

**SUMMIT SECURITIES LIMITED**  
**ANNUAL REPORT 2017-18**

**BOARD OF DIRECTORS:**

RAMESH D. CHANDAK	Chairman
A. N. MISRA	Director
A. V. NERURKAR	Director
H. C. DALAL	Director
H. N. SINGH RAJPOOT	Director
PREM KAPIL	Director
SNEHA RANADE	Director

**COMPANY SECRETARY :**

JIYA GANGWANI

**REGISTERED OFFICE :**

213, Bezzola Complex,  
B Wing, 71, Sion-Trombay Road,  
Chembur, Mumbai 400 071.

Phone: +91-22-25292152/54/55

Fax: +91-22-25297423

E-mail: [summitsec@gmail.com](mailto:summitsec@gmail.com)

Website: [www.summitsecurities.net](http://www.summitsecurities.net)

**AUDITORS :**

M/s. CHATURVEDI & SHAH,  
CHARTERED ACCOUNTANTS

**REGISTRAR AND SHARE TRANSFER AGENTS :**

TSR DARASHAW LIMITED

6-10, Haji Moosa Patrawala Industrial Estate  
20, Dr. E. Moses Road, Mahalaxmi,  
Mumbai 400 011.

Phone: +91-22-6656 8484

Fax: +91-22-6656 8494

E-mail: [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com)

**BANKERS :**

HDFC BANK LIMITED

ICICI BANK LIMITED

KOTAK MAHINDRA BANK LIMITED

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**NOTICE**

NOTICE is hereby given that the Twenty First Annual General Meeting of the members of Summit Securities Limited will be held on Thursday, September 27, 2018 at 3:30 p.m. at The Auditorium, Textiles Committee, next to Trade Plaza (TATA Press), P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2018 together with the Reports of the Auditors and the Board of Directors thereon.
2. To appoint a Director in place of Mr. A. N. Misra (DIN: 00350790), who retires by rotation and being eligible, has offered himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder, (including any statutory modification(s) or re-enactment thereof), M/s. Chaturvedi & Shah, Chartered Accountants registered with the Institute of Chartered Accountants of India vide Registration No.101720W, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Twenty First Annual General Meeting till the conclusion of the Twenty Sixth Annual General Meeting of the Company at a remuneration as may be mutually decided by the Board of Directors of the Company and the Statutory Auditors.”

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. **THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Pursuant to Section 105 of the Companies Act, 2013 ('the Act'), a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Provided that a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. During the business hours of the Company, proxies are open for inspection for the period beginning before 24 (twenty four) hours from the commencement of the meeting and ending with the conclusion of the

meeting, provided that an advance notice of not less than 3 (three) days is given to the Company.

4. Proxy, in prescribed Form MGT-11 is enclosed herewith. The Proxy shall not have a right to speak at the meeting and shall not be entitled to vote except on a poll.
5. As required under Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and Clause 1.2.5 of Secretarial Standard - 2 (SS-2) on "General Meetings", members are requested to kindly refer to the chapter on Corporate Governance Report in the Annual Report for the information in respect of Directors seeking appointment / re-appointment and their shareholding in the Company and other required details.
6. In case of joint holders attending the Annual General Meeting ('AGM'), the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. The Register of Members and the Share Transfer Books of the Company shall be closed from Thursday, September 20, 2018 to Thursday, September 27, 2018 (both days inclusive).
8. Only registered Members carrying the attendance slip and the holders of valid proxies registered with the Company will be permitted to attend the Meeting. Corporate Members intending to send their representatives are requested to send a certified true copy of the resolution authorizing the representative to attend and vote at the AGM.
9. Pursuant to the provisions of Section 125 of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective September 7, 2016 issued by the Ministry of Corporate Affairs ('MCA'), the unpaid/unclaimed amounts inter alia including sale proceeds of fractional shares which remain unpaid/unclaimed for the period of seven years are required to be transferred by the Company to the Investor Education and Protection Fund ('IEPF') constituted by the Central Government. Accordingly, the unpaid/unclaimed amounts of sale proceeds of fractional shares distributed through fractional entitlement warrants in the year 2011-12, consequent to the scheme of amalgamation ('amalgamation') between erstwhile Summit Securities Limited (erstwhile Summit) and Brabourne Enterprises Limited (Brabourne) and Octav Investments Limited (Octav) and CHI Investments Limited (CHI) and the Company (Formerly known as RPG Itochu Finance Limited) in the year 2009-10, have been transferred to IEPF in the financial year 2018-19. The details of the amounts transferred by the Company to IEPF have been uploaded on the website of the Company i.e. [www.summitsecurities.net](http://www.summitsecurities.net) and also on the website of MCA i.e. [www.iepf.gov.in](http://www.iepf.gov.in).

**10. Consolidation of Folios:**

The members holding shares in the same name or in the same order of names, under different folios, are requested to notify the relevant details of their said holdings to TSR Darashaw Limited at 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011 for consolidation of their shareholding into a single folio.

**11. Change in address:**

Members are requested to notify immediately any change in their address:

**a) If the shares held in physical form to:**

- (i) The Company at its Registered Office at:  
Summit Securities Limited  
213, Bezzola Complex,  
B Wing, 71, Sion-Trombay Road,  
Chembur, Mumbai - 400 071  
E-mail: [summitsec@gmail.com](mailto:summitsec@gmail.com)

OR

- (ii) The Registrar and Share Transfer Agents of the Company at the following address:  
TSR Darashaw Limited  
6-10, Haji Moosa Patrawala Industrial Estate,  
20, Dr. E. Moses Road, Mahalaxmi,  
Mumbai - 400 011  
E-mail: [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com)

**b) If the shares are held in demat form: to the respective Depository Participants.****12. Green Initiative:**

To support the "Green Initiative", members holding shares in:

- a) Physical form are requested to convert their holdings into dematerialised mode to avoid loss of shares and fraudulent transactions and also in terms of SEBI notification dated June 8, 2018.
- b) Dematerialised form are requested to register their email address with their Depository Participant(s) (DP) and members holding shares in physical form are requested to register their email address with the Company at [summitsec@gmail.com](mailto:summitsec@gmail.com) or with the Registrar and Share Transfer Agents viz. TSR Darashaw Limited, by sending a duly signed request.
13. As per Regulation 40(7) of the Listing Regulations, submission of a copy of Permanent Account Number ("PAN") card of the transferor and transferee is mandatory for transfer of shares held in physical form.
14. The Company after compliance with the due procedure laid down under Clause 5A of the erstwhile Listing Agreement entered into with the Stock Exchanges, now Regulation 39 of the Listing Regulations, has transferred the shares covered under the share certificates, which remained unclaimed by members, to a "Suspense Demat Account" opened with Keynote Capitals Limited, Depository Participant. Members who wish to claim their equity shares are therefore, requested to write to

the Company or to the Registrar and Share Transfer Agents., viz., TSR Darashaw Limited alongwith requisite documentary proof to claim their shares.

15. Electronic copy of the Notice of the Twenty First Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting alongwith Attendance Slip, Proxy Form and the copy of the Annual Report for FY 2017-18 is being sent to all the members whose email address is registered with the Company, RTA or Depository Participant, unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copy of the Annual Report for FY 2017-18 is being sent in permitted mode.
16. Annual Report for FY 2017-18 and the Notice of the Twenty First AGM circulated to the members will also be available on the Company's website at [www.summitsecurities.net](http://www.summitsecurities.net). Further, relevant documents referred to in this notice are open for inspection at the Registered Office of the Company on all working days (except Saturdays) between 11.00 a.m. and 1.00 p.m. up to the date of ensuing AGM.
17. In compliance with Secretarial Standards SS-2, route map giving prominent landmarks for ease in locating the venue of AGM is annexed hereto.
18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.

**19. Voting through electronic means:**

Pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard - 2 (SS-2) on "General Meetings" issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members, facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by Central Depository Services (India) Limited ('CDSL'). The remote e-voting period will commence at 9:00 a.m. on Monday, September 24, 2018 and will end at 5:00 p.m. on Wednesday, September 26, 2018. The Company has appointed Mr. P. N. Parikh, or failing him Mr. Mitesh Dhabliwala or failing both Ms. Sarvari Shah of M/s. Parikh Parekh & Associates, Company Secretaries, to act as the Scrutinizer, to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner. The Company has made necessary arrangements with CDSL to facilitate remote e-voting. The members desiring to vote through remote e-voting mode may refer to the detailed procedure on e-voting given hereinafter.

Members have an option to vote either through remote e-voting or through physical Ballot Form at the AGM. If a member has opted for remote e-voting, then he/she should not vote at the AGM. However, in case members cast their vote both via physical ballot at AGM and remote e-voting then remote e-voting shall prevail and voting done through physical ballot shall be treated as invalid. The members who cast their vote by remote e-voting, may attend and participate at the AGM, however, shall not be entitled to cast their vote at the AGM.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on Thursday, September 20, 2018 ("the cut-off date"). Any 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 voting at the AGM.

Any person who acquires the shares of the Company post dispatch of the Notice of this AGM but holding the shares prior to the cut-off date, may follow the same procedure as mentioned below for e-voting.

The Scrutinizer shall, immediately after the conclusion of voting at the Twenty First Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall counter sign the same.

The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.summitsecurities.net](http://www.summitsecurities.net) and on the website of CDSL e-voting after declaration of results by the Chairman or a person authorized by him in writing and shall also be communicated to the Stock Exchanges where the shares of the Company are listed, within 48 (Forty Eight) hours after the AGM. The results shall also be displayed on the notice board at the Registered Office of the Company.

The instructions for members for voting electronically are as under:-

- (i) The remote e-voting period commences at 9:00 a.m. on Monday, September 24, 2018 and ends at 5:00 p.m. on Wednesday, September 26, 2018. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date Thursday, September 20, 2018 (record date), may cast their votes electronically. The remote 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" tab.
- (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*	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department. (Applicable for both demat shareholders as well as physical shareholders.)</li> <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 last 8 digits of the folio/demat account number in the PAN field.</li> <li>• In case the folio number is less than 8 (eight) digits enter the applicable number of 0's (Zero's) before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar and folio number is 100 then enter RA00000100 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• 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 log in.</li> <li>• If both the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts

for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for “Summit Securities Limited” on which you choose to vote.

**Electronic Voting Sequence Number ('EVSN'): 180810006.**

- (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 login password then enter the User ID and the image verification code and click on “Forgot Password” option and enter the details as prompted by the system.
- (xviii) Members 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 Members and Custodians:

- Non-individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Under the Authority of the Board of Directors**

Jiya Gangwani  
Company Secretary

Date : August 02, 2018

Place : Mumbai

Summit Securities Limited  
CIN: L65921MH1997PLC194571

Registered Office:  
213, Bezzola Complex, B Wing,  
71, Sion-Trombay Road, Chembur, Mumbai 400071  
Tel No.: +91-22-25292152/54/55  
Fax No: +91-22-25297423

Website : [www.summitsecurities.net](http://www.summitsecurities.net)

Email : [summitsec@gmail.com](mailto:summitsec@gmail.com)

SUMMIT SECURITIES LIMITED

Route Map for the Twenty First Annual General Meeting



**Venue:** The Auditorium, Textiles Committee, Next to Trade Plaza (TATA Press), P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025.

**Prominent Landmark:** Siddhi Vinayak Temple

**Source:** Google Maps

**DIRECTORS' REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Dear Members,

Your Directors are pleased to present their Twenty First Report together with Audited Financial Statements for the financial year ended March 31, 2018:

**FINANCIAL HIGHLIGHTS:**

The summary of financial performance of the Company for the year under review is as given below:

(₹ in Lakhs)

	Standalone		Consolidated	
	For the Year ended March 31, 2018	For the Year ended March 31, 2017	For the Year ended March 31, 2018	For the Year ended March 31, 2017
<b>Total Income</b>	<b>8606.67</b>	<b>273.10</b>	<b>14148.00</b>	<b>540.92</b>
<b>Profit before Depreciation &amp; Tax</b>	<b>8449.78</b>	<b>187.17</b>	<b>13810.69</b>	<b>336.37</b>
(-) Depreciation	1.06	1.23	1.06	1.23
<b>Profit/(Loss) before Tax</b>	<b>8448.72</b>	<b>185.94</b>	<b>13809.63</b>	<b>335.14</b>
Add: Excess/(Short) Provision of Tax of earlier years	-0.13	376.32	-4.06	375.82
(-) Tax for Current Year	900.64	0.77	1676.77	18.67
(-) Deferred Tax	-	-	-	-
<b>Profit/(Loss) after Tax</b>	<b>7547.95</b>	<b>561.50</b>	<b>12128.80</b>	<b>692.28</b>
Appropriation:				
Less: Transfer to Special Reserve	1509.59	112.30	3894.96	138.46
Add: Balance brought forward	4554.43	4105.23	10469.89	9916.06
Balance Profit/(Loss) transferred to Balance Sheet	10592.80	4554.43	18703.74	10469.89

**FINANCIAL PERFORMANCE:**
Revenue:

The total revenue for FY 2017-18 was Rs. 8606.67 lakhs as compared to revenue of Rs. 273.10 lakhs of the previous year. The increase in revenue is on account of dividends, interest income and profit on sale of long term investments. Rs. 7398.28 lakhs and Rs. 10750.90 lakhs in the Standalone and Consolidated revenues, respectively, is on account of sale of long term investments.

Expenses:

The total expenses for FY 2017-18 were Rs. 157.95 lakhs as compared to expenses of Rs. 133.54 lakhs of the previous year, mainly on account of increase in legal & professional fees and miscellaneous expenses.

Profit After Tax:

Profit after Tax (PAT) for FY 2017-18 was Rs. 7547.95 lakhs in comparison to PAT of Rs. 561.49 lakhs during the previous year. The increase in profit is on account of dividend, interest income, profit on sale of long term investments and adjustment of the provision for tax of the earlier years. Tax expense for current year pertains mainly to Minimum Alternate Tax (MAT) arising on account of gains booked on sale of long term investments.

Amounts proposed to be carried to reserves:

An amount of Rs. 1509.59 lakhs has been transferred to Special Reserve as per the statutory requirements.

**DIVIDEND:**

With a view to conserve resources and based on the cash balance position of the Company, your Directors consider it prudent not to recommend any dividend for the year under review.

**MANAGEMENT DISCUSSION AND ANALYSIS:**
**a. Industry Structure & Developments, Opportunities and Future Outlook:**

The global economy experienced a cyclical recovery in 2017-18, showing signs of stronger investment and manufacturing activity. However, global trade faced several challenges with geopolitical issues occupying the centre stage.

India emerged amongst the fastest growing major economies in the world with GDP growth at about 6.7% in 2017-18 and is expected to grow above 7.3% in 2018-19.

Major reforms were undertaken over the past year including the transformational Goods and Services Tax (GST) that was launched on July 1, 2017. The long-festering Twin Balance Sheet problem was decisively addressed by the Government by formulating the new Indian Bankruptcy Code (IBC) and implementing a major recapitalization package to strengthen the public sector banks. The IBC has provided a resolution framework that will help corporates clean up their balance sheets and reduce their debts. However, addressing the Non Performing



Assets (NPA) issue of the banks remains a task for the Government and the RBI.

The Company, being a Non-Banking Financial Company ('NBFC') registered with RBI as a Non-Deposit Accepting NBF, derives major revenue from its investments. Sectoral policy changes by the Government, therefore, have direct impact on the profitability of the Company, as the value of the stocks, shares and bonds depends on the prevailing capital markets scenario. The future success of the Company continues to depend on its ability to anticipate the volatility of the Stock Markets, minimising risks and increasing returns through prudent investment decisions.

The investments of the Company are typically long term in nature and predominantly in the equity markets. All investment decisions are reviewed by the Board of Directors on a periodic basis.

#### **b. Risks, Threats and Concerns:**

Risk management can be construed as the identification, assessment, and prioritization of risks followed by co-ordinated and economical application of resources to minimize, monitor, and control the probability and/or impact of unfortunate events or to maximize the realisation of opportunities.

The Risk Management Committee ('RMC') of the Board of Directors manages and monitors the Company's risks, as detailed herein below under the heading "Risk Management Process".

#### **c. Internal control systems and their adequacy:**

The Company has an adequate internal audit and control system commensurate with its size and nature of business to ensure operational efficiency, accuracy and promptness in financial reporting and compliance of various laws and regulations. The Audit Committee of the Board of Directors reviews the Internal Audit Report and the adequacy and effectiveness of internal controls periodically.

#### **d. Human Resources:**

Employee relations continued to remain cordial during the year under review. As on March 31, 2018, there were eight (8) employees including Key Managerial Personnel ('KMP') of the Company.

#### **CAUTIONARY STATEMENT:**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

#### **MATERIAL CHANGES AND COMMITMENTS:**

There are no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year on March 31, 2018 to which the financial statements relate and the date of this report.

#### **CONSOLIDATED FINANCIAL STATEMENTS:**

In accordance with Section 129(3) of the Companies Act, 2013 ('the Act') and Regulation 34 of the Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the Listing Regulations') the Consolidated Financial Statements of the Company and its subsidiaries, including the statement containing salient features of the financial statements of all the subsidiary companies of the Company as set out in prescribed Form AOC-1, forms part of this Annual Report 2017-18.

The Consolidated Financial Statements have been prepared in accordance with the Accounting Standards issued by the Institute of Chartered Accountants of India.

#### **SUBSIDIARY COMPANIES:**

There was no change in the subsidiaries, joint ventures or associates during the year under review.

Further, the Financial Statements of these subsidiaries are uploaded on the website of the Company in accordance with Section 136 of the Act. The Annual Accounts of these subsidiaries and the other related information will be made available to any Member of the Company seeking such information and also available for inspection at the Registered Office of the Company.

As required under Regulation 16(1)(c) of the Listing Regulations, the Company has formulated the Policy on Materiality of Subsidiaries and the same is published on the Company's web-site at the link <http://summitsecurities.net/PolicyonMaterialSubsidiary.pdf>.

#### **RISK MANAGEMENT PROCESS:**

Though, the requirements of constitution of the Risk Management Committee contained in Regulation 21 of the Listing Regulations are not yet applicable to the Company, the Board of Directors has constituted the Risk Management Committee of the Board of Directors ('Risk Management Committee') in terms of the Guidelines on Corporate Governance issued by the RBI in the year 2010. The terms of reference of the Risk Management Committee are in accordance with the aforesaid Guidelines, the Act and Listing Regulations as well.

The Risk Management Committee has formulated a Risk Management Policy. This policy defines a process to ensure that a structured, disciplined and consistent risk strategy, providing guidance for risk activity within the Company by embedding Enterprise Risk Management within the culture of the business is in place.

One of the element in the Risk Management Process as defined in the Risk Management Policy is identification and assessment of risks. The identified risks pertaining to the nature of business carried out by the Company comprise of Business Risks, Finance Risks, Regulatory Risks, Environment Risks, Information Technology Risks etc. Risk mitigation measures are also reviewed alongside the identified risks. A report on risk evaluation and mitigation covering the elements of risks, impact and likelihood, mitigation measures and risk assessment is periodically presented before the Risk Management Committee for review and also placed before the Board of Directors for information.

#### **RELATED PARTY TRANSACTIONS:**

The Company had formulated a Policy on Related Party Transactions for purpose of identification and monitoring of Related Party Transactions. The Policy on Related Party Transactions as approved by the Board is uploaded on the

Company's website under the link <http://summitsecurities.net/RelatedPartyTransactionPolicy.pdf>.

The details of the transactions entered into by the Company with related parties during the year under review which requires reporting in Form AOC-2 in terms of the Section 134(3) and 188(1) of the Act read with Rule 8(1) of the Companies (Accounts) Rules, 2014 is appended with this report as **Annexure A**.

There are no relationships between the Directors inter-se nor any relationship between the Key Managerial Personnel inter-se.

None of the Directors or KMP had any pecuniary relationships or transactions vis-a-vis the Company except the sitting fees paid to Directors and remuneration paid to KMPs.

#### **EXTRACT OF THE ANNUAL RETURN:**

An extract of the Annual Return pursuant to Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 in the Form MGT-9 is appended with this report as **Annexure B**.

#### **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:**

The Company is registered as non-banking financial company not accepting public deposits, with the Reserve Bank of India and having its principal business of making investments, the Company is exempted from the provisions of sub-section(1) of Section 186 of the Act.

#### **PUBLIC DEPOSITS:**

The Company has not accepted any deposits within the meaning of sub-section (31) of Section 2 and Section 73 of the Act and the Rules framed thereunder.

#### **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

##### a. Directors :

In accordance with the provisions of the Act, and Articles of Association of the Company, Mr. A. N. Misra, Non-Executive Director, retires by rotation and being eligible, has offered himself for re-appointment.

##### b. Key Managerial Personnel:

Pursuant to the provisions of Section 2(51) and Section 203 of the Act read with the rules framed thereunder, the following persons are the Key Managerial Personnel of the Company:

1. Mr. Rohin Bomanji, Manager;
2. Mr. Paras Mal Rakhecha, Chief Financial Officer; and
3. Ms. Jiya Gangwani, Company Secretary.

Further, there was no change in the Key Managerial Personnel of the Company during the year under review.

##### c. Declarations from Independent Directors:

The Company has received declarations as required under Section 149(7) of the Act from all the Independent Directors stating that they meet the criteria of independence pursuant to Section 149(6) of the Act.

##### d. Training and Familiarisation Programme for Independent Directors:

Pursuant to the Code of Conduct for Independent Directors specified under the Act and Regulation 25(7) of the Listing Regulations, the Company familiarises

its Independent Directors on their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates and business model of the Company, etc. The note on this familiarisation programme is also posted on the Company's website under the link <http://summitsecurities.net/DetailsofFamiliarisationProgramme.pdf>.

#### **MEETINGS OF THE BOARD OF DIRECTORS:**

The Board of the Company has met four times during the year ended March 31, 2018, the details of the meetings of the Board of Directors held during the year are mentioned under the Corporate Governance Report, which forms part of this Annual Report.

#### **BOARD COMMITTEES:**

The Board Committees comprise of mandatory committees as per the Act and Listing Regulations viz., Audit Committee, Nomination and Remuneration Committee and the Stakeholders Relationship Committee. The non-mandatory Board committees comprise of the Risk Management Committee and Asset Liability Management Committee constituted as per applicable RBI guidelines. Further, the IT Strategy Committee was also constituted under the RBI guidelines. Details of composition of these committees alongwith number of meetings held during the year and other related details are set out in the Corporate Governance Report which forms part of this Report.

#### **AUDIT COMMITTEE:**

The detailed composition of the Audit Committee is set out in the Corporate Governance Report which forms part of this Report.

There have been no situations where the Board has not accepted any recommendations of the Audit Committee.

#### **ANNUAL PERFORMANCE EVALUATION OF BOARD AND ITS COMMITTEES:**

The Annual Evaluation as required under the Act and the Listing Regulations has been carried out by the Board of its own performance, the performance of each individual Director (including chairperson of Board and Committees) and its Committees. For this purpose, an Evaluation Questionnaire was circulated to all the Directors and their responses were received in a sealed envelope addressed to the Chairman of the Board of Directors and results thereof were then discussed in the next meeting of the Board of Directors.

The said questionnaire was prepared considering the criteria for evaluation in accordance with the Company's Policy on Appointment, Training, Evaluation and Remuneration approved by the Board on recommendation of the Nomination and Remuneration Committee, interalia comprising of:

- (a) attendance at meetings of the Board and Committees thereof,
- (b) participation in meetings of the Board or Committee thereof,
- (c) contribution to strategic decision making,
- (d) review of risk assessment and risk mitigation,
- (e) review of financial statements and business performance,
- (f) contribution to the enhancement of brand image of the Company.

#### **REMUNERATION POLICY:**

The Board of Directors has on the recommendation of the Nomination and Remuneration Committee formulated

a policy on "Appointment, Training, Evaluation and Remuneration of Directors, Key Managerial Personnel and Senior Management Personnel". This policy inter alia covers the requirements specified under Section 178(3) of the Act comprising of criteria for determining qualifications, positive attributes and independence of a director, etc.

The Policy provisions covering the requirements under Section 178 of the Act is given as **Annexure C** to this report

#### **DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to Section 134(3)(c) of the Act, your Directors to the best of their knowledge and belief confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures, if any;
- (b) such accounting policies have been selected and applied consistently and such judgements and estimates have been made that are reasonable and prudent to give a true and fair view of the state of affairs of the Company in the Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss for the financial year ended March 31, 2018;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts have been prepared on a going concern basis;
- (e) the proper internal financial controls were in place and that such internal financial controls were adequate and were operating effectively;
- (f) the systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

#### **WHISTLE BLOWER POLICY:**

The Company has a vigil mechanism named Whistle Blower Policy ('WBP') for directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The WBP is also posted in the Company's website at the [link: http://summitsecurities.net/Whistle\\_Blower\\_Policy.pdf](http://summitsecurities.net/Whistle_Blower_Policy.pdf).

#### **PARTICULARS OF EMPLOYEES:**

- a. During the year under review, no employee was in receipt of remuneration which in aggregate was equal or more than the limit specified under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- b. Statement containing the Disclosures pursuant to Section 197(12) of the Act and Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **Annexure D** to this Report.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The Company is a Non-Banking Financial Company and engaged in investments and financial activities and, as such, its operations do not account for substantial energy

consumption. However, the Company adopts all possible measures to conserve energy and at the same time several environment friendly measures are adopted by the Company.

The provisions relating to research and development and technology absorption are not applicable to the Company. During the year under review, there have been no transactions in the Company relating to foreign exchange earnings and outgo.

#### **CORPORATE SOCIAL RESPONSIBILITY:**

The provisions of Section 135 of the Act were not applicable to the Company during the financial year ended March 31, 2018, as the Company did not fall into the criteria specified in sub-section (1) of Section 135 of the Act.

#### **STATUTORY AUDITORS:**

Messrs Chaturvedi & Shah, Chartered Accountants were appointed as the Statutory Auditors of the Company at the Seventeenth AGM of the Company held on September 27, 2014 to hold office for a period of 4 (four) consecutive years from the conclusion of the Seventeenth AGM till the conclusion of the Twenty First AGM subject to ratification by the members at every AGM of the Company. Their term accordingly expires at the conclusion of the ensuing Twenty First AGM.

Messrs Chaturvedi & Shah, Chartered Accountants have confirmed that they are eligible to act as Statutory Auditors, if appointed, in accordance with Sections 139 and 141 of the Act and Rules made thereunder.

The Board of Directors after considering the recommendation of the Audit Committee recommends the re-appointment of Messrs Chaturvedi & Shah, Chartered Accountants as the Statutory Auditors of the Company to hold office for a period of five years from the conclusion of the ensuing Twenty First AGM up to the conclusion of the Twenty Sixth AGM.

#### **INTERNAL AUDITORS:**

M/s. Dinesh Jain & Co., Chartered Accountants are the Internal Auditors of the Company.

#### **SECRETARIAL AUDITORS:**

M/s. Parikh Parekh & Associates, Company Secretaries were appointed as the Secretarial Auditors for conducting the Secretarial Audit in accordance with Section 204 of the Act for the year ended March 31, 2018. The Secretarial Audit Report prepared in accordance with sub-section (3) of Section 134 and Section 204(1) of the Act in prescribed Form MR-3 by M/s. Parikh Parekh & Associates, Company Secretaries is attached as **Annexure E** to this Report.

#### **EXPLANATION AND COMMENTS ON AUDITORS' REPORT AND SECRETARIAL AUDIT REPORT:**

There are no qualification, reservations or adverse remark or disclaimer made either by the Statutory Auditor in Auditors Report or by the Company Secretary in Practice (Secretarial Auditor) in his Secretarial Audit Report.

#### **CORPORATE GOVERNANCE:**

A report on Corporate Governance along with a certificate from the Auditors of the Company stipulated pursuant to Regulation 34 of the Listing Regulations are annexed as **Annexure F** to this Report.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS:**

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

**CHANGE IN THE NATURE OF BUSINESS:**

During the year under review, there was no change in the nature of business.

**INTERNAL FINANCIAL CONTROL:**

Details in respect of adequacy on internal financial controls with reference to the financial statements are stated in the Management Discussion and Analysis section of this Report.

**DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has in place a policy on Prevention of Sexual Harassment of Women at Workplace in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act,

2013. Internal Complaints Committee ('ICC') had been set up to redress complaints. ICC has not received any complaints during the year under review.

**SECRETARIAL STANDARDS:**

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

**ACKNOWLEDEMENTS:**

The Board of Directors wishes to place on record its gratitude for the continued support and co-operation extended by the Government authorities, banks, members and employees of the Company.

**On behalf of the Board of Directors**

Ramesh D. Chandak  
Chairman  
DIN: 00026581

Place : Mumbai  
Date : May 23, 2018

**Annexure A**

**FORM NO. AOC.2**

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

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

1. Details of contracts or arrangements or transactions not at arm's length basis: **None.**
  - (a) Name(s) of the related party and nature of relationship
  - (b) Nature of contracts/arrangements/transactions
  - (c) Duration of the contracts/arrangements/transactions
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
  - (e) Justification for entering into such contracts or arrangements or transactions
  - (f) date(s) of approval by the Board
  - (g) Amount paid as advances, if any:-
  - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188.
2. Details of material contracts or arrangement or transactions at arm's length basis:
  - (a) Name(s) of the related party and nature of relationship : a) Instant Holdings Limited ('Instant'), Wholly owned subsidiary of the Company;  
b) Sudarshan Electronics & T.V. Limited ('Sudarshan'), Wholly owned subsidiary of Instant Holdings Limited
  - (b) Nature of contracts / arrangements / transactions : a) Investment in Rights Issue of Instant  
b) Sale of shares to Sudarshan
  - (c) Duration of the contracts/ arrangements / transactions : a) Date of Allotment: 29.03.2018  
b) Date of Sale: 06.03.2018
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any : Not Applicable
  - (e) Date(s) of approval by the Board, if any : February 7, 2018
  - (f) Amount paid as advances, if any : Not Applicable

**On behalf of the Board of Directors**

Ramesh D. Chandak  
Chairman  
DIN: 00026581

Place : Mumbai  
Date : May 23, 2018

**FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN**

as on the financial year ended on March 31, 2018.

{Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; Administration) Rules, 2014}

**I. REGISTRATION AND OTHER DETAILS:**

i	CIN	L65921MH1997PLC194571
ii	Registration Date	January 30, 1997
iii	Name of the Company	Summit Securities Limited
iv	Category/Sub-category of the Company	Company Limited by Shares Indian Non-Government Company
v	Address of the Registered office and contact details	213, Bezzola Complex, B Wing, 71, Sion-Trombay Road, Chembur, Mumbai- 400 071 Tel No : +91-22-25292152   Fax: +91-22-25297423 E-mail: <a href="mailto:summitsec@gmail.com">summitsec@gmail.com</a> Website: <a href="http://www.summitsecurities.net">www.summitsecurities.net</a>
vi	Whether listed company	Yes on BSE Limited and National Stock Exchange of India Limited
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	TSR Darashaw Limited; 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011. Tel: 022-66568484; Fax: 022-66568494 Email: <a href="mailto:csg-unit@tsrdarashaw.com">csg-unit@tsrdarashaw.com</a> Website: <a href="http://www.tsrdarashaw.com">www.tsrdarashaw.com</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

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

Sl. No.	Name & Description of main products/ services	NIC Code of the Product /service	% to total turnover of the company
1.	Investments in Securities	64990	100%

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

Sl. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1.	Instant Holdings Limited ('Instant') 213, Bezzola Complex, "B" Wing, 71, Sion-Trombay Road, Chembur, Mumbai - 400071.	U65990MH2005PLC152062	Subsidiary Company	100%	2(87)
2.	Sudarshan Electronics & T.V. Limited 213, Bezzola Complex, "B" Wing, 71, Sion-Trombay Road, Chembur, Mumbai - 400071.	U32100MH1979PLC021889	Subsidiary Company of Instant	-	2(87)

**IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as % to total Equity) :**
**(i) Category wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year i.e. April 01, 2017				No. of Shares held at the end of the year i.e. March 31, 2018				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTERS:</b>									
<b>(1) Indian:</b>									
a) Individual/HUF	3,682	0	3,682	0.03	3,682	0	3,682	0.03	0.00
b) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
c) State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corporate	80,46,789	0	80,46,789	73.81	80,46,789	0	80,46,789	73.81	0.00
e) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other: (Specify)									
(f-1) Trusts	16,162	0	16,162	0.15	16,162	0	16,162	0.15	0.00
<b>SUB TOTAL: (A)(1)</b>	<b>80,66,633</b>	<b>0</b>	<b>80,66,633</b>	<b>73.99</b>	<b>80,66,633</b>	<b>0</b>	<b>80,66,633</b>	<b>73.99</b>	<b>0.00</b>
<b>(2) Foreign:</b>									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other...	0	0	0	0.00	0	0	0	0.00	0.00
<b>SUB TOTAL: (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>80,66,633</b>	<b>0</b>	<b>80,66,633</b>	<b>73.99</b>	<b>80,66,633</b>	<b>0</b>	<b>80,66,633</b>	<b>73.99</b>	<b>0.00</b>
<b>B. PUBLIC SHAREHOLDING:</b>									
<b>(1) Institutions:</b>									
a) Mutual Funds	85,526	339	85,865	0.79	85,526	339	85,865	0.79	0.00
b) Banks/FI	491	438	929	0.01	1,925	436	2,361	0.02	0.01
c) Cental Government	0	538	538	0.00	0	538	538	0.00	0.00
d) State Governments(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	3,57,831	5	3,57,836	3.28	3,34,486	5	3,34,491	3.07	-0.21
g) Foreign Institutional Investors	7	951	958	0.01	7	951	958	0.01	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>SUB TOTAL (B)(1):</b>	<b>4,43,855</b>	<b>2,271</b>	<b>4,46,126</b>	<b>4.09</b>	<b>4,21,944</b>	<b>2,269</b>	<b>4,24,213</b>	<b>3.89</b>	<b>-0.20</b>
<b>(2) Non Institutions:</b>									
a) Bodies Corporates:									
i) Indian	4,63,883	2,119	4,66,002	4.27	6,01,546	2,013	6,03,559	5.54	1.26
ii) Overseas	0	99,122	99,122	0.91	0	99,122	99,122	0.91	0.00
b) Individuals:									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	11,16,240	1,01,213	12,17,453	11.17	9,71,380	98,365	10,69,745	9.81	-1.35
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	4,56,461	0	4,56,461	4.19	4,95,422	0	4,95,422	4.54	0.36
c) Others (specify):									
(i) Trusts	7,440	0	7,440	0.07	7,320	0	7,320	0.07	0.00
(ii) Unclaimed Securities Suspend Account	25,497	0	25,497	0.23	25,451	0	25,451	0.23	0.00
(iii) Director and Relatives	0	101	101	0.00	0	101	101	0.00	0.00
(iv) Non-Resident Indian (NRI)	32,695	97	32,792	0.30	28,265	97	28,362	0.26	-0.04
(v) HUF	41,530	0	41,530	0.38	42,079	0	42,079	0.39	0.01
(vi) Clearing Members	36,317	0	36,317	0.33	31,987	0	31,987	0.29	-0.04
(vii) LLP	3,308	0	3,308	0.03	4,843	0	4,843	0.04	0.01
(viii)BC- NBFC	2,912	0	2,912	0.03	2,857	0	2,857	0.03	0.00
(ix) Other	82	5	87	0.00	82	5	87	0.00	0.00
<b>SUB TOTAL: (B)(2)</b>	<b>21,86,365</b>	<b>2,02,657</b>	<b>23,89,022</b>	<b>21.91</b>	<b>22,11,232</b>	<b>1,99,703</b>	<b>24,10,935</b>	<b>22.12</b>	<b>0.20</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>26,30,220</b>	<b>2,04,928</b>	<b>28,35,148</b>	<b>26.01</b>	<b>26,33,176</b>	<b>2,01,972</b>	<b>28,35,148</b>	<b>26.01</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total (A)+(B)+(C)</b>	<b>1,06,96,853</b>	<b>2,04,928</b>	<b>1,09,01,781</b>	<b>100.00</b>	<b>1,06,99,809</b>	<b>2,01,972</b>	<b>1,09,01,781</b>	<b>100.00</b>	<b>0.00</b>

## (ii) Share Holding of Promoters:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01.04.2017			Shareholding at the end of the year i.e. 31.03.2018			% change in share holding during the year
		No. of Shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	
1.	ANANT VARDHAN GOENKA	1,318	0.01	0.00	1,318	0.01	0.00	0.00
2.	HARSH VARDHAN GOENKA	2,153	0.02	0.00	2,153	0.02	0.00	0.00
3.	HARSH VARDHAN GOENKA (Trustee, Monitor Portfolio Trust)	16,157	0.15	0.00	16,157	0.15	0.00	0.00
4.	HARSH VARDHAN GOENKA (Trustee, Crystal India Tech Trust)	1	0.00	0.00	1	0.00	0.00	0.00
5.	HARSH VARDHAN GOENKA (Trustee, Nucleus Life Trust)	1	0.00	0.00	1	0.00	0.00	0.00
6.	HARSH VARDHAN GOENKA (Trustee, Stellar Energy Trust)	1	0.00	0.00	1	0.00	0.00	0.00
7.	HARSH VARDHAN GOENKA (Trustee, Secura India Trust)	1	0.00	0.00	1	0.00	0.00	0.00
8.	HARSH VARDHAN GOENKA (Trustee, Prism Estates Trust)	1	0.00	0.00	1	0.00	0.00	0.00
9.	RAMA PRASAD GOENKA	211	0.00	0.00	211	0.00	0.00	0.00
10.	STEL HOLDINGS LIMITED	69,815	0.64	0.00	69,815	0.64	0.00	0.00
11.	JUBILEE INVESTMENTS AND INDUSTRIES LTD **	2,285	0.02	0.00	2,285	0.02	0.00	0.00
12.	RPG CELLULAR INVESTMENTS AND HOLDINGS PVT LTD ***	2,90,799	2.67	0.00	2,90,799	2.67	0.00	0.00
13.	SWALLOW ASSOCIATES LLP	73,29,731	67.23	0.00	73,29,731	67.23	0.00	0.00
14.	CARNI WAL INVESTMENTS LTD	3,54,159	3.25	0.00	3,54,159	3.25	0.00	0.00
	<b>Total</b>	<b>80,66,633</b>	<b>73.99</b>	<b>0.00</b>	<b>80,66,633</b>	<b>73.99</b>	<b>0.00</b>	<b>0.00</b>

\*\* Jubilee Investments & Industries Limited merged with RPG Cellular Investments and Holdings Private Limited ('RCIHPL') pursuant to the Scheme of Amalgamation between RPG Communication & Holdings Private Limited, KTL Industrial Finance Company Limited, Kocilim Breweries Private Limited, Yield Investments Private Limited and Jubilee Investments & Industries Limited with RCIHPL duly sanctioned by the Honorable High Court of Calcutta on June 11, 2009. RCIHPL merged with Swallow Associates Limited ('SAL') pursuant to the Scheme of Amalgamation and Arrangement between SAL and Blue Niles Holdings Limited, South Asia Electricity Holdings Limited, Kestral Investments Limited, Petrochem International Limited and RCIHPL duly sanctioned by the Honorable High Court of Judicature at Bombay w.e.f. March 27, 2012. Further, SAL has been converted into a Limited Liability Partnership with effect from October 31, 2012 and now is known as Swallow Associates LLP.

\*\*\* RPG Cellular Investments and Holdings Private Limited merged with Swallow Associates Limited ('SAL') pursuant to the Scheme of Amalgamation and Arrangement between SAL and Blue Niles Holdings Limited, South Asia Electricity Holdings Limited, Kestral Investments Limited, Petrochem International Limited and RCIHPL duly sanctioned by the Honorable High Court of Judicature at Bombay w.e.f. March 27, 2012. Further, SAL has been converted into a Limited Liability Partnership with effect from October 31, 2012 and now is known as Swallow Associates LLP.

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

Sl. No.	Share holding at the beginning of the year	Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Share holding during the year	
					No. of Shares	% of total shares of the company
1.	At the beginning of the Year				80,66,633	73.99
2.	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for Increase/ Decrease (e.g. allotment/ transfer/bonus/sweat equity etc)		None			
3.	At the end of the Year				80,66,633	73.99

**Note:** 1. There were no transactions during the year.

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs) (Refer Note 1):**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Life Insurance Corporation of India	2,97,152	2.73	2,97,152	2.73
2.	VLS Finance Limited	1,81,561	1.67	1,81,561	1.67
3.	Chinappa M B	1,75,799	1.61	1,61,910	1.49
4.	SMIFS Capital Markets Limited	1,56,500	1.44	1,56,500	1.44
5.	Reliance Financial Limited	-	-	1,33,500	1.22
6.	Societe Ceat D Investissementen Asia S A	99,019	0.91	99,019	0.91
7.	Kevin Dsilva	1,03,493	0.95	98,061	0.90
8.	Seetha Kumari	91,994	0.84	91,500	0.84
9.	SBI Mutual Fund	85,188	0.78	85,188	0.78
10.	The Oriental Insurance Company Limited	35,770	0.33	35,770	0.33

**Note:** 1. The shares of the Company are traded on daily basis. Hence, the date wise increase/decrease in the shareholding of the above shareholders is not provided.

2. The shareholdings of the above shareholders are consolidated based on the name of the first named holder of the shares, consolidated on basis of the PAN, irrespective of sub-accounts.

**(v) Shareholding of Directors and Key Managerial Personnels (KMP):**
**Name: Mr. H. N. Singh Rajpoot**

Sr. No.	For Each of the Directors & KMP	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year i.e. April 1, 2017	101	0	101	0
2.	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity, etc.)	0	0	0	0
3.	At the end of the year i.e. March 31, 2018	101	0	101	0

**Note:** Apart from above no other Director or KMP held any shares in the Company at the beginning and at the end of the FY 2017-18.

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

Amount in ₹

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid		None		
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				
<b>Change in Indebtedness during the financial year</b>				
Additions				
Reduction		None		
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid		None		
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**
**A. Remuneration to Managing Director, Whole time Director and/or Manager:**

Amount in ₹

Sl. No.	Particulars of Remuneration	Mr. Rohin Bomanji (Manager)	Total Amount
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	6,000	6,000
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0
2.	Stock option	0	0
3.	Sweat Equity	0	0
4.	Commission	0	0
	- as % of profit	0	0
	- others (specify)	0	0
5.	Others, please specify	0	0
6.	Total (A)	6,000	6,000
7.	Ceiling as per the Act	As per Section 197 of Companies Act, 2013	



**B. Remuneration to other Directors:**

Amount in ₹

Sl. No.	Particulars of Remuneration	Name of the Directors					Total Amount	
		Mr. H. C. Dalal	Mr. Prem Kapil	Mrs. Sneha Ranade	Mr. Abhay Nerurkar	Mr. R. D. Chandak		
1.	Independent Directors							
	(a) Fee for attending board and committee meetings	34,000	22,000	36,000	25,000	20,000	1,37,000	
	(b) Commission	Nil	Nil	Nil	Nil	Nil	Nil	
	(c) Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil	
	Total (1)	34,000	22,000	36,000	25,000	20,000	1,37,000	
2.	Other Non Executive Directors	Mr. A. N. Misra	Mr. H. N. Singh Rajpoot					
	(a) Fee for attending board and committee meetings	24,000	28,000				52,000	
	(b) Commission	Nil	Nil				Nil	
	(c) Others, please specify.	Nil	Nil				Nil	
	Total (2)	24,000	28,000				52,000	
	Total (B) = (1+2)						1,89,000	
	Total Managerial Remuneration						1,89,000	
	Overall Ceiling as per the Act	₹ 1,00,000/- per meeting.						

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

Amount in ₹

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Ms. Jiya Gangwani (Company Secretary)	Mr. Paras Mal Rakhecha (CFO)	Total Amount
1.	Gross Salary			
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	15,21,946	39,16,412	54,38,358
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	0	0	0
2.	Stock options	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission	0	0	0
	- as % of Profit	0	0	0
	- others, specify	0	0	0
5.	Others please specify	0	0	0
	Total			54,38,358

**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty/ Punishment/ Compounding			None		
<b>B. DIRECTORS</b>					
Penalty/ Punishment/ Compounding			None		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty/ Punishment/ Compounding			None		

On behalf of the Board of Directors

Ramesh D. Chandak  
Chairman  
DIN: 00026581

Place : Mumbai  
Date : May 23, 2018

## Policy on Appointment, Training, Evaluation and Remuneration of Directors and Senior Management Personnel.

### 1. OBJECTIVE:

- (i) Ensure compliance of the applicable provisions of the Companies Act, 2013 ('the Act'), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges (as amended or re-enacted from time to time) ('Listing Regulations') related to the Appointment, Training, Evaluation and Remuneration of the Directors, Senior Management Personnel, including Key Managerial Personnel and in accordance with the directions of Reserve Bank of India as applicable to the Company.
- (ii) Adopt best practices to manage the affairs of the Company in seamless manner and achieve corporate governance as well as sustained long-term value creation for stakeholders.

### 2. CONSTITUTION OF THE NOMINATION AND REMUNERATION COMMITTEE:

The Board had re-constituted the Nomination and Remuneration Committee on October 29, 2015 and revised its terms of reference in accordance with the Listing Regulations on February 09, 2016.

### 3. DEFINITIONS:

- (i) "Act" means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- (ii) "Board" means Board of Directors of the Company.
- (iii) "Company" means Summit Securities Limited.
- (iv) "Directors" means Directors of the Company.
- (v) "Managing Director (MD)" means a director who, by virtue of the articles of a Company or an agreement with the Company or a resolution passed in its general meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the Company and includes a director occupying the position of managing director, by whatever name called.
- (vi) "Whole-time Director (WTD)" in relation to Company includes a director in whole-time employment of the Company.
- (vii) "Non Executive Director (NED)" in relation to Company means a member of a Company's Board of Directors who is not in whole time employment of the Company.
- (viii) "Independent Director (ID)" in relation to Company shall have the same meaning as defined under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (ix) Key Managerial Personnel (KMP) means:
  - (i) the Chief Executive Officer (CEO) or the Managing Director(MD) or the Manager;
  - (ii) the Company Secretary (CS);

- (iii) the Whole-time Director (WTD);
- (iv) the Chief Financial Officer (CFO);

- (x) "Senior Management Personnel (SMP)" means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Any word or term not defined in this Policy shall have the same meaning assigned under the Companies Act, 2013 read with Rules framed thereunder, if any else as per the General Clauses Act, 1897.

### 4. DIVERSITY IN THE BOARD OF DIRECTORS:

Diversity refers to the variety of attributes of diverse nature between people and encompasses acceptance, respect and an understanding that each individual is unique. These differences can include age, gender, ethnicity, physical abilities, marital status, ideologies, background, knowledge and skills.

### 5. REQUIREMENTS RELATING TO APPOINTMENT OF DIRECTORS:

- (i) The Company shall appoint only those persons who possess requisite qualifications and experience and positive attributes within overall framework of diversity and are able to provide policy direction to the Company, including directions on good Corporate Governance. Prior experience of being a CEO, MD, WTD of any company shall be given importance while considering appointment.
- (ii) Additional Requirement for appointment of Audit Committee member:
  - a) He/she should be financially literate and possess the ability to read and understand basic financial statements i.e. Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement.
  - b) He/she should have accounting or related financial management expertise. A person will be considered to have accounting or related financial management expertise if he/she possesses experience in finance or accounting or requisite professional certification in accounting, or any other comparable experience or background which results in the financial sophistication.
  - c) He/she is or has been CEO, CFO or other senior officer with financial oversight responsibilities.
- (iii) Disqualifications:
 

Any person to be appointed as Director shall not possess the following disqualifications prescribed in Section 164 (1) of the Companies Act, 2013:

  - (a) He/she shall not be less than 21 years of age.
  - (b) He/she shall not be of unsound mind nor stand so declared by a competent court.
  - (c) He/she shall not be an undischarged insolvent.
  - (d) He/she has not applied to be adjudicated as an insolvent and his/her application is pending.
  - (e) He/she has not been convicted of an

offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence.

- (f) A person shall however not be appointed as director of the Company, if he is a director in a company which has failed to:
- (i) File Financial Statements or Annual Returns for any continuous period of three financial years;
  - (ii) Repay deposits or pay interest thereon on due date;
  - (iii) Redeem debentures on due date or pay interest due thereon;
  - (iv) Pay dividend already declared by the said Company and such defaults continue for one year or more;

(iv) Automatic vacation of the office:

A Director shall automatically vacate his office in the following cases:

- a) He/she attracts any disqualification mentioned herein above;
- b) He/she absents from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board of Directors;
- c) He/she acts in contravention of the provisions of section 184 relating to entering into contracts or arrangements in which he is directly or indirectly interested.
- d) He/she fails to disclose his interest any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184.

(v) Applicability of Policies:

All persons appointed as Directors of the Company including the MD and the Executive Director(s), KMPs and SMPs shall ensure compliance with the Policies and Procedures adopted by the Company from time to time such as the Code of Conduct for Directors and Senior Management Personnel, the Code of Conduct for Prevention of Insider Trading, Whistle Blower Policy, Code of Corporate Governance and Ethics or any other Company's policy applicable to them.

## 6. APPOINTMENT OF KMP's/SMP's:

- a) The appointment of the MD, CEO, WTD, CFO, and the CS shall be approved by the Board of Directors by means of a resolution.
- b) The appointments of SMP shall be approved by MD, if any or the Department Head on recommendation of the Human Resources Department (HRD).

## 7. EVALUATION OF PERFORMANCE:

- a) The Nomination and Remuneration Committee (NRC) shall carry out the evaluation of performance of every Director as under:
  - Before re-appointment of Executive and

Non-Executive Directors.

- At the time of recommendation of any remuneration payable to Executive and Non-Executive Directors or changes therein.
- At such other time, as the applicable laws or the circumstances may require.

- b) The evaluation of all SMPs and KMPs shall be carried out by the Departmental Head, excluding himself/herself and the MD/CEO/WTD, if any.

The evaluation process adopted by the Company shall always consider the appropriate benchmarks set as per industry standards, performance of the Industry, the Company and of the individual KMP/SMP.

## 8. REMUNERATION OF NEDs, KMPs AND SMPs:

- (i) The remuneration to the MD/CEO/Manager/WTD at the time of his/her appointment shall be recommended by the NRC and approved by the Board of Directors. Such remuneration shall be subject to approval of the shareholders of the Company, whenever required.
- (ii) Annual increment/ subsequent variation in remuneration to the MD/CEO/Manager/WTD shall be approved by the NRC/ Board of Directors, within the overall limits approved by the shareholders of the Company.
- (iii) The NEDs shall be entitled to receive the following within overall limits prescribed in the Act:
  - Sitting fees as may be decided by the Board of Directors from time to time for attending the meeting of the Board and of the Committee thereof.
  - Payment of Commission, as upto the limits permitted under Section 197 of the Act and approved by the shareholders wherever required.
  - The NEDs shall be eligible for remuneration of such professional services rendered if in the opinion of the NRC, the NED possesses the requisite qualification for rendering such professional services.
- (iv) The remuneration payable to the KMP's mentioned shall be recommended by the NRC considering relevant qualification and experience of the individual as well as the prevailing market condition, and approved by the Board.
- (v) The remuneration to be paid to SMP's shall be determined by the MD, if any or the Department Head, considering evaluation mechanism and guiding principles of remuneration as mentioned in this Policy.
- (vi) The NRC may consider grant of Stock Options to KMP's & SMP's pursuant to any Stock Option Plan adopted by the Company, if any.

## 9. DIRECTOR AND OFFICER LIABILITY INSURANCE:

The Company shall provide an insurance cover to Directors, KMPs & SMPs for indemnifying them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust shall not be treated as a part of remuneration paid to them.

**Statement containing the Disclosures pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

No director has received remuneration from the Company apart from sitting fees for attending the meetings of the Board, Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee held from time to time.

Based on the sitting fees for attending the meetings held during the F.Y. 2017-18 attended by each Director, the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year is as under:

Sr. No.	Name of Director	Ratio
1.	Mr. Ramesh D. Chandak	0.04
2.	Mr. H. N. Singh Rajpoot	0.06
3.	Mr. A. N. Misra	0.05
4.	Mr. H. C. Dalal	0.07
5.	Mr. Prem Kapil	0.05
6.	Ms. Sneha Ranade	0.08
7.	Mr. Abhay V. Nerurkar	0.05

- (ii) The percentage increase/(decrease) in remuneration of each Director, Chief Financial Officer (CFO), Chief Executive Officer (CEO), Company Secretary (CS) or Manager, if any in the financial year:

As stated above, none of the Directors received remuneration apart sitting fees for attending the meetings of the Board, Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee, where they are members. There has been no increase in the amount of sitting fee paid per meeting for attending the meetings during the year under review as compared to the financial year 2016-17.

Further, there has been no increase in remuneration of Manager during the year under review.

The percentage increase in remuneration of CFO during the year under review as compared to the previous year is 8.49%

The percentage increase in remuneration of CS during the year under review as compared to the previous year is 9.11%

- (iii) The percentage increase in the median remuneration of the employees in the financial year: 8.17%
- (iv) The number of permanent employees on the rolls of the Company:

As on March 31, 2018, the Company has eight employees on its rolls, including Key Managerial Personnel of the Company.

- (v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentage increase made in the salaries of employees other than the Manager during the previous FY 2017-18 was 12.52%

The increment given to each employee is based on criterias such as performance of the company and of the individual employee during the financial year.

There was no increase made in the remuneration of Manager during the year under review.

- (vi) Affirmation that the remuneration is as per the remuneration policy of the company:

Remuneration paid during the year ended March 31, 2018 is as per Remuneration Policy of the Company

**On behalf of the Board of Directors**

Ramesh D. Chandak  
Chairman  
DIN: 00026581

Place : Mumbai  
Date : May 23, 2018

**FORM No. MR-3****Annexure E****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018**

(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,

**SUMMIT SECURITIES LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Summit Securities Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2018 according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contract (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, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time; (Not applicable to the Company during the audit period)
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)
- (vi) Other laws applicable specifically to the Company namely:-
1. The Reserve Bank of India Act, 1934
  2. Directions issued under The Reserve Bank of India Act, 1934

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that:

The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors subject to the representation made by the Company in this regard. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, 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.

Decisions at the Board Meetings were taken unanimously.

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

We further report that during the audit period the Company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

For Parikh Parekh & Associates  
Company Secretaries

Shalini Bhat

Place : Mumbai Partner  
Date : May 23, 2018 FCS No: 6484 CP No: 6994

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

'Annexure A to the Secretarial Audit Report'

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

For Parikh Parekh & Associates  
Company Secretaries

Shalini Bhat

Place : Mumbai Partner  
Date : May 23, 2018 FCS No: 6484 CP No: 6994

## CORPORATE GOVERNANCE REPORT

### I. COMPANY PHILOSOPHY:

Corporate Governance is the set of systems, principles and processes by which a Company is governed. It is an ethically driven business process that is committed to values and conduct of the organization in order to attain the objects of the Company. Our philosophy on Corporate Governance envisages attainment of the highest levels of transparency, accountability and equity in all facets of its operations and in all interactions with its stakeholders, including shareholders, employees, the Government and the society in general. As a result, our philosophy extends beyond what is stated under this Report and it has been the Company's constant endeavor to attain the highest levels of Corporate Governance.

This Report is in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and forms part of the Report of the Directors to the Members of the Company.

### II. BOARD OF DIRECTORS:

In terms of the Company's Corporate Governance Policy, all statutory and other significant and material information including information mentioned in Regulation 17 read with Schedule II of the Listing Regulations are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company with due compliance of applicable laws and as trustees of stakeholders.

#### 1. Composition:

As on March 31, 2018, the Board of Directors comprised of Seven (7) members, all of whom are Non-Executive Directors including the Chairman.

The Directors are eminent professionals with experience in industry/business/finance/law and

bring with them the reputation of independent judgment and experience, which they exercise.

All the Independent Directors of the Company have confirmed that they meet with the criteria of independence laid down under the Companies Act, 2013 ('the Act') and the Listing Regulations. All such declarations are placed before the Board. Further, pursuant to Section 164(2) of the Act, all the Directors have also provided annual declarations that he/she has not been disqualified to act as a Director.

None of the Directors on the Board is a member of more than Ten (10) committees or Chairman of more than Five (5) committees across all listed entities in which he/she is a Director as stipulated in Regulation 26(1) of the Listing Regulations. Further, none of the Independent Directors on the Board is serving as an Independent Director in more than seven listed companies. The necessary declarations regarding Committee positions have been made by all the Directors.

None of the Directors is related to any other Director on the Board in terms of definition of 'relative' given under the Act.

Details of familiarisation programme imparted to independent directors is disclosed in the website of the company at the link <http://summitsecurities.net/DetailsofFamiliarisationProgramme.pdf>.

#### 2. Board Meetings held during the year and attendance thereat:

During the year under review, Four (4) meetings of the Board were held on May 25, 2017, August 7, 2017, November 7, 2017 and February 7, 2018. Details of Directors and their attendance at the said Board Meetings and also at the Twentieth Annual General Meeting is as given below:

Name	Director Identification Number	Category of Director	No. of Board Meetings attended during the year	Attendance at Twentieth AGM held on September 18, 2017	No. of Directorships in other Public Limited Companies (as on March 31, 2018)	No. of Committee positions held in other Public Limited Companies* (as on March 31, 2018)	
						Chairman	Member**
Mr. Ramesh D. Chandak	00026581	Non- Executive, Non-Independent, Chairman	4	Yes	5	4	2
Mr. A. N. Misra	00350790	Non- Executive, Non-Independent	4	No	2	None	None
Mr. H. N. Singh Rajpoot	00080836	Non- Executive, Non-Independent	3	Yes	4	1	1
Mr. H.C. Dalal	00206232	Non- Executive, Independent	4	Yes	2	1	2
Mr. Prem Kapil	06921601	Non-Executive, Independent	4	Yes	2	None	2

Name	Director Identification Number	Category of Director	No. of Board Meetings attended during the year	Attendance at Twentieth AGM held on September 18, 2017	No. of Directorships in other Public Limited Companies (as on March 31, 2018)	No. of Committee positions held in other Public Limited Companies* (as on March 31, 2018)	
						Chairman	Member**
Ms. Sneha Ranade	06878346	Non-Executive, Independent	4	Yes	1	None	1
Mr. Abhay V. Nerurkar	00045309	Non-Executive, Independent	3	Yes	1	None	None

Note:

\* The Committee positions pertain to position held in Audit Committee and Stakeholders Relationship Committee in other public limited companies.

\*\* Membership in a Committee is exclusive of Chairmanship held, if any, by the Director.

➤ **Details of Directors proposed to be appointed / re-appointed at the forthcoming Annual General Meeting of the Company [Pursuant to Regulation 36(3) read with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

**Mr. A. N. Misra:**

Mr. Misra, aged 54 years, is a Law Graduate from Lucknow University. He completed his MBA from Lucknow University and Masters in Law (LLM) from Bombay University. He also holds a Post Graduate Diploma in Computer Science (PGDCS) from Institute of Engineering and Technology (IET) Lucknow and a Diploma in Creative Writing in English (DCE) from IGNOU. He had been a qualified Legal Practitioner prior to his career in the corporate sector. He has over 35 years of legal expertise both at the bar as well as in the industry. He has earlier worked with ICICI Bank and Aditya Birla Group before joining RPG Group. He has been with RPG Group for last 23 years and now holds the position of Chief Legal Officer and Executive Director - Properties of the Group.

**Other Directorships:**

- Duncan Investments and Industries Limited
- Indent Investments Private Limited
- Doon Dooars Plantations Limited
- Janpragati Electoral Trust
- FPL Property Developers Private Limited
- Elasto Consulting Private Limited
- Mantle Advisors Private Limited

He is also a Trustee of RPG Foundation, a public charitable trust where he is closely involved in formulation and implementation of CSR activities.

Date of original appointment in the Company: October 7, 2010.

Membership/Chairmanship of Committees of the Board in other public companies: Nil.

Mr. A. N. Misra does not hold any shares in the Company. He is also not related to any member of the Board of Directors or to any Key Managerial Personnel of the Company.

**III. COMMITTEES OF THE BOARD:**

**(i) Audit Committee:**

a. Composition and Attendance:

The Company has complied with the requirements of Regulation 18 of the Listing Regulations and Section 177 of the Act in respect of the composition of the Audit Committee.

At present, the Audit Committee of Board of Directors of the Company consists of 4 members, Mr. H. N. Singh Rajpoot, Mr. H.C. Dalal, Ms. Sneha Ranade and Mr. Abhay Nerurkar. Mr. Abhay Nerurkar is the Chairman of the Audit Committee. All the members of the Audit Committee are Non-Executive Directors and have sound knowledge of finance, accounts, company law and general management. During the year under review, Four (4) meetings of the Audit Committee were held on May 25, 2017, August 7, 2017, November 7, 2017 and February 7, 2018.

The Company Secretary functions as the Secretary to the Audit Committee.

Attendance at the Audit Committee Meetings during the year ended March 31, 2018:

Name of members	No. of meetings attended
Mr. H. N. Singh Rajpoot	3
Mr. H.C. Dalal	4
Ms. Sneha Ranade	4
Mr. Abhay V. Nerurkar	3

The Audit Committee Meetings are also generally attended by the representatives of Statutory Auditors, Internal Auditors and the Chief Financial Officer.

As per Regulation 18(1)(d) of the listing regulations, the Chairman of the Audit Committee had attended the Twentieth



Annual General Meeting of the Company held on September 18, 2017.

b. Terms of reference:

The role, powers, functions and the terms of reference of the Audit Committee specified by the Board are in conformity with the requirements of the Listing Regulations and Section 177 of the Act.

The terms of reference of Audit Committee interalia include the following:

- i. To recommend the appointment/re-appointment/re-placement, remuneration and terms of appointment of the Statutory Auditors and the Internal Auditors of the Company;
- ii. To review and monitor independence and performance of the Statutory and Internal auditors and reviewing, with the management adequacy of the internal control systems;
- iii. To approve transactions of the Company with Related Parties, including any subsequent modifications;
- iv. To examine Financial Statements and Auditor's report thereon and for this purpose, to call, if necessary, the comments of the Auditors about the following:
  - (i) Internal Control Systems
  - (ii) Scope of audit, including observations of Auditors
- v. To scrutinize inter-corporate loans and investments made by the Company;
- vi. To carry out valuation of undertakings and the assets of the Company as and when necessary;
- vii. To evaluate the internal financial control systems;
- viii. To evaluate the Risk Management Systems;
- ix. To monitor, end use of funds raised through public offers (including public issue, rights issue, preferential issue, etc.) and related matters;
- x. To approve payment to statutory auditors for any other services rendered by the statutory auditors;
- xi. To review effectiveness of the audit process and adequacy of the internal audit function including structure/staffing and reporting process and frequency of the internal audit;
- xii. To recommend the Financial Statement to the Board for approval, after carrying out the procedure mentioned at serial no. iv above;
- xiii. To investigate into any matter specified under serial nos. i to ix above and for this purpose to obtain advise of external professionals, if necessary, and accord them full access to the information contained in the records of the Company;
- xiv. To give personal hearing to the Auditors and key managerial personnel when, if necessary, while reviewing the Auditor's Report;
- xv. To oversee the Company's financial reporting process and disclosure of the financial information to ensure that the financial statements are correct, sufficient and creditable;
- xvi. To review the Annual Financial Statements and Auditor's Report with the Management before submitting the same to the Board particularly the following:
  - a) Matters required to be included in the Director, Responsibility Statement to be included in the Board's Report in terms of Clause (c) of sub-section 3 of Section 134 of the Companies Act, 1956;
  - b) Changes, if any, in accounting policies and practices and reasons for the same;
  - c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - d) Significant adjustments made in the financial statements arising out of audit findings;
  - e) Compliance with listing and other legal requirements relating to financial statements;
  - f) Disclosure of any related party transactions;
  - g) Qualifications/ modified opinions in draft Audit Report.
- xvii. To review with the Management the quarterly financial statements before submitting the same to the Board;
- xviii. To discuss with the Internal Auditors any significant findings and follow-up thereof;
- xix. To review findings of the internal investigation, including the matters of suspected frauds or irregularities or failure of internal control systems of material nature and reporting the matter to the board;

- xx. To discuss with the Statutory Auditors the nature and scope of audit before commencement of the audit and also after completion of audit, to ascertain any internal area of concern;
- xxi. To look into the reasons for substantial defaults for payment to the deposit holders, debenture holders and creditors;
- xxii. To review the functioning of the Whistle Blower Mechanism;
- xxiii. To approve appointment of CFO (i.e. the whole-time Finance Director or any other persons heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- xxiv. To carry out any other function, as may be assigned to Audit Committee pursuant to any amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, RBI guidelines and the applicable provisions of the Companies Act, 2013 as amended or re-enacted from time to time;
- xxv. To review the following information/ document:
  - (i) Management discussion and analysis of financial condition and results of operation;
  - (ii) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - (iii) Management letter of internal control weakness issued by the statutory auditors;
  - (iv) Internal audit reports relating to internal control weakness; and
  - (v) The appointment, removal and terms of remuneration of the Chief Internal Auditor.
  - (vi) Statement of deviations:
    - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
    - (b) annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7).

**(ii) Nomination and Remuneration Committee:**

a. Composition and attendance:

The Company has complied with the requirements of Regulation 19 of the Listing Regulations and Section 178 of the Act in respect of the composition of the Nomination and Remuneration Committee ('NRC').

At present, the NRC consists of Four (4) members, Mr. H. N. Singh Rajpoot, Mr. H.C. Dalal, Mr. Prem Kapil and Mr. Abhay V. Nerurkar. All the members of the NRC are Non-Executive Directors. Mr. Prem Kapil is the Chairman of NRC.

During the year under review, Two (2) meetings of NRC were held on May 25, 2017 and February 7, 2018.

Attendance of the members at the NRC Meetings held during the year ended March 31, 2018:

<b>Name of members</b>	<b>No. of meetings attended</b>
Mr. H. N. Singh Rajpoot	1
Mr. H.C. Dalal	2
Mr. Prem Kapil	2
Mr. Abhay Nerurkar	1

b. Terms of reference:

The terms of reference of Nomination and Remuneration Committee include the matters specified under Regulation 19 of the Listing Regulations read with Part D of Schedule II thereof, as well as Section 178 of the Act which interalia include the following matters:

- (i) To ensure that the general character of the management or the proposed management of the Company shall not be prejudicial to the interest of its present and/or future depositors, if any;
- (ii) To ensure fit and proper criteria status of existing/proposed directors;
- (iii) To lay down criteria such as qualification, positive attributes and independence for appointment persons as directors or in the senior management;
- (iv) To identify persons who are qualified to become directors and who may be appointed in senior management positions, as per the criteria laid down, and recommend to the Board of Directors their appointment and removal;
- (v) To recommend to the Board the appointment and removal of the Directors, including Independent Directors;
- (vi) To formulate criteria for evaluation of performance of Independent Directors and the Board of Directors and to carry out evaluation of every Director's performance;

(vii) To recommend to the Board a policy relating to the remuneration for Directors, including Managing Director(s) and Whole-time Director(s), Key Managerial Personnel and other employees. While formulating the policy, the NRC shall ensure that:

- I. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
- II. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- III. Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

(viii) To recommend remuneration to be paid to a Director for any service rendered by him to the Company which are of a professional nature and provide an opinion, whether such Director possess the requisite qualification for the practice of such profession;

(ix) To devise and recommend to the Board for approval a policy on diversity of Board of Directors;

(x) To consider whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(xi) To carry out any other function, as may be assigned to Nomination and Remuneration Committee pursuant to any amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, RBI guidelines and the applicable provisions of the Companies Act, 2013 as amended or re-enacted from time to time.

c. Performance evaluation criteria for independent directors:

The Annual Performance Evaluation as required under the Companies Act, 2013 read with relevant rules made thereunder and Regulation 17(10) and other applicable regulations of the Listing Regulations has been carried out by the Board of its own performance, of the each individual Director and its Committees.

Based on recommendations of NRC, the Board of Directors had approved a policy on "Appointment, Training, Evaluation and Remuneration of Directors, Key Managerial

Personnel and Senior Management Personnel". This policy covers the requirements specified under Section 178(3) of the Act comprising of criteria for determining qualifications, positive attributes and independence of a director, performance evaluation, etc. The provisions of this policy as approved by the Board of Directors is given as a separate annexure to the Directors Report.

While evaluating the performance of independent directors, the following parameters, inter alia, were considered:

- (a) Attendance at meetings of the Board and Committees thereof,
- (b) Participation in Board Meetings or Committee Meetings thereof,
- (c) Contribution to strategic decision making,
- (d) Review of risk assessment and risk mitigation,
- (e) Review of financial statements, business performance.
- (f) Contribution to the enhancement of brand image of the Company.

#### Directors Remuneration:

➤ Payments to Non-Executive Directors and details of remuneration paid to all the Directors:

The Non-executive Directors do not receive any commission on profits. They are entitled to sitting fees for attending every Board meeting. Further, members of the Board who are members on the Audit Committee and/or Stakeholders Relationship Committee and/or Nomination and Remuneration Committee, receive sitting fees for attending the meetings of the same. The sitting fees paid to the directors are within the limits prescribed under the Companies Act, 2013 and Rules made thereunder.

During the year under review, no remuneration except sitting fees was paid to the Directors of the Company. The details pertaining to the sitting fees for meetings attended by the Directors during F.Y. 2017-18 are enumerated below:

Name of Director	Sitting Fees for 2017-18 (All figures in ₹)
Mr. Ramesh D. Chandak	20,000
Mr. H. N. Singh Rajpoot*	28,000
Mr. A. N. Misra*	24,000
Mr. H. C. Dalal *	34,000
Mr. Prem Kapil*	22,000
Ms. Sneha Ranade*	36,000
Mr. Abhay Nerurkar*	25,000

\*Includes sitting fees for attending meetings of Audit Committee and/or Stakeholders Relationship Committee and/or Nomination and Remuneration Committee.

➤ Shareholding of Directors:

As on March 31, 2018, following shares of the Company were held by the Directors of the Company:

Name of Director	No of shares held
Mr. H. N. Singh Rajpoot	101

**Independent Directors Meeting:**

As per sub-regulation (3) and (4) of Regulation 25 of the Listing Regulations as well as pursuant to Section 149(8) of the Act read with Schedule IV and in accordance with the Policy on Appointment, Training, Evaluation and Remuneration of Directors and Senior Management Personnel, the Independent Directors have at their meeting held on March 7, 2018:

- (a) Reviewed the performance of Non-Independent Directors, the Chairman of the Company, Committees and the Board as a whole;
- (b) Assessed the quality, quantity and timeliness of the flow of information between the company management and the Board.

All Independent Directors were present at the said meeting.

**(iii) Stakeholders Relationship Committee:**

a. Composition and attendance:

The Company has complied with the requirements of Regulation 20 of the Listing Regulations and Section 178 of the Act in respect of the composition of the Stakeholders Relationship Committee ('SRC').

At present, the SRC of the Board of Directors of the Company consists of Three (3) members all being Non-Executive Directors, Mr. H. N. Singh Rajpoot, Ms. Sneha Ranade and Mr. A. N. Misra. Mr. H. N. Singh Rajpoot, Non-Executive Director is the Chairman of the SRC.

During the year under review, Four (4) meetings of the SRC were held on May 25, 2017, August 7, 2017, November 7, 2017 and February 7, 2018.

Attendance at the SRC Meetings held during the year ended March 31, 2018:

Name of members	No. of meetings attended
Mr. H. N. Singh Rajpoot	3
Mr. A. N. Misra	4
Ms. Sneha Ranade	4

b. Terms of Reference:

The functions and powers of the SRC include reviewing and addressing the complaints, queries of all investors and to ensure that the same are expeditiously responded to and redressed accordingly. Further, the SRC also reviews and deals with responses to the letters received by it from the Statutory Authorities such as the Stock Exchanges, Securities and Exchange Board of India and the Ministry of Corporate Affairs pertaining to shareholder grievances.

c. The status of the Complaints received from investors is as follows:

Shareholders/ Investors Complaints:

Particulars of the Complaints	Number of Complaints
Complaints pending as on April 1, 2017	Nil
Complaints received during the year	7
Complaints disposed off during the year	7
Complaints remained unresolved as on March 31, 2018	Nil

**(iv) Risk Management Committee:**

Constitution of Risk Management Committee ('RMC') is a non-mandatory requirement considering the provisions of the Listing Regulations. RMC was constituted in terms of the guidelines of corporate governance issued by the Reserve Bank of India ('RBI') in the year 2010. Presently, the terms of reference of RMC are in accordance with Regulation 21 of the Listing Regulations read with applicable provisions of the Act and Rules made thereunder.

The scope and duties of the RMC include:

- (i) Identification, monitoring and reviewing of the risks.
- (ii) Framing of the risk management and mitigation plan.
- (iii) Overall managing the integrated risk in accordance with the provisions of the notifications issued by the RBI.
- (iv) Laying down the procedure to inform the Board about the risk management and minimization procedure.
- (v) Carrying out any other function, as may be assigned to the RMC pursuant to any amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable

provisions of the Companies Act, 2013 and notifications issued by the RBI from time to time.

At present, the RMC of the Board of Directors of the Company consists of Four (4) members all being Non-Executive Directors, Mr. H. N. Singh Rajpoot, Mr. H. C. Dalal, Mr. Abhay Nerurkar and Mr. A. N. Misra. Mr. H. C. Dalal is the Chairman of the RMC.

During the year under review, Two (2) meetings of the RMC were held on August 7, 2017 and February 7, 2018.

Attendance at the RMC Meetings held during the year ended March 31, 2018:

Name of members	No. of meetings attended
Mr. H. N. Singh Rajpoot	1
Mr. A. N. Misra	2
Mr. H. C. Dalal	2
Mr. Abhay Nerurkar	2

#### (v) Asset Liability Management Committee:

The Board of Directors had constituted the Asset Liability Management Committee ('ALMC') in terms of the guidelines of corporate governance issued by the RBI in the year 2010. The terms of reference of the ALMC inter alia include to monitor the asset liability gap and strategize action to mitigate the risk associated and other matters as may be provided in accordance with the RBI Notifications/Circulars issued from time to time as applicable to the Company.

At present, ALMC consists of Three (3) members all being Non-Executive Directors, Mr. H. N. Singh Rajpoot, Mr. H. C. Dalal and Mr. Abhay Nerurkar. Mr. H. N. Singh Rajpoot is the Chairman of the ALMC.

During the year Two (2) meetings of the ALMC were held on May 25, 2017 and November 7, 2017.

Attendance at the ALMC Meetings held during the year ended March 31, 2018:

Name of members	No. of meetings attended
Mr. H. N. Singh Rajpoot	2
Mr. H. C. Dalal	2
Mr. Abhay Nerurkar	1

#### (vi) IT Strategy Committee:

The Board of Directors had constituted the IT Strategy Committee ('ITSC') of the Company at their meeting held on August 7, 2017 in terms of the Information Technology framework for the NBFC sector issued by the RBI on June 8, 2017.

The terms of reference of the ITSC include:

- (a) To formulate IT strategy and policy documents, placing the same with its recommendations for the approval of the Board of Directors;
- (b) To formulate Information Security (IS) Policy, Cyber Security Policy, Cyber Crisis Management Plan and placing the same for the approval of the Board of Directors for approval;
- (c) To ensure and monitor to ensure that the management has:
  - (i) effective strategic planning process in place;
  - (ii) implemented processes and practices to ensure that the IT delivers value to the business;
  - (iii) Ensured that IT investments represent a balance of risks and benefits and that the budgets are acceptable;
  - (iv) Used a method to determine the IT resources required to achieve the strategic goals and provide high-level direction for sourcing and use of IT resources and monitoring its methodology;
  - (v) Ensured a proper balance of IT investments for sustaining the Company's growth and manage exposure towards IT risks and controls.
- (d) To formulate IS Audit framework and place the same for the approval of the Board and carry out or engage competent auditor for the IS Audit;
- (e) To formulate a Business Continuity Planning (BCP) Policy and place its recommendations alongwith the policy for approval of the Board;
- (f) To periodically review the effectiveness of all policies and procedures and as and when required to suggest amendment to IT strategies in line with the corporate strategies, including cyber security arrangements and matters related to IT Governance to the Board of Directors.
- (g) To suggest methods and monitor an appropriate governance mechanism for outsourced processes, comprising of risk based policies and procedures, to effectively identify, measure, monitor and control risks associated with outsourcing in an end to end manner;
- (h) To recommend to the approval authorities, the outsourcing depending on nature of risks and materiality of outsourcing including development of sound and responsive

outsourcing risk management policies and procedures commensurate with the nature, scope, and complexity of outsourcing arrangements, whenever applicable;

- (i) To undertake a periodic review of outsourcing strategies and all existing material outsourcing arrangements;
- (j) To evaluate the risks and materiality of all prospective outsourcing based on the framework developed by the Board of Directors and communicating significant risks in outsourcing and place the same before the Board of Directors on a periodic basis for review, whenever applicable;
- (k) To ensure an independent review and audit, either by an inhouse team or by an outside expert if necessary, in accordance with approved policies and procedures and that the contingency plans have been developed and tested adequately;
- (l) To carry out any other function, as may be assigned to IT Strategy Committee by the Board of Directors in accordance with the Directions issued by the Reserve Bank of India and any applicable statute pertaining to Information Technology Law and Governance.

At present, ITSC consists of Four (4) members,

Mr. H. N. Singh Rajpoot, Mr. Hemal Shah, Ms. Sneha Ranade and Mr. Abhay Nerurkar. Ms. Sneha Ranade is the Chairperson of the ITSC.

During the year under review, Three (3) meetings of the ITSC were held on November 7, 2017, February 7, 2018 and March 7, 2018

Attendance at the ITSC Meetings held during the year ended March 31, 2018:

Name of members	No. of meetings attended
Mr. H. N. Singh Rajpoot	2
Mr. Hemal Shah	2
Mr. H. C. Dalal*	1
Ms. Sneha Ranade**	2
Mr. Abhay Nerurkar***	2

\*Mr. H. C. Dalal resigned as the Chairman and Member of ITSC w.e.f. November 8, 2017.

\*\*Ms. Sneha Ranade was appointed as the Chairperson and Member of ITSC w.e.f. November 8, 2017.

\*\*\*Mr. Abhay Nerurkar was appointed as the Member of ITSC w.e.f. November 8, 2017.

**IV. DETAILS OF GENERAL BODY MEETINGS:**

The details of the last Three (3) General Meetings are as below:

Meeting	Day, Date	Time	Venue
Annual General Meeting	Monday, September 18, 2017	2:30 p.m.	K Bhagat Tarachand Banquet, Plot No. 44 A, Off Hemu Kalani Marg, Near Chagan Mitha Petrol Pump, Chembur (East), Mumbai 400 071.
Annual General Meeting	Wednesday, September 28, 2016	10.00 a.m.	The Auditorium, Textile Committee, next to Trade Plaza, (TATA Press), P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025.
Annual General Meeting	Thursday, September 24, 2015	4.30 p.m.	The Auditorium, Textile Committee, next to Trade Plaza, (TATA Press), P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025.

**Special Resolutions passed at the last three Annual General Meetings:**

Date of the Annual General Meeting	Particulars of the Special Resolution passed at the Annual General Meeting
Monday, September 18, 2017	None
Wednesday, September 28, 2016	None
Thursday, September 24, 2015	Special Resolution for adoption of new set of Articles of Association of the Company

**Postal Ballot:**

There were no Special Resolutions, which were put through postal ballot during the year under review. None of the businesses proposed to be transacted at the ensuing AGM requires passing a resolution by postal ballot.

**potential conflict with the interests of the Company at large:**

There were no material and/or significant related party transactions during the year under review that were prejudicial to the interest of the Company.

**V. DISCLOSURES:**

**i. Disclosures on materially significant related party transactions that may have**

The transactions entered into with the Related Parties as defined under the Act and Regulation 23 of the Listing Regulations during the financial

year which were in the ordinary course of business and at arm's length basis were placed before the Audit Committee.

Details of related party transactions are included in the Notes to the Financial Statements as per Accounting Standards (AS-18) issued by the Institute of Chartered Accountants of India.

The Company has formulated a policy on Related Party Transactions and the same has been displayed on the Company's website at the link <http://summitsecurities.net/RelatedPartyTransactionPolicy.pdf>.

**ii. Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:**

There are no penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any other Statutory Authorities on any matter related to capital markets, during the last three years.

**iii. Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee:**

In compliance with the Listing Regulations and the Act, the Company has formulated a Whistle Blower Policy and the same is also published on the website of the Company. No personnel has been denied access to the Chairman of the Audit Committee.

**iv. Compliance with Mandatory and adoption of non-mandatory requirements:**

The Company complies with the mandatory requirements of Part C of Schedule V of Listing Regulations and certain non-mandatory requirements of the said Regulations namely, appointment of Non-Executive director as Chairman of the Board of Directors, separate positions for Chairman and Manager of the Company, Internal Auditor reports to the Audit Committee directly in all the functional matters.

**v. Certificate on compliance of conditions of Corporate Governance:**

The corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations to the extent applicable to the Company have been complied with.

Part E of Schedule V of Listing Regulations mandates to obtain a certificate either from the Auditors or Practicing Company Secretaries regarding compliance of conditions of Corporate Governance and annex the certificate with the Director's Report, which is sent annually to all the shareholders. The Company has obtained a certificate from its Statutory Auditors to this effect and the same is given as an annexure to the Director's Report.

**vi. Weblinks:**

The policy for determining 'material' subsidiaries is disclosed in the website of the Company at the link <http://summitsecurities.net/PolicyonMaterialSubsidiary.pdf> and policy on dealing with related party transactions at the link <http://summitsecurities.net/RelatedPartyTransactionPolicy.pdf>.

**vii. Disclosure of Accounting Treatment:**

The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India, to the extent applicable, in the preparation of the financial statements.

**VI. MEANS OF COMMUNICATION:**

**(a) Quarterly Results:**

The Company has submitted the Un-audited Quarterly Financial Results within 45 (forty-five) days from the end of the quarter and the Annual Audited Results within 60 (sixty) days from the end of the financial year to the Stock Exchanges where the Company's share are listed viz., BSE Limited and National Stock Exchange of India Limited in the prescribed form and within the time period stipulated under the Listing Regulations.

**(b) Publication and Display of Financial Results:**

The Company has published the Financial Results within 48 hours of the conclusion of the Board Meeting(s) in Free Press Journal (English Newspaper) and Navshakti (Marathi Newspaper), newspapers as per the format prescribed under the Listing Regulations read with applicable circulars issued by SEBI from time to time in this regard.

The Company has also displayed the Financial Results on its website.

**(c) Company's website:**

The Company has maintained a functional website [www.summitsecurities.net](http://www.summitsecurities.net) which depicts the detailed information about the business activities of the Company, shareholding pattern, financial results, annual report apart other statutory information required to be made available in terms of the Act and Listing Regulations.

The Company provides information to Stock Exchanges where the shares of the Company are listed as per the Listing Regulations entered into with the Stock Exchanges.

The Company has provided an email address on its website namely, [summitsec@gmail.com](mailto:summitsec@gmail.com) where the investors can directly contact the Company.

**VII. GENERAL SHAREHOLDER INFORMATION:**

➤ **AGM: Date, Time and Venue**

As indicated in the notice accompanying this Annual Report, the Annual General Meeting of the Company will be held on Thursday, September 27, 2018 at 3:30 p.m. at The Auditorium, Textiles Committee, next to Trade Plaza (TATA Press), P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025.

- **Dates of Book Closure:**  
Thursday, September 20, 2018 upto Thursday, September 27, 2018 (both days inclusive).
- **Financial Year:**  
The Company follows April 1 to March 31 as the financial year.
- **Dividend Payment Date:**  
The Directors of the Company have not recommended any dividend for the year under review.
- **Listing on Stock Exchanges:**  
The Equity Shares of the Company are listed on

the following stock exchanges:

Name of the Stock Exchange	Stock Code (Security Code/Symbol)
BSE Limited	533306
National Stock Exchange of India Limited	SUMMITSEC

The ISIN of the Company: INE519C01017

The listing fees have been paid to both the Stock Exchanges for the FY 2017-18 and 2018-19.

- **Market Price data:**

Month	BSE		NSE		SENSEX	
	High	Low	High	Low	High	Low
April 2017	681.05	540.00	684.00	542.00	30184.22	29241.48
May 2017	799.70	600.00	748.70	600.00	31255.28	29804.12
June 2017	745.00	617.25	739.80	620.00	31522.87	30680.66
July 2017	680.00	600.00	676.95	626.20	32672.66	31017.11
August 2017	707.00	540.05	687.00	515.00	32686.48	31128.02
September 2017	794.00	648.50	794.00	640.75	32524.11	31081.83
October 2017	820.00	700.00	828.70	693.00	33340.17	31440.48
November 2017	890.00	718.00	880.00	714.00	33865.95	32683.59
December 2017	1349.00	810.00	1339.00	802.00	34137.97	32565.16
January 2018	1344.00	1015.05	1350.00	1016.00	36443.98	33703.37
February 2018	1050.00	805.00	1057.00	800.00	36256.83	33482.81
March 2018	891.00	686.00	908.95	687.90	34278.63	32483.84

- **The Company Website:** [www.summitsecurities.net](http://www.summitsecurities.net)
- **Registrar & Share Transfer Agents:**  
The share management work, both physical and demat is handled by the Registrar and Share Transfer Agents of the Company whose name and address is as given below:

TSR DARASHAW LIMITED  
6-10, Haji Moosa Patrawala Industrial Estate,  
20 Dr. E. Moses Road,  
Mahalaxmi, Mumbai – 400 011.  
E-mail : [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com)  
Web : [www.tsrdarashaw.com](http://www.tsrdarashaw.com)  
Tel: 022-66568484; Fax: 022-66568494

#### Branch Offices:

##### 1. Bangalore

TSR DARASHAW LIMITED  
503, Barton Centre (5<sup>th</sup> Floor)  
84, Mahatma Gandhi Road,  
Bangalore – 560 001.  
E-mail : [tsrdlbang@tsrdarashaw.com](mailto:tsrdlbang@tsrdarashaw.com)  
Tel: 080-25320321  
Fax: 080-25580019

##### 2. Jamshedpur

TSR DARASHAW LIMITED  
“E” Road, Northern Town, Bistupur,  
Jamshedpur – 831 001.  
E-mail : [tsrdljsr@tsrdarashaw.com](mailto:tsrdljsr@tsrdarashaw.com)  
Tel: 0657-2426616

##### 3. Kolkata

TSR DARASHAW LIMITED  
Tata Centre, 1<sup>st</sup> Floor,

43, J. L. Nehru Road  
Kolkata – 700 071.  
E-mail : [tsrdlcal@tsrdarashaw.com](mailto:tsrdlcal@tsrdarashaw.com)  
Tel: 033-22883087  
Fax: 033-22883062

#### 4. New Delhi

TSR DARASHAW LIMITED  
2/42, Ansari Road, 1<sup>st</sup> Floor,  
Daryaganj, Sant Vihar  
New Delhi – 110 002.  
E-mail : [tsrdldel@tsrdarashaw.com](mailto:tsrdldel@tsrdarashaw.com)  
Tel: 011-23271805  
Fax: 011-23271802

#### Agents:

SHAH CONSULTANCY SERVICES LIMITED  
3, Sumantinath Complex, 2<sup>nd</sup> Dhal,  
Pritam Nagar, Ellisbridge,  
Ahmedabad -380006  
E-mail : [shahconsultancy8154@gmail.com](mailto:shahconsultancy8154@gmail.com)  
Tel: 079-26576038

- **Share Transfer System:**

All valid requests for transfer of Equity Shares in physical mode received for transfer at the office of the Registrar and Share Transfer Agents or at the Registered Office of the Company are processed and returned within a period of 15 days from the date of receipt.

Every effort is made to clear share transfers/transmissions and split and consolidation requests within 21 days.



➤ **Distribution of shareholding as of March 31, 2018:**

No. of Equity shares held		No. of Shareholders		No. of Shares		% of Equity Capital	
From	To	Physical	Demat	Physical	Demat	Physical	Demat
1	500	19,285	36,825	95,628	6,48,107	0.88	5.95
501	1,000	3	171	1,993	1,24,723	0.02	1.14
1,001	2,000	3	82	5,332	1,15,753	0.05	1.06
2,001	3,000	0	35	0	87,107	0.00	0.80
3,001	4,000	0	17	0	59,054	0.00	0.54
4,001	5,000	0	14	0	64,165	0.00	0.59
5,001	10,000	0	10	0	77,702	0.00	0.71
10,001	10,901,781	1	31	99,019	95,23,198	0.91	87.35
<b>TOTAL</b>		<b>19,292</b>	<b>37,185</b>	<b>2,01,972</b>	<b>1,06,99,809</b>	<b>1.86</b>	<b>98.14</b>

➤ **Dematerialisation of shares and liquidity:**

The Company has arrangement with National Securities Depositories Limited ('NSDL') as well as Central Depository Services (India) Limited ('CDSL') for dematerialisation of shares with ISIN "INE519C01017" for both NSDL and CDSL.

98.14% of the Equity shares corresponding to 1,06,99,809 equity shares are held in dematerialised form as on March 31, 2018.

➤ **Categories of shareholding as of March 31, 2018:**

Category	No. of Shares	%
<b>Promoter</b>		
Promoter Holdings (Indian and Foreign)	80,66,633	73.99
<b>Public</b>		
Mutual fund	85,798	0.79
Banks, Financial Institutions, Insurance Companies and others	3,37,457	3.10
Foreign Institutional Investors	958	0.01
Non Resident Indian	28,444	0.26
Corporate Bodies, Indian Public and Others	23,82,491	21.85
<b>TOTAL</b>	<b>1,09,01,781</b>	<b>100.00</b>

➤ **Outstanding GDRs / ADRs / Warrants / Any other Convertible Instruments:**

The Company has not issued any such instruments.

➤ **Commodity Price risk or foreign exchange risk and hedging activities:**

The Company's operations were not exposed to any commodity or foreign exchange risk nor has it indulged in any hedging activities during the year under review.

➤ **Compliance Officer:**

Ms. Jiya Gangwani  
Company Secretary  
Summit Securities Limited  
Registered Office:  
213, Bezzola Complex,  
B wing, 71, Sion-Trombay Road,  
Chembur, Mumbai 400 071  
Tel: 91-22-25292152/54/55  
Fax: 91-22-25297423  
Email: [summitsec@gmail.com](mailto:summitsec@gmail.com)

➤ **Disclosure in respect to Unclaimed Equity Shares in Summit Securities Limited – Unclaimed Securities Suspense Account:**

Pursuant to Regulation 39(4) of the Listing Regulations [Clause 5A of the erstwhile Listing Agreement], 25,673 equity shares of the Company were transferred during December, 2014 to Summit Securities Limited-Unclaimed Securities Suspense Account ('the Suspense Account') of the Company.

Particulars	Number of members	Number of shares
Aggregate number of members and the outstanding shares lying in the suspense account as on April 1, 2017	4555	25497
Number of members who approached the company for transfer of shares from the suspense account during the year	8	46
Members to whom shares were transferred from the suspense account during the year	8	46
Aggregate number of members and the outstanding shares lying in the Suspense account as on March 31, 2018	4547	25451

The voting rights on the equity shares lying in the Suspense Account as on March 31, 2018 remain frozen till the rightful owner of such shares claims the shares.

**➤ CEO & CFO Certification:**

The Manager and Chief Financial Officer have issued a certificate pursuant to Regulation 17(8) of the Listing Regulations read with Schedule II, Part B thereof certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs.

**➤ Code of Conduct:**

The Board has laid down a code of conduct for all Board Members and Senior Management Personnel of the Company.

All Board Members and Senior Management Personnel have affirmed compliance with the code for the financial year ended March 31, 2018. A declaration to this effect signed by the Manager forms a part of this report.

**Declaration- Code of Conduct:**

All Board Members and Senior Management Personnel of the Company, have for the year ended March 31, 2018 affirmed compliance with the Code of Conduct laid down by the Board of Directors in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For Summit Securities Limited

Place: Mumbai

Rohin Bomanji

Date: May 21, 2018

Manager

Identified as having been approved by the Board of Directors of Summit Securities Limited

Jiya Gangwani  
Company Secretary

Place: Mumbai

Date: May 23, 2018

**CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To The Members of,  
**Summit Securities Limited**

**INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

1. This certificate is issued in accordance with the terms of our engagement with Summit Securities Limited ('the Company').
2. We have examined the compliance of conditions of corporate governance by the Company, for the year ended on March 31, 2018, as stipulated in Regulation 17 to 27, Clause (b) to (i) of regulation 46(2) and Para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (the Listing Regulations).

**MANAGEMENTS' RESPONSIBILITY**

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation, and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

**AUDITORS' RESPONSIBILITY**

4. Our responsibility is limited to examining the procedure and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.
5. We have examined the books of accounts and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirement by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with

the Guidance Note on Certificate of Corporate Governance issued by the Institute of the Chartered Accountant of India (the ICAI), the standards on auditing specified under section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on reports or Certificates for special purposes issued by the ICAI which requires that we comply with the ethical requirement of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**OPINION**

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V of the Listing Regulation during the year ended March 31, 2018.
9. We 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.

**For Chaturvedi & Shah**  
Chartered Accountants  
Firm Registration No.: 101720W

**Amit Chaturvedi**  
Partner  
Membership No.: 103141

Place : Mumbai

Date : May 23, 2018

## INDEPENDENT AUDITOR'S REPORT

**To The Members of  
Summit Securities Limited**

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Summit Securities Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, and 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 of these standalone financial statements that give a true and fair view of the financial position, financial performance and the 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 provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgements 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 fair presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

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

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

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

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

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

### Opinion

In our opinion and to the best of our information and according to

the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, 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 paragraphs 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 appears from our examination of those books.
  - c) The Balance Sheet, The Statement of Profit and Loss and The Cash Flow Statement dealt with by this report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rules 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 13 to the financial statements;
    - ii. The Company did not have material foreseeable losses on long term contracts including derivative contracts that require provision under any law or accounting standards for which there were any material foreseeable losses; and
    - iii. There were no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company during the year.

**For Chaturvedi & shah**  
Chartered Accountants  
Firm Registration No : 101720W

**Amit Chaturvedi**  
Partner  
Membership No. : 103141

Place : Mumbai  
Date : May 23, 2018

## ANNEXURE TO THE AUDITOR'S REPORT

**“Annexure A” to Independent Auditors’ Report referred to in Paragraph 1 under the heading of “Report on other legal and regulatory requirements” of our report of even date.**

- i. In respect of its fixed assets :
- a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
  - b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
  - c) As the Company has no immovable assets during the year, clause (c) (i) of the paragraph 3 of the order is not applicable on the Company.
- ii. In respect of its inventories :
- As the Company did not have Inventories during the year, clause (ii) of paragraph of 3 of the order is not applicable to the Company.
- iii. The Company has not granted any loans, secured or unsecured to Companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Consequently, the requirement of clause (iii) (a) to clause (iii) (c) of paragraph 3 of the Order is not applicable to the Company.
- iv. In respect of loans, investments, guarantees and security given by the Company:
- a) According to the information and explanation given to us, the Company has not directly or indirectly advanced loan to the persons or given guarantees or securities in connection with the loan taken by persons covered under section 185 of the Act.
  - b) According to the information and explanation given to us, Company has complied with the provisions of section 186 of the Act, in respect of investments, loans, guarantee or security given.
- v. According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Therefore, the clause (v) of paragraph 3 of the Order is not applicable to the Company.
- vi. To the best of our knowledge and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub section (1) of Section 148 of the Act in respect of the activities undertaken by the Company.
- vii. In respect of Statutory dues :
- a) According to the records of the Company, undisputed statutory dues including goods & service tax, provident fund, employees’ state insurance, income tax, sales tax, service tax, duty of customs, excise duty, value added tax, cess and any other statutory dues as applicable to it have been regularly deposited with appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues, were outstanding as at March 31, 2018 for a period of more than six months from the date they became payable.
- b) On the basis of our examination of accounts and documents on records of the Company and information and explanations given to us, there are no dues of goods & Service tax, income tax, sales tax, duty of customs, excise duty, value added tax, service tax and cess as applicable to it on account of any dispute, which have not been deposited with the appropriated authorities.
- viii. The Company has not raised loans from financial institutions, banks, debenture holders and government during the year and hence clause (viii) of paragraph 3 of the Order is not applicable to the Company.
- ix. The Company has not raised money by way of initial public offer or further public offer (including debt instruments) or term Loan and hence clause (ix) of paragraph 3 of the Order is not applicable to the Company.
- x. Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. In our opinion Company is not a nidhi Company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.
- xiii. In respect of transactions with related parties:  
In our opinion and according to the information and explanations given to us, all transactions with related parties are in compliance with sections 177 and 188 of the Act and their details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- xiv. In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence clause (xiv) of paragraph 3 of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transaction with the directors or persons connected with him and covered under section 192 of the Act. Hence, clause (xv) of the paragraph 3 of the Order is not applicable to the Company.
- xvi. Based on information and explanation given to us, the Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and necessary registration has been obtained by the Company.

For **Chaturvedi & Shah**  
Chartered Accountants  
Firm Registration No : 101720W

**Amit Chaturvedi**  
Partner  
Membership No. : 103141

Place : Mumbai  
Date : May 23, 2018

**“Annexure B” to Independent Auditors’ Report referred to in paragraph 2(f) under the heading “Report on other legal and regulatory requirements” of our report of even date.**

**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 Control over financial reporting of **Summit Securities Limited** (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year then ended.

**Management Responsibility for the 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 Act.

**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 Act, 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s 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 March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For Chaturvedi & shah**  
Chartered Accountants  
Firm Registration No : 101720W

**Amit Chaturvedi**

Partner

Membership No. : 103141

Place : Mumbai  
Date : May 23, 2018

## Balance Sheet as at March 31, 2018

	Note No.	As at	
		March 31, 2018	March 31, 2017
		₹ Lakhs	₹ Lakhs
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholder's Funds</b>			
Share Capital	2	1,090.18	1,090.18
Reserves and Surplus	3	51,253.10	43,705.15
<b>Non-Current Liabilities</b>			
Long Term Provisions	4	19.85	18.08
<b>Current Liabilities</b>			
Other Current Liabilities	5	354.15	353.35
Short-Term Provisions	6	0.31	0.25
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>52,717.59</b>	<b>45,167.01</b>
<b>II. ASSETS</b>			
<b>Non-Current Assets</b>			
<b>Fixed Assets</b>			
Tangible Assets	7	1.60	1.36
Non-Current Investments	8	51,927.83	44,772.81
<b>Current Assets</b>			
Cash And Cash Equivalents	9	36.63	318.05
Short-Term Loans And Advances	10	751.53	73.23
Other Current Assets	11	0.00	1.56
<b>TOTAL ASSETS</b>		<b>52,717.59</b>	<b>45,167.01</b>
<b>Significant Accounting Policies</b>	1		
Accompanying notes 2 to 26 are an integral part of financial statement.			

As per our report attached  
**For Chaturvedi & Shah**  
Chartered Accountants  
Firm Registration No.: 101720W

**Amit Chaturvedi**  
Partner  
Membership No.: 103141

Place: Mumbai  
Date : May 23, 2018

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

**H N Singh Rajpoot**  
Director  
DIN:00080836

**A V Nerurkar**  
Director  
DIN:00045309

**Parasmal Rakhecha**  
Chief Financial Officer

**Jiya Gangwani**  
Company Secretary

**Rohin Bomanji**  
Manager

## Statement of Profit and Loss for the year ended March 31, 2018

	Note No.	Year ended	
		March 31, 2018	March 31, 2017
		₹ Lakhs	₹ Lakhs
<b>REVENUE</b>			
Revenue From Operations	15	8,606.67	273.03
Other Income	16	0.00	0.07
<b>TOTAL REVENUE</b>		<b>8,606.67</b>	<b>273.10</b>
<b>EXPENSES</b>			
Employee Benefit Expenses	17	78.56	71.38
Depreciation And Amortization Expenses	7	1.06	1.23
Other Expenses	18	78.33	60.93
<b>TOTAL EXPENSES</b>		<b>157.95</b>	<b>133.54</b>
<b>Profit Before Exceptional And Extraordinary Items And Tax</b>		<b>8,448.72</b>	<b>139.56</b>
Exceptional Items	25 (ii)	-	46.38
Profit Before Extraordinary Items And Tax		8,448.72	185.94
Extraordinary Items		-	-
<b>Profit Before Tax</b>		<b>8,448.72</b>	<b>185.94</b>
Tax Expense:			
(1) Current Tax		1,581.70	14.29
Less: MAT Credit Entitlement		(681.06)	(13.52)
(2) Short/(Excess) Provision of Tax For Earlier Years		0.13	(376.32)
<b>Profit/(Loss) For The Period</b>		<b>7,547.95</b>	<b>561.50</b>
Earning Per Equity Share:			
- Basic And Diluted (₹)(Annualised)	19	69.24	5.15
<b>Significant Accounting Policies</b>	1		
Accompanying notes 2 to 26 are an integral part of financial statement.			

As per our report attached  
**For Chaturvedi & Shah**  
Chartered Accountants  
Firm Registration No.: 101720W

**Amit Chaturvedi**  
Partner  
Membership No.: 103141

Place: Mumbai  
Date : May 23, 2018

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

<b>H N Singh Rajpoot</b>	<b>A V Nerurkar</b>
Director	Director
DIN:00080836	DIN:00045309

<b>Parasmal Rakhecha</b>	<b>Jiya Gangwani</b>
Chief Financial Officer	Company Secretary

**Rohin Bomanji**  
Manager

## Cash Flow Statement for the year ended March 31, 2018

Particulars	2017-18 ₹ Lakhs	2016-17 ₹ Lakhs
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>PROFIT BEFORE TAX</b>	8,448.72	185.94
Add: Depreciation	1.06	1.23
Add: Provision For Leave Encashment and Gratuity	1.81	3.16
Add/(Less): Provision on Standard Assets	0.02	(0.07)
Add: Asset/Investment written off	-	244.30
Less: Liability written back	-	(290.67)
Less: Loss/(Profit) on Sale of Shares	(7,398.28)	-
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES AND OTHER ADJUSTMENTS</b>	<b>1,053.33</b>	<b>143.89</b>
<b>Changes In:</b>		
Trade And Other Receivables	0.33	28.31
Short Term Provision	0.04	(0.08)
Trade Payables And Other Liabilities	0.77	(30.79)
<b>CASH GENERATED FROM OPERATIONS</b>	<b>1,054.46</b>	<b>141.33</b>
Income Tax (Paid)/Refunded	(1,577.84)	(14.35)
<b>NET CASH FROM OPERATING ACTIVITIES (a)</b>	<b>(523.38)</b>	<b>126.98</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	(1.31)	-
Sale of Investments	8,160.12	-
Purchase of Investments	(7,916.85)	(739.17)
<b>NET CASH FROM INVESTING ACTIVITIES (b)</b>	<b>241.96</b>	<b>(739.17)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>	-	-
<b>NET CASH FROM FINANCING ACTIVITIES (c)</b>	-	-
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (a+b+c)</b>	<b>(281.42)</b>	<b>(612.19)</b>
Cash and Cash Equivalents - Opening Balance	318.05	930.24
<b>Cash and Cash Equivalents - Closing Balance (Refer Note No. 9)</b>	<b>36.63</b>	<b>318.05</b>

**Notes:**

- 1 The above cash flow statement has been prepared under the Indirect Method as set out in the Accounting Standard-3 on Cash Flow Statements.
- 2 Cash and Cash Equivalents includes Fractional Entitlement Money amounting to ₹ 12.67 Lakhs (P.Y. ₹ 12.71 Lakhs)
- 3 Previous year's figures have been regrouped wherever necessary.
- 4 All figures in the bracket are outflows.

As per our report attached  
**For Chaturvedi & Shah**  
Chartered Accountants  
Firm Registration No.: 101720W

**Amit Chaturvedi**  
Partner  
Membership No.: 103141

Place: Mumbai  
Date : May 23, 2018

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

<b>H N Singh Rajpoot</b>	<b>A V Nerurkar</b>
Director	Director
DIN:00080836	DIN:00045309

<b>Parasmal Rakhecha</b>	<b>Jiya Gangwani</b>
Chief Financial Officer	Company Secretary

**Rohin Bomanji**  
Manager



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### 1. Summary of Significant Accounting Policies

#### Corporate Information:

Summit Securities Limited ("the Company") is registered as Non-Banking Financial Company u/s 451A of Reserve Bank of India Act, 1934. The Company is principally engaged in the Investing Activities.

#### 1.1 Basis of Preparation

These financial statements have been prepared to comply with Generally Accepted Accounting Principles in India (Indian GAAP), the Accounting Standards notified under the relevant provisions of the Companies Act, 2013 and Reserve Bank of India Regulations in relation to Non Banking Finance Companies to the extent applicable to the Company.

The financial statements are prepared on accrual basis under the historical cost convention. The financial statements are presented in Indian rupees rounded off to the nearest rupees in Lakhs.

#### 1.2 Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialized.

#### 1.3 Fixed Assets

##### Tangible

Fixed Assets are stated at Cost less accumulated depreciation and Impairment loss, if any. All Costs, including finance costs till the date asset is ready for use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the Fixed Assets are capitalized.

##### Intangible

Intangible assets are carried at cost less accumulated amortization and accumulated impairment losses if any.

#### 1.4 Depreciation

Depreciation on tangible fixed assets is provided on straight-line method and based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

### 1.5 Investments

#### Long Term Investments

Long term investments are stated at cost as per Accounting Standard (AS 13) on "Accounting for Investments". Provision for diminution is made to recognize a decline, other than temporary, in the value of such investments.

#### Current Investments

Current Investments are stated at the lower of cost or market value.

### 1.6 Revenue Recognition

Interest income is recognized in the Statement of Profit and Loss as it accrues except in the case of Non Performing Assets (NPA) where it is recognized, upon realization.

Dividend on investments is accounted when the right to receive payment is established.

Profit earned from sale of securities is recognized on a trade date basis. The cost of securities is computed based on a weighted average basis.

### 1.7 Provisions for Non Performing Assets (NPA) and Doubtful Debts

Sundry debtors, loans and advances and receivables are identified as bad/ doubtful based on the duration of the delinquency. The duration is set at appropriate levels for each product. NPA provisions are made based on the management's assessment of the degree of impairment and the level of provisioning meets the prudential norms prescribed by the Reserve Bank of India.

### 1.8 Taxes on Income

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the Balance Sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a virtual/reasonable certainty that the asset will be realized in future.

### 1.9 Employee Benefits

- (i) Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.
- (ii) Post employment and other long term benefits are recognized as an expense in the Statement of Profit and Loss for the year in

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

which the employee has rendered services. The expense is recognized at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long term benefits are charged to Statement of Profit and Loss.

### 1.10 Provisions, Contingent Liabilities And Contingent Assets

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized but disclosed in the financial statements. A contingent asset is

neither recognised nor disclosed in the financial statements.

### 1.11 Special Reserve

Company creates and maintains Special Reserve every year out of its profit in terms of Section 45 IC (1) of Reserve Bank of India Act 1934.

### 1.12 Impairment of Assets

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

### 1.13 Earning Per Share

The earnings per share have been computed in accordance with Accounting Standards (AS – 20) on, "Earning per Share" and are also shown in the Statement of Profit and Loss.

*(All amounts in ₹ Lakhs unless otherwise stated)*

	As at March 31, 2018	As at March 31, 2017
<b>2. Share Capital</b>		
<b>Authorised:</b>		
14,20,00,000 (Previous year 14,20,00,000) Equity Shares of ₹ 10 each	14,200.00	14,200.00
25,00,00,000 (Previous year 25,00,00,000) Preference shares of ₹ 100 each	2,500.00	2,500.00
1,50,00,000 (Previous year 1,50,00,000) Preference shares of ₹10 each	1,500.00	1,500.00
	<b>18,200.00</b>	<b>18,200.00</b>
<b>Issued:</b>		
1,09,01,987 (Previous year 1,09,01,987) Equity Shares of ₹ 10 each (includes 206 Equity Shares kept in abeyance)	1,090.20	1,090.20
	<b>1,090.20</b>	<b>1,090.20</b>
<b>Subscribed And Paid Up:</b>		
1,09,01,781 (Previous year 1,09,01,781) Equity Shares of ₹ 10 each	1,090.18	1,090.18
	<b>1,090.18</b>	<b>1,090.18</b>

### (a) Reconciliation of shares outstanding at the beginning and at the end of the reporting period

Equity Shares	As at March 31, 2018		As at March 31, 2017	
	No.	₹ Lakhs	No.	₹ Lakhs
Shares outstanding at the beginning of the year	1,09,01,781	1,090.18	1,09,01,781	1,090.18
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	1,09,01,781	1,090.18	1,09,01,781	1,090.18

### (b) Terms / rights attached to equity shares

Equity shares : The Company has issued one class of equity shares having face value of ₹10/- per share. Each share holder is eligible for one vote per share held.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(All amounts in ₹ Lakhs unless otherwise stated)

The dividend recommended by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

The shareholders have all other rights as available to the Equity Shareholders as per the provisions of Companies Act, 2013 read together with the Memorandum of Association and Articles of Association of the Company, as applicable.

**(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company (as certified by the management).**

	As at March 31, 2018		As at March 31, 2017	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Swallow Associates LLP	7,622,815	69.92	7,622,815	69.92

**(d) Shares held by holding company and/or their subsidiaries/associates**

1. Swallow Associates LLP is directly holding more than 50% of total paid up share capital of the Company.

	As at	As at
	March 31, 2018	March 31, 2017
	No. of Shares held	No. of Shares held
Swallow Associates LLP	7,622,815	7,622,815

	As at	As at
	March 31, 2018	March 31, 2017

**3. Reserves And Surplus**

**Special Reserve (as per Section 45 IC (1) of RBI Act, 1934)**

Balance as at the beginning of the year	1,183.47	1,071.17
Add: Amount transferred from Surplus in Statement of Profit and Loss during the year	1,509.59	112.30
Balance as at the end of the year	<b>2,693.06</b>	<b>1,183.47</b>

**General Reserve**

**37,967.25**      **37,967.25**

**Surplus in Statement of Profit and Loss**

Balance as at the beginning of the year	4,554.43	4,105.23
Profit for the year	7,547.95	561.50
Less: Appropriations		
- Transfer to Special Reserve	1,509.59	112.30
Balance as at the end of the year	<b>10,592.80</b>	<b>4,554.43</b>
	<b>51,253.10</b>	<b>43,705.15</b>

**4. Long Term Provisions**

Provision for Employee benefit	19.68	17.94
Contingent Provisions Against Standard Assets	0.17	0.14
	<b>19.85</b>	<b>18.08</b>

**5. Other Current Liabilities**

Shares Fractional Money##	12.67	12.71
Others*	341.48	340.64
	<b>354.15</b>	<b>353.35</b>

## Not due to Investor Education and Protection Fund

\* Others majorly includes provision for Sales Tax

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2018**

*(All amounts in ₹ Lakhs unless otherwise stated)*

	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>
<b>6. Short Term Provisions</b>		
Leave Encashment payable	0.07	0.05
Gratuity Payable	0.24	0.20
	<b>0.31</b>	<b>0.25</b>

**7. Fixed Assets**

ASSETS	GROSS BLOCK AT COST				DEPRECIATION				NET BLOCK
	As at April 1, 2017	Additions / Adjustments	Deductions / Adjustments	As at March 31, 2018	As at April 1, 2017	For the year	Deductions / Adjustments	As at March 31, 2018	As at March 31, 2018
<b>Tangible</b>									
Computers and Systems	5.64	1.31	-	6.95	4.70	0.89	-	5.59	1.36
Office Equipment	1.33	-	-	1.33	0.91	0.17	-	1.08	0.25
<b>TOTAL</b>	<b>6.97</b>	<b>1.31</b>	<b>-</b>	<b>8.28</b>	<b>5.61</b>	<b>1.06</b>	<b>-</b>	<b>6.67</b>	<b>1.60</b>
Previous Year	(6.97)	-	-	(6.97)	(4.38)	(1.23)	-	(5.61)	(1.36)

ASSETS	GROSS BLOCK AT COST				DEPRECIATION				NET BLOCK
	As at April 1, 2016	Additions / Adjustments	Deductions / Adjustments	As at March 31, 2017	As at April 1, 2016	For the year	Deductions / Adjustments	As at March 31, 2017	As at March 31, 2017
<b>Tangible</b>									
Computers and Systems	5.64	-	-	5.64	3.65	1.04	-	4.69	0.95
Office Equipment	1.33	-	-	1.33	0.73	0.19	-	0.91	0.42
<b>TOTAL</b>	<b>6.97</b>	<b>-</b>	<b>-</b>	<b>6.97</b>	<b>4.38</b>	<b>1.23</b>	<b>-</b>	<b>5.60</b>	<b>1.36</b>
Previous Year	(5.60)	(1.37)	-	(6.97)	(3.31)	(1.07)	-	(4.38)	(2.58)

**8. Non-Current Investments (At Cost)**

Long Term	Face Value ₹	As at March 31, 2018		As at March 31, 2017	
		Number of Shares	₹ Lakhs	Number of Shares	₹ Lakhs
<b>I Quoted (Non - Trade) - Fully Paid Up</b>					
<b>Equity Instruments</b>					
CEAT Limited	10	959,125	877.57	959,125	877.57
CFL Capital Financial Services Limited-Note No. 25 (i)	10	Nil	-	Nil	-
Harrisons Malayalam Limited	10	728,160	528.00	728,160	528.00
KEC International Limited	2	27,753,845	6,141.25	27,602,945	5,689.73
RPG Life Sciences Limited	8	398	0.32	1,792,398	603.72
STEL Holdings Limited	10	878,501	296.64	878,501	296.64
Zensar Technologies Limited	10	4,936,107	2,188.81	4,917,698	2,040.38
<b>TOTAL(I)</b>			<b>10,032.59</b>		<b>10,036.04</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(All amounts in ₹ Lakhs unless otherwise stated)

II Quoted (Non - Trade)	As at March 31, 2018	As at March 31, 2017
<b>Investment in Mutual Fund</b>		
7,75,169.762 (P.Y. 7,75,169.762) units of Birla Sun Life Medium Term Plan- Growth Regular Plan	150.00	150.00
1,18,276.009 (P.Y. 1,18,276.009 ) units of Birla Sun Life Short Term Fund- Growth-Direct Plan	70.00	70.00
NIL (P.Y. 2,72,187.846) units of ICICI Prudential Income Opportunities Fund-Direct Plan Growth	-	60.00
2,03,160.423 (P.Y. 4,71,120.324) units of IDFC Corporate Bond Fund Direct Plan - Growth	21.56	50.00
2,432.559 (P.Y. 2,432.559) units of Kotak Corporate Bond Fund-Direct Growth	50.00	50.00
NIL (P.Y. 2,33,761.116 ) units of Reliance Short Term Fund- Direct Growth Plan	-	70.00
7,94,571.387 (P.Y. 7,94,591.691) units of SBI Blue Chip Fund- Direct Plan Growth	318.37	250.00
<b>SUB TOTAL</b>	<b>609.93</b>	<b>700.00</b>
<b>Investment in Portfolio Management Service (PMS)</b>	<b>248.60</b>	<b>-</b>
ICICI Prudential Assets Management- PMS Enterprising India Portfolio Series II	<b>248.60</b>	<b>-</b>
<b>TOTAL(II)</b>	<b>858.53</b>	<b>700.00</b>

III Unquoted	Face Value ₹	As at March 31, 2018		As at March 31, 2017	
		Number of Shares	₹ Lakhs	Number of Shares	₹ Lakhs
<b>Subsidiary Company (Trade) - Fully Paid Up</b>					
<b>Equity Instruments</b>					
Instant Holdings Limited	10	4,713,895	40,269.24	4,622,750	33,269.30
<b>Others (Non Trade)</b>					
<b>Equity Instruments - Fully Paid Up</b>					
Bombay Mercantile Co-op Bank Limited	30	1,666	0.50	1,666	0.50
Spencer and Company Limited	9	1,973,600	766.97	1,973,600	766.97
<b>TOTAL(III)</b>			<b>41,036.71</b>		<b>34,036.77</b>
<b>TOTAL (I+II+III)</b>			<b>51,927.83</b>		<b>44,772.81</b>
Aggregate Cost of Quoted Investments			10,891.12		10,736.04
Market Value of Quoted Investments			169,504.04		125,592.43
Aggregate Cost of Unquoted Investments			41,036.71		34,036.77

### 9. Cash and Cash Equivalents

	As at March 31, 2018	As at March 31, 2017
Current account	3.85	5.06
Deposit account	20.00	300.00
Cash on hand	0.05	0.28
Cheque on hand	0.06	-
Fractional entitlement money*	12.67	12.71
	<b>36.63</b>	<b>318.05</b>

\* Fractional entitlement money represents dues payable to the shareholders who are entitled for fractional entitlement as per the scheme of arrangement as approved by the Hon'ble high court of judicature at Bombay, Maharashtra on December 18, 2009.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(All amounts in ₹ Lakhs unless otherwise stated)

	<u>As at</u> <u>March 31, 2018</u>	<u>As at</u> <u>March 31, 2017</u>
<b>10. Short Term Loans and Advances</b>		
<u>Unsecured, Considered Good</u>		
Advance Income Tax [Net of provision]	709.02	31.95
Others#	42.51	41.28
	<u><b>751.53</b></u>	<u><b>73.23</b></u>
# Others includes sales tax deposits		
<b>11. Other Current Assets</b>		
Interest Receivable*	0.00	1.56
	<u><b>0.00</b></u>	<u><b>1.56</b></u>
* Interest Receivable amounting ₹ 295 of F.Y. 2017-18		
<b>12. Major Components of Deferred Tax</b>		
<b>Deferred Tax Liabilities</b>	-	-
<b>Deferred Tax Assets</b>		
Disallowances under section 43 B of IT act 1961	5.82	6.29
Carry Forward Losses	-	97.12
<b>Deferred Tax (Assets)/Liabilities (Net)</b>	<u><b>(5.82)</b></u>	<u><b>(103.41)</b></u>
* As a matter of prudence Deferred Tax Assets is not recognized in the books of accounts.		
<b>13. Contingent Liabilities Not Provided for</b>		
Civil Suits (excluding interest – Amount indeterminable)	<b>140.14</b>	<b>140.14</b>
<b>14. The Company does not have any creditors governed by the Micro Small Medium and Enterprises Development Act, 2006.</b>		
	<u><b>Year ended</b></u> <u><b>March 31, 2018</b></u>	<u><b>Year ended</b></u> <u><b>March 31, 2017</b></u>
<b>15. Revenue From Operations</b>		
Net Gain on Sale of Investment	7,398.28	-
Dividend Income	1,195.59	245.88
Interest Income	12.80	27.15
	<u><b>8,606.67</b></u>	<u><b>273.03</b></u>
<b>16. Other Income</b>		
Provision for standard assets written back	-	0.07
Miscellaneous Income*	0.00	-
	<u><b>0.00</b></u>	<u><b>0.07</b></u>
*Miscellaneous Income of ₹ 250 of F.Y. 2017-18.		
<b>17. Employee Benefits</b>		
Salaries and Bonus	76.75	68.22
Leave Encashment	1.20	1.10
Gratuity	0.61	2.06
	<u><b>78.56</b></u>	<u><b>71.38</b></u>

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2018**

*(All amounts in ₹ Lakhs unless otherwise stated)*

	<b>Year ended March 31, 2018</b>	<b>Year ended March 31, 2017</b>
<b>18. Other Expenses</b>		
Audit Fees	1.10	1.00
Custody Fees	5.71	6.29
Listing Fees	5.17	4.58
Insurance	0.81	1.04
Professional Fees	20.83	11.77
Provision for standard assets	0.02	-
Registrar and share transfer charges	7.52	8.49
Printing and Stationery	4.76	5.62
Postage and Courier	5.04	6.46
Rent	1.84	1.93
Rate and taxes	7.95	-
Membership Fees	0.23	0.40
Miscellaneous Expenditures	17.36	13.34
	<b>78.33</b>	<b>60.93</b>
	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>

**19. Earnings Per Share (EPS):**

Weighted average Number of Equity Shares for calculation of Basic and Diluted EPS	10,901,781	10,901,781
Net Profit available for equity shareholders	7,547.95	561.50
Face Value per share (₹)	10	10
Basic and Diluted EPS (₹)	69.24	5.15

**20. Payment to Auditors:**

Audit fees	1.10	1.00
Certification fees	1.15	1.15

**21.** The disclosure required under Accounting Standard 15 related to "Employee Benefits", are given below:

**Defined Benefit Plan**

The employee's gratuity scheme is a defined benefit plan. The present value of obligations are determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the obligation. The obligation for Leave Encashment is recognized in the same manner as gratuity.

	<b>2017-2018 Leave Encashment (Un-Funded)</b>	<b>2016-2017 Leave Encashment (Un-Funded)</b>	<b>2017-2018 Gratuity (Un-Funded)</b>	<b>2016-2017 Gratuity (Un-Funded)</b>
<b>a) Changes in Defined Benefit obligation</b>				
Liability at the beginning of the Year	5.30	4.20	12.89	10.82
Current Service Cost	0.29	0.25	0.38	0.29
Interest Cost	0.39	0.32	0.96	0.82
Actuarial (Gain)/Losses	0.52	0.53	-0.73	0.95
Benefits Paid				
Liability at the end of the year	6.50	5.30	13.49	12.89

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(All amounts in ₹ Lakhs unless otherwise stated)

	2017-2018 Leave Encashment (Un-Funded)	2016-2017 Leave Encashment (Un-Funded)	2017-2018 Gratuity (Un-Funded)	2016-2017 Gratuity (Un-Funded)
<b>b) Changes in Fair value of Plan Assets</b>				
Fair value of plan assets at beginning of year	-	-	-	-
Expected return on plan assets	-	-	-	-
Actuarial (Gain)/Losses	-	-	-	-
Employer Contribution	-	-	-	-
Benefits paid	-	-	-	-
Fair value of plan assets at the end of year	-	-	-	-
<b>c) Reconciliation of fair value of Assets and Obligations</b>				
Fair value of plan assets at the end of the year	-	-	-	-
Present Value of obligation	6.50	5.30	13.49	12.89
Amount Recognized in Balance Sheet	6.50	5.30	13.49	12.89
<b>d) Expenses recognized in statement of Profit and Loss</b>				
Current Service Cost	0.29	0.25	0.38	0.29
Interest cost	0.39	0.32	0.96	0.82
Expected return on Plan assets	-	-	-	-
Net Actuarial (Gain)/ Loss recognized in the year	0.52	0.53	-0.73	0.95
Net Acquisitions	-	-	-	-
Expenses recognized in the profit and loss under employee expenses	1.20	1.10	0.60	2.06
<b>e) Actuarial Assumptions</b>				
II) Discount Rate	7.74%P.A.	7.45%P.A.	7.74%P.A.	7.45%P.A.
III) Salary Escalation:	8%P.A	8%P.A	8%P.A.	8%P.A

<b>Leave Encashment</b>	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
Defined benefit obligation	6.50	5.30	4.20	2.37	0.95
Fair value of plan asset	-	-	-	-	-
(Surplus)/Deficit in the plan	-	-	-	-	-
Actuarial(gain)/loss on plan obligation	0.52	1.09	1.41	1.11	(0.16)
Actuarial gain/(loss) on plan asset	-	-	-	-	-

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factor including supply and demand in the employment market. The above information is certified by actuary.

Amount recognized in current year and previous four years

<b>Gratuity</b>	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
Defined benefit obligation	13.49	12.88	10.82	9.13	1.89
Fair value of plan asset	-	-	-	-	-
(Surplus)/Deficit in the plan	-	-	-	-	-
Actuarial(gain)/loss on plan obligation	-0.73	2.06	0.70	6.83	0.26
Actuarial gain/(loss) on plan asset	-	-	-	-	-



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(All amounts in ₹ Lakhs unless otherwise stated)

### 22. Related Party Transactions:

**As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:  
Related Party Relationship (As identified and certified by the management and relied upon by auditors);**

#### **Holding Entity**

Swallow Associates LLP

#### **Subsidiary Company**

Instant Holdings Limited, (wholly owned Subsidiary Company)

Sudarshan Electronics & T.V. Limited (Step down Subsidiary)

#### **Key Managerial Personnel**

Mr. Rohin Bomanji (Manager)

Mr. Parasmal Rakhecha (Chief Financial Officer)

Ms. Shruti Joshi (Manager up to August 04, 2016)

Details of Transactions and Related Balance are disclosed excluding reimbursement: (Amount in ₹ lakhs)

Transactions during the year	As at March 31, 2018	As at March 31, 2017
<b>Key Managerial Personnel</b>		
Salary-Shruti Joshi	-	0.02
Salary- Rohin Bomanji	0.06	0.04
Salary- Parasmal Rakhecha	39.16	36.10
<b>Subsidiary Company</b>		
Income from sale of Investments (Sudarshan Electronics & T.V. Limited)	7,311.32	-
Advance Given (Instant Holdings limited)	1000.00	-
Advance Repaid (Instant Holdings Limited)	1000.00	-

23. The Company is a NBFC and primarily engaged in investment in securities which is considered as one segment. As such, there is no other separate reportable segment as defined by Accounting Standard -17 "Segment Reporting" as notified by the Companies (Accounting Standards) Rules, 2006.

24. Previous year's figures have been regrouped wherever necessary to conform to current year's classification.

### 25. Exceptional Items Represent Related to F.Y. 2016-17

- i. Investment in CFL Capital Financial Services Limited (CFL) of ₹244.30 Lakhs was written off. High Court of Calcutta has vide its order dated October 6, 2015 approved liquidation of CFL. Board has reviewed the progress of liquidation proceedings. CFL's liabilities are substantially higher than the assets. Board does not expect any realization of this investment in CFL on the conclusion of liquidation proceedings and hence, approved the write off of this investment.
- ii. Sales tax liabilities of amount of ₹320.11 Lakhs was written off and related deposit of ₹29.44 Lakhs was written back up to the year 1995-96 in respect of division earlier demerged under the various schemes of arrangement, as it is considered that they are no longer payable/ receivable.

### 26. Annexure to Notes to Accounts:

**Disclosure of details as required by Paragraph 13 of Non-Banking Financial Company - Systemically Important Non- Deposit taking and Deposit taking Company (Reserve Bank) Directions, 2016 (as applicable to non banking financial Company Systemically Non-Deposit taking Company).**

(Amount in ₹ lakhs)

Particulars	Amount outstanding	Amount overdue
<b>Liabilities Side:</b>		
26.1 Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:		
(a) Debentures : Secured	NIL	NIL
: Unsecured	NIL	NIL
(Other than falling within the meaning of public deposit*)		
(b) Deferred Credits	NIL	NIL
(c) Term Loans	NIL	NIL
(d) Inter-corporate loans and borrowings	NIL	NIL
(e) Commercial Paper	NIL	NIL
(f) Other Loans (specify nature)	NIL	NIL

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2018**

*(All amounts in ₹ Lakhs unless otherwise stated)*

	<b>Amount outstanding</b>
<b>Assets side :</b>	
<b>26.2</b> Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:	
(a) Secured	NIL
(b) Unsecured	3.35
<b>26.3</b> Break up of Leased Assets and stock on hire and other assets counting towards AFC activities	
(i) Lease assets including lease rentals under sundry debtors:	
(a) Financial lease	NA
(b) Operating lease	NA
(ii) Stock on hire including hire charges under sundry debtors:	
(a) Assets on hire	NA
(b) Repossessed Assets	NA
(iii) Other loans counting towards AFC activities	
(a) Loans where assets have been repossessed	NA
(b) Loans other than (a) above	NA
<b>26.4 Break up of Investments :</b>	
<b><u>Current Investments :</u></b>	
<b>1 Quoted :</b>	
(i) Shares : (a) Equity	NIL
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of mutual funds	NIL
(iv) Government Securities	NIL
(v) Others (please specify)	NIL
<b>2 Unquoted :</b>	
(i) Shares : (a) Equity	NIL
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of mutual funds	NIL
(iv) Government Securities	NIL
(v) Others (please specify)	NIL
<b><u>Long Term investments:</u></b>	
<b>1 Quoted :</b>	
(i) Shares : (a) Equity	10,032.59
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of mutual funds	858.53
(iv) Government Securities	NIL
(v) Others (please specify)	NIL
<b>2 Unquoted :</b>	
(i) Shares : (a) Equity	41,036.71
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of mutual funds	NIL
(iv) Government Securities	NIL
(v) Others (please specify)	NIL

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(All amounts in ₹ Lakhs unless otherwise stated)

### 26.5 Borrower group- wise classification of assets financed as in (2) and (3) above:

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties**			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
2. Other than related parties	-	3.35	3.35
<b>Total</b>	<b>-</b>	<b>3.35</b>	<b>3.35</b>

### 26.6 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :

Category	Market value / break up or fair value or NAV	Book value (net of provisions)
1. Related Parties**		
(a) Subsidiaries (Unquoted, hence disclosed at break up value)	40,269.24	40,269.24
(b) Companies in the same group	169,372.59	10,799.56
(c) Other related parties	NIL	NIL
2. Other than related parties	898.92	859.03
<b>Total</b>	<b>210,540.75</b>	<b>51,927.83</b>

\*\* As per Accounting Standard of ICAI

### 26.7 Other information

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

### 26.8 Capital

Particulars	March 31, 2018	March 31, 2017
i) CRAR (%)	94.70	78.73
ii) CRAR - Tier I Capital (%)	94.70	78.73
iii) CRAR - Tier II Capital (%)	-	-
iv) Amount of subordinated debt raised as Tier- II capital	-	-
v) Amount raised by issue of Perpetual Debt Instruments -	-	-

### 26.9 Investments

Particulars	March 31, 2018	March 31, 2017
Value of Investments		
(i) Gross Value of Investments		
(a) In India	51,927.83	44,772.81
(b) Outside India	-	-

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(All amounts in ₹ Lakhs unless otherwise stated)

Particulars	March 31, 2018	March 31, 2017
(ii) Provision for Depreciation		
(a) In India	-	-
(b) Outside India	-	-
(iii) Net Value of Investments		
(a) In India	51,927.83	44,772.81
(b) Outside India	-	-
(2) Movement of Provisions held towards depreciation on Investments.		
(i) Opening balance	-	-
(ii) Add: Provision made during the year	-	-
(iii) Less : written off/ write back of excess provision during the year	-	-
(iv) Closing balance	-	-

### 26.10 Derivatives

The Company did not deal into any derivatives transaction during the F.Y 2017-18.

### 26.11 Details of Assignments transaction undertaken by the applicable NBFCs

The Company has not assigned any transaction during the F.Y 2017-18.

### 26.12 Details of non-performing financial assets purchased/ sold

The Company has not incurred any purchase and sale transaction of NPA

### 26.13 Asset Liability Management Maturity pattern of certain items of assets and liabilities.

	1 Day to 30/31 days	Over 1 Month to 2 Months	Over 2 Months to 3 Months	Over 3 Months to 6 Months	Over 6 Months to 1 Year	Over 1 Year to 3 Years	Over 3 Years to 5 Years	Over 5 Years	Total
<b>Liabilities</b>									
Borrowing from Banks	-	-	-	-	-	-	-	-	-
Market Borrowings	-	-	-	-	-	-	-	-	-
<b>Assets</b>									
Advances	-	-	-	-	-	2.00	0.10	749.43	751.53
Investments	-	-	-	-	-	-	-	51,927.83	51,927.83

### 26.14 Exposures

#### Exposures to Real Estate Sector

Category	March 31, 2018	March 31, 2017
a) <b>Direct exposure</b>		
(i) <b>Residential Mortgages -</b>	Nil	Nil
Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented ; (Individual housing loans up to ₹ 15 Lakhs may be shown separately)		

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(All amounts in ₹ Lakhs unless otherwise stated)

Category	March 31, 2018	March 31, 2017
<b>(ii) Commercial Real Estate -</b>	Nil	Nil
Lending secured by mortgages on Commercial Real Estates (office buildings, retail space, multipurpose commercial premises, multifamily residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition development and construction, etc.) Exposure would also include non-fund based (NFB) limits		
<b>(iii) Investments in Mortgage Backed securities (MBS) and other securitised exposure</b>		
a. Residential	Nil	Nil
b. Commercial Real Estate	Nil	Nil
<b>b) Indirect Exposure</b>		
Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFC's)	Nil	Nil

### 26.14.1 Exposure to Capital market

Category	March 31, 2018	March 31, 2017
i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt.	Nil	Nil
ii) Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds.	Nil	Nil
iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security.	Nil	Nil
iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances.	Nil	Nil
v) Bridge loans to companies against expected equity flows / issues	Nil	Nil
<b>Total Exposure to Capital Market</b>	<b>Nil</b>	<b>Nil</b>

### 26.15 Disclosure of Penalties imposed by the RBI and Other regulators

No penalty has been imposed on the Company during the year.

### 26.16 Related Party Transaction

Name	Relation
Rohin Bomanji	Manager
Parasmal Rakhecha	Chief Financial Officer
Instant Holdings Limited	Wholly owned subsidiary
Sudarshan Electronics & T. V. Limited	Wholly owned step down subsidiary

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2018**

*(All amounts in ₹ Lakhs unless otherwise stated)*

Particulars	March 31, 2018	March 31, 2017
Shruti Joshi	-	0.02
Rohin Bomanji	0.06	0.04
Parasmal Rakhecha	39.16	36.10
Income from sale of Investments	7,311.32	-
Advance Given	1,000.00	-
Advance Refunded	1,000.00	-

**26.17 Provision and Contingencies**

Break up of 'Provision and Contingencies' shown under the head Expenditure in Profit and Loss Account	March 31, 2018	March 31, 2018
Provision made towards Income tax	1,581.70	14.29
Provision for Standard Assets	0.02	(0.07)

**26.18 Disclosure of Customer Complaints**

a) No. of Complaints pending at the beginning of the year.	-	-
b) No. of Complaints received during the year	-	-
c) No. of Complaints redressed during the year	-	-
d) No. of Complaints pending at the end of year	-	-

As per our report attached  
**For Chaturvedi & Shah**  
Chartered Accountants  
Firm Registration No.: 101720W

**Amit Chaturvedi**  
Partner  
Membership No.: 103141

Place: Mumbai  
Date : May 23, 2018

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

**H N Singh Rajpoot**  
Director  
DIN:00080836

**Parasmal Rakhecha**  
Chief Financial Officer

**Rohin Bomanji**  
Manager

**A V Nerurkar**  
Director  
DIN:00045309

**Jiya Gangwani**  
Company Secretary

## INDEPENDENT AUDITOR'S REPORT

### To The Members of Summit Securities Limited

#### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Summit Securities Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

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

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group 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. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the 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 consolidated

financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated 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 Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (1) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 consolidated state of affairs of the Group as at March 31, 2018, and their consolidated profit and their consolidated cash flows for the year ended on that date.

#### Other Matters

We did not audit the financial statements of subsidiary i.e. Instant Holdings Limited and Step down subsidiary i.e. Sudarshan Electronics & T.V. Limited whose financial statements reflect total assets of ₹ 64.729.61 Lakhs as at March 31, 2018, total revenues of ₹ 12,852.65 Lakhs and net cash outflows of ₹ 366.17 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements and other financial information have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies none of the directors of the group companies incorporated in India is

disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Group, the operating effectiveness of such controls, refer to our separate Report in "Annexure A" to this report.
- 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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, – Refer Note 17 to the consolidated financial statements;
  - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts; and
  - iii. There were no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India

For **Chaturvedi & Shah**  
Chartered Accountants  
Firm Registration No : 101720W

**Amit Chaturvedi**  
Partner  
Membership No. : 103141

Place : Mumbai  
Date : May 23, 2018

**"Annexure A" to Independent Auditors' Report referred to in paragraph 2(f) under the heading "Report on other legal and regulatory requirements" of our report of even date.****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 Control over financial reporting of **Summit Securities Limited** (hereinafter referred to as "the Holding Company") and its subsidiary companies, which are companies incorporated in India as of March 31, 2018 in conjunction with our audit of the consolidated financial statements of the Company for the year then ended.

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

The respective Board of Directors of the of the Holding Company, its subsidiary companies which are companies incorporated in India, are 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 the respective 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 Act.

**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 Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and



plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, 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 Holding Company and its subsidiary companies which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

#### **Other Matters**

Our aforesaid reports under Section 143(3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to Subsidiary Company i.e. Instant Holdings Limited and step down Subsidiary Company i.e. Sudarshan Electronics & T.V. Limited, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For **Chaturvedi & Shah**  
Chartered Accountants  
Firm Registration No : 101720W

**Amit Chaturvedi**  
Partner  
Membership No. : 103141

Place : Mumbai  
Date : May 23, 2018

## Consolidated Balance Sheet as at March 31, 2018

	Note No.	As at	
		March 31, 2018	March 31, 2017
		₹ Lakhs	₹ Lakhs
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholder's Funds</b>			
Share Capital	2	1,090.18	1,090.18
Reserves and Surplus	3	63,921.68	51,792.89
Preference Shares Issued by Subsidiary		-	1.00
<b>Non-Current Liabilities</b>			
Long Term Provisions	4	60.08	32.52
<b>Current Liabilities</b>			
Short-Term Borrowings	5	1,685.93	5.93
Trade Payable	6	1,913.79	-
Other Current Liabilities	7	369.15	356.53
Short-Term Provisions	8	0.92	0.55
<b>TOTAL</b>		<b>69,041.73</b>	<b>53,279.60</b>
<b>II. ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets			
-Tangible Assets	9	1.60	1.36
Non-Current Investments	10	66,650.69	52,157.20
Other Non-Current Asset	11	3.65	3.63
<b>Current Assets</b>			
Trade Receivables	12	0.13	-
Cash And Cash Equivalents	13	49.31	696.90
Short-Term Loans And Advances	14	2,317.83	398.51
Other Current Assets	15	18.52	22.00
<b>TOTAL</b>		<b>69,041.73</b>	<b>53,279.60</b>
<b>Significant Accounting Policies</b>	1		
Accompanying notes 2 to 32 are an integral part of financial statement.			

As per our report attached

**For Chaturvedi & Shah**

Chartered Accountants

Firm Registration No.: 101720W

**Amit Chaturvedi**

Partner

Membership No.: 103141

Place: Mumbai

Date : May 23, 2018

**For and on behalf of Board of Directors****H N Singh Rajpoot**

Director

DIN:00080836

**Parasmal Rakhecha**

Chief Financial Officer

**Rohin Bomanji**

Manager

**A V Nerurkar**

Director

DIN:00045309

**Jiya Gangwani**

Company Secretary

**Consolidated Statement of Profit and Loss for the year ended March 31, 2018**

	Note No.	Year ended	
		March 31, 2018 ₹ Lakhs	March 31, 2017 ₹ Lakhs
<b>REVENUE</b>			
Revenue From Operations	19	14,148.00	540.85
Other Income	20	0.00	0.07
<b>TOTAL REVENUE</b>		<b>14,148.00</b>	<b>540.92</b>
<b>EXPENSES</b>			
Employee Benefit Expenses	21	147.72	144.68
Depreciation And Amortization Expenses	9	1.06	1.23
Other Expenses	22	189.59	106.25
<b>TOTAL EXPENSES</b>		<b>338.37</b>	<b>252.16</b>
<b>Profit Before Exceptional And Extraordinary Items And Tax</b>		<b>13,809.63</b>	<b>288.76</b>
Exceptional Items	31 (ii)	-	46.38
<b>Profit Before Extraordinary Items And Tax</b>		<b>13,809.63</b>	<b>335.14</b>
Extraordinary Items		-	-
<b>Profit Before Tax</b>		<b>13,809.63</b>	<b>335.14</b>
Tax Expense:			
(1) Current Tax		3,879.13	32.19
Less: MAT Credit Entitlement		(2,202.36)	(13.52)
(2) Short/(Excess) Provision of Tax For Earlier Years		4.06	(375.82)
<b>Profit/(Loss) For The Period</b>		<b>12,128.81</b>	<b>692.29</b>
Earning Per Equity Share:	23		
- Basic And Diluted (₹)(Annualised)		111.26	6.35
<b>Significant Accounting Policies</b>	1		

Accompanying notes 2 to 32 are an integral part of financial statement.

As per our report attached

**For Chaturvedi & Shah**

Chartered Accountants

Firm Registration No.: 101720W

**Amit Chaturvedi**

Partner

Membership No.: 103141

Place: Mumbai

Date : May 23, 2018

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

**H N Singh Rajpoot**

Director

DIN:00080836

**Parasmal Rakhecha**

Chief Financial Officer

**Rohin Bomanji**

Manager

**A V Nerurkar**

Director

DIN:00045309

**Jiya Gangwani**

Company Secretary

## Cash Flow Statement for the year ended March 31, 2018

Particulars	2017-18 ₹ Lakhs	2016-17 ₹ Lakhs
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>PROFIT BEFORE TAX</b>	<b>13,809.63</b>	<b>335.14</b>
Add: Depreciation	1.06	1.23
Add: Provision For Leave Encashment and Gratuity	2.93	9.42
Add/(Less): Provision on Standard Assets	25.00	(0.07)
Add: Asset/Investment written off	-	244.30
Less: Liability written back	-	(290.67)
Less: Interest Income (Margin Account)	(0.01)	(0.23)
Less: Loss/(Profit) on Sale of Shares	(10,750.89)	(0.80)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES AND OTHER ADJUSTMENTS</b>	<b>3,087.71</b>	<b>298.32</b>
<b>Changes In:</b>		
Trade And Other Receivables	2.11	95.32
Short Term Provision	(27.56)	0.37
Trade Payables And Other Liabilities	3,633.97	(98.51)
<b>CASH GENERATED FROM OPERATIONS</b>	<b>6,696.24</b>	<b>295.50</b>
Income Tax (Paid)/Refunded	(3,598.92)	(108.12)
<b>NET CASH FROM OPERATING ACTIVITIES (a)</b>	<b>3,097.32</b>	<b>187.38</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	(1.31)	-
Sale of Investments	12,606.23	115.99
Purchase of Investments	(16,348.83)	(3,115.00)
<b>NET CASH FROM INVESTING ACTIVITIES (b)</b>	<b>(3,743.91)</b>	<b>(2,999.01)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Redemption of Preference shares	(1.00)	-
<b>NET CASH FROM FINANCING ACTIVITIES (c)</b>	<b>(1.00)</b>	<b>-</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (a+b+c)</b>	<b>(647.59)</b>	<b>(2,811.63)</b>
Cash and Cash Equivalents - Opening Balance	696.90	3,508.53
Cash and Cash Equivalents - Closing Balance (Refer Note No 13)	<b>49.31</b>	<b>696.90</b>

**Notes:**

- The above Cash flow statement has been prepared under the Indirect method as set out in Accounting Standard-3 on Cash Flow Statements.
- Cash and Cash Equivalents includes Fractional Entitlement Money amounting to ₹ 12.67 Lakhs (P.Y. ₹ 12.71 Lakhs)
- Previous year's figures have been regrouped wherever necessary.
- All figures in the bracket are outflows.

As per our report attached

**For Chaturvedi & Shah**

Chartered Accountants

Firm Registration No.: 101720W

**Amit Chaturvedi**

Partner

Membership No.: 103141

Place: Mumbai

Date : May 23, 2018

**For and on behalf of Board of Directors****H N Singh Rajpoot**

Director

DIN:00080836

**Parasmal Rakhecha**

Chief Financial Officer

**Rohin Bomanji**

Manager

**A V Nerurkar**

Director

DIN:00045309

**Jiya Gangwani**

Company Secretary

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### 1. SIGNIFICANT ACCOUNTING POLICIES

#### i. Basis of Preparation of Consolidated Financial Statements:

These consolidated financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

#### ii. Principles of Consolidation:

The consolidated financial statements relate to Summit Securities Limited (the Company), and its Subsidiary (the Group). The Consolidated Financial Statements have been prepared in accordance with Accounting Standard - 21 (AS-21) "Consolidated Financial Statements". The Consolidated Financial Statements have been prepared on the following basis:

- a. The Financial Statements of the Company and its subsidiary company have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses. Intra group balances, intra group transactions and unrealized profits or losses have been fully eliminated.
- b. The difference between the costs of investments in subsidiary over the book value of the subsidiary's net assets on the date of acquisition is recognised in the consolidated financial statements as goodwill where the difference is positive and as capital reserve where the difference is negative.
- c. The Financial Statements of the subsidiary are drawn up to March 31, 2018.

Name of the Company	Country of Incorporation	Nature of Relation	% of ownership interest and voting power
Instant Holdings Limited	India	Subsidiary	100%
Sudarshan Electronics & T.V. Limited	India	Step Down Subsidiary	100%

Above subsidiary Companies have been considered in the presentation of these consolidated statements.

#### iii. Use of Estimate

The preparation of consolidated financial statements in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialized.

#### iv. Fixed Assets

##### Tangible

Fixed Assets are stated at Cost less accumulated depreciation and Impairment loss, if any. All Costs, including finance costs till the date asset is ready for use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the Fixed Assets are capitalized.

##### Intangible

Intangible assets are carried at cost less accumulated amortization and accumulated impairment losses if any.

#### v. Depreciation

Depreciation on tangible fixed assets is provided on straight-line method and based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

#### vi. Investments

##### Long Term Investments

Long term investments are stated at cost as per Accounting Standard (AS 13) on "Accounting for Investments". Provision for diminution is made to recognize a decline, other than temporary, in the value of such investments.

##### Current Investments

Current Investments are stated at the lower of cost or market value.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

### vii. Revenue Recognition

Interest income is recognized in the Statement of Profit and Loss as it accrues except in the case of Non-Performing Assets (NPA) where it is recognized, upon realization.

Dividend on investments is accounted when the right to receive payment is established.

Profit earned from sale of securities is recognized on a trade date basis. The cost of securities is computed based on a weighted average basis.

### viii. Provisions for Non Performing Assets (NPA) and Doubtful Debts

Sundry debtors, loans and advances and receivables are identified as bad/ doubtful based on the duration of the delinquency. The duration is set at appropriate levels for each product. NPA provisions are made based on the management's assessment of the degree of impairment and the level of provisioning meets the prudential norms prescribed by the Reserve Bank of India.

### ix. Taxes on Income

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the Balance Sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a virtual/reasonable certainty that the asset will be realized in future.

### x. Employee Benefits

a) Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

b) Post-employment and other long term benefits are recognized as an expense in the Statement of Profit and Loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post-employment and other long term benefits are charged to Statement of Profit and Loss.

### xi. Provisions, Contingent Liabilities And Contingent Assets

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized but disclosed in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

### xii. Special Reserve

Company creates and maintains Special Reserve every year out of its profit in terms of Section 45 IC (1) of Reserve Bank of India Act 1934.

### xiii. Impairment of Assets

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

### xiv. Earning Per Share

The earnings per share have been computed in accordance with Accounting Standards (AS – 20) on, "Earning per Share" and are also shown in the Statement of Profit and Loss.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(All amounts in ₹ Lakhs unless otherwise stated)

	As at March 31, 2018	As at March 31, 2017
<b>2. Share Capital</b>		
<b>Authorised:</b>		
14,20,00,000 (Previous year 14,20,00,000) Equity Shares of ₹ 10 each	14,200.00	14,200.00
25,00,000 (Previous year 25,00,000) Preference shares of ₹ 100 each	2,500.00	2,500.00
1,50,00,000 (Previous year 1,50,00,000) Preference shares of ₹10 each	1,500.00	1,500.00
	<b>18,200.00</b>	<b>18,200.00</b>
<b>Issued:</b>		
1,09,01,987 (Previous year 1,09,01,987) Equity Shares of ₹ 10 each (includes 206 Equity Shares kept in abeyance)	1,090.20	1,090.20
	<b>1,090.20</b>	<b>1,090.20</b>
<b>Subscribed And Paid Up:</b>		
1,09,01,781 (Previous year 1,09,01,781) Equity Shares of ₹ 10 each	1,090.18	1,090.18
	<b>1,090.18</b>	<b>1,090.18</b>

### (a) Reconciliation of shares outstanding at the beginning and at the end of the reporting period

Equity Shares	As at March 31, 2018		As at March 31, 2017	
	No.	₹ Lakhs	No.	₹ Lakhs
Shares outstanding at the beginning of the year	109,01,781	1,090.18	109,01,781	1,090.18
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	109,01,781	1,090.18	109,01,781	1,090.18

### (b) Terms / rights attached to equity shares

Equity shares: The Company has issued one class of equity shares having face value of Rs. 10/- per share. Each shareholder is eligible for one vote per share held.

The dividend recommended by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

### (c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company (as certified by the management).

	As at March 31, 2018		As at March 31, 2017	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Swallow Associates LLP	7,622,815	69.92	7,622,815	69.92

### (d) Shares held by holding company and/or their subsidiaries/associates

Swallow Associates LLP is directly holding more than 50% of total paid up share capital of the Company.

	As at March 31, 2018	As at March 31, 2017
	No. of Shares held	No. of Shares held
Swallow Associates LLP	76,22,815	76,22,815

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(All amounts in ₹ Lakhs unless otherwise stated)

	As at March 31, 2018	As at March 31, 2017
<b>3. Reserves And Surplus</b>		
<b>Special Reserve (as per Section 45 IC (1) of RBI Act, 1934)</b>		
Balance as at the beginning of the year	2,802.60	2,664.14
Add: Amount transferred from Surplus in Statement of Profit and Loss during the year	3,894.96	138.46
Balance as at the end of the year	<b>6,697.56</b>	<b>2,802.60</b>
<b>General Reserve</b>	<b>36,710.33</b>	<b>36,710.33</b>
<b>Capital Reserve</b>		
Opening Balance	1,810.07	1,810.07
Less: Transfer to Capital Redemption Reserve	1.00	-
Balance as at the end of the year	<b>1,809.07</b>	<b>1,810.07</b>
<b>Capital Redemption Reserve</b>	<b>1.00</b>	<b>-</b>
<b>Surplus in Statement of Profit and Loss</b>		
Balance as at the beginning of the year	10,469.89	9,916.06
Profit for the year	12,128.81	692.29
Less: Appropriations		
- Transfer to Special Reserve	3,894.96	138.46
Balance as at the end of the year	<b>18,703.74</b>	<b>10,469.89</b>
	<b>63,921.68</b>	<b>51,792.89</b>
<b>4. Long Term Provisions</b>		
Provision for Employee benefit	34.94	32.38
Contingent Provisions Against Standard Assets	25.14	0.14
	<b>60.08</b>	<b>32.52</b>
<b>5. Short Term Borrowings</b>		
Loans repayable on Demand		
- From others	1,685.93	5.93
	<b>1,685.93</b>	<b>5.93</b>
<b>6. Trade Payable</b>		
Trade Payable	1,913.79	-
	<b>1,913.79</b>	<b>-</b>
<b>7. Other Current Liabilities</b>		
Interest Payable	5.20	-
Shares Fractional Money##	12.67	12.71
Provision for Expenses	-	2.82
GST	2.14	-
TDS Payable	1.68	0.10
Professional Tax Payable	0.01	0.01
Others*	347.45	340.89
	<b>369.15</b>	<b>356.53</b>
## Not due to Investor Education and Protection Fund		
* Others majorily includes provision for Sales Tax		
<b>8. Short Term Provisions</b>		
Leave Encashment payable	0.26	0.14
Gratuity Payable	0.66	0.41
	<b>0.92</b>	<b>0.55</b>



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(All amounts in ₹ Lakhs unless otherwise stated)

### 9. Fixed Assets

ASSETS	GROSS BLOCK AT COST				DEPRECIATION				NET BLOCK
	As at April 1, 2017	Additions / Adjustments	Deductions / Adjustment	As at March 31, 2018	As at April 1, 2017	For the year	Deductions / Adjustment	As at March 31, 2018	As at March 31, 2018
<b>Tangible</b>									
Computers and Systems	7.38	1.31	-	8.69	6.45	0.89	-	7.34	1.35
Office Equipment	1.33	-	-	1.33	0.91	0.17	-	1.08	0.25
<b>Intangible</b>	0.25	-	-	0.25	0.25	-	-	0.25	-
<b>TOTAL</b>	<b>8.96</b>	<b>1.31</b>	<b>-</b>	<b>10.27</b>	<b>7.61</b>	<b>1.06</b>	<b>-</b>	<b>8.67</b>	<b>1.60</b>
Previous Year	8.96	-	-	8.96	6.38	1.23	-	7.61	1.36

ASSETS	GROSS BLOCK AT COST				DEPRECIATION				NET BLOCK
	As at April 1, 2016	Additions / Adjustments	Deductions / Adjustment	As at March 31, 2017	As at April 1, 2016	For the year	Deductions / Adjustment	As at March 31, 2017	As at March 31, 2017
<b>Tangible</b>									
Computers and Systems	7.38	-	-	7.38	5.40	1.05	-	6.45	0.93
Office Equipment	1.33	-	-	1.33	0.73	0.18	-	0.91	0.43
<b>Intangible</b>	0.25	-	-	0.25	0.25	-	-	0.25	-
<b>TOTAL</b>	<b>8.96</b>	<b>-</b>	<b>-</b>	<b>8.96</b>	<b>6.38</b>	<b>1.23</b>	<b>-</b>	<b>7.61</b>	<b>1.36</b>
Previous Year	7.60	1.37	-	8.96	5.31	1.07	-	6.38	2.57

### 10. Non-Current Investments (At Cost)

Long Term	Face Value ₹	As at March 31, 2018		As at March 31, 2017	
		Number of Shares	₹ Lakhs	Number of Shares	₹ Lakhs
<b>I Quoted (Non - Trade) - Fully Paid Up</b>					
<b>Equity Instruments</b>					
ABB Limited	2	5	0.02	5	0.02
Apar Industries Limited	10	1	0.00	1	0.00
GE T&D India Limited ( Formally Alstom T&D India Limited)	2	5	0.00	5	0.00
Bajaj Electricals Limited	2	10	0.00	10	0.00
Bharat Heavy Electricals Limited	2	15	0.01	10	0.01
CEAT Limited	10	12,469,938	9,235.91	12,469,938	9,235.91
CFL Capital Financial Services Limited- Note No. 31(i)	10	Nil	-	Nil	-
Crompton Greaves Limited	2	12	0.01	12	0.01
Crompton Greaves Consumer Electricals Limited	2	12	0.00	12	0.00
FGP Limited	10	1,713,898	40.69	1,702,059	40.37
Gammon India Limited	2	1	0.00	1	0.00
Harrisons Malayalam Limited	10	728,360	528.13	2,148,360	1,119.53

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(All amounts in ₹ Lakhs unless otherwise stated)

Long Term	Face Value ₹	As at March 31, 2018		As at March 31, 2017	
		Number of Shares	₹ Lakhs	Number of Shares	₹ Lakhs
Hindustan Constructions Company Limited	1	20	0.01	20	0.01
Hindustan Oil Exploration Company Limited	10	200	0.10	200	0.10
IVRCL Infrastructure & Projects Limited	2	10	0.01	10	0.01
JMC Projects (India) Limited	10	1	0.00	1	0.00
Jyoti Structures Limited	2	5	0.00	5	0.00
Kalpataru Power Transmission Limited	2	10	0.01	10	0.01
KEC International Limited	2	48,795,951	34,774.69	45,458,597	21,860.95
Larsen & Toubro Limited	2	9	0.01	6	0.01
NCC Limited (Formally Nagarjuna Constructions Co. Ltd)	2	2	0.00	2	0.00
Reliance Infrastructure Limited	10	1	0.01	1	0.01
RPG Life Sciences Limited	8	2,076,996	733.41	4,526,796	1,777.19
Simplex Industries Limited	2	5	0.01	5	0.01
Schneider Electric Infrastructure Limited	2	5	-	5	-
STEL Holdings Limited	10	2,483,701	652.55	2,483,701	652.55
Siemens Limited	2	10	0.02	10	0.02
Tata Power Company Limited	1	10	0.00	10	0.00
Techno Electric & Engineering Company Limited	2	10	0.00	5	0.00
Zensar Technologies Limited	10	8,673,934	8,866.82	8,311,139	5,758.84
<b>TOTAL(I)</b>			<b><u>54,832.43</u></b>		<b><u>40,445.57</u></b>
<b>II Quoted - (fully paid up)</b>					
<b>Preference Shares</b>					
16.46% Non Convertible Preference Shares	7,500	660	99.11	660	99.11
<b>TOTAL(II)</b>			<b><u>99.11</u></b>		<b><u>99.11</u></b>
<b>III Quoted (Non - Trade)</b>					
<b>Investment in Mutual Fund</b>					
15,49,387.286 (P.Y. 15,49,387.286) units of Birla Sun Life Medium Term Plan- Growth Regular Plan			300.00		300.00
2,36,552.018 (P.Y. 2,36,552.018) units of Birla Sun Life Short Term Fund- Growth- Direct Plan			140.00		140.00
NIL (P.Y. 5,44,375.692) units of ICICI Prudential Income Opportunities Fund-Direct Plan Growth			-		120.00
5,77,894.384 (P.Y. 5,77,894.384) Units of ICICI Prudential Banking & PSU Debt Fund-Growth			100.00		100.00
6,74,280.747 (P.Y. 9,42,240.648) units of IDFC Corporate Bond Fund Direct Plan - Growth			71.56		100.00
4,865.118 (P.Y. 4,865.118) units of Kotak Corporate Bond Fund-Direct Growth			100.00		100.00
2,33,843.111 (P.Y. 4,67,604.227) units of Reliance Short Term Fund- Direct Growth Plan			70.00		140.00

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(All amounts in ₹ Lakhs unless otherwise stated)

Long Term	Face Value ₹	As at March 31, 2018		As at March 31, 2017	
		Number of Shares	₹ Lakhs	Number of Shares	₹ Lakhs
12,39,629.022 (P.Y 12,39,649.326) units of SBI Blue Chip Fund- Direct Plan Growth			418.37		350.00
6,31,468.978(P.Y.6,48,593.751) Units of Edelwiss Alternative Equity Scheme Class A			95.13		96.81
18,478.301 (P.Y.18,478.301) units of Franklin India Prima Plus Direct			100.00		100.00
<b>SUB TOTAL</b>			<b>1,395.06</b>		<b>1,546.81</b>
<b>Investment in Portfolio Management Service(PMS)</b>					
ICICI Prudential Assets Management- PMS Enterprising India Portfolio Series II			248.60		-
Motilal Oswal Asset Management Co. Ltd. -PMS( Next Trillion Dollar Opportunity Strategy)			96.87		96.91
Kotak Assets Management -PMS(Kotak Focus Top 6 & Motilal Focus Top 6)			306.45		296.63
<b>SUB TOTAL</b>			<b>651.92</b>		<b>393.54</b>
<b>TOTAL(III)</b>			<b>2,046.98</b>		<b>1,940.34</b>
<b>IV Unquoted</b>					
<b>Others (Non Trade)</b>					
<b>Equity Instruments - Fully Paid Up</b>					
Bombay Mercantile Co-op Bank Limited	30	1,666	0.50	0.02	0.50
Spencer and Company Limited	10	4,464,576	9,657.43	44.55	9,657.43
Rado Tyres Limited	10	2,745,310	13.76	27.45	13.76
<b>Others</b>					
Chattarpati Apartments LLP			0.48		0.48
<b>TOTAL(IV)</b>			<b>9,672.17</b>		<b>9,672.17</b>
<b>TOTAL (I+II+III+IV)</b>			<b>66,650.69</b>		<b>52,157.20</b>
Aggregate Cost of Quoted Investments			56,978.52		42,485.03
Market Value of Quoted Investments			469,072.57		362,520.50
Aggregate Cost of Unquoted Investments			9,672.17		9,672.17
			<b>As at</b>	<b>As at</b>	
			<b>March 31, 2018</b>	<b>March 31, 2017</b>	
<b>11. Other Non-Current Asset</b>					
Margin Account-UBI			3.65		3.63
			<b>3.65</b>		<b>3.63</b>
<b>12. Trade Receivable</b>					
Trade Receivable			0.13		-
			<b>0.13</b>		<b>-</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(All amounts in ₹ Lakhs unless otherwise stated)

	As at March 31, 2018	As at March 31, 2017
<b>13. Cash and Cash Equivalents</b>		
Current account	16.43	18.94
Deposit account	20.00	664.92
Cash on hand	0.15	0.33
Cheque on hand	0.06	-
Fractional entitlement money*	12.67	12.71
	<b>49.31</b>	<b>696.90</b>

\* Fractional entitlement money represents dues payable to the shareholders who are entitled for fractional entitlement as per the scheme of arrangement as approved by the Hon'ble High Court of Judicature at Bombay, Maharashtra on December 18, 2009.

### 14. Short Term Loans and Advances

#### Unsecured, Considered Good

Advance Income Tax [Net of provision]	2,275.32	357.23
Others#	42.51	41.28
	<b>2,317.83</b>	<b>398.51</b>

# Others includes sales tax deposits

### 15. Other Current Assets

Interest Receivable*	0.00	3.17
Dividend Receivable	8.01	8.00
Other Receivable	0.71	1.40
Subscription for shares	0.01	0.01
Share of Profit from LLP Receivable	4.99	4.62
Deposit with MIDC	4.80	4.80
	<b>18.52</b>	<b>22.00</b>

\*Interest Receivable amounting ₹ 295 of F.Y. 2017-18

### 16. Major Components of Deferred Tax

<b>Deferred Tax Liabilities</b>	-	-
<b>Deferred Tax Assets</b>		
Disallowances under section 43 B of IT act 1961	5.82	6.29
Carry Forward Losses	-	775.08
<b>Deferred Tax (Assets)/Liabilities (Net)</b>	<b>(5.82)</b>	<b>(781.37)</b>

\*As a matter of prudence Deferred Tax Assets is not recognized in the books of accounts.

### 17. Contingent Liabilities Not Provided For

Income Tax	113.12	2,020.51
Civil Suits (excluding interest – Amount indeterminable)	140.14	140.14
Central Excise Act	18.78	18.78
Sales Tax	1.97	1.97

18. The Company does not have any creditors governed by the Micro Small and Medium Enterprises Development Act, 2006.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(All amounts in ₹ Lakhs unless otherwise stated)

	Year ended March 31, 2018	Year ended March 31, 2017
<b>19. Revenue From Operations</b>		
Net Gain on Sale of Investment	10,750.90	0.80
Dividend Income	3,310.14	429.48
Interest Income	84.97	86.54
Share of profit LLP	1.99	24.03
	<b>14,148.00</b>	<b>540.85</b>
<b>20. Other Income</b>		
Provision for standard assets written back	-	0.07
Miscellaneous Income*	0.00	-
	<b>0.00</b>	<b>0.07</b>
* Miscellaneous Income of Rs. 250 of F.Y. 2017-18		
<b>21. Employee Benefits</b>		
Salaries and Bonus	144.79	135.26
Leave Encashment	0.41	6.97
Gratuity	2.52	2.45
	<b>147.72</b>	<b>144.68</b>
<b>22. Other Expenses</b>		
Payment to Auditors		
- Audit Fees	1.65	1.78
- Certification Charges	0.77	0.64
Custody Fees	5.71	6.29
Listing Fees	5.17	4.58
Insurance	0.81	1.04
Legal & Professional Fees	74.86	52.81
Loss on Sale of Investment (Net)*	0.00	-
Provision for Standard assets	25.00	-
Property Tax	0.82	0.82
Repairs & Maintenance	0.49	0.61
Interest on TDS	-	0.31
Registrar and share transfer charges	7.52	8.49
Printing and Stationery	4.76	5.62
Postage and Courier	5.04	6.46
Rent	1.95	2.06
Rate and Taxes	20.36	-
Membership Fees	0.23	0.40
Miscellaneous Expenditure	34.43	14.34
	<b>189.59</b>	<b>106.25</b>
* loss on sale of Investment (Net) of ₹ 305 of F.Y. 2017-18		
<b>23. Earnings Per Share (EPS):</b>		
Weighted average Number of Equity Shares for calculation of Basic and Diluted EPS	10,901,987	10,901,987
Net Profit available for equity shareholders (₹)	12,128.81	692.29
Face Value per share (₹)	10.00	10.00
Basic and Diluted EPS (₹)	111.26	6.35

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

*(All amounts in ₹ Lakhs unless otherwise stated)*

24. The disclosure required under Accounting Standard 15 related to “Employee Benefits” notified in the Companies (Accounting Standards) Rules 2006, are given below:

### Defined Benefit Plan

The employee’s gratuity scheme is a defined benefit plan. The present value of obligations are determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the obligation. The obligation for Leave Encashment is recognized in the same manner as gratuity.

	2017-2018 Leave Encashment (Un-Funded)	2016-2017 Leave Encashment (Un-Funded)	2017-2018 Gratuity (Un-Funded)	2016-2017 Gratuity (Un-Funded)
<b>a) Changes in Defined Benefit obligation</b>				
Liability at the beginning of the Year	14.00	7.02	18.92	15.37
Current Service Cost	1.04	0.44	1.41	0.64
Interest Cost	0.48	0.53	0.79	1.15
Actuarial (Gain)/Losses	(0.71)	6.00	(0.07)	0.67
Benefits Paid	-	-	-	-
Liability at the end of the year	14.81	14.00	21.05	18.92
<b>b) Changes in Fair value of Plan Assets</b>				
Fair value of plan assets at beginning of year	-	-	-	-
Expected return on plan assets	-	-	-	-
Actuarial (Gain)/Losses	-	-	-	-
Employer Contribution	-	-	-	-
Benefits paid	-	-	-	-
Fair value of plan assets at the end of year	-	-	-	-
<b>c) Reconciliation of fair value of Assets and Obligations</b>				
Fair value of plan assets at the end of the year	-	-	-	-
Present Value of obligation	14.81	14.00	21.05	18.92
Amount Recognized in Balance Sheet	14.81	14.00	21.05	18.92
<b>d) Expenses recognized in statement of Profit &amp; Loss</b>				
Current Service Cost	0.48	0.44	0.79	0.64
Interest cost	1.04	0.53	1.41	1.15
Expected return on Plan assets	-	-	-	-
Net Actuarial (Gain)/ Loss recognized in the year	(0.71)	6.00	(0.07)	0.67
Net Acquisitions	-	-	-	-
Expenses recognized in the profit and loss under employee expenses	0.81	6.97	2.13	2.45
<b>e) Actuarial Assumptions</b>				
II) Discount Rate	7.74%P.A.	7.57%P.A.	7.74%P.A.	7.57%P.A.
III) Salary Escalation:	8%P.A.	8%P.A.	8%P.A.	8%P.A.

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factor including supply and demand in the employment market. The above information is certified by actuary.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(All amounts in ₹ Lakhs unless otherwise stated)

Amount recognised in current year and previous four years:-

Gratuity	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Defined benefit obligation	21.05	18.92	11.37	11.56	3.52
Fair value of plan asset	-	-	-	-	-
(Surplus)/Deficit in the plan	-	-	-	-	-
Actuarial(gain)/loss on plan obligation	(0.07)	0.67	2.33	7.18	(0.02)
Actuarial gain/(loss) on plan asset	-	-	-	-	-

Amount recognised in current year and previous four years:-

Leave Encashment	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Defined benefit obligation	14.81	14.00	7.02	3.28	1.72
Fair value of plan asset	-	-	-	-	-
(Surplus)/Deficit in the plan	-	-	-	-	-
Actuarial(gain)/loss on plan obligation	(0.71)	6.00	3.09	1.04	(0.61)
Actuarial gain/(loss) on plan asset	-	-	-	-	-

### 25. Payment to Auditors

Particulars	As at March 31, 2018	As at March 31, 2017
Audit fees	1.65	1.78
Certification fees	1.92	1.79

### 26. Related Party Transactions

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

Related Party Relationship (As identified and certified by the management and relied upon by auditors);

#### Holding Entity

Swallow Associates LLP

#### Key Managerial Personnel

Mr. Rohin Bomanji (Manager)

Mr. Parasmal Rakhecha

Details of Transactions and Related Balance are disclosed excluding reimbursement

#### Key Managerial Personnel

Salary- Shruti Joshi	-	0.02
Salary- Rohin Bomanji	0.06	0.04
Salary- Parasmal Rakhecha	39.16	36.10

27. The Company is a NBFC and primarily engaged in investment in securities which is considered as one segment. As such, there is no other separate reportable segment as defined by Accounting Standard -17 "Segment Reporting" as notified by the Companies (Accounting Standards) Rules, 2006.

28. Additional information as required under schedule III to the Companies Act 2013, of enterprises consolidated as subsidiary /Associate/Joint Venture.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(All amounts in ₹ Lakhs unless otherwise stated)

Name of Entity	Net Assets, i.e. Total Assets-Total Liabilities		Share in Profit or Loss	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Net Profit	Amount
<b>Parent</b>				
Summit Securities Limited	16.69%	12,074.04	1.95%	236.63
<b>Indian Subsidiaries</b>				
1. Instant Holdings Limited	83.05%	60,066.86	98.33%	11,926.86
2. Sudarshan Electronics & T.V. Limited	0.26%	182.28	(0.29%)	(34.69)
Minority Interest	NIL	NIL	NIL	NIL
Associates	NIL	NIL	NIL	NIL
Joint Ventures	NIL	NIL	NIL	NIL
<b>TOTAL</b>		<b>72,323.18</b>		<b>12,128.81</b>

Note: The Company does not exercise any control and does not have significant influence over CEAT Limited, RPG Life Sciences Limited and Spencer and Company Limited. Hence these entities are not considered as associates of the Company as per AS- 23 "Accounting for Investments in Associates in Consolidated Financial Statements". The Investments have been accounted for as per AS-13 "Accounting for Investments".

### 29. Provisions and Contingencies

#### Break up of provisions and contingencies shown under the head Expenditure in Profit & Loss Account

	As at March 31, 2018	As at March 31, 2017
Provision made towards Income Tax	3,879.13	32.19
Provision for Standard Assets	0.02	(0.07)

### 30. Special Reserve (as per Section 45 IC (1) of RBI Act, 1934)

Balance as at the beginning of the year	2,802.60	2,664.14
Add: Amount transferred from Surplus in Statement of Profit and Loss during the year	3,894.96	138.46
Balance as at the end of the year	6,697.56	2,802.60

### 31. Exceptional Items to F.Y. 2016-17 represent

- i. Investment in CFL Capital Financial Services Limited (CFL) of ₹244.30 Lakhs was written off. High Court of Calcutta has vide its order dated October 6, 2015 approved liquidation of CFL. Board has reviewed the progress of liquidation proceedings. CFL's liabilities are substantially higher than the assets. Board does not expect any realization of this investment in CFL on the conclusion of liquidation proceedings and hence, approved the write off of this investment.
- ii. Sales tax liabilities of amount of ₹320.11 Lakhs was written off and related deposit of ₹29.44 Lakhs was written back up to the year 1995-96 in respect of division earlier demerged under the various schemes of arrangement, as it is considered that they are no longer payable/ receivable

32. Previous year's figures have been regrouped wherever necessary to conform to current year's classification.

As per our report attached

#### For Chaturvedi & Shah

Chartered Accountants

Firm Registration No.: 101720W

#### Amit Chaturvedi

Partner

Membership No.: 103141

Place: Mumbai

Date: May 23, 2018

#### For and on behalf of Board of Directors

#### H N Singh Rajpoot

Director

DIN:00080836

#### Parasmal Rakhecha

Chief Financial Officer

#### Rohin Bomanji

Manager

#### A V Nerurkar

Director

DIN:00045309

#### Jiya Gangwani

Company Secretary



## Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

## Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Lakhs.)

Amounts in ₹ Lakhs

S r. No.	Particulars	Names of Subsidiaries	
		Instant Holdings Limited	Sudarshan Electronics & T. V. Limited
1.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Not Applicable	Not Applicable
2.	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	Not Applicable	Not Applicable
3.	Share Capital	471.39	22.67
4.	Reserves and Surplus	60445.51	159.61
5.	Total assets	62875.67	8148.80
6.	Total Liabilities	62875.67	8148.80
7.	Investments	55023.85	8129.61
8.	Turnover	12876.62	-
9.	Other Income	-	2.57
10.	Profit Before Taxation	12706.74	(34.52)
11.	Provision for Taxation	779.88	0.18
12.	Profit After Taxation	11926.86	(34.69)
13.	Proposed Dividend	Nil	Nil
14.	Percentage of Shareholding	100% subsidiary of the Company	100% subsidiary of Instant Holdings Limited

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations: NIL
- Names of subsidiaries which have been liquidated or sold during the year: NIL

## Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:

Amounts in ₹ Lakhs

Name of Associates/Joint Ventures	CEAT Limited (Associate Company)	Spencer And Company Limited (Associate Company)
1. Latest audited Balance sheet Date	31.03.2018	31.03.2018
2. Shares of Associate/Joint Ventures held by the Company on the year end (Refer Note-1)		
No.	12,469,938	44,64,576
Amount of Investment in Associates/Joint Venture	9,235.91	9,657.43
Extent of holding %	30.83%	40.83%
3. Description of how there is a significant influence	Not Applicable	Not Applicable
4. Reason why the associate/joint venture is not consolidated	(Refer Note-2)	(Refer Note-2)
5. Net worth attributable to Shareholding as per latest audited Balance Sheet	-	-
6. Profit / Loss for the year	-	-
i. Considered in Consolidation	-	-
ii. Not Considered in Consolidation	-	-

1. Names of associates or joint ventures which are yet to commence operations: NIL

2. Names of associates or joint ventures which have been sold during the year: 24,49,800 shares (14.81%) of RPG Life Sciences Ltd.

**Note-1:-** Company along with its subsidiary Instant Holdings Limited holds more than 20% of the total share capital of CEAT Limited and Spencer and Company Limited.**Note-2:-** The Company does not exercise any control and does not have significant influence over CEAT Limited and Spencer and Company Limited. Hence these entities are not considered as associates of the Company as per AS- 23 "Accounting for Investments in Associates in Consolidated Financial Statements". The Investments have been accounted for as per AS-13 "Accounting for Investments".

As per our report attached  
**For Chaturvedi & Shah**  
Chartered Accountants  
Firm Registration No.: 101720W

**Amit Chaturvedi**  
Partner  
Membership No.: 103141

Place: Mumbai  
Date : May 23, 2018

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

**H N Singh Rajpoot**  
Director  
DIN:00080836

**Parasmal Rakhecha**  
Chief Financial Officer

**Rohin Bomanji**  
Manager

**A V Nerurkar**  
Director  
DIN:00045309

**Jiya Gangwani**  
Company Secretary

## SUMMIT SECURITIES LIMITED

Corporate Identification Number: L65921MH1997PLC194571  
Registered Office: 213, Bezzola Complex, B Wing, 71, Sion-Trombay Road, Chembur, Mumbai - 400071  
Tel No.: +91-22-25292152/54/55 Fax No: +91-22-25297423  
Website : [www.summitsecurities.net](http://www.summitsecurities.net) Email : [summitsec@gmail.com](mailto:summitsec@gmail.com)

### CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC FORM

Dear Shareholders,

Pursuant to Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Notice of the General Meeting and other communication can be sent to the shareholders in electronic form. Your Company has sent the Annual Report through electronic mode to those Shareholders whose Email Address are registered. The Annual Report and the Notice of General Meetings and other documents will also be available on the Company's website at [www.summitsecurities.net](http://www.summitsecurities.net).

In order to receive speedy communication and support the Green Initiative, we request the shareholders to register the **EMAIL ADDRESS** against their account / folio as follows to receive Notice and other communication from the Company in electronic mode:

Shareholders holding shares in physical mode: Kindly state the details in the appended form for registering / updating the E-mail ID against your registered folio no. The appended form duly filled and signed should be sent to our Registrar and Share Transfer Agents viz., TSR Darashaw Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011.

Shareholders holding shares in the dematerialised mode: Kindly arrange to register / update your E-mail ID against your demat account maintained with your Depository Participant.

Please note that as a Shareholder, you will be entitled to receive physical copies of all notices and documents free of cost, upon specific request to the Company.

For Summit Securities Limited

Place : Mumbai  
Date : August 2, 2018

Jiya Gangwani  
Company Secretary

TSR Darashaw Limited (Registrar and Share Transfer Agents)

**Unit: Summit Securities Limited**

6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011.

### CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC FORM

I/We agree to receive documents in electronic mode pursuant to Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014. Please register / update\* the Email Address as mentioned below.

1. Name(s) of Shareholder(s)  
(including joint holders, if any) : \_\_\_\_\_
2. No. of Shares held : \_\_\_\_\_
3. Registered Folio No. / DP ID & Client ID No. : \_\_\_\_\_
4. **EMAIL ADDRESS** for receipt of documents  
in electronic mode : \_\_\_\_\_

\_\_\_\_\_  
(Signature of First holder)

Place: \_\_\_\_\_

\_\_\_\_\_  
(Name of First holder)

Date : \_\_\_\_\_

\*Strike out whichever is not applicable.

For Physical Shares: Kindly send above duly filled and signed consent to TSR Darashaw Limited.

For Demat shares : Kindly send above duly filled and signed consent to your Depository Participant where demat account is maintained.



**SUMMIT SECURITIES LIMITED**

Corporate Identification Number: L65921MH1997PLC194571  
Registered Office: 213, Bezzola Complex, B Wing, 71, Sion-Trombay Road, Chembur, Mumbai - 400071  
Tel No.: +91-22-25292152/54/55 Fax No: +91-22-25297423  
Website : [www.summitsecurities.net](http://www.summitsecurities.net) Email : [summitsec@gmail.com](mailto:summitsec@gmail.com)

**ATTENDANCE SLIP**

(To be presented at the entrance duly signed)

Registered Folio No./DP ID/ Client ID	:	
Name and address of the Member(s)	:	
No. of Share(s) held	:	
Name of the Proxy/ Authorized Representative (In Block Letters)	:	
Signature of the Member(s)/ Proxy/ Authorized Representative	:	

I, hereby, record my presence at the Twenty First Annual General Meeting of the Company on Thursday, September 27, 2018 at 3.30 p.m. at The Auditorium, Textiles Committee, next to Trade Plaza (TATA Press), P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025.

**SUMMIT SECURITIES LIMITED**

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Website : [www.summitsecurities.net](http://www.summitsecurities.net) Email : [summitsec@gmail.com](mailto:summitsec@gmail.com)

**FORM NO. MGT-11**

**PROXY FORM**

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

**CIN:** L65921MH1997PLC194571

**Name of the company:** Summit Securities Limited

**Registered office:** 213, Bezzola Complex, B Wing, 71, Sion-Trombay Road, Chembur, Mumbai - 400071

Name of the Member(s):	
Registered Address:	
Email Address:	
Folio No. / DP ID & Client ID:	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty First Annual General Meeting of the Company, to be held on Thursday, September 27, 2018 at 3.30 p.m. at The Auditorium, Textiles Committee, next to Trade Plaza (TATA Press), P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

I/we wish my above Proxy to vote in the manner as indicated in the box below (Refer Note No. 2):

Item No.	Brief Description of Resolution	I assent to the Resolution For (✓)	I dissent to the Resolution Against (✓)
1	Adoption of Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2018 together with the Reports of the Auditors and the Board of Directors thereon.		
2	Re-appointment of Mr. A. N. Misra (DIN: 00350790) as a Director of the Company.		
3	Re-appointment M/s. Chaturvedi & Shah, Chartered Accountants (Firm Registration No.101720W) as Statutory Auditors of the Company till the conclusion of the Twenty Sixth Annual General Meeting.		

Signed this ..... day of..... 2018

Signature of shareholder: .....

Signature of Proxy holder(s): .....

Affix  
Revenue  
Stamp

Signature across the stamp

**Note:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 213, Bezzola Complex, B Wing, 71, Sion-Trombay Road, Chembur, Mumbai - 400071, not less than 48 hours before the commencement of the Meeting.**
- This is only optional. Please put a '✓' in the appropriate column against the Resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any of the Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**



