 31, 2016 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	27.02
Samta A. Gala	Whole Time Director	50,000	4.73

#### **BOARD MEETINGS AND ATTENDANCE**

The dates on which the said meetings were held are 14 times on

17.04.2015	26.05.2015	04.06.2015	07.07.2015	21.07.2015	29.07.2015	14.08.2015	01.09.2015	12.09.2015
14.11.2015	04.02.2016	09.02.2016	13.02.2016	31.03.2016	-	-	-	-

The gap between any two meetings has been less than four months. The maximum interval between any two Board Meetings was not more than 4 months.

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

Name of director	No. of meetings held	No. of meetings Attended	Last AGM Attended
Amar N. Gala	14	10	Yes
Arvind J. Gala	14	12	No
Rohit P. Chheda*	14	13	No
Nishith K. Pandit	14	12	Yes
Jayesh G. Patel	14	14	Yes
Samta A. Gala	14	14	No

\* Resigned from the Directorship on 06.04.2016

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, 2016 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**

Mr. Amit R. Dadheech, Company Secretaries, was appointed as Secretarial Auditors of the Company for the financial year 2015-16 Pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by them in the prescribed form MR- 3 is attached as Annexure 'B' and forms part of this report.

The Secretarial Auditor have reported that the Company have not appointed Chief Financial Officer and Internal Auditor of the Company. The Board hereby wishes to clarify that as the Company is in its expansion stage and have started its business operations of Post Acquisition of the Company. The overall Business Structure is at a very micro level. However in order to comply with the provision of the Companies Act 2013 the Management is taking necessary steps to finalize a suitable candidate for the Position of the Chief Financial Officer and Internal Auditor.

#### **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](http://www.enbeetrade.com) under investors/policy documents/Vigil Mechanism Policy link.

#### **MANAGEMENT DISCUSSION AND ANALYSIS**

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

## **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: : August 18, 2016  
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, 2016 [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 of the Company	: Public Listed Company
v)	Address of the Registered office and contact details	: B4 / C5 Gods Gift CHS Ltd, N M Joshi Marg, Lower Parel, Mumbai 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	Business of trading, dealing in vehicles parts and accessories of vehicles	50300	42
2	Business of Financing or Lending to Builders and their persons on securities	65999	58

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

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

#### IV. SHAREHOLDING PATTERN

(Equity Share Capital Breakup as Percentage of Total Equity)

ENBEE TRADE AND FINANCE LTD - Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	0	58200	58200	23.76	185166	100000	285166	27.03	3.27
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	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) Any other									
f-1) DIRECTORS RELATIVES	0	0	0	0.00	0	45000	45000	4.27	4.27
f-2) DIRECTORS	0	0	0	0.00	0	50000	50000	4.74	4.74
<b>Total Shareholding of promoter (A)</b>	<b>0</b>	<b>58200</b>	<b>58200</b>	<b>23.76</b>	<b>185166</b>	<b>195000</b>	<b>380166</b>	<b>36.03</b>	<b>12.28</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
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(s)	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) FIs	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) Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>(2) Non - Institutions</b>									
a) Bodies Corp.									
i) Indian	0	165000	165000	67.35	1	144500	144501	13.70	-53.65
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	13150	8650	21800	8.90	14225	165150	179375	17.00	8.10
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	0	0	0	0.00	0	351000	351000	33.27	33.27
c) Others (Specify)									
c-1) CLEARING MEMBER	0	0	0	0.00	8	0	8	0.00	0.00
<b>Sub-total (B)(2)</b>	<b>13150</b>	<b>173650</b>	<b>186800</b>	<b>76.24</b>	<b>14234</b>	<b>660650</b>	<b>674884</b>	<b>63.97</b>	<b>-12.28</b>
<b>Total Public Shareholding(B)= (B)(1)+(B)(2)</b>	<b>13150</b>	<b>173650</b>	<b>186800</b>	<b>76.24</b>	<b>14234</b>	<b>660650</b>	<b>674884</b>	<b>63.97</b>	<b>-12.28</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs.</b>									



V. **Shareholding of Promoters**

Sl 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 / encumber	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumber	
1	Smt. Gayatri Bajaj	3000	1.22	0.00	0	0.00	0.00	-1.22
2	Master Lav Bajaj	4950	2.02	0.00	0	0.00	0.00	-2.02
3	Aishwarya Bajaj	4000	1.63	0.00	0	0.00	0.00	-1.63
4	Shri Rohit Bajaj	4000	1.63	0.00	0	0.00	0.00	-1.63
5	Shakuntala Devi Bajaj	100	0.04	0.00	0	0.00	0.00	-0.04
6	Shri Gangabisan Bajaj	3000	1.22	0.00	0	0.00	0.00	-1.22
7	Shri Vinod Kumar Bajaj	100	0.04	0.00	0	0.00	0.00	-0.04
8	Shri Sunil Bajaj	7000	2.86	0.00	0	0.00	0.00	-2.86
9	Shri Ashish Bajaj	5500	2.24	0.00	0	0.00	0.00	-2.24
10	Master Varun Bajaj	4450	1.82	0.00	0	0.00	0.00	-1.82
11	Master Kush Bajaj	4950	2.02	0.00	0	0.00	0.00	-2.02
12	Smt. Kumkum Bajaj	4000	1.63	0.00	0	0.00	0.00	-1.63
13	Smt. Bina Bajaj	4000	1.63	0.00	0	0.00	0.00	-1.63
14	Lav Bajaj	100	0.04	0.00	0	0.00	0.00	-0.04
15	Master Vedant Bajaj	4950	2.02	0.00	0	0.00	0.00	-2.02
16	Shri Hargovind Bajaj	100	0.04	0.00	0	0.00	0.00	-0.04
17	Smt. Shakuntala Bajaj	4000	1.63	0.00	0	0.00	0.00	-1.63
18	Amar Narendra Gala	0	0.00	0.00	285166	27.03	0.00	27.03
19	Samta Gala	0	0.00	0.00	50000	4.74	0.00	4.74
20	Bharat N Gala	0	0.00	0.00	20000	1.90	0.00	1.90
21	Bharat T Mamania	0	0.00	0.00	25000	2.37	0.00	2.37
	<b>TOTAL</b>	<b>58200</b>	<b>23.76</b>	<b>0.00</b>	<b>380166</b>	<b>36.03</b>	<b>0.00</b>	<b>12.28</b>

Change in Promoters' Shareholding ( please specify, if there is no change)	Name of Promoter's						

SI No.				No.of Shares held at the beginning of the year		Cumulative Shareholding during the year	
			As On Date	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		4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Share holding during the year		04/06/2015	120050	32.89	120050	32.89
			07/07/2015	58200	15.94	178250	48.83
			01/01/2016	6916	1.89	185166	50.72
	At the End of the year		31/03/2016	100000	9.48	285166	27.03
2	At the beginning of the year		4/1/2015	4000	1.63	4000	1.63
	Date wise Increase / Decrease in Promoters Share holding during the year		10/07/2015	-4000	1.10	0	0.00
	At the End of the year		31/03/2016	0	0.00	0	0.00
6	At the beginning of the year		4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2016	20000	1.90	20000	1.90
7	At the beginning of the year		4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2016	25000	2.37	25000	2.37
8	At the beginning of the year		4/1/2015	100	0.04	100	0.04

	Date wise Increase / Decrease in Promoters Share holding during the year		10/07/2015	-100	0.03	0	0.00
	At the End of the year		31/03/2016	0	0.00	0	0.00
9	At the beginning of the year		4/1/2015	4950	2.02	4950	2.02
	Date wise Increase / Decrease in Promoters Share holding during the year		10/07/2015	-4950	1.36	0	0.00
	At the End of the year		31/03/2016	0	0.00	0	0.00
10	At the beginning of the year		4/1/2015	4950	2.02	4950	2.02
	Date wise Increase / Decrease in Promoters Share holding during the year		10/07/2015	-4950	1.36	0	0.00
	At the End of the year		31/03/2016	0	0.00	0	0.00
11	At the beginning of the year		4/1/2015	4450	1.82	4450	1.82
	Date wise Increase / Decrease in Promoters Share holding during the year		10/07/2015	-4450	1.22	0	0.00
	At the End of the year		31/03/2016	0	0.00	0	0.00
12	At the beginning of the year		4/1/2015	4950	2.02	4950	2.02
	Date wise Increase / Decrease in Promoters Share holding during the year		10/07/2015	-4950	1.36	0	0.00
	At the End of the year		31/03/2016	0	0.00	0	0.00
13	At the beginning of the year		4/1/2015	0	0.00	0	0.00

	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2016	50000	4.74	50000	4.74
14	At the beginning of the year		4/1/2015	100	0.04	100	0.04
	Date wise Increase / Decrease in Promoters Share holding during the year		10/07/2015	-100	0.03	0	0.00
	At the End of the year		31/03/2016	0	0.00	0	0.00
15	At the beginning of the year		4/1/2015	5500	2.24	5500	2.24
	Date wise Increase / Decrease in Promoters Share holding during the year		10/07/2015	-5500	1.51	0	0.00
	At the End of the year		31/03/2016	0	0.00	0	0.00
16	At the beginning of the year		4/1/2015	3000	1.22	3000	1.22
	Date wise Increase / Decrease in Promoters Share holding during the year		10/07/2015	-3000	0.82	0	0.00
	At the End of the year		31/03/2016	0	0.00	0	0.00
17	At the beginning of the year		4/1/2015	100	0.04	100	0.04
	Date wise Increase / Decrease in Promoters Share holding during the year		10/07/2015	-100	0.03	0	0.00
	At the End of the year		31/03/2016	0	0.00	0	0.00
18	At the beginning of the year		4/1/2015	4000	1.63	4000	1.63

	Date wise Increase / Decrease in Promoters Share holding during the year		10/07/2015	-4000	1.10	0	0.00
	At the End of the year		31/03/2016	0	0.00	0	0.00
19	At the beginning of the year		4/1/2015	7000	2.86	7000	2.86
	Date wise Increase / Decrease in Promoters Share holding during the year		10/07/2015	-7000	1.92	0	0.00
	At the End of the year		31/03/2016	0	0.00	0	0.00
20	At the beginning of the year		4/1/2015	100	0.04	100	0.04
	Date wise Increase / Decrease in Promoters Share holding during the year		10/07/2015	-100	0.03	0	0.00
	At the End of the year		31/03/2016	0	0.00	0	0.00
21	At the beginning of the year		4/1/2015	4000	1.63	4000	1.63
	Date wise Increase / Decrease in Promoters Share holding during the year		10/07/2015	-4000	1.10	0	0.00
	At the End of the year		31/03/2016	0	0.00	0	0.00
22	At the beginning of the year		4/1/2015	3000	1.22	3000	1.22
	Date wise Increase / Decrease in Promoters Share holding during the year		10/07/2015	-3000	0.82	0	0.00
	At the End of the year		31/03/2016	0	0.00	0	0.00
23	At the beginning of the year		4/1/2015	4000	1.63	4000	1.63

	Date wise Increase / Decrease in Promoters Share holding during the year		10/07/2015	-4000	1.10	0	0.00
	At the End of the year		31/03/2016	0	0.00	0	0.00
24	At the beginning of the year		4/1/2015	4000	1.63	4000	1.63
	Date wise Increase / Decrease in Promoters Share holding during the year		10/07/2015	-4000	1.10	0	0.00
	At the End of the year		31/03/2016	0	0.00	0	0.00

Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):							
SI No.	For Each of the Top 10 Shareholders		No. of Shares held at the beginning of the year	Cumulative Shareholding during the year			
	Name of Shareholder's	As On Date	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	ENBEE TRADE AND FINANCE-OPEN OFFER- OPE	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year	18/12/2015	6916	1.89	6916	1.89	
		01/01/2016	-6916	1.89	0	0.00	
	At the End of the year	31/03/2016	0	0.00	0	0.00	

<b>2</b>	<b>At the beginning of the year</b>	<b>BP EQUITIES PRIVATE LIMITED</b>	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		17/09/2015	880	0.24	880	0.24
			18/09/2015	-880	0.24	0	0.00
			30/09/2015	2050	0.56	2050	0.56
			01/10/2015	-2050	0.56	0	0.00
	<b>At the End of the year</b>		31/03/2016	0	0.00	0	0.00
<b>3</b>	<b>At the beginning of the year</b>	<b>JAYESH RAMNIKLAL LAPSIA</b>	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		31/07/2015	100	0.03	100	0.03
			12/02/2016	3800	1.04	3900	1.07
	<b>At the End of the year</b>		31/03/2016	0	0.00	3900	0.37
<b>4</b>	<b>At the beginning of the year</b>	<b>KHUSHAL PREMJI GANGAR</b>	4/1/2015	2300	0.94	2300	0.94
	Date wise Increase / Decrease in Share holding during the year		18/12/2015	-2300	0.63	0	0.00



	<b>At the End of the year</b>		31/03/ 2016	0	0.00	0	0.00
5	<b>At the beginni ng of the year</b>	<b>SHAH SHAILESH DAMJI</b>	4/1/20 15	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		09/10/ 2015	2051	0.56	2051	0.56
	<b>At the End of the year</b>		31/03/ 2016	0	0.00	2051	0.19
6	<b>At the beginni ng of the year</b>	<b>HEENA JAYESH LAPASIA</b>	4/1/20 15	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		12/02/ 2016	4000	1.10	4000	1.10
	<b>At the End of the year</b>		31/03/ 2016	0	0.00	4000	0.38
7	<b>At the beginni ng of the year</b>	<b>BHAVESH HASMUKH GALA</b>	4/1/20 15	2400	0.98	2400	0.98
	Date wise Increase / Decrease in Share holding during the year		17/09/ 2015	-80	0.02	2320	0.64
			30/09/ 2015	- 1350	0.37	970	0.27
			18/12/ 2015	-970	0.27	0	0.00
	<b>At the End of the year</b>		31/03/ 2016	0	0.00	0	0.00

8	At the beginning of the year	ANIL SHAH	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2016	20000	1.90	20000	1.90
9	At the beginning of the year	HIREN KHUSHAL GANGAR	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		18/12/2015	2300	0.63	2300	0.63
	At the End of the year		31/03/2016	0	0.00	2300	0.22
10	At the beginning of the year	DEEPA MANISH GADA	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		19/02/2016	11000	3.01	11000	3.01
	At the End of the year		31/03/2016	0	0.00	11000	1.04
11	At the beginning of the year	BAJAJ CHEMO-PLAST (INDIA)LTD	4/1/2015	11000	4.49	11000	4.49

	Date wise Increase / Decrease in Share holding during the year		19/02/2016	- 11000	3.01	0	0.00
	At the End of the year		31/03/2016	0	0.00	0	0.00
12	At the beginning of the year	BAJAJ GLOBAL LIMITED	4/1/2015	9500	3.88	9500	3.88
	Date wise Increase / Decrease in Share holding during the year		25/03/2016	- 9500	2.60	0	0.00
	At the End of the year		31/03/2016	0	0.00	0	0.00
13	At the beginning of the year	BAJAJ TRADE DEVELOPMENTS LTD	4/1/2015	21000	8.57	21000	8.57
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2016	0	0.00	21000	1.99
14	At the beginning of the year	BHADRA SHAH	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		

	<b>At the End of the year</b>		31/03/ 2016	2000 0	1.90	2000 0	1.90
15	<b>At the beginni ng of the year</b>	<b>DINESH SHAH</b>	4/1/20 15	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year			<b>NIL</b>	<b>NIL</b>		
	<b>At the End of the year</b>		31/03/ 2016	2000 0	1.90	2000 0	1.90
16	<b>At the beginni ng of the year</b>	<b>DIYA MAYUR SHAH</b>	4/1/20 15	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		25/03/ 2016	9500	2.60	9500	2.60
	<b>At the End of the year</b>		31/03/ 2016	0	0.00	9500	0.90
17	<b>At the beginni ng of the year</b>	<b>HARISH SHAH</b>	4/1/20 15	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year			<b>NIL</b>	<b>NIL</b>		
	<b>At the End of the year</b>		31/03/ 2016	2500 0	2.37	2500 0	2.37
18	<b>At the beginni ng of</b>	<b>HARISH SHAH HUF</b>	4/1/20 15	0	0.00	0	0.00

	<b>the year</b>						
	Date wise Increase / Decrease in Share holding during the year			<b>NIL</b>	<b>NIL</b>		
	<b>At the End of the year</b>		31/03/ 2016	2000 0	1.90	2000 0	1.90
<b>19</b>	<b>At the beginni ng of the year</b>	<b>HITEN SHAH</b>	4/1/20 15	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year			<b>NIL</b>	<b>NIL</b>		
	<b>At the End of the year</b>		31/03/ 2016	2500 0	2.37	2500 0	2.37
<b>20</b>	<b>At the beginni ng of the year</b>	<b>LALIT SHAH</b>	4/1/20 15	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year			<b>NIL</b>	<b>NIL</b>		
	<b>At the End of the year</b>		31/03/ 2016	2000 0	1.90	2000 0	1.90
<b>21</b>	<b>At the beginni ng of the year</b>	<b>M/S BAJAJ EXPORT PRIVATE LTD</b>	01/04/ 2015	5800 0	23.6 7	5800 0	23.67

	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	<b>At the End of the year</b>		31/03/2016	0	0.00	5800 0	5.50
22	<b>At the beginning of the year</b>	<b>MASTER MUKUND GOYAL</b>	4/1/2015	3800	1.55	3800	1.55
	Date wise Increase / Decrease in Share holding during the year		12/02/2016	- 3800	1.04	0	0.00
	<b>At the End of the year</b>		31/03/2016	0	0.00	0	0.00
23	<b>At the beginning of the year</b>	<b>MRS. SANGEETA GOYAL</b>	4/1/2015	4000	1.63	4000	1.63
	Date wise Increase / Decrease in Share holding during the year		12/02/2016	- 4000	1.10	0	0.00
	<b>At the End of the year</b>		31/03/2016	0	0.00	0	0.00
24	<b>At the beginning of the year</b>	<b>PROSPEROUS FINANCE SERV.LTD</b>	01/04/2015	1050 0	4.29	1050 0	4.29
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	<b>At the End of the year</b>		31/03/2016	0	0.00	1050 0	1.00
25	<b>At the</b>	<b>ROHIT POLYTEX PRIVATE LIMITED</b>	01/04/	5500	22.4	5500	22.45

	<b>beginning of the year</b>		2015	0	5	0	
	Date wise Increase / Decrease in Share holding during the year			<b>NIL</b>	<b>NIL</b>		
	<b>At the End of the year</b>		31/03/2016	0	0.00	55000	5.21

Shareholding of Directors and Key Managerial Personal							
Sl.No				Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		Name of Shareholder's	As On Date	No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL	NIL	NIL

#### 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
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	650000		650000
ii) Interest due but not paid	-	9873		9873
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	659873	-	659873
<b>Change in Indebtedness during the financial year</b>				
• Addition	-	-	-	-
• Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	650000		650000
ii) Interest due but not paid	-	10970		10970
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	660970	-	660970



# **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		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	600000	300000	-	-	900000
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	--	--
4.	Commission - as % of profit - others, specify...	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	Total (A)	600000	300000	--	-	900000
	Ceiling as per the Act	-	-	-	-	-

## *B. Remuneration to other directors:*

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

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	-	240,000	-	240,000
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-

4.	Commission - as % of profit - others, specify...	-	-	--	-
5.	Others, please specify	-	-	-	-
	<b>Total</b>	-	<b>240,000</b>	-	<b>240,000</b>

**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)
<b>COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Date: : August 18, 2016  
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 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 31<sup>st</sup> March, 2015**

**FORM NO. MR-3**

### SECRETARIAL AUDIT REPORT

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016**

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

To,  
The Members,  
Enbee Trade and Finance Limited  
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 31<sup>st</sup> March, 2016 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 31<sup>st</sup> March, 2016 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) The Listing Agreements entered into by the Company with Stock Exchange upto November 30, 2015 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (with effect from December 1<sup>st</sup>, 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. The Company is yet to appoint the Chief Financial Officer (CFO) during the period under review.
2. The Company is yet to appoint the Internal Auditor of the Company during the year under review.

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: 12<sup>th</sup> August, 2016**

**Place: Mumbai**

## **Annexure A**

To,  
The Members,  
Enbee Trade and Finance Limited  
B4 /C5, Gods 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: 12<sup>th</sup> August, 2016**

**Place: Mumbai**

**Form no. AOC-2**

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

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

Sr. No.	Particulars				
1.	Name(s) of the related party and nature of relationship:	Amarsun (Partnership firm)	Amarsun (Partnership firm)	Amar Gala (Key Managerial Personnel)	Samta Gala (Key Managerial Personnel)
2.	Nature of contracts/arrangements/transactions:	Interest Income	Loan given and repaid	Director Remuneration	Director Remuneration
3.	Duration of the contracts / arrangements/transactions:	Ongoing	Ongoing	Ongoing	Ongoing
4.	Salient terms of the contracts or arrangements or transactions including the value, if any	Quarterly payment	Closing Balance = Rs. 1.79 Crores	Monthly Salary of Rs. 50,000/-	Monthly Salary of Rs.25000/-
5.	Date(s) of approval by the Board, if any:	01.09.2014	01.09.2015	01.09.2015	01.09.2015
6.	Amount paid as advances, if any:	NIL	NIL	NIL	NIL

Date: August 18, 2016  
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

## **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**

<b>SR.NO.</b>	<b>IN THE ACCOUNTS OF</b>	<b>DISCLOSURES OF AMOUNTS AT THE YEAR END AND THE MAXIMUM AMOUNT OF LOANS/ ADVANCES/ INVESTMENTS OUTSTANDING DURING THE YEAR.</b>	<b>REMARKS</b>
1.	Holding Company	Loans and advances in the nature of loans to subsidiaries by name and amount. Loans and advances in the nature of loans to associates by name and amount. Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount.	<b>N.A.</b>
2.	Subsidiary	Loans and advances in the nature of loans to holding company by name and amount. Loans and advances in the nature of loans to associates by name and amount. Loans and advances in the nature of loans to	<b>N.A.</b>

		Firms / companies in which directors are interested by name and amount.	
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. 21.33 Lacs to Rs. 42.94 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.

### **Analysis of Financial Conditions and Results of Operations:**

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

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

### **Development on Human Resource Front:**

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

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

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

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

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

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



**Industrial Relations:**

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

**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: August 18, 2016

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

## INDEPENDENT AUDITOR'S REPORT

To the Members of

### ENBEE TRADE AND FINANCE LIMITED

#### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **ENBEE TRADE AND FINANCE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

#### 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.

#### Auditor's Responsibility

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

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

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

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

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

#### Opinion

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2016, and its profit and its cash flows for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order 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, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2016, from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"; and
- 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection
  - iv. 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's Registration No: 109681W

Sd/-

**Chirag Shah**

Partner

Membership No: 125997

Place: Mumbai

Date: 30th May, 2016

## INDEPENDENT AUDITOR'S REPORT

### **Annexure A to the Auditors' Report**

The Annexure referred to in Independent Auditors' Report to the members of the Enbee Trade & Finance Limited on the standalone financial statements for the year ended 31<sup>st</sup> March, 2016, we report that:

- i.
  - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
  - b. All fixed assets were physically verified by the management in the previous year in accordance with a planned programme of verifying them once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification
  - c. The Company does not have Fixed Assets as at the year end.
- ii. The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company.
- iii. The Company has granted loan to one entity covered in the register maintained under section 189 of the Companies Act, 2013 ("the Act").
  - a. In our opinion, the rate of interest and other terms and conditions on which the loan had been granted to the entity listed in the register maintained under section 189 of the Act were not, prima facie, prejudicial to the interest of the Company.
  - b. In the case of the loans granted to the entity listed in the register maintained under section 189 of the Act, the borrower have been regular in the payment of and interest as stipulated.
  - c. There are no overdue amounts in respect of the loan granted to the entity listed in the register maintained under section 189 of the Act
- iv. The Company is an NBFC. Hence, the provisions of Section 185 are not applicable to the Company. However, Section 186 is applicable and the Company has complied with the provisions of the same.
- v. The Company has not accepted any deposits from the public.
- vi. The Company is not liable to maintain Cost Records under Section 148(1) of the Companies Act, 2013.
- vii. Statutory dues:
  - a. According to the information and explanation given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of exercise.

According to the information and explanation given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31<sup>st</sup> March, 2016 for a period more than six months from the date they became payable.

- b. According to the information and explanations given to us and the records of the Company examined by us, there are no disputed dues in respect of Income tax, sales tax, duty of customs, duty of excise, service tax and value added tax were outstanding at the year end.
- viii. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable
- ix. The Company did not raise any money by way of initial public offer (including debt instrument) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- x. In our opinion and according to the information and explanation given to us, no fraud on or by the Company by its officers or employees has been noticed or reported during the course of our audit that causes the financial statements to be materially misstated.

- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the companies has made preferential allotment of share during the year under review and have complied with the provisions of section 42 of the Companies Act, 2013. Further the amounts raised have been used for the purposes for which the funds were raised.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non- cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xb) of the Order is not applicable.
- xvi. The Company is registered under Section 45-IA of the RBI Act, 1934
- xvii. and has received a Certificate of Registration from the Reserve Bank of India ('RBI') on 20<sup>th</sup> April, 1998 to commence/carry on the business of Non-Banking Financial Institution ('NBFC') without accepting public deposits.

**For Ambavat Jain & Associates LLP**

Chartered Accountants

Firm's Registration No: 109681W

Sd/-

**Chirag Shah**

Partner

Membership No: 125997

Place: Mumbai

Date: 30th May, 2016

**Annexure B to the Auditors' Report**

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

We have audited the internal financial controls over financial reporting of Enbee Trade and Finance Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

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

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance

about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

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

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

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

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

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

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In my/ our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **For Ambavat Jain & Associates LLP**

Chartered Accountants

Firm's Registration No: 109681W

Sd/-

**Chirag Shah**

Partner

Membership No: 125997

Place: Mumbai

Date: 30th May, 2016

**ENBEE TRADE AND FINANCE LIMITED****BALANCE SHEET AS AT 31ST MARCH, 2016**

Currency: INR

Particulars	Note No.	As at March 31, 2016	As at March 31, 2015
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**(A) EQUITY AND LIABILITIES****I Shareholders' funds**

(a) Share capital	3	10,550,500	2,450,000
(b) Reserves and surplus	4	52,292,292	19,156,242
		62,842,792	21,606,242

**II Current liabilities**

(a) Short-term borrowings	5	659,873	-
(b) Other current liabilities	6	316,107	21,663
(c) Short-term provisions	7	66,000	124,560
		1,041,980	146,223

<b>TOTAL</b>		<b>63,884,772</b>	<b>21,752,465</b>
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**(B) ASSETS****I Non-current assets**

(a) Fixed assets			
(i) Tangible assets	8	-	1,454,130
(b) Deferred tax assets (net)	9(d)	-	413
(c) Long-term loans and advances	10	1,295,240	-
		1,295,240	1,454,543

**II Current assets**

(a) Trade Receivables	11	959,088	-
(b) Cash and cash equivalents	12	34,835,552	276,089
(c) Short-term loans and advances	13	26,794,892	20,021,833
		62,589,532	20,297,922

<b>TOTAL</b>		<b>63,884,772</b>	<b>21,752,465</b>
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Significant accounting policies 2

The Notes to accounts  
referred to above form an  
integral part of Balance Sheet

As per our report of even date attached

**For Ambavat Jain &  
Associates LLP**  
Chartered  
Accountants  
Firm's Registration No.:  
109681W  
Sd/-

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

Sd/-

**Amar Gala**

Managing  
Director  
DIN: 07138963

Mumbai: 30th  
May, 2016

Sd/-

**Samta Gala**

Director  
DIN: 07138965

Mumbai: 30th May, 2016

Sd/-

**Darshni Lakhani**

Company Secretary

A.C.S: 37388

Mumbai: 30th May, 2016

Membership No. :  
125997  
Mumbai: 30th  
May, 2016

**ENBEE TRADE AND FINANCE LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016**

Currency: INR

Particulars	Note No.	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>I Revenue:</b>			
(a) Revenue from operations	14	4,294,280	2,133,368
(b) Other income	15	-	7,008,614
<b>Total Revenue</b>		4,294,280	9,141,982
<b>II Less: Expenses</b>			
Employee benefits expense	16	805,000	-
Finance costs	17	10,970	-
Other expenses	18	3,554,733	1,519,252
<b>Total Expenses</b>		4,370,703	1,519,252
<b>III Profit before tax (I-II)</b>		-76,423	7,622,730
<b>IV Less: Tax Expenses</b>			
(1) Current tax	9(a)	268,355	1,510,000
(2) Deferred tax	9(b)	413	46
(3) MAT Credit	9(c)	-1,095,240	-
		-826,472	1,510,046
<b>VII Profit for the period (III - IV)</b>		750,049	6,112,684
<b>VII Earnings per equity share:</b>	19		
<b>(Nominal Value of share Rs. 10/- each)</b>			
(1) Basic		2.17	24.95
(2) Diluted		2.17	24.95
Significant accounting policies	2		
The Notes to accounts referred to above form an integral part of Statement of Profit and Loss			

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: 30th May, 2016

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

**Enbee Trade and Finance Limited**

Sd/-

**Amar Gala**  
Managing Director

DIN: 07138963  
Mumbai: 30th May, 2016

Sd/-

**Darshni Lakhani**  
Company Secretary  
A.C.S: 37388

Mumbai: 30th May, 2016

Sd/-

**Samta Gala**  
Director

DIN: 07138965  
Mumbai: 30th May, 2016



**ENBEE TRADE AND FINANCE LIMITED**
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	Year Ended 31st March, 2016	Year Ended 31st March, 2015
<b>A Cash flow from operating activities</b>		
Net Profit before Taxation	(76,423)	7,622,730
<u>Adjustments for:</u>		
<b>Add / (Less)</b>		
Finance Cost	10,970	-
Loss on sale of Fixed Assets	1,252,630	-
<b>Operating Profit Before Working Capital Changes</b>	1,187,177	7,622,730
<u>Adjustments for:</u>		
(Increase)/ Decrease in Loans and Advances	(6,621,350)	(6,615,120)
(Increase)/ Decrease in Trade Receivables	(959,088)	-
Increase/ (Decrease) in Current Liabilities	294,444	-
Increase/ (Decrease) in Trade Payables	-	(22,838)
<b>Cash Generated from Operations</b>	(6,098,817)	984,772
Direct Taxes	(694,624)	(1,363,337)
<b>Net Cash from Operating Activities</b>	<b>(6,793,441)</b>	<b>(378,565)</b>
<b>B Cash Flow from Investing Activities:</b>		
Sale of Fixed Assets	201,500	632,955
<b>Net Cash Flow from Investing Activities (B)</b>	201,500	632,955
<b>C Cash Flow from Financial Activities:</b>		
Proceeds from issue of Share Capital	8,100,500	-
Securities Premium on Issued Share Capital	32,402,000	-
Unsecured Loans	659,873	-
Finance Cost paid	(10,970)	-
<b>Net Cash Flow from Financing Activities (C)</b>	41,151,403	-
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>34,559,462</b>	<b>254,390</b>
Opening Balance of Cash & Cash Equivalents	276,089	21,699
Closing Balance of Cash & Cash Equivalents	34,835,551	276,089
<b>Net Inflow</b>	<b>34,559,462</b>	<b>254,390</b>

Note:

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

**Chirag Shah**

Partner  
Membership No. : 125997

Mumbai: 30th May, 2016

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

Managing Director  
DIN: 07138963  
Mumbai: 30th May,  
2016

**Samta Gala**

Director  
DIN: 07138965  
Mumbai: 30th May,  
2016

**Darshni Lakhani**

Company Secretary

**ENBEE TRADE AND FINANCE LIMITED**  
**NOTES TO FINANCIAL STATEMENT**

**3 : SHARE CAPITAL**

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
<b>Authorised Capital</b>		
20,00,000 Equity Shares of Rs. 10 each	20,000,000	2,450,000
(Previous year 2,45,000 Shares of Rs. 10 each)		
	20,000,000	2,450,000
<b>Issued, Subscribed and Paid up Capital</b>		
10,55,050 Equity Shares of Rs. 10 each	10,550,500	2,450,000
(Previous Year 2,45,000 Shares of Rs.10 each, fully paid up)		
	<b>10,550,500</b>	<b>2,450,000</b>

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

<b>Equity Shares</b>	<b>As at March 31, 2016</b>		<b>As at March 31, 2015</b>	
	<b>Number</b>	<b>Rs.</b>	<b>Number</b>	<b>Rs.</b>
Shares outstanding at the beginning of the year	245,000	2,450,000	245,000	2,450,000
Shares Issued during the year	810,050	8,100,500	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	<b>1,055,050</b>	<b>10,550,500</b>	<b>245,000</b>	<b>2,450,000</b>

**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**

<b>Name of Shareholder</b>	<b>As at March 31, 2016</b>		<b>As at March 31, 2015</b>	
	<b>No. of Shares held</b>	<b>% of Holding</b>	<b>No. of Shares held</b>	<b>% of Holding</b>
Mr. Amar Narendra Gala	285,166	27.03%	-	-
M/s Bajaj Exports Private Limited	-	-	58,000	23.67%
M/s Rohit Polytex Limited	-	-	55,000	22.45%
M/s Bajaj Trade Development Limited	-	-	21,000	8.57%

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.

**ENBEE TRADE AND FINANCE LIMITED**  
**NOTES TO FINANCIAL STATEMENT**

**4: RESERVE AND SURPLUS**

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
<b><u>Statutory Reserve pursuant to Section 45-IC of the RBI Act, 1934</u></b>		
Balance at the beginning of the year	2,430,200	1,207,200
<u>Add:</u> Amount transferred from surplus in the Statement of Profit and Loss	239,000	1,223,000
<b>Closing Balance</b>	<b>2,669,200</b>	<b>2,430,200</b>
<b><u>Securities Premium Account</u></b>		
Balance at the beginning of the year	-	-
<u>Add:</u> Securities premium credited on Equity Share issue	32,402,000	-
<b>Closing Balance</b>	<b>32,402,000</b>	<b>-</b>
<b><u>Surplus in the statement of Profit and Loss</u></b>		
Balance at the beginning of the year	16,726,042	11,853,358
<u>Add:</u> Net Profit for the year	750,049	6,112,684
<u>Less:</u> Appropriations		
Contingent Provisions towards Standard Assets	(16,000)	(17,000)
Transfer to Statutory Reserve under Section 45-IC of the RBI Act, 1934	(239,000)	(1,223,000)
<b>Closing Balance</b>	<b>17,221,092</b>	<b>16,726,042</b>
	<b>52,292,292</b>	<b>19,156,242</b>

**5: SHORT TERM BORROWINGS**

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
<b><u>Other Loans and Advances</u></b>		
(a) Inter Corporate Loan	659,873	-
	<b>659,873</b>	<b>-</b>

**6: OTHER CURRENT LIABILITIES**

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
(a) Liability for Expenses	271,060	21,663
(b) Statutory dues	45,047	-
	<b>316,107</b>	<b>21,663</b>

**7: SHORT-TERM PROVISIONS**

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
(a) Contingent Provision against Standard Assets (Refer note 7.1)	66,000	50,000
(b) Provision for Income Tax (Net of Advance Tax and TDS )	-	74,560
	<b>66,000</b>	<b>124,560</b>

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

<b>9: TAXATION</b>		
<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
(a) Current Tax	450,000	1,510,000
Add/(Less): Tax adjustment in respect of earlier years	(181,645)	-
	<b>268,355</b>	<b>1,510,000</b>
(b) Deferred Tax Expense of Current year	<b>413</b>	<b>46</b>
(c) Mat Credit	<b>(1,095,240)</b>	-
(d) Deferred Tax Assets/(Liability) comprises of timing differences on account of Depreciation and amortization Net Deferred Tax Asset	-	<b>413</b>
<b>10: LONG TERM LOANS AND ADVANCES</b>		
<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
<b><u>Unsecured, considered good</u></b>		
(a) Security Deposit	200,000	-
(b) MAT Credit Entitlement	1,095,240	-
	<b>1,295,240</b>	-
<b>11: TRADE RECEIVABLES</b>		
<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
<b><u>Unsecured, considered good</u></b>		
Interest Receivable on Loans	959,088	-
	<b>959,088</b>	-
<b>12: CASH AND CASH EQUIVALENTS</b>		
<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
(a) Balances with banks In Current Account	34,623,766	275,803
(b) Cash on hand	211,785	286
	<b>34,835,551</b>	<b>276,089</b>
<b>13: SHORT-TERM LOANS AND ADVANCES</b>		
<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
<b><u>(a) Retail Loans</u></b>		
Unsecured, considered good		
To Related Party	17,900,000	-
To Others	8,500,000	20,000,000
<b><u>(b) Other Deposits &amp; Advances</u></b>		
Advance Payment of Taxes (Net of Provisions)	351,709	-
Others	43,183	21,833
	<b>26,794,892</b>	<b>20,021,833</b>

8: FIXED ASSETS :-

Currency : INR

Particulars	Gross Block				Depreciation and amortization				Net Block	
	As on 01.04.15	Additions for the Year	Deductions / Retirement	As on 31.03.16	Upto 01.04.15	For the year	Deductions / Retirement	Upto 31.03.16	As on 31.03.15	As on 31.03.16
Tangible Assets										
Computer	52,800	-	52,800	-	52,798	-	52,798	-	2	-
Furniture & Fixtures	8,145		8,145		8,145		8,145		-	-
Machinery	1,454,128	-	1,454,128	-	-	-	-	-	1,454,128	-
<b>Total</b>	<b>1,515,073</b>	<b>-</b>	<b>1,515,073</b>	<b>-</b>	<b>60,943</b>	<b>-</b>	<b>60,943</b>	<b>-</b>	<b>1,454,130</b>	<b>-</b>
<b>Previous Year</b>										
Tangible Assets	1,515,073	-	-	1,515,073	60,943	-	-	60,943	1,454,130	1,454,130

**ENBEE TRADE AND FINANCE LIMITED**  
**NOTES TO FINANCIAL STATEMENT**

**14: REVENUE FROM OPERATIONS**

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Interest Income on Loans	4,294,280	2,133,368
	<b>4,294,280</b>	<b>2,133,368</b>

**15: OTHER INCOME**

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Gain on Sale of Investments (Net)	-	7,008,614
	<b>-</b>	<b>7,008,614</b>

**16: EMPLOYEE BENEFITS EXPENSE**

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Salaries and Incentives	805,000	-
	<b>805,000</b>	<b>-</b>

**17: FINANCE COST**

<b>Particulars</b>	<b>For the year ended March 31, 2016</b>	<b>For the year ended March 31, 2015</b>
Interest Expenses	10,970	-
	<b>10,970</b>	<b>-</b>
<b>18: OTHER EXPENSES</b>		
<b>Particulars</b>	<b>For the year ended March 31, 2016</b>	<b>For the year ended March 31, 2015</b>
Auditors Remuneration		
- For Statutory Audit	115,000	19,663
- For Other Services	66,000	33,595
Bank Charges	151	-
Advertisement	400,580	33,609
General Expenses	32,614	19,679
Demat Charges	-	18,960
Electricity Expenses	6,880	-
Legal & Professional Fees	760,625	342,964
Rent Paid	300,000	900,000
Printing & Stationery	5,460	17,945
Rates & Taxes and License Fees	614,793	132,837
Loss on Sale of Fixed Assets	1,252,630	-
	<b>3,554,732.68</b>	<b>1,519,252</b>
<b>19: EARNINGS PER SHARE</b>		
<b>Particulars</b>	<b>For the year ended March 31, 2016</b>	<b>For the year ended March 31, 2015</b>
Net Profit After Tax (A)	750,049	6,112,684
Weighted Average Number of Equity Shares outstanding during the year (B)	345,615	245,000
Number of Dilutive Potential Equity Shares (C)	NIL	NIL
<b>Basic Earning Per Share (A/B)</b>	<b>2.17</b>	<b>24.95</b>
<b>Dilutive Earning Per Share (A/(B+C))</b>	<b>2.17</b>	<b>24.95</b>

20. 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.
21. Related parties disclosures:  
 Related parties and their relationship:

Category	Name of the Related Party
Key Management Personnel	Amar Narendra Gala- Director
	Samta Amar 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, 2016.
22. Based on the information available with the Company and has been relied upon by the auditors, none of the suppliers have confirmed to be registered under "The Micro, Small and Medium Enterprises Development ('MSMED') Act, 2006". Accordingly, no disclosures relating to amounts unpaid as at the period ended 31st March, 2016 together with interest paid/ payable is required to be furnished.
23. At the year end, the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
24. There are no contingent liabilities.
25. The Company had allotted 1,20,050 equity share of Rs. 10/- each at the premium of Rs. 40/- each on 5<sup>th</sup> June, 2015 and 6,90,000 equity shares of the Company of Rs. 10/- each, at the premium of Rs. 40/- each on 31<sup>st</sup> March, 2016 Preferential Allotment basis. The said funds aggregating to Rs. 4,05,02,500/- received pursuant to the aforesaid allotment have been utilised as on March 31, 2016.
26. 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
27. Figures have been rounded off to the nearest rupees.
28. 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: 30th May, 2016

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

**Enbee Trade and Finance Limited**

Sd/-

sd/-

**Amar Gala**

Managing Director

DIN: 07138963

Mumbai: 30th May, 2016

**Samta Gala**

Director

DIN: 07138965

Mumbai: 30th May, 2016

**Annexure 1 of the Note No. 21 to the Notes to the Financial Statements for the year ended March 31, 2016**

**A. Transactions with Related parties for the year ended 31<sup>st</sup> March, 2016.**

<b>Nature of Transactions</b>	<b>Amar Gala</b>	<b>Samta Gala</b>	<b>Amarsun</b>
Director's Remuneration	4,50,000 (-)	1,75,000 (-)	- (-)
Rent paid	3,00,000 (-)	- (-)	- (-)
Interest Income	- (-)	- (-)	34,45,444 (-)
Security Deposit Given	2,00,000 (-)	- (-)	- (-)
Loan Given	- (-)		2,00,00,000 (-)
Loan Repayment Received	- (-)		21,00,000 (-)

*Amount in brackets represents last year's numbers.*

**B. Balances with Related parties as on 31<sup>st</sup> March, 2016.**

**C.**

<b>Nature of Transactions</b>	<b>Amar Gala</b>	<b>Amarsun</b>
Security Deposit Given	2,00,000 (-)	- (-)
Loan Given	- (-)	1,79,00,000 (-)

*Amount in brackets represents last year's numbers.*

**Annexure 2 of the Note No. 26 to the Notes to the Financial Statements for the year ended March 31, 2016**

**A. Asset Classification**

**B.**

<b>Particulars</b>	<b>Amount in Rupees</b>
(i) Standard assets;	2,64,00,000
(ii) Sub-standard assets;	-
(iii) Doubtful assets; and	-
(iv) Loss assets	-

**C. 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
	<b>Liabilities side :</b>		
(1)	<b>Loans and advances availed by the non- banking financial company inclusive of interest accrued thereon but not paid:</b>  (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	- - - - 6.60 - -	- - - - - - -

(Rupees in Lakhs)

(2)	<b>Assets side :</b>	<b>Amount outstanding</b>
	<b>Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :</b>  (a) Secured (b) Unsecured *	- 281

\* Total of short and long term loans and advances

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

(4)	<b>Break-up of Investments :</b>	
-----	----------------------------------	--

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

<b>(5) Borrower group-wise classification of assets financed as in (2) and (3) above: Please see Note 2 below:</b>			
<b>(Rupees in Lakhs)</b>			
<b>Category</b>	<b>Secured</b>	<b>Amount net of Provision Unsecured</b>	<b>Total</b>
1. Related Parties **			
(a) Subsidiaries	-	-	-
(b) Companies in the same Group	-	-	-
(c) Other Related Parties	-	179	179
2. Other than related parties	-	102	102
<b>Total</b>	-	<b>281</b>	<b>281</b>

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

\*\* As per Accounting Standard (AS-18)

**(7) Other Information**

	<b>Particulars</b>	<b>Amount</b>
(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	-
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**Notes:**

1. As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
2. Provisioning norms shall be applicable as prescribed in 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.
3. 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.

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2016 AND THE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON THAT DATE:**

**Note 1: CORPORATE INFORMATION**

Enbee Trade and Finance Limited (the 'Company' or 'ETFL') is a public Company domiciled in India and incorporated on July 24, 1985 under the provisions of the Companies Act, 1956. The Company has received a Certificate of Registration from the Reserve Bank of India ('RBI') on 20<sup>th</sup> April, 1998 to commence/carry on the business of Non-Banking Financial Institution ('NBFC') without accepting public deposits.

**Note 2: SIGNIFICANT ACCOUNTING POLICIES**

a) Basis of Preparation of Financial Statements:-

The financial statements have been prepared to comply in all material respects with the Accounting Standards ('AS') notified under Section 133 of the Companies Act, 2013 (the 'Act') read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India (GAAP) and as per the guidelines issued by Reserve Bank of India ('RBI') as applicable to a Non-Banking Financial (Non-deposit accepting or holding) Companies ('NBFC Regulation'). The financial statements have been prepared on an accrual basis and under the historical cost convention. The notified Accounting Standards (AS) are followed by the Company in so far as they are not inconsistent with the NBFC Regulation. The accounting policies adopted in the preparation of financial statements are consistent with those of the previous year.

b) Revenue Recognition :-

Revenues and expenses are accounted on accrual basis. Revenue is recognized when no significant uncertainties exist in relation to the amount of eventual receipt.

**Interest income:**

Interest income from loans is accounted based on applying interest rate implicit in the contract. In case of non-performing assets interest income is recognized on receipt basis as per NBFC prudential norms.

Interest income on all other assets is recognized on time proportion basis.

**Dividend income:**

Dividend income is recognized when the shareholders' right to receive payment is established by the balance sheet date. Dividend from the units of mutual funds is recognized on receipt basis in accordance with the NBFC Regulation.

**Profit/Loss on sale of investments:**

Profit/loss earned on sale of investments is recognized on trade date basis. Profit or loss on sale of investments is determined on the basis of the weighted average cost method. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

c) Use of Estimate :-

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Differences between actual results and estimates are recognised in the periods in which the results are known / materialize.

Provision for standard assets The Company has opted for early phased compliance with RBI notification vide notification No. RBI/2014-15/299 dated November 10, 2014, which requires increased provision on standard assets in a phased manner over a period of three years. As a result of which provision for standard assets for the year ended March 31, 2016 is higher by ` Rs. 29,200/-.

d) Fixed Assets :-

Fixed assets are stated at cost of acquisition/construction, and include other direct / indirect and incidental expenses incurred to put them into use.

e) Depreciation :-

Depreciation is provided on Written down Value basis as per the useful life prescribed in Schedule II of the Companies Act, 2013. Depreciation on additions/ deletions is calculated pro-rata from/up to the month of additions/ deletions.

f) Loans:-

Loans are stated at the amount advanced, as reduced by the amounts received up to the balance sheet date and loans assigned.

g) Investments :-

Investments which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

Current investments are carried in the financial statements at fair value determined on an individual investment basis. Unquoted investments in units of mutual funds are stated at net asset value.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss."

h) Retirement Benefits :-

Accrued liability on account of Gratuity up to 31st March, 2016 has not been ascertained and will be accounted for on cash basis.

i) Borrowing costs:-

Borrowing costs consists of interest and other ancillary cost that an entity incurs in connection with borrowing of funds. Ancillary costs incurred in connection with the arrangement of borrowings are amortised over the tenor of borrowings.

j) Taxation :-

Provision for tax is made for both current and deferred taxes. Current tax is provided on the taxable income using the applicable tax rates and tax laws. Deferred tax assets and liabilities arising on account of timing differences, which are capable of reversal in subsequent periods are recognized using tax rates and tax laws, which have been enacted or substantively enacted.

k) Provisioning/Write-off on assets

**Provisioning/Write-off on overdue assets:-**

The provisioning/write-off on overdue assets is as per the management estimates, subject to the minimum provision required as per Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007. The Company accounts for provision for doubtful assets after taking into account the time lag between an accounts becoming overdue, its recognition as such and realisation of available security. The Company classifies non-performing assets which are overdue for six months or more.

**Provision on standard assets:-**

Provision on standard assets has been made as prescribed by Reserve Bank of India ('RBI') guidelines.

l) Earnings per Share :-

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax as per Accounting Standard 20 on "Earning Per Share", issued by the institute of Chartered Accountants of India. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the Period. The diluted EPS is calculated on the same basis as the basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti-dilutive.

m) Impairment of Assets

The company assesses at each balance sheet date whether there is any indication that an asset may be impaired based on internal/external factors. If any indication exists, the company estimates the recoverable amount of the assets. If such recoverable amount of the asset or the recoverable amount of the cash generating asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the profit and loss account. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of the depreciable historical cost.

n) Foreign Currency Transactions :-

(i) Initial Recognition Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

(iii) Exchange Differences Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

o) Provisions:-

A provision is recognized when the Company has a present obligation as a result of past event; it is probable that outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

p) Prior Period Adjustments :-

Income/expenses on prior period are booked to natural heads and the amounts are disclosed.

q) Contingent Liabilities

The Company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or present obligation that probably will not require an outflow of resources or where reliable estimate of the amount of the obligation cannot be made.

r) Cash and Cash Equivalents:-

Cash and Cash Equivalents for the purpose of cash flow statement comprise cash in hand and cash at bank including fixed deposit with original maturity period of three months and short-term highly liquid investments with an original maturity of three months or less.

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](mailto:enbeetrade@gmail.com) / website: [www.enbeetrade.com](http://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/Proxyholder can attend the Meeting.**

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31<sup>st</sup> Annual General Meeting of the Company, to be held on Saturday, September, 17 2016, at 11.00 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, 2016			
2	To appoint a Director Mr Amar N Gala (DIN: 07138963) who retire by rotation and being eligible offers herself for re-appointment.			
3.	Ratification for Appointment of Statutory Auditor of M/s. Ambavat Jain and Associates LLP for four year from this annual general meeting			
Special Business				
4.	Ratification from Shareholders for post Preferential Shareholding percentage of non promoter allottees and disclosure of non promoter PAC Beneficial Owner			
5.	Issue and Allotment of 545,000 (Five Lakhs Forty Five Thousand) Equity shares of Rs. 10/- (Rupees Ten each) at Rs. 50/- each (including a premium of Rs. 40/- per share) on Preferential Basis to Promoter, Promoter Group and Non-Promoter Individual Investors including Persons Acting in Concert (PAC), in accordance with SEBI (ICDR) Regulations, 2009.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2016.

Signature of the member

Signature of the proxy holder(s)

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.

Affix revenue stamp of not less than Rs.1

**ATTENDANCE SLIP (To Be Presented At Entrance)**

**ENBEE TRADE AND FINANCE LIMITED**

CIN: L50100MH1985PLC036945 / email: [enbeetrade@gmail.com](mailto:enbeetrade@gmail.com) / website: [www.enbeetrade.com](http://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 30th Annual General Meeting of the Company at B4 /C5, Gods Gift Chs Ltd, N M Joshi Marg, Lower Parel, Mumbai – 400013, Maharashtra on Saturday, September 17th, 2016, at 11.00 a.m.

Name of the member / proxy

(in BLOCK letters)

Signature of the member / proxy

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, Gods Gift Chs Ltd  
N M Joshi Marg,  
Lower Parel  
Mumbai -400013