

**V. B. DESAI  
FINANCIAL SERVICES LIMITED**

**31ST  
ANNUAL REPORT  
2016-2017**

## V. B. Desai Financial Services Limited

### V. B. DESAI FINANCAL SERVICES LIMITED

CIN L74120MH1985PLC037218

#### BOARD OF DIRECTORS

Mr. Samir R. Dedhia- Chairman (DIN 06864567)  
Mr. Pradip R. Shroff - Managing Director (DIN 00286291)  
Mr. Manoj T. Shroff (DIN 00330560)  
Mr. Khurshid Shaikh (01450745)  
Mr. Hemendra J. Shroff (DIN 00286509)  
Mrs. Rachana S. Vijayakar (DIN 03317373)

#### Company Secretary & Compliance Officer

Mr. Kamlesh M. Gagvani

#### REGISTERED OFFICE

Cama Building, 1st Floor,  
24/26, Dalal Street, Fort,  
Mumbai – 400 001

#### AUDITORS

M/s. A.N. DAMANIA & CO.  
Chartered Accountants, Mumbai

#### BANKERS

HDFC Bank Ltd.  
Corporation Bank

#### REGISTRAR & SHARE TRANSFER AGENT

Purva Sharegistry (India) Pvt. Ltd.  
9, Shiv Shakti Industrial Estate  
J.R.Boricha Marg, Lower Parel (East),  
Mumbai – 400 011.  
Te: 022-23016761

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#### IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken the “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice / document including annual report can be sent by e-mail to its members. To support this green initiative of the Government in full measures, members who have so far not registered their e-mail addresses are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send the e-mail address to the Registrar & Transfer Agents quoting their folio number.

**NOTICE**

NOTICE IS HEREBY GIVEN THAT the Thirty First Annual General Meeting of the Members of V. B Desai Financial Services Limited will be held at Cama Building, 1<sup>st</sup> Floor, 24/26, Dalal Street, Fort, Mumbai – 400 001 on Saturday, the 23rd September, 2017 at 11.00 a.m. to transact the following business.

**ORDINARY BUSINESS**

1. To receive and adopt the Profit and Loss Account for the year ended on 31st March, 2017 and the Balance Sheet as on that date and the reports of Auditors and Directors thereof.
2. To appoint a Director in place of Mr. Manoj T. Shroff (DIN 00330560), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint a Director in place of Mr. Hemendra J. Shroff (DIN 00286509), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
4. To appoint M/s. A.N. Damania & Co., Chartered Accountants as statutory auditors of the Company and fix their remuneration
5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI Listing Regulations, consent of the members of the Company be and is hereby accorded for entering into the following proposed Related Party Transactions with respect to sale, purchase, borrowing, salary, rent and rendering of services by the Company with effect from 1st April 2017 and every year thereafter, up to the maximum per annum amounts as appended in table below:

S. No.	Name of Related Party	Relationship	Maximum value of Transaction per annum
1	Aarayaa Advisory Services Private Limited	Associate Company	All the transactions not to exceed Rupees Three crore in an accounting year.
2	Deep Industrial Finance Limited	Associate Company	All the transactions not to exceed Rupees Three crore in an accounting year.

\* Expected maximum annual value of transaction over the next three to four years

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

6. To consider and approve, the following resolution with or without modification, as a Special Resolution:

“RESOLVED THAT pursuant to Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), and in terms of Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) for making investment(s) in excess of limits specified under section 186 of Companies Act, 2013 from time to time in acquisition of securities of any body corporate or for giving loans, guarantees or providing securities to any body corporate or other person / entity whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs.15 crore (Rupees Fifteen crore only), notwithstanding that such investment and acquisition together with the Company’s existing investments in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3), of the Companies Act, 2013.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution.”

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

Kamlesh M. Gagavani  
Company Secretary

**REGISTERED OFFICE**  
Cama Building, 1<sup>st</sup> Floor,  
24/26, Dalal Street, Fort,  
Mumbai – 400 001

DATED: 22<sup>nd</sup> August 2017.

## V. B. Desai Financial Services Limited

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

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the Notice for convening the Annual General Meeting of the members of the Company:

#### Item No. 5 of Notice - Approval for Related Party Transactions

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The SEBI Listing Regulations has also prescribed seeking of shareholders' approval for material related party transactions. The proviso to section 188 also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis.

All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to the provisions of Listing Regulations, the following contracts / arrangements / transactions are material in nature and require the approval of the unrelated shareholders of the Company by a special resolution. The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished hereunder:

S. No.	Name of Related Party	Relationship	Maximum value of Transaction per annum
1	Aarayaa Advisory Services Private Limited	Associate Company	All the transactions not to exceed Rupees Three crore in an accounting year.
2	Deep Industrial Finance Limited	Associate Company	All the transactions not to exceed Rupees Three crore in an accounting year.

\* Expected maximum annual value of transaction over the next three to four years

The above contracts / arrangements / transactions were approved by the Audit Committee at its meeting held on 30<sup>th</sup> May 2017 and recommended by the Board of Directors to the unrelated shareholders of the Company for their approval.

The above entities / persons that are directly / indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of material Related Party Transactions is sought from the shareholders. Accordingly, all related parties of the Company, including the Directors and Key Managerial Personnel of the Company will not vote on this resolution.

None of the Directors or any of the Key Managerial Personnel of the Company or their relatives other Mr. Pradip R. Shroff and Mr. Manoj T. Shroff are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice. The Board recommends the Special

Resolution set out at Item No. 5 of the Notice for approval by the unrelated shareholders.

#### Item No. 6 of Notice - Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid-up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Extra-Ordinary General Meeting for an amount not exceeding INR 3,000,000,000 (Indian Rupees Three Thousand Million Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution. The Directors therefore, recommend the Special Resolution for approval of the shareholders.

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

Kamlesh M. Gagavani  
Company Secretary

#### REGISTERED OFFICE

Cama Building, 1<sup>st</sup> Floor,  
24/26, Dalal Street, Fort,  
Mumbai – 400 001

DATED: 22<sup>nd</sup> August 2017.

#### IMPORTANT NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. The instrument of Proxy should be deposited at the registered office of the Company not less than 48 hours before commencement of meeting.
3. 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 or Registrar and Transfer Agents of the Company.
4. Details of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice and given in Annexure "A" to this notice.
5. Electronic copy of the Notice of the 31st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 31st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website [www.vbdesai.com](http://www.vbdesai.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai 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: [info@vbdesai.com](mailto:info@vbdesai.com)

**6. Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

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

- (i) The voting period begins on 19<sup>th</sup> September 2017 at 10.00 am and ends on 22<sup>nd</sup> September 2017 at 5.00 pm.

During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16<sup>th</sup> September 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required

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- to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the **EVSN 170816042** with Company name of V.B. Desai Financial Services Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - 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).
  - Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
  - 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).
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 16<sup>th</sup> September 2017.
  - A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as physical ballot voting.
  - Mr. P.V. Ramaswamy, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the physical voting and remote e-voting process in a fair and transparent manner.
- The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.vbdesai.com](http://www.vbdesai.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- The Chairman shall, at the AGM, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  - The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting by polling papers and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and

shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.vbdesai.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
13. The Register of members and Share Transfer Books of the Company will be closed from 18th September 2017 to 22<sup>nd</sup> September 2017 (both days inclusive).
14. Members are requested to please bring their copies of the Annual Report to the Meeting.

### ANNEXURE –A

Details of directors seeking re-appointment at the forthcoming Annual General Meeting as required are given below:

#### 1) Mr. Manoj T. Shroff

DIN & Date of Birth	00330560 - 10/10/1966	
Qualification	B.Com	
Experience in specific area	Has more than 27 years' experience in Financial consultancy, Investment Banking, and other related business.	
Directorship in other Companies	Northstar Software Solutions Pvt. Ltd. Archway Services Pvt. Ltd. Rejoice Developers Pvt. Ltd. Elder IT Solutions Pvt. Ltd. Deep Industrial Finance Ltd. Pearl Housing Finance (I) Ltd. Shriyam Auto-Fin Ltd.	Traitrya Construction Finance Ltd, Valuecorp Securities & Finance Ltd, Vishvakarma Equipment Finance Ltd., Mahimna Mercantile Credits Ltd Merican Funds Limited Guru Holding Private Limited
Committee positions held in other Companies	Nil	
No. of shares held in the Company	800	

#### 2) Mr. Hemendra J. Shroff

DIN & Date of Birth	00286509 - 07/11/1974	
Qualification	B.Com	
Experience in specific area	Mr. Hemendra Shroff has 19 years' experience in Investment Banking and other related business.	
Directorship in other Companies	Arodyne Chemicals Limited Bluechip Leasing and Finance Ltd. Aarayaa Finstock Pvt. Ltd. Budh Holding & Trading Co. Pvt. Ltd.	Citi Securities & Financial Services Pvt, Ltd. Desai Investments Pvt. Ltd. VBD Capital Advisors Pvt. Ltd. Aarayaa Advisory Services Pvt. Ltd. Capcon Solutions Pvt. Ltd.
Committee positions held in other Companies	Nil	
No. of shares held in the Company	4206	

**DIRECTORS' REPORT**

The Directors present their 31st Annual Report on the business and operations of the Company and the financial accounts for the year ended on 31<sup>st</sup> March, 2017.

**FINANCIAL RESULTS***(Rs. In lac)*

Particulars	For the year ended on 31/03/2017	For the previous year ended on 31/03/2016
Gross Income	115.91	139.98
Profit (before interest, depreciation & taxation)	13.13	37.00
Financial charges	1.37	0.20
Depreciation	3.14	3.25
Net profit	8.90	33.55
Provision for taxation	3.18	11.60
Deferred Tax	(0.35)	(1.09)
Income Tax of earlier years/ MAT credit entitlement	(3.82)	(3.48)
Profit after adjustments	9.90	26.52
Profit/(Loss) carried to Balance Sheet	9.90	26.52
APPROPRIATIONS / TRANSFERS		
Profit/(loss) carried to Balance Sheet	9.90	26.52

**Dividend**

Your Directors do not recommend any dividend on equity shares in view of working capital requirement.

**Performance review**

During the year under review, overall income from operations was down from Rs. 139.98 lac to 115.91 lac, compared to previous year. Consequently, the net profit after tax and adjustments stood at Rs. 9.90 against Rs. 26.52 lac in previous year due to higher expenses incurred during the year.

The Company is mainly engaged in Merchant Banking activities viz. ESOP valuation, Company valuation, Advisory services and capital raising activities. There were no changes in nature of Company's business during the year.

**Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report**

There were no material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report like settlement of tax liabilities, depression in market value of investments, institution of cases by or against the company,

sale or purchase of capital assets or destruction of any assets etc.

**Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future**

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

**Internal control systems and their adequacy**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board and to the Chairman.

The management of the Company evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Based on the assessment, the management undertakes corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations with corrective actions thereon are presented to the Audit Committee of the Board.

**Subsidiaries/ Joint Ventures**

The Company does not have Subsidiary or Joint Ventures.

**Fixed deposit**

The Company has not accepted deposits from Public and there were no outstanding deposits payable by the Company.

**Auditors & auditor's report**

The Company's Auditors M/s. A.N. Damania & Co., Chartered Accountants will retire at the forthcoming annual General Meeting and are eligible for re-appointment. The Company has received a letter from them to the effect that their appointment, if made, would be within the provision prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re-appointment.

The Notes on Financial Statements referred to in the Auditor's Report are self-explanatory and do not call for any further comments.

**Extract of Annual Return**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure -A".

**Conservation of energy, technology absorbtion etc.**

The particulars of conservation of Energy, Technology, Absorption, foreign Exchange Earnings and outgo have not been given since the same are not applicable to the Company.



### Corporate Social Responsibility Initiatives

The Company does not come under the parameters specified under Section 135 of the Companies Act, 2013, hence no Committee has constituted Committee for Corporate Social Responsibility Initiatives.

#### Directorate :

Mr. Manoj T. Shroff and Mr. Hemendra J. Shroff Directors of the Company shall retire by rotation at the forthcoming Annual General Meeting and offer themselves for re-appointment.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed in Section 149(6) of the Companies Act, 2013.

As required, the information on the particulars of the Directors proposed for appointment/ re-appointment has been given in the Notice of the Annual General Meeting.

#### Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and provisions of Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Appointment & Remuneration and Stakeholder's Grievance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

#### Nomination and Remuneration Committee

The Board has on the recommendation of the Appointment and Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

#### Board and Audit Committee Meetings

During the year, Four Board Meetings and Four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

#### Vigil Mechanism / Whistle Blower Policy

The Company has established a vigil mechanism to be known as the "Whistle Blower Policy" for its Directors and employees to report instances of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The aim of the policy is to provide adequate safeguards against victimization of whistle blower who avails of the mechanism and also provide direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees willing to raise a concern about serious irregularities within the Company.

### Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. All the members of the Board and designated employees have confirmed compliance with the Code.

### Particulars of loans, guarantees or investments

The Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. The details of the investments made by Company are given in the notes to the financial statements.

### Related Party Transactions

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large.

### Secretarial Audit

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed Mr. P.V. Ramaswamy, Company Secretary in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as Annexure-B, which is self-explanatory.

### Risk Management Policy

Pursuant to Section 134(3) (n) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company has constituted a business risk management committee. The details of the Committee and its terms of reference are set out in the corporate governance report forming part of the Board report. At present the Company has not identified any element of risk which may threaten the existence of the Company.

### Corporate Governance

The Report on Corporate Governance along with a certificate of compliance from the Auditors and Management Discussion and Analysis Report forms part of this Report.

### Director's responsibility statement

The Board of Directors of your Company confirms that:

- a) in the preparation of the annual accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- b) the Directors had selected such Accounting Policies and

## V. B. Desai Financial Services Limited

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applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the Company for that period;

- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) the Directors have prepared the Annual Accounts on a going concern basis; and
- e) the Directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operative effectively.

### **Particulars of employees**

The Company did not have any employee falling within the purview of Section 197 of the Companies Act, 2013 and Rule 5(2) & 5 (3) of Companies (Appointment and Remuneration of Managerial Persons Rule 2014.

### **ACKNOWLEDGEMENT**

The Directors wish to place on record their sincere appreciation for the continued co-operation by the Clients and the the Shareholders of the Company.

On behalf of the Board of Directors

**Samir R. Dedhia**  
Chairman

PLACE: MUMBAI  
DATE : 22<sup>nd</sup> August 2017

Form No. MR-3

**SECRETARIAL AUDIT REPORT for the financial year ended 31st March 2017**

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

To the Members,

V.B. Desai Financial Services Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by V.B. Desai Financial Services Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the V.B. Desai Financial Services Limited (name of the company's) books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 1<sup>st</sup> April 2016 to 31<sup>st</sup> March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter: I have examined the books, papers, minute books, forms and returns filed and other records maintained by V. B. Desai Financial Services Limited ("the Company") for the financial year ended on 31<sup>st</sup> March 2017, according to the provisions as applicable to the Company:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) 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;
- (e) 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 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (l) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015
- (vi) Other laws applicable:
  - (a) Prevention of Money Laundering Act, 2002;
  - (b) The Employees Provident Fund & Miscellaneous Provisions Act, 1952
  - (c) Employees State Insurance Act, 1948
  - (d) Payment of Gratuity Act, 1972;
  - (e) The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange i. e BSE Limited;

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

Non compliances / observations / audit qualification, reservation or adverse remark:

- (a) As informed the Company is in the process of appointing Chief Financial Officer within the stipulated period as per sub section 4 of section 203 of the Companies Act, 2013.

**I 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

## V. B. Desai Financial Services Limited

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composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

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

Specific observations / qualification, reservation or adverse remarks in respect of the Board Structures/ system and processes relating to the Audit period - Nil

**I further report that** during the audit period the company has not incurred any specific event/ action that can have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

**P.V. RAMASWAMY**  
Practicing Company Secretary  
Membership No. 1708;  
Certificate of Practice No. 2087

Place: Mumbai

Date: 18<sup>th</sup> August 2017

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

### **Annexure A to Secretarial Audit Report**

To the Members,

V.B. Desai Financial Services Limited

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. My responsibility is to express as opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulation 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. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**P.V. RAMASWAMY**  
Practicing Company Secretary  
Membership No. 1708;  
Certificate of Practice No. 2087

Place: Mumbai

Date: 18<sup>th</sup> August 2017

**Annexure B to the Directors Report  
Form No. MGT-9  
EXTRACT OF ANNUAL RETURN  
As on the financial year ended on 31/03/2017**

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 11(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS**

- i) CIN: L74120MH1985PLC037218
- ii) Registration date: 21st August 1985
- iii) Name of the Company: V. B. Desai Financial Services Limited
- iv) Category/ Sub-category of the Company: Company limited by shares
- v) Address of the Registered office and contact details: Cama Building, 1<sup>st</sup> Floor, 24/26, Dalal Street, Fort, Mumbai – 400 001
- vi) Whether listed Company: Yes
- vii) Name, Address and contact details of Registrar and Transfer Agents:  
Purva Shareregistry (I) Pvt. Ltd., 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai- 400 011; Tel: 022-23016761

**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:

Sr. No.	Name & description of main products/ services	NIC code of the product/ service	% to total turnover of the company
1	Merchant Banking activities	67190	76.99%
2	Interest Income	67190	23.01%

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

(No. of Companies for which information is being filled)

S.No.	Name and Address of the Company	CIN/GLN	Holding/subsidiary/ associate	% of shares held	Applicable section
			NIL		

**iv) SHARE HOLDING PATTERN (Equity Share Capital breakup as percentage of Total Equity)**

i) Category-wise Share Holding

Category of Shareholder	No. of Shares held at the beginning of year				No. of Shares held at the end of the year				% of change total capital
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individuals/ Hindu Undivided Family	698056	100	699056		659056	100	659156	14.56	
b) Central Government/ State Government(s)	0	0	0		0	0	0	0.00	
c) Bodies Corporate	1229599	0	1229599		1229499	0	1229499	0.00	
d) Financial Institutions/ Banks	0	0	0		0	0	0	0.00	
<b>Sub Total(A)(1)</b>	<b>1927655</b>	<b>100</b>	<b>1927755</b>		<b>1888555</b>	<b>100</b>	<b>1888655</b>	0.00	
<b>Foreign</b>									
a) NRI Individuals/ Other Individuals)	0.00	0.00	0		0.00	0.00	0	0.00	
b) Bodies Corporate	0.00	0.00	0		0.00	0.00	0	0.00	
d) Any Others(Specify)	0.00	0.00	0		0.00	0.00	0	0.00	
<b>Sub Total(A)(2)</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>		<b>0.00</b>	<b>0.00</b>	<b>0</b>	0.00	
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>1927655</b>	<b>100</b>	<b>1927755</b>		<b>1888555</b>	<b>100</b>	<b>1888655</b>	0.00	
<b>B. Public shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds/ UTI	0	0	0		0	0	0	0.00	
b) Financial Institutions /Banks	200	0	200		200	0	200	0.00	

## V. B. Desai Financial Services Limited

Category of Shareholder	No. of Shares held at the beginning of year				No. of Shares held at the end of the year				% of change total capital
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Central/ State Government	0	0	0		0	0	0	0.00	
d) Venture Capital Funds	0	0	0		0	0	0	0.00	
e) Insurance Companies	0	0	0		0	0	0	0.00	
f) Other Foreign Investors	0	0	0		0	0	0	0.00	
<b>Sub-Total (B)(1)</b>	<b>200</b>	<b>0</b>	<b>200</b>		<b>200</b>	<b>0</b>	<b>200</b>	<b>0.00</b>	
<b>Non-institutions</b>									
a) Bodies Corporate									
i) Indian	173289	30090	203379		185443	30090	215533	0.00	
ii) Overseas	0		0		0		0	0	
b) Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh	1156470	392439	1548909		1398892	390321	1789213	0.00	
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	644086	130000	774086		396174	130000	526174	0.00	
Any Other (specify)	0	0	0		0	0	0	0.00	
NRI (Repat & Non Repat)	8630	0	8630		8670	0	8670	0.00	
Trust	15310	0	15310		15310	0	15310	0.00	
Hindu Undivided Family	36498	0	36498		35985	0	35985	0.00	
Clearing Members	12123	0	12123		48150	0	48150	0.00	
<b>Sub-Total (B)(2)</b>	<b>2046406</b>	<b>552529</b>	<b>2598935</b>		<b>2088624</b>	<b>550411</b>	<b>2639035</b>	<b>0.00</b>	
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>2046606</b>	<b>552529</b>	<b>2599135</b>		<b>2088824</b>	<b>550411</b>	<b>2639235</b>	<b>0.00</b>	
<b>TOTAL (A)+(B)</b>	<b>3975261</b>	<b>552529</b>	<b>4527890</b>		<b>3977379</b>	<b>550511</b>	<b>4527890</b>	<b>0.00</b>	
<b>C. Shares held by Custodians for GDR &amp; ADRs</b>	0.00	0	0		0.00	0	0	0.00	
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>3975261</b>	<b>552529</b>	<b>4527890</b>		<b>3977379</b>	<b>550511</b>	<b>4527890</b>	<b>0</b>	

### (ii) Shareholding of Promoters

S. No.	Name of the shareholder	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		Number of shares held	% of total Shares of the Co.	% of Shares Pledged to total shares	Number of shares held	% of total Shares of the company	% of Shares Pledged to total shares	
1	PRADIP R. SHROFF	4252	0.09	0.00	4252	0.09	0	0
2	J.R. SHROFF HUF	90988	2.01	0.00	90988	2.01	0	0
3	MUKESH THAKORLAL SHROFF	158946	3.51	0.00	158946	3.51	0	0
4	DHARTI J SHROFF	261041	5.77	0.00	261041	5.77	0	0
5	RAKSHA PRADIP SHROFF	7792	0.17	0.00	7792	0.17	0	0
6	THAKORLAL R. SHROFF	14421	0.32	0.00	14421	0.32	0	0
7	GIRISH RATILAL SHROFF	1200	0.03	0.00	1200	0.03	0	0
8	JYOTI GIRISH SHROFF	2950	0.07	0.00	2950	0.07	0	0
9	RAJ PRADIP SHROFF	800	0.02	0.00	800	0.02	0	0
10	RAJ PRADIP SHROFF HUF	27923	0.62	0.00	27923	0.62	0	0
11	PURVI RAJ SHROFF	12000	0.27	0.00	12000	0.27	0	0
12	KAMLESH J. SHROFF	30000	0.70	0.00	0	0	0	-0.70
13	HEMENDRA J. SHROFF	3006	0.09	0.00	3006	0.07	0	0
14	HEMENDRA J. SHROFF HUF	1200	0.00	0.00	1200	0.02	0	0
15	MANOJ THAKORLAL SHROFF	800	0.02	0.00	800	0.02	0	0
16	SATYAM P. SHROFF HUF	25189	0.56	0.00	25189	0.56	0	0
17	PINKI MUKESH SHROFF	3000	0.07	0.00	3000	0.07	0	0

S. No.	Name of the shareholder	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		Number of shares held	% of total Shares of the Co.	%ofShares Pledged to total shares	Number of shares held	% of total Shares of the company	%of Shares Pledged to total shares	
18	TEJAL K. SHROFF	10000	0.28	0.00	0	0	0	-0.28
19	ALPA J.SHROFF	38217	0.84	0.00	38217	0.84	0	0
20	BINDU S MARFATIA	5431	0.12	0.00	5431	0.12	0	0
21	AARAYAA FINSTOCK PVT LTD	9257	0.21	0.00	9257	0.20	0	0
22	DESAI INVESTMENTS PVT. LTD.	771607	17.04	0.00	771607	17.04	0	0
23	NEPTUNE STEEL STRIPS LIMITED	104520	2.31	0.00	104520	2.31	0	0
24	SOM HOLDING & TRAD CO. PVT LTD.	194215	7.60	0.00	194215	4.29	0	0
25	DESAI INDUSTRIAL FINANCE PVT. LTD.	150000	3.31	0.00	150000	3.31	0	0

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

S. No.		Shareholding at the beginning of the year		Inter-se transfer & Buy/ sold & during the year	Cumulative Shareholding during year	At the end of year	
		No. of shares	% of total shares	No. of shares	No. of shares	No. of Shares	% of total shares
1	KAMLESH J. SHROFF	30000	0.70	30000	30000	0	0.00
2	TEJAL K. SHROFF	10000	0.28	10000	10000	0	0.00

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

S. No.		Shareholding at the beginning of the year		Inter-se transfer & Buy/ sold & during the year	Cumulative Shareholding during year	At the end of year on	
		No. of shares	% of total shares	No. of shares	No. of shares	No. of Shares	% of total shares
1	NITIN KOHLI	130000	2.87	0	130000	130000	2.87
2	SRIHARI SIRDESHPANDE	76700	1.69	0	76700	76700	1.69
3	KRUTI CAPITAL SERVICES PVT. LTD.	65000	1.44	0	65000	65000	1.44
4	SHREEKANT JAVALGEKAR	57000	1.26	0	57000	57000	1.26
5	KEVAL K. SHROFF	45000	0.99	-29710	45000	15290	0.34
6	SNEHALATA SINGHI	38326	0.85	0	38326	38326	0.85
7	HARSHA HITESH JAVERI	38000	0.84	5000	43000	43000	0.94
8	NIRMAL BANG SECURITIES PVT. LTD.	0	0	40000	40000	40000	0.88
9	ASHA SHREEKANT JAVALGEKAR	37825	0.84	0	37825	37825	0.84
10	MILIND KRISHNAJI KULKARNI	37000	0.89	0	37000	37000	0.82

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.		Shareholding at the beginning of the year		Inter-se transfer & Buy/ sold & during the year	Cumulative Shareholding during year	At the end of year	
		No. of shares	% of total shares	No. of shares	No. of shares	No. of Shares	% of total shares
1	PRADIP RATILAL SHROFF	4252	0.09	0	4252	4252	0.09
2	MANOJ THAKORLAL SHROFF	800	0.02	0	800	800	0.02
3	HEMENDRA J. SHROFF	4200	0.09	0	4206	4206	0.09

## V. B. Desai Financial Services Limited

### V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Change in Indebtedness during the financial year				
· Addition	0	0	0	0
· Reduction	0	0	0	0
<b>Net Change</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

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

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

SN.	Particulars of Remuneration	Name of MD/WTD	Total Amount
		<b>Mr. Pradip R. Shroff</b>	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs. 3,00,000/-	Rs. 3,00,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission- as % of profit & - others, specify...	0	0
5	Others, please specify	0	0
	<b>Total (A)</b>	<b>Rs. 3,00,000/-</b>	<b>Rs. 3,00,000/-</b>
	<b>Ceiling as per the Act</b>	<b>Rs. 30,00,000/-</b>	<b>Rs. 30,00,000/-</b>

#### B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors					Total Amount
		Manoj Shroff	Khurshid Shaikh	Hemendra Shroff	Samir Dedhia	Rachana Vijayakar	
1	<b>Independent Directors</b>						
	Fee for attending board committee meetings		16,000		18,000	12,000	46,000
	Commission		0		0	0	0
	Others, please specify		0		0	0	0
	<b>Total (1)</b>		<b>16,000</b>		<b>18,000</b>	<b>12,000</b>	<b>46,000</b>
2	<b>Other Non-Executive Directors</b>						
	Fee for attending board committee meetings	12,000		8,000			20,000
	Commission	0		0			0
	Others, please specify	0		0			0
	<b>Total (2)</b>	<b>12,000</b>		<b>8,000</b>			<b>20,000</b>
	<b>Total (B)=(1+2)</b>	<b>12000</b>	<b>16,000</b>	<b>8,000</b>	<b>18,000</b>	<b>12,000</b>	<b>66,000</b>
	Total Managerial Remuneration	3,00,000					3,00,000
	Overall Ceiling as per the Act						30,00,000



**C. Remuneration to key managerial personnel other than MD/Manager/WTD**

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	Nil	182400	381200	563600
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission – as % of profit	0	0	0	0
	others, specify...	0	0	0	0
5	Others, please specify	0	0	0	0
	Total	0	182400	381200	563600

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES - NIL**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>(A.)COMPANY (B) DIRECTORS (C) OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

**REPORT ON CORPORATE GOVERNANCE**

In terms of clause 49 of the listing agreement with the Stock Exchanges, a report on Corporate Governance is given below:

**1. COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE:**

The Company has adopted good corporate governance practices and ensures compliance with all relevant laws and regulations. It has lead to the satisfaction and transparency to the shareholders. Company’s philosophy is concerned with ethics, values, morals and social responsibility of the Company. The Company remains accountable to shareholders and other beneficiaries for their actions. The Company conducts its activities in a manner that is fair and transparent and perceived to be such by others. The Board of Directors of the Company has adopted the Code of Conduct for its members and senior management executives.

**2. BOARD OF DIRECTORS**

**a) Composition**

Name	Category	Designation
Mr. Samir R. Dedhia	Independent	Chairman
Mr. Pradip R. Shroff	Executive-Non Independent	Managing Director
Mr. Manoj T. Shroff	Non-Independent	Director
Mr. Khurshid Shaikh	Independent	Director
Mr. Hemendra J. Shroff	Non-Independent	Director
Mrs. Rachana S. Vijayakar	Non-Independent	Director

The composition of the Board of Directors is in accordance with the provisions of and provisions of Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. Non-Executive Independent Directors of your Company have no pecuniary relationship or any transaction with your Company.

**b) Board Meetings**

The meeting of the Board of Directors are scheduled well in advance and generally held at the Company’s Registered Office. The notice and the detailed agenda is sent well in advance to all the Directors. During the financial year ended on 31/3/2017, four board meetings were held on 17/05/2016, 28/07/2016, 11/11/2016 & 06/02/2017.

The attendance of each Director at the Board Meetings and last Annual General Meeting (AGM) and number of other Directorship and Membership/Chairmanship of Committee are as follows:

Name of the Director	Attendance Particulars		No. of directorship/and Committee Membership / Chairmanship in other Companies				Sitting fees paid for attending Board & Committee Meeting
	Board Meetings	Last AGM	Directorship in private Companies	Directorship in public Companies	Committee Memberships	Committee Chairmanships	
Mr. Samir R. Dedhia	4	Yes	0	0	0	0	Rs. 18000
Mr. Pradip Shroff	4	Yes	1	8	0	0	Rs. 0
Mr. Manoj Shroff	4	Yes	2	8	0	0	Rs. 12000
Mr. Khurshid Shaikh	4	Yes	1	0	0	0	Rs. 16000
Mr. Hemendra J. Shroff	4	Yes	8	2	0	0	Rs. 8000
Mrs. Rachana S. Vijayakar	4	Yes	1	0	0	0	Rs. 12000
Total							Rs. 66000

**c) Brief Note on the Directors seeking appointment/ re-appointment at the 31st Annual General Meeting:**

In Compliance with and provisions of Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, brief resume, expertise and details of other directorship, membership in committees of Directors of other companies and shareholding in the Company of the Directors proposed to be re-appointed are given in the Annexure A of forming part of Notice.

**d) Remuneration of Directors**

The Company has during the year paid Rs. 3.00 lac being remuneration to Mr. Pradip R. Shroff, the Managing Director of the Company. At present Independent Directors are not paid any remuneration except sitting fees for attending Board and Committee Meetings. The sitting fees paid to the Directors are as given above.

### 3. AUDIT COMMITTEE

The scope of activities and powers of Audit Committee includes the areas prescribed under the clause 49 of the Listing Agreement and section 177 of the Companies Act, 2013. The Board has set up Audit Committee having Three Directors viz. Mr. Samir R. Dedhia as Chairman and Mr. Khurshid Shaikh and Mr. Pradip R. Shroff, members of the Committee. During the financial year under review, 4 meetings were held on 17/05/2016, 28/07/2016, 11/11/2016 & 06/02/2017.

### 4. NOMINATION AND REMUNERATION COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013 and provisions of Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 with the Stock Exchange, the Nomination and Remuneration Committee consists Mr. Samir R. Dedhia as the Chairman and Mr. Khurshid Shaikh and Mrs. Rachana S. Vijayakar are the other members of the Committee.

The terms of reference of the Nomination and Remuneration Committee cover all the areas mentioned under and provisions of Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 with the Stock Exchange and Section 178 of the Companies Act, 2013. The broad terms of reference of the Nomination and Remuneration Committee therefore include recommending a policy relating remuneration and employment terms of Managing Director and senior management personnel, adherence to the remuneration / employment policy from time to time as finally approved by the Board of Directors. Preliminary evaluation of every Director's performance, Board diversity, compliance of the Code for Independent Directors referred to in Schedule IV of the Companies Act, 2013, compliance with the Company's Code of Conduct by Directors and employees of the Company, reporting of non-compliances to the Board of Directors, recommending draft of the report required under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, monitor loans to employees and any other matters which the Board of Directors may direct from time to time.

#### **Policy for selection and appointment of Directors and their Remuneration:**

##### **Criteria of selection of Non-executive Directors**

The Non-executive Directors shall be of high integrity with relevant expertise and experience in the fields of finance, marketing, taxation, governance and general management.

In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director:

- a) Qualification, expertise and experience of the Directors in their respective fields;
- b) Personal, Professional or business standing;
- c) Diversity of the Board.

In case of re-appointment of Non-executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

##### **Remuneration:**

The Non-executive Directors shall be entitled to receive sitting fees for each Meeting and Committee attended by them of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and reimbursement of expenses for participation in the Board Meetings.

##### **Criteria for selection and appointment of CEO and Managing Director**

The Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board. The Committee will also ensure that the incumbent fulfils such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

##### **Remuneration for the CEO and Managing Director**

At the time of appointment or re-appointment, the CEO and Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the Committee and the Board of Directors) and the CEO and

## V. B. Desai Financial Services Limited

Managing Director within the overall limits prescribed under the Companies Act, 2013. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

The remuneration of the CEO and Managing Director comprises of fixed and variable component as per the provisions of the Companies Act, 2013. The fixed component comprises salary, allowances, perquisites and retiral benefits.

### Remuneration Policy for the Senior Management Employees

The Managing Director will carry out the individual performance review based on the respective defined objectives, qualification, expertise, experience and other factors whilst recommending the annual increment and performance incentive to the Committee for its review and approval. While determining the remuneration of the Senior Management Employees, the Committee shall ensure the relationship of remuneration and performance benchmark is clear.

#### 4. RISK MANAGEMENT COMMITTEE

The Board of Directors, during the year, constituted "Risk Management Committee" as required under Clause 49 of the Listing Agreement. The Committee is responsible for risk identification, evaluation and mitigation and to set up process for risk management plan. The Risk Management Committee comprises of Mr. Pradip R. Shroff, Managing Director and Mr. Hemendra J. Shroff as Member of the Committee.

#### 5. PERFORMANCE EVALUATION OF THE BOARD

Based on the inputs on aspects under the provisions of the Companies Act, 2013 and under the Clause 49 of the Listing Agreement such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance, independence of judgement, safeguarding the interest of the Company etc. received from each Directors specifically Executive, Non-Executive and Independent Directors, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Appointment and Remuneration Committees.

#### 6. STAKEHOLDERS GRIEVANCE COMMITTEE

The Stakeholders' Grievance Committee comprises of 3 Directors viz. Mr. Manoj T. Shroff, the non-executive Director is the Chairman and Mr. Pradip R. Shroff and Mrs. Rachana S. Vijayakar are the members of the Committee. The Committee reviews the status of Investor Grievances and recommends measure to improve in solving Investor Services. During the year there were no complaints received from shareholders and there is no complaint which has remained un-addressed.

#### 7. GENERAL BODY MEETINGS

Date	AGM/ EGM	Location	Time	No. of Special Resolution
10.09.2016	AGM	Registered Office at Cama Building, 1 <sup>st</sup> Floor, 24/26, Dalal Street, Fort, Mumbai - 400 001	11.00 a.m	Nil
23.09.2015	AGM	Registered Office at Cama Building, 1 <sup>st</sup> Floor, 24/26, Dalal Street, Fort, Mumbai - 400 001	11.00 a.m	Nil
12.09.2014	AGM	M.C.Ghia Hall, Bhogilal Hargovindas Bldg. 2 <sup>nd</sup> Flr 18/20, K.Dubash Marg, Mumbai – 400 001	11.00 a.m	5

During the last year no business had been conducted through postal ballot.

#### 7. DISCLOSURES:

- There was no transaction of material nature with the Promoters, Directors, Management or their relatives during the financial Year of the Company, which could have potential conflict with the interests of the Company at large.
- During the last three years, there were no strictures or penalties imposed either by Securities and Exchange Board of India or the Stock Exchange or any regulatory authority for non-compliance of any matter related to the capital market.
- No personnel have been denied access to the Chairman or members of the Audit Committee. The mechanism of Whistle Blower Policy is in place.
- The Company is in Compliance with the mandatory Provisions of and provisions of Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
- Code of Business Conduct and Ethics for Board of Directors and Senior Management:** The Company has in place the Code of Business Conduct and Ethics for Board of Directors and Senior Management (the Code) approved by the Board of Directors. The Code has been communicated to Directors and the members of the senior management.

**8. MEANS OF COMMUNICATION**

- a) The financial results of all four quarters were published in The Free Press Journal and Navshakti dailies. These were not sent individually to the shareholders.
- b) The financial results or official news are displayed on the Company's website www.vbdesai.com
- c) There were no presentations made to the institutional investors or to the analysts
- d) The Management Discussion and Analysis Report forms a part of this Annual Report

**9. GENERAL INFORMATION FOR SHAREHOLDERS**

i	AGM: Date, Time & Venue	23rd September, 2017 at 11.00 a. m Registered Office at Cama Building, 1 <sup>st</sup> Floor, 24/26, Dalal Street, Fort, Mumbai – 400 001
ii	Financial Year	1 <sup>st</sup> April 2016 - 31 <sup>st</sup> March, 2017
iii	Date of Book closure	18.09.2017 to 22.09.2017
iv	Dividend payment date	No dividend recommended.
v	Listing on Stock Exchange	BSE Limited (BSE) Annual Listing fees have been paid to both the Stock Exchanges for the year 2017-18
vi	Stock Code	BSE Limited – 511110
vii	ISIN of the Company for dematerialisation	INE848D01018

**Market price date and performance in comparison to BSE Sensex during each month in 2016 -2017 on BSE Limited**

Month	High – Rs.	Low – Rs.	BSE Sensex
April 2016	9.35	7.57	27,011.31
May 2016	9.42	7.92	27,828.44
June 2016	9.50	7.62	27,780.83
July 2016	8.95	7.79	28,114.56
August 2016	8.89	7.23	26,283.09
September 2016	8.90	7.60	26,154.83
October 2016	9.99	8.00	26,656.83
November 2016	10.04	8.40	26,145.67
December 2016	9.84	8.57	26,117.54
January 2017	12.58	8.80	24,870.69
February 2017	14.05	10.99	23,002.00
March 2017	12.89	10.83	25,341.86

**Registrars & Transfer Agents**

Purva Sharegistry (India) Pvt. Ltd.

9, Shiv Shakti Industrial Estate,

J.R.Boricha Marg,

Lower Parel (East), Mumbai – 400 011.

Tel: 022-23016761/ 23018261; Email: [purvashr@mtnl.net.in](mailto:purvashr@mtnl.net.in); website: [www.purvashare.com](http://www.purvashare.com)

**Share Transfer System**

All requests received for transfer of shares in physical form are processed by the Registrar and Transfer Agents and are approved by Stakeholders' Grievance Committee (earlier Share Transfer Committee). The share transfers are registered and returned within 15 days from the date of receipt, subject to documents being valid and complete in all respects.

## V. B. Desai Financial Services Limited

### Distribution of shareholding as on 31<sup>st</sup> March 2017

No. of Equity Shares Held	No. of Shareholders	No. of Shares	% Total
1 - 500	4,208	651735	14.39
501 - 1000	277	219738	4.85
1001 - 2000	143	213759	4.72
2001 - 3000	47	121866	2.69
3001 - 4000	38	132921	2.94
4001 - 5000	18	84765	1.87
5001 - 10000	47	327989	7.24
10001 and above	46	2775117	61.29
<b>TOTAL</b>	<b>4,824</b>	<b>4527890</b>	<b>100.00</b>

### Shareholding pattern as on 31<sup>st</sup> March 2017

SR. NO.	CATEGORY	NO.OF SHARES HELD	% OF SHARE-HOLDING
1.	Promoters Holding		
2.	-Indian Promoters and Persons Acting in concert	1928755	42.60
3.	Mutual Funds & UTI	--	--
4.	Banks & Financial Institutions	200	0.00
5.	Private Corporate Bodies	268379	5.93
6.	NRIs/OCBs	8630	0.19
7.	Trust	15310	0.34
8.	Hindu Undivided Family	36498	0.81
	Indian Public	2270118	50.13
	<b>TOTAL</b>	<b>4527890</b>	<b>100.00</b>

### Dematerialization of shares

As on 31<sup>st</sup> March 2017, 87.84% of the Company's total shares represented by 39,77,379 shares were held in dematerialized form.

### Outstanding GDR/Warrants/ Convertible Instruments

The Company has no outstanding GDR/ Warrants/ Convertible Instruments.

### Address for correspondence

V.B. Desai Financial Services Limited  
Cama Building, 1<sup>st</sup> Floor  
24/26, Dalal Street, Fort, Mumbai – 400 001.  
Tel: 022-40770777; email: investor@vbdesai.com

**On behalf of the Board of Directors**

**Pradip R. Shroff**  
Managing Director

## ANNEXURE TO CORPORATE GOVERNANCE REPORT

Declaration regarding affirmation of Code of Conduct

In terms of the requirements of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, this is to confirm that all the members of the Board and the senior management personnel have affirmed compliance with the Code of Conduct for the year ended 31<sup>st</sup> March, 2017.

Pradip R. Shroff  
Managing Director

Mumbai  
Dated: 22<sup>nd</sup> August 2017

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## Auditors' Certificate on compliance with the conditions of Corporate Governance

To the members of V.B. Desai Financial Services Ltd.

We have examined the compliance of the conditions of Corporate Governance by V.B. Desai Financial Services Ltd. (the Company) during the period from 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017, with the relevant records and documents maintained by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

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

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

On the basis of our review and according to the information and explanations given to us, the conditions of Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 with the Stock Exchange have been completed with in all material respects by the Company.

**A.N. DAMANIA & CO.**  
Chartered Accountants  
Firm Reg. No: 102077W

**Ashvin Damania**  
Membership No. 040166  
Proprietor

Place: MUMBAI

Date: 22<sup>nd</sup> August 2017.

### MANAGEMENT DISCUSSION AND ANALYSIS

#### Overview

Management discussion and analysis of financial condition and results of operations include forward looking statements based on certain assumptions and expectations of future events. The Company cannot assure that these assumptions and expectations are accurate. Although the management has considered future risks as part of the discussions, future uncertainties are not limited to the management perceptions.

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956 and Generally Accepted Accounting Principles (GAAP) in India. The Management of the Company accepts responsibility for the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present the Company's state of affairs and profits for the year. The following discussion may include forward looking statements, which may involve risks and uncertainties, including but not limited to the risks inherent to Company's growth strategy, dependency on certain clients, dependency on availability of qualified technical personnel and other factors discussed in this report.

#### Industry structure and developments

The main activities of the Company are Merchant Banking and related activities. With strengthening of the economic environment, the Indian capital market is expected to perform well. The improved performance of the industrial and service sector and strong capital inflows witnessed robust growth in primary and secondary capital market and is expected to hold in the coming years. The Company will continue to capitalize on Merchant Banking, Advisory Services and fund raising opportunities by the growing economic needs of the industries.

#### Opportunities and Threats

Your Company being a Financial Services Company (Merchant Banking and related activities), the Company seeks opportunities in the capital market. The likely increase in capital mobilization from the primary market and phenomenal growth in secondary market volumes provides significant business opportunities for the Company.

#### Segment wise performance

The Company has one segment i.e Merchant Banking and related services; therefore segment wise reporting has not given as per the Accounting Standard 17.

#### Outlook

The financial services sector has shown rapid growth with an improvement in the economic environment. Company will continue to capitalize the growing economic opportunities and looks forward in view of the reposed confidence of Investors in the capital market. With strengthening of the economy and stable economic environment, the Indian capital market is expected to perform well. The management will continue to focus on Merchant Banking activities and Advisory Services and endeavor to deliver best solutions to the clients to their satisfaction.

#### Risks and Concerns

The timely and effective risk management is of prime importance our Company. The Company is potentially exposed to increasing competition in capital market, newer and more complex products and transactions and stringent regulatory framework. With its past long experience in financial service industry, dedicated and trained professionals the Company counter the threats to the best possible extent in its business operation.

#### Internal control system

The Company has a sound and adequate system of internal controls to monitor and control all the activities. The Company complies with all internal control policies and procedures as also other regulatory requirements.

On behalf of the Board of Directors

Samir R. Dedhia  
Chairman

PLACE: MUMBAI

DATE : 22<sup>nd</sup> August 2017



## INDEPENDENT AUDITOR'S REPORT

### Independent Auditor's Report

#### To the Members of V. B. Desai Financial Services Limited Report on the Financial Statements

We have audited the accompanying financial statements of V. B. Desai Financial Services Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2017, the statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

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

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

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2017 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 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 paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

## V. B. Desai Financial Services Limited

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- (e) on the basis of the written representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 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 not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund.
- (iv) The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 33 to the financial statements.

**For A. N. Damania & Co.**  
Chartered Accountants  
Firm Registration No. 102077W

Ashvin Damania  
Proprietor  
Membership No.040166

Place: Mumbai  
Date: 30<sup>th</sup> May 2017

**Annexure - A to the Auditor's Report**

**The Annexure referred to in Independent Auditor's Report to the members of the Company on the financial statements for the year ended 31 March 2017**

We report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of two years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) On the basis of our examination of the records of the Company, the Company does not own any immovable property, hence paragraph 3(i)(c) of the Order is not applicable.
- (ii) The inventories of shares/stock lying in physical form, have been verified by the management at reasonable interval. The Company is maintaining proper records of inventories (securities). No material discrepancy was noticed between physical verification of stocks and book records. No physical verification is required in case of shares/stocks held in demat form by the Company.
- (iii) During the year the Company has not granted loans to any party covered in the register maintained under section 189 of the Act. Hence, paragraph 3(iii) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from the public. Hence, paragraph 3(v) of the Order is not applicable.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company. Hence, paragraph 3(vi) of the Order is not applicable.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has generally been regular in depositing with the appropriate authorities undisputed dues, including provident fund, employees' state insurance, income-tax, sales tax, service tax, customs duty, excise duty, value added tax, cess & other material statutory dues as applicable to it and there were no such dues outstanding as at 31<sup>st</sup> March, 2017 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material dues of income tax, sales tax, service tax, custom duty, excise duty, value added tax which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Hence, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Hence, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (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 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. Hence, 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 sections 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 Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (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. Hence, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For A. N. Damania & Co.**  
Chartered Accountants  
Firm Registration No. 102077W  
Ashvin Damania  
Proprietor  
Membership No.040166

Place: Mumbai  
Date: 30<sup>th</sup> May 2017

**Annexure - B to the Auditor's 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 V. B. Desai Financial Services Limited ("the Company") as of 31<sup>st</sup> March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

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

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

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

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

**Opinion**

In our opinion, 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 31 March 2017, 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 A. N. Damania & Co.**  
Chartered Accountants  
Firm Registration No. 102077W

Ashvin Damania  
Proprietor  
Membership No.040166

Place: Mumbai  
Date: 30<sup>th</sup> May 2017

Balance Sheet As At 31st March, 2017

	Note No.	As at 31st March, 2017		As at 31st March, 2016	
		₹	₹	₹	₹
<b>EQUITY AND LIABILITIES</b>					
<b>Shareholders' Funds</b>					
(a) Share Capital	1	45,381,316		45,381,316	
(b) Reserves and Surplus	2	45,847,726		44,857,837	
			91,229,042		90,239,153
<b>Non-Current Liabilities</b>					
(a) Other Long-Term Liabilities	3	9,500		-	
(b) Long-Term Provisions	4	1,314,256		1,191,092	
			1,323,756		1,191,092
<b>Current Liabilities</b>					
(a) Short-Term Borrowings	5	-		734,042	
(b) Trade Payables	6	654,743		304,115	
(c) Other Current Liabilities	7	1,530,539		91,867	
(d) Short -Term Provisions	8	498,263		680,872	
			2,683,545		1,810,896
<b>Total</b>			<b>95,236,343</b>		<b>93,241,141</b>
<b>ASSETS</b>					
<b>Non-Current Assets</b>					
(a) Fixed Assets					
Tangible Assets	9	954,104		1,267,900	
(b) Non-Current Investments	10	34,371,449		33,075,449	
(c) Deferred Tax Assets (Net)	11	614,166		578,887	
(d) Long-Term Loans and Advances	12	18,173,428		17,235,517	
(e) Other Non-Current Assets	13	34,080,080		32,107,655	
			88,193,227		84,265,408
<b>Current Assets</b>					
(a) Inventories (Securities)	14	81,733		234,257	
(b) Trade Receivables	15	1,145,250		950,314	
(c) Cash and Cash Equivalents	16	2,844,898		5,099,018	
(d) Short-Term Loans and Advances	17	334,877		105,800	
(e) Other Current Assets	18	2,636,358		2,586,344	
			7,043,116		8,975,733
<b>Total</b>			<b>95,236,343</b>		<b>93,241,141</b>

Significant Accounting Policies

Notes on Financial Statements

25 to 35

As Per Our Attached Report Of Even Date

For and on behalf of the Board of Directors

**For A. N. Damania & Co.**  
Chartered Accountants  
Firm Regn. No. 102077W

**Samir R. Dedhia**  
Chairman  
06864567

**Pradip R Shroff**  
Managing Director  
00286291

**Ashvin Damania**  
Proprietor  
Membership No. 040166

**Manoj T. Shroff**  
Director  
0030560

**Khurshid Shaikh**  
Director  
01450745

Place : Mumbai  
Date : 30<sup>th</sup> May 2017

**Hemendra Shroff**  
Director  
00286509

**Rachana S Vijayakar**  
Director  
03317373

**Statement of Profit and Loss for the period ended 31st March, 2017**

	Note No.	For the year ended 31st March, 2017 ₹	For the year ended 31st March, 2016 ₹
<b>INCOME</b>			
Revenue From Operations	19	11,299,200	12,092,682
Other Income	20	292,065	1,905,644
<b>Total Revenue</b>		<b>11,591,265</b>	<b>13,998,326</b>
<b>EXPENDITURE</b>			
Employee Benefits Expense	21	3,021,885	2,138,978
Finance Costs	22	137,272	20,407
Depreciation	23	313,796	324,549
Other Expenses	24	7,227,995	8,159,466
<b>Total Expenses</b>		<b>10,700,948</b>	<b>10,643,400</b>
<b>Profit/(Loss) Before Tax</b>		<b>890,317</b>	<b>3,354,926</b>
<b>Tax Expenses</b>			
Current Tax		318,000	1,160,000
Current Tax relating to Previous Years		(382,293)	(347,802)
Deferred Tax		(35,279)	(109,279)
<b>Profit/(Loss) for the year</b>		<b>989,889</b>	<b>2,652,007</b>

**Earnings per share of ₹10/- each:**

Basic	0.22	0.59
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**Significant Accounting Policies**

**Notes on Financial Statements**

25 to 35

As Per Our Attached Report Of Even Date

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

**For A. N. Damania & Co.**  
Chartered Accountants  
Firm Regn. No. 102077W

**Samir R. Dedhia**  
Chairman  
06864567

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Director  
01450745

Place : Mumbai  
Date : 30<sup>th</sup> May 2017

**Hemendra Shroff**  
Director  
00286509

**Rachana S Vijayakar**  
Director  
03317373

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017**

	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
	₹	₹	₹	₹
<b>A Cash Flow from Operating Activities</b>				
Net Profit before Tax		890,317		3,354,926
<b>Adjustments for :</b>				
Depreciation	313,796		324,549	
Reduction in value of Investments	169		12,679	
Provision for Gratuity	532,535		191,027	
Interest on Income Tax Refund	(125,835)		(1,846,038)	
Dividend Income	(13,015)		(9,042)	
Interest paid	137,272		20,407	
Profit on Sale of Investments	(1,113,921)		-	
		(268,999)		(1,306,418)
Operating Profit before Working Capital Changes		621,318		2,048,508
<b>Adjustments for :</b>				
(Increase)/Decrease in Trade Receivables	(194,936)		(355,636)	
(Increase)/Decrease in Loans and Advances & Other Current and Non-Current Assets	(2,871,748)		(299,462)	
Increase/(Decrease) in Liabilities & Provisions	1,739,355		15,683	
		(1,327,329)		(639,415)
		(706,011)		1,409,093
Income Tax Refund		865,668		347,802
Interest on Income Tax Refund		125,835		1,846,038
Income Tax Paid		(1,219,198)		(1,142,188)
Gratuity Paid		(591,980)		-
Dividend Income		13,015		9,042
<b>Net Cash flow from Operating Activities (A)</b>		(1,512,671)		2,469,787
<b>B Cash Flow from Investing Activities</b>				
Purchase of Fixed Assets		-		-
Purchase of Investments/Stock in trade		(37,283,209)		(202,000)
Sale of Investments		37,216,275		-
<b>Net Cash flow from Investing Activities (B)</b>		(66,934)		(202,000)
<b>C Cash Flow from Financing Activities</b>				
Interest paid		(137,272)		(20,407)
Short Term Borrowings		(734,042)		734,042
<b>Net Cash flow from Financing Activities (C)</b>		(871,314)		713,635
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>		(2,450,919)		2,981,422
Cash & Cash Equivalents at the beginning of the year		5,099,018		2,117,596
Cash & Cash Equivalents at the end of the year		2,648,099		5,099,018

As Per Our Attached Report Of Even Date

**For A. N. Damania & Co.**  
Chartered Accountants  
Firm Regn. No. 102077W

**Ashvin Damania**  
Proprietor  
Membership No. 040166

Place : Mumbai  
Date : 30<sup>th</sup> May 2017

For and on behalf of the Board of Directors

**Samir R. Dedhia**  
Chairman  
06864567

**Manoj T. Shroff**  
Director  
0030560

**Hemendra Shroff**  
Director  
00286509

**Pradip R Shroff**  
Managing Director  
00286291

**Khurshid Shaikh**  
Director  
01450745

**Rachana S Vijayakar**  
Director  
03317373

### CORPORATE INFORMATION

The Company is registered with Securities and Exchange Board of India as Category - I Merchant Banker to carry out merchant banking and related activities.

#### SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDED 31ST MARCH, 2017

##### **A Basis of Preparation of Financial Statements**

The accounts have been prepared on the accrual basis of accounting, under historical cost convention and in accordance with the generally accepted accounting principles to comply with the Accounting Standards specified under section 133 of the Companies Act, 2013 ("the Act"), read with rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of "the Act", except where otherwise stated. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

##### **B Use of Estimates**

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

##### **C Fixed Assets and Depreciation**

Fixed Assets are carried on at cost of acquisition less accumulated depreciation and impairment loss, if any. Cost comprise purchase price, all direct expenses relating to the acquisition and installation and any attributable cost of bringing the asset to its working condition for the intended use. Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation has been provided on straight line method as per the useful life prescribed in Schedule II to the Companies Act, 2013. Assets costing less than ₹ 5,000/- each are fully depreciated in the year of capitalisation.

##### **D Impairment of Assets**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

##### **E Foreign Currency Transactions**

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction. Monetary items denominated in foreign currencies at the year end are restated at year end rates. Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Statement of Profit and Loss except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

##### **F Investments**

Non-Current Investments (unquoted), are carried individually at cost. Non-Current Investments (quoted), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value.

##### **G Inventories (Securities)**

Quoted securities are valued at lower of the cost or last available market price. However, in case of securities where Market Price is not available through out the year, the same are valued at the rate at which they were valued in the previous year. Unquoted securities are valued at cost. Units of Mutual Funds are valued at cost or market value whichever is lower. Net asset value of units declared by mutual funds is considered as market value for non-exchange traded Mutual Funds.



### **H Revenue Recognition**

Revenue from sale of services are recognised when services are rendered and related costs are incurred. Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

### **I Employee Benefits**

The Company's contribution to Provident fund is charged to the Statement of Profit and Loss. The Gratuity liability, which is a defined benefit plan, is provided on the basis of actuarial valuation as on balance sheet date and same is unfunded. Employees are entitled to avail leave instead of leave encashment.

### **J Cash flow statement**

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

### **K Earnings per share**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

### **L Provision for Taxation**

Provision for taxation is made for the income tax liability as per the provisions of the Income Tax Act, 1961. Deferred Tax is recognized on timing differences being the differences between the taxable incomes and accounting incomes that originate in one period and are capable of reversal in one or more subsequent period, at the current rate of tax.

### **M Provisions, Contingent Liabilities and Contingent Assets**

The Company recognizes a provision when there is a present obligation as a result of a 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 a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent Assets are neither recognized nor disclosed in the financial statements.

Notes forming part of the financial statements for the year ended 31st March, 2017

Particulars	As at 31st March, 2017 ₹	As at 31st March, 2016 ₹		
<b>1. Share Capital</b>				
<b>Authorised</b>				
50,00,000 (50,00,000) Equity Shares of ₹10/- each with voting rights	50,000,000	50,000,000		
<b>Total</b>	<b>50,000,000</b>	<b>50,000,000</b>		
<b>Issued</b>				
45,46,200 (45,46,200) Equity Shares of ₹10/- each fully paid up with voting rights	45,462,000	45,462,000		
	<b>45,462,000</b>	<b>45,462,000</b>		
<b>Subscribed &amp; Paid up</b>				
45,27,890 (45,27,890) Equity Shares of ₹10/- each fully paid up with voting rights	45,278,900	45,278,900		
Add: 18,310 (18,310) Forfeited Equity Shares	102,416	102,416		
	<b>45,381,316</b>	<b>45,381,316</b>		
<b>Details of Forfeited Shares :</b>				
<b>Amount originally paid up</b>				
<b>Class of Shares</b>				
18,310 (18,310) Equity Shares	102,416	102,416		
	<b>102,416</b>	<b>102,416</b>		
The reconciliation of the number of shares outstanding with voting rights is set out below :				
<b>Particulars</b>	<b>No. of Shares</b>	<b>No. of Shares</b>		
Equity Shares at the beginning of the year	4,527,890	4,527,890		
Add : Shares issued	-	-		
Less : Shares Bought Back	-	-		
Equity Shares at the end of the year	4,527,890	4,527,890		
The details of Shareholders holding more than 5% shares with voting rights:				
	<b>As at 31st March, 2017</b>		<b>As at 31st March, 2016</b>	
Name of the Shareholder	<b>No. of Shares</b>	<b>% held</b>	<b>No. of Shares</b>	<b>% held</b>
Desai Investments Pvt. Ltd.	771,607	17.04	771,607	17.04
Mrs. Dharati J. Shroff	261,041	5.77	261,041	5.77
<b>2. Reserves and Surplus</b>				
<b>Share Premium</b>				
Balance as per last Balance Sheet	21,290,975		21,290,975	
	<b>21,290,975</b>		<b>21,290,975</b>	
<b>Profit and Loss Account</b>				
Balance as per last Balance Sheet	23,566,862		20,914,855	
Add: Profit/(Loss) for the year	989,889		2,652,007	
	<b>24,556,751</b>		<b>23,566,862</b>	
<b>Total</b>	<b>45,847,726</b>		<b>44,857,837</b>	

Notes forming part of the financial statements for the year ended 31st March, 2017

Particulars	As at 31st March, 2017 ₹	As at 31st March, 2016 ₹
<b>3. Other Long-Term Liabilities</b>		
<b>Trade Payables</b>		
Other than Acceptances (Other than S.S.I.)	9,500	-
<b>Total</b>	<b>9,500</b>	<b>-</b>
The company does not owe any amount payable to persons registered under the Micro, Small and Medium Enterprises Development Act, 2006.		
<b>4. Long-Term Provisions</b>		
<b>Provision for employee benefits</b>		
Provision for Gratuity	1,314,256	1,191,092
<b>Total</b>	<b>1,314,256</b>	<b>1,191,092</b>
<b>5. Short-Term Borrowings</b>		
<b>Secured from Bank</b>		
Repayable on Demand*	-	734,042
<b>Total</b>	<b>-</b>	<b>734,042</b>
* Secured against lien on Fixed Deposits.		
<b>6. Trade Payables</b>		
Others (Other than S.S.I.) (Refer Note below)	654,743	304,115
<b>Total</b>	<b>654,743</b>	<b>304,115</b>
The company does not possess information about the micro, small and medium enterprises, as defined in the Micro, Small and Medium Enterprises Act, 2006 to whom the company owes and accordingly no additional disclosures have been made.		
<b>7. Other Current Liabilities</b>		
<b>Other Payables</b>		
Statutory Dues	1,530,539	91,867
Advance from Customer	-	-
<b>Total</b>	<b>1,530,539</b>	<b>91,867</b>
<b>8. Short - Term Provisions</b>		
<b>Provision for employee benefits</b>		
Provision for Gratuity	498,263	680,872
<b>Total</b>	<b>498,263</b>	<b>680,872</b>

Notes forming part of the financial statements for the year ended 31st March, 2017

9. Fixed Assets

All amounts in ₹									
ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As on 01.04.2016	Additions during the year	Deletion during the year	As on 31.03.2017	As on 01.04.2016	For the year	As on 31.03.2017	As on 31.03.2017	As on 31.03.2016
<b>TANGIBLE ASSETS</b>									
Furniture & Fixtures	2,242,433	-	-	2,242,433	1,210,139	283,564	1,493,703	748,730	1,032,294
Office Equipments	736,521	-	-	736,521	711,912	4,309	716,221	20,300	24,609
Plant & Machinery	289,000	-	-	289,000	94,874	18,035	112,909	176,091	194,126
Computer & Software	645,289	-	-	645,289	628,418	7,888	636,306	8,983	16,871
Motor Vehicle	281,063	-	-	281,063	281,063	-	281,063	-	-
<b>TOTAL</b>	<b>4,194,306</b>	<b>-</b>	<b>-</b>	<b>4,194,306</b>	<b>2,926,406</b>	<b>313,796</b>	<b>3,240,202</b>	<b>954,104</b>	<b>1,267,900</b>
Previous Year	4,194,306	-	-	4,194,306	2,601,857	324,549	2,926,406	1,267,900	

10. NON-CURRENT INVESTMENTS

Name of the Scrip	Face Value	No. of Shares	₹	No. of Shares	₹
		As at 31st March 2017		As at 31st March 2016	
<b>Un-Quoted Equity Shares</b>					
Arodyne Chemicals Ltd	10	1,250	1,750,000	1,250	1,750,000
Bluechip Leasing & Finance Ltd	10	50,000	500,000	50,000	500,000
Bodh Gaya Ceramics	10	500	1	500	1
Citi Securities & Financial Services Pvt. Ltd.	10	20,200	202,000	20,200	202,000
Essar Steel Ltd.	10	172	258	172	258
Etiam Emedia	10	3,200	400,000	3,200	400,000
Fairgrowth Financial Services Ltd.	10	80,000	1	80,000	1
Fairgrowth Home Finance Ltd.	10	20,000	1	20,000	1
Imperial Spirits Ltd.	10	62,900	14,996,000	54,800	13,700,000
Indag Products Ltd.	10	9,500	1	9,500	1
Merican Funds Ltd	10	6,535	261,400	6,535	261,400
Motorol (I) Ltd.	10	688	1	688	1
Neptune Steel Strips Ltd.	10	256,000	6,400,000	256,000	6,400,000
Panchmahal Cement Co. Ltd.	10	800	1	800	1
Rajinder Steel Ltd.	10	640	1	640	1
Rinki Hydro Carbons Ltd.	10	2,000	1	2,000	1
Serentronics Ltd.	10	200	1	200	1
Suchitra Tubes Ltd.	10	31,880	1	31,880	1
Valuecorp Securities & Fin. Ltd.	10	351,658	4,028,419	351,658	4,028,419
Vishvakarma Equipment Fin. (I) Ltd.	10	500,000	5,728,429	500,000	5,728,429
Solix Technologies Ltd.	10	9,080	90,800	9,080	90,800
			<b>34,357,316</b>		<b>33,061,316</b>
<b>Mutual Funds</b>					
UTI Master Share	10	566	14,133	566	14,133
<b>Total of Unquoted Securities</b>			<b>34,371,449</b>		<b>33,075,449</b>

Notes forming part of the financial statements for the year ended 31st March, 2017

Particulars	As at 31st March, 2017 ₹	As at 31st March, 2016 ₹
<b>11. Deferred Tax Assets (Net)</b>		
<b>Deferred Tax Assets</b>		
Provision for Gratuity	560,068	578,437
Related to Fixed Assets	54,098	450
<b>Deferred Tax Liability</b>	-	-
<b>Total</b>	<b>614,166</b>	<b>578,887</b>
<b>12. Long-Term Loans And Advances (Unsecured, Considered Good)</b>		
Security Deposits	5,000	55,000
Loans and Advances to Employees	20,000	20,000
Prepaid Expenses	442,895	35,507
Advance Tax (Net of Provisions)	1,069,333	488,810
MAT Credit Entitlement	-	-
<b>Other Loans and Advances</b>		
Inter Corporate Deposit	16,600,000	16,600,000
To Others	36,200	36,200
<b>Total</b>	<b>18,173,428</b>	<b>17,235,517</b>
<b>13. Other Non-Current Assets</b>		
<b>Long-Term Trade Receivables</b>		
<b>Unsecured</b>		
Considered Good	102,360	102,360
Considered Doubtful	1,750,593	1,750,593
Less: Provision for Doubtful Trade Receivables	(1,750,593)	(1,750,593)
<b>Sub-Total</b>	<b>102,360</b>	<b>102,360</b>
Interest Accrued on Deposits	3,635,625	1,663,200
<b>Sub-Total</b>	<b>3,635,625</b>	<b>1,663,200</b>
Receivable on Sale of Non-Current Investments	30,342,095	30,342,095
<b>Sub-Total</b>	<b>30,342,095</b>	<b>30,342,095</b>
<b>Total</b>	<b>34,080,080</b>	<b>32,107,655</b>
<b>14. Inventories (Securities)</b>		
Equity Shares	64,708	217,232
Mutual Funds	17,025	17,025
<b>Total</b>	<b>81,733</b>	<b>234,257</b>
<b>Aggregate Market Value</b>		
Equity Shares	356,444	309,716
Mutual Funds	26,124	27,468

## V. B. Desai Financial Services Limited

### Notes forming part of the financial statements for the year ended 31st March, 2017

Particulars	As at 31st March, 2017 ₹	As at 31st March, 2016 ₹
<b>15. Trade Receivables (Unsecured, Considered Good)</b>		
Others	1,145,250	950,314
<b>Total</b>	<b>1,145,250</b>	<b>950,314</b>
<b>16. Cash And Cash Equivalents</b>		
Cash on Hand	370,696	2,175,745
Balances with Banks in Current Accounts	2,474,202	123,273
in Deposit Accounts	-	1,300,000
in Margin Accounts against Bank Overdraft	-	1,500,000
<b>Total</b>	<b>2,844,898</b>	<b>5,099,018</b>
<b>17. Short-Term Loans And Advances (Unsecured, Considered Good)</b>		
Prepaid Expenses	314,646	94,924
Inter-Corporate Deposits	-	-
Balances with Govt. Authorities (Service Tax)	-	10,876
Loans and Advances to Employees	5,231	-
To Others	15,000	-
<b>Total</b>	<b>334,877</b>	<b>105,800</b>
<b>18. Other Current Assets (Unsecured, Considered Good)</b>		
<b>Accruals</b>		
Interest Accrued on Deposits	2,185,447	1,999,130
<b>Others</b>		
Contractually Reimbursable Expenses	449,711	587,214
Advance to Service Provider	1,200	-
<b>Total</b>	<b>2,636,358</b>	<b>2,586,344</b>
<b>Particulars</b>	<b>For the Year Ended 31st March, 2017 ₹</b>	<b>For the Year Ended 31st March, 2016 ₹</b>
<b>19. Revenue from Operations</b>		
(a) Interest	2,559,983	2,337,422
(b) Other Financial Services	7,625,296	9,755,260
(c) Other Operating Revenues	1,113,921	-
<b>Total</b>	<b>11,299,200</b>	<b>12,092,682</b>
<b>20. Other Income</b>		
(a) Interest on Income Tax Refund	125,835	1,846,038
(b) Dividend	13,015	9,042
(c) Miscellaneous Income	153,215	50,564
<b>Total</b>	<b>292,065</b>	<b>1,905,644</b>

Notes forming part of the financial statements for the year ended 31st March, 2017

Particulars	For the Year Ended 31st March, 2017 ₹	For the Year Ended 31st March, 2016 ₹
<b>21. Employee Benefits Expense</b>		
Salaries	1,929,000	1,606,400
Contribution to Provident & Other Funds	192,732	178,490
Gratuity	532,535	191,027
Staff Welfare Expenses	367,618	163,061
<b>Total</b>	<b>3,021,885</b>	<b>2,138,978</b>
<b>22. Finance Costs</b>		
Interest	137,272	20,407
<b>Total</b>	<b>137,272</b>	<b>20,407</b>
<b>23. Depreciation and Amortisation Expenses</b>		
Depreciation	313,796	324,549
<b>Total</b>	<b>313,796</b>	<b>324,549</b>
<b>24. Other Expenses</b>		
Power & Fuel	475,946	243,022
Repairs and maintenance - Others	116,344	75,513
Communication	196,922	68,542
Travelling and Conveyance	87,508	240,811
Printing and Stationery	199,603	239,746
Advertisement Expenses	11,491	79,586
Donations	70,000	80,702
Business Service Charges	205,979	149,627
Office Expenses	48,334	218,483
Legal and Professional	4,972,318	5,916,341
Payments to Auditors (Refer Note below)	60,000	60,000
Loss on Foreign Exchange Fluctuation	15,578	-
Adjustment in Carrying Amount of inventories / Investments	169	12,679
Registration Fees	248,495	166,666
Listing Fees	200,000	200,000
Miscellaneous Expenses	319,308	407,748
<b>Total</b>	<b>7,227,995</b>	<b>8,159,466</b>
Payments to the auditors comprises (net of service tax input credit, where applicable):		
As Auditors - Statutory Audit	60,000	60,000
<b>Total</b>	<b>60,000</b>	<b>60,000</b>
<b>25. Contingent Liabilities</b>		
There are no contingent liabilities.		

## V. B. Desai Financial Services Limited

### Notes forming part of the financial statements for the year ended 31st March, 2017

#### 26. Related Party Disclosures

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:

##### Details of related parties:

Description of relationship	Names of related parties
Key Management Personnel (KMP)	Mr. Pradip R. Shroff Mr. Manoj T. Shroff Mr. Hemendra J. Shroff Mr. Kamlesh M. Gagavani
Enterprise in which KMP/ Relatives of KMP can exercise significant influence	Deep Industrial Finance Ltd.

Note: Related parties have been identified by the Management.

##### Details of related party transactions during the year ended 31 March, 2017 and balances outstanding as at 31 March, 2017:

	KMP	Enterprise in which KMP/ Relatives of KMP can exercise significant influence	Total
	₹	₹	₹
Remuneration	300,000 <i>300,000</i>	-	300,000 <i>300,000</i>
Interest received	-	2,428,275 <i>1,992,000</i>	2,428,275 <i>1,992,000</i>
<u>Balances outstanding at the end of the year</u>			
Net Loans and Advances given/(returned)	-	16,600,000 <i>16,600,000</i>	16,600,000 <i>16,600,000</i>

Note: Figures in italics relates to the previous year

Particulars	For the Year Ended 31st March, 2017	For the Year Ended 31st March, 2016
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#### 27. Earnings per share

##### Basic

Net profit for the year (₹)	989,889	2,652,007
Weighted average number of equity shares (Nos.)	4,527,890	4,527,890
Par value per share (₹)	10	10
Earnings per share (₹)	0.22	0.59

#### 28. Employee Benefit

As per actuarial valuation as on 31-03-2017 and recognized in the financial statements in respect of employee benefit schemes as required under AS 15 (R) are as under:

Particulars	Gratuity	
	31st March, 2017	31st March, 2016
<b>Unfunded Liabilities</b>		
(i) Assumptions		
Discount Rate	6.85% p.a.	7.54% p.a.
Salary Escalation	10.00% p.a.	10.00% p.a.
Attrition Rate	2.00% p.a.	2.00% p.a.
(ii) Table Showing Change in Benefit Obligation	₹	₹
Liability at the beginning	1,871,964	1,680,937
Interest Cost	141,146	133,803
Current Service Cost	-	-
Benefit Paid	(591,980)	-
Actuarial (Gains) / Losses on obligations	391,389	57,224
Liability at the end	1,812,519	1,871,964



(iii) Amount Recognised in the Income Statement		
Current Service Cost	-	-
Interest Cost	141,146	133,803
Expected Return on Plan Assets	-	-
Net Actuarial (Gains) /Losses	391,389	57,224
Expenses Recognised in Profit & Loss A/c	532,535	191,027

(iv) Amount Recognised in the Balance Sheet		
Opening Net Liability	1,871,964	1,680,937
Expenses as above	532,535	191,027
Employers Contribution paid / Benefits Paid	(591,980)	-
Closing Net Liability	1,812,519	1,871,964

29. In the opinion of Board of Directors all assets other than non-current investments, have a realisable value in the ordinary course of business which is not different from the amount at which it is stated and the provisions for all known liabilities are adequate and not in excess of the amounts reasonably necessary.

30. No personal expenses have been debited to Profit and Loss Account except those payable under contractual obligation or normal business practices.

31. The balance due to / from parties are subject to confirmation.

### 32. Earnings in Foreign Exchange

Particulars	For the Year Ended 31st March, 2017	For the Year Ended 31st March, 2016
	₹	₹
Professional Fees	483,296	2,443,665

### 33. Details of Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016

Particulars	SBN's	Other Denomination Notes	Total
	₹	₹	₹
Closing cash in hand as on 08/11/2016	2,131,500	250,299	2,381,799
Add: Permitted Receipts	-	12,000	12,000
Less: Permitted Payments	-	22,266	22,266
Amount Deposited in Banks	2,131,500	-	2,131,500
Closing cash in hand as on 30/12/2016	-	240,033	240,033

### 34. Segment Reporting

The Company has only one segment i.e. Merchant Banking and financial services, therefore segmentwise reporting has not been given as required by Accounting Standard 17.

### 35. Previous year's figures

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.



# V.B.DESAI FINANCIAL SERVICES LIMITED

(CIN: L74120MH1985PLC037218)

Registered Office: Cama Building, 1<sup>st</sup> Floor, 24/26, Dalal Street, Fort, Mumbai – 400 001

Email: investor@vbdesai.com; Website: www.vbdesai.com; Phone: 022-40770777

## PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s).....	E-mail Id:.....
Registered address:.....	Folio/Client Id:.....
.....	DP ID:.....

I/We, being the member(s) of .....Shares of the above named company, hereby appoint:

- 1) .....of .....having e-mail id.....or failing him
- 2) .....of .....having e-mail id.....or failing him
- 3) .....of .....having e-mail id.....or failing him

And whose signature(s) are appended below, 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 23<sup>rd</sup> September 2017 at 11.00 a.m at the Registered Office at Cama Building, 1<sup>st</sup> Floor, 24/26, Dalal Street, Fort, Mumbai – 400 001, and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions
	<b>Ordinary Resolutions</b>
1	Adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March 2017
2	Re-appointment of Mr. Manoj T. Shroff, who retires by rotation
3	Re-appointment of Mr. Hemendra J. Shroff, who retires by rotation
4	Appointment of M/s. A.N. Damania & Co., Chartered Accountants, as Auditors and fix their remuneration
	<b>Special Resolution</b>
5	To approve limit for Related Party transaction under section 188 of the Companies Act 2013.
6	To approve limit for Investments under section 186 of the Companies Act 2013.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Re.1/-  
Revenue  
Stamp

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

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

### Notes:

1. A Proxy need not be a member of the Company
2. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a singly person as proxy and such person shall not act as a proxy for any other person or shareholder
4. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.



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## ATTENDANCE SLIP

31<sup>st</sup> Annual General Meeting on Saturday, 23<sup>rd</sup> September 2017

Registered Folio/ DP ID & Client ID	
Name and address of the Shareholder(s)	
Joint Holder 1	
Joint Holder 2	
No. of shares held	

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company, I hereby record my presence at the 31<sup>st</sup> Annual General Meeting of the Company held at the Registered Office at Cama Building, 1<sup>st</sup> Floor, 24/26, Dalal Street, Fort, Mumbai – 400 001, at 11.00 a.m. on Saturday, 23<sup>rd</sup> September 2017.

\_\_\_\_\_  
Proxy's Name in Block letters

\_\_\_\_\_  
Member's/ Proxy's Signature

### NOTES:

1. This Meeting is of Members only and you are requested not to bring with you any person who is not a Member
2. Shareholders/ Proxy holders are requested to bring the attendance slips with them when they come to the Meeting and hand over at the entrance after affixing their signature on them.
3. Shareholders are requested to bring their copy of the Annual Report along with them to the Annual General Meeting, as copies of the Report will not be distributed again at the Meeting.
4. If it is intended to appoint a proxy, the Form of Proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.





*If undelivered, please return to*

**V.B.DESAI FINANCIAL SERVICES LIMITED**

Cama Building, 1<sup>st</sup> Floor,  
24/26, Dalal Street, Fort,  
Mumbai – 400 001