STELLANT SECURITIES (INDIA) LIMITED

ANNUAL REPORT 2016-2017

STELLANT SECURITIES (INDIA) LIMITED

(formerly known as SELLAIDS PUBLICATIONS (INDIA) LIMITED)

CIN No.: L67190MH1991PLC064425

Regd.Off.: Kamer Bldg., 31,
5th Floor, Cawasji Patel Street,
Above Akbarally Furniture, Fort,
Mumbai - 400 001.
Ph.No.: 022-2206 1606
E-mail Id: sellaidspublication@yahoo.in

NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the members of Company will be held on Saturday, 30th September, 2017 at 9.00 a.m. at the Registered Office of the Company situated at 31, Kamer, 5th Floor, Cawasji Patel Street, Above Akbarally Furniture, Fort, Mumbai - 400 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements (including consolidated Financial Statement) of the Company for the year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Mangala Rathod (DIN: 02170580), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint M/s. R.K. Khandelwal & Co., Chartered Accountants (FRN: 105054W) as the Statutory Auditors of the Company and to fix their remuneration. In this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. R.K. Khandelwal & Co., Chartered Accountants (Firm Registration No. 105054W) be and are hereby appointed as the Statutory Auditors of the Company in place of retiring Statutory Auditors, M/s. P. R Agarwal & Awasthi, Chartered Accountants (Firm Registration No. 117940W), to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting until the conclusion of the 31st Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting, at such remuneration to be recommended by the Audit Committee of the Board of Directors and finalized by the Board of Directors in consultation with the Statutory Auditors."

BY ORDER OF THE BOARD,
STELLANT SECURITIES (INDIA) LTD.

(MANGALA RATHOD)
WHOLE-TIME DIRECTOR
DIN: 02170580

Place: Mumbai
Date: 31st July, 2017

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% (ten percent) of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder

3. Members/Proxies should bring the enclosed Attendance Slip duly filled in, for attending the meeting and the proxy holder should prove his identity at the time of attending the meeting. A Proxy Form which does not state the name of the Proxy shall be considered as invalid.

4. Corporate members intending to send their authorised representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. Individual Shareholders can avail of the facility of nomination. The nominee shall be the person in whom all rights of transfer and/or amount payable in respect of the shares shall vest in the event of the death of the share holder(s). A minor can be a nominee provided the name of the guardian is given in the Nomination Form. The facility of nomination is not available to non-individual shareholders such as Bodies Corporate, Kartas of Hindu Undivided Families, Societies, Trusts and holders of Power of Attorney. For further details, please contact the Company's registered office.

7. Members are requested to:

(a) intimate to the Company's registered office or to RTA, changes, if any, in their respective addresses along with Pin Code Number at an early date:

(b) Quote Folio Numbers in all their correspondence:

(c) Consolidate holdings in to one folio in case of multiplicity of Folios with names in identical orders.

8. Queries on accounts and operations of the Company, if any, may please be sent to the Company at least seven days in advance of the meeting so that the answers may be made readily available at the Meeting.

9. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 25th September, 2017 to Saturday, 30th September, 2017 (both days inclusive) for the purpose of Annual General Meeting of the Company.

10. **VOTING THROUGH ELECTRONIC MEANS**:

In compliance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the members to cast their vote electronically. The members may cast their vote using an electronic voting system from a place other than the venue of the AGM ("remote e-voting"). Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

The facility for voting through polling paper shall be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for members for remote e-voting are as under:

(i) The voting period begins on Wednesday, September 27, 2017 at 9.00 a.m. IST and ends on Friday, September 29, 2017 at 5.00 p.m. IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Saturday, 23rd September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders.

(v) 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.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bk Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant 'Stellant Securities (India) Ltd.' on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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

(xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

11. Once the vote on a resolution is cast by the shareholder through remote e-voting, the shareholder shall not be allowed to change it subsequently.

12. The voting right of the shareholders shall be in proportion to their shares in the paid up equity capital of the Company as on the cut-off date.

13. A copy of this notice is placed on the website of the Company and the website of CDSL.

14. Mrs. Jayshree A. Lalpuria, Practicing Company Secretary (Certificate of Practice Number 7109) has been appointed as scrutinizer for conducting the e-voting in fair and transparent manner.

15. The Scrutinizer shall after the conclusion of the voting at the AGM, 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 3 days of the conclusion of AGM, a consolidated Scrutinizer Report of the total votes cast in favour or against , if any, to the Chairman or a person authorised by the chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

16. The result declared along with the Scrutinizer's Report shall be placed on the Company's website - www.stellantsecurities.com and the website of CDSL within two days of passing the resolutions at the AGM of the Company and communicated to BSE Ltd.

BY ORDER OF THE BOARD,
STELLANT SECURITIES (INDIA) LTD.

(MANGALA RATHOD)
WHOLE-TIME DIRECTOR
DIN: 02170580

Place: Mumbai
Date: 31st July, 2017

Disclosure relating to Directors seeking appointment/re-appointment pursuant to Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard 2 on General Meetings:

Particulars	Mrs. Mangala Rathod
Age	48 yrs
Qualification	SSC
Experience	Managing day to day activities of the Company
Terms & Conditions of re-appointment & remuneration to be paid	Terms & Conditions and remuneration as approved by the members at the Annual General Meeting held on 27th September, 2014.
Remuneration last drawn	Nil
Date of first appointment on Board	15.04.2008
Shareholding in the Company	9,02,855 – 24.39%
Relationship with other Directors/Manager/Key Managerial Personnel	Nil
Number of Board Meetings attended	6
Other Directorship	Stellant Stock Broking Private Limited Thomson And Wyman Housing Finance Private Limited Sahi Trading Private Limited Swarna ACL Lifescapes Private Limited Johnson & Wyman Public Relations Private Limited Johnson And Andrew Public Relations Private Limited
Other Membership / Chairmanship of Committees	Nil

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DIRECTORS' REPORT

To the Members,

Your Directors hereby present their Twenty Sixth Annual Report and the Audited Accounts for the year ended 31st March, 2017.

FINANCIAL RESULTS:		(Amount in Rupees)
	Year ended 31-03-2017	Year ended 31-03-2016
Sales and Other Income	4,91,95,004	17,01,793
Profit before Depreciation and Tax	2,19,786	(1,57,577)
Less: Depreciation	----	1,24,150
Profit/(Loss) before Tax	2,19,786	(2,81,727)
Less: Provision for Taxation	(38,500)	---
Profit/(Loss) After Tax	1,81,286	(281,727)
Balance Brought Forward	(3,30,30,363)	(3,27,48,636)
Balance carried over	(3,28,49,077)	(3,30,30,363)

OPERATIONS & STATE OF AFFAIRS OF THE COMPANY

During the current year of operation, your Company has registered total revenue of Rs. 4,91,95,004/- (including Rs. 65,059/ other income-), as compared to Rs. 17,01,793/- in the previous financial year. Your Company has earned net profit after tax of Rs. 1,81,286/- as compared to loss of Rs. 2,81,727/- in the previous financial year.

CHANGE IN NATURE OF BUSINESS

During the financial year 2016-17, Company has not changed its nature of business and continues to carry on the same line of business activity.

CONSOLIDATION OF ACCOUNTS OF SUBSIDIARY COMPANY

The Company has "Stellant Stock Broking Private Limited" as a wholly owned Subsidiary Company as at the end of financial year ended March 31, 2017. The audited financial statement of

subsidiary Company is available for inspection during business hours at the Registered Office of the Company. Any member, who is interested in obtaining a copy of audited financial statement of subsidiary Company, may write to the Registered Office of the Company. The salient feature of performance of the Subsidiary Company as on March 31, 2017 in **Form AOC- 1** is annexed herewith as **'Annexure I'**.

DETAILS OF NEW SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

During the financial year, no Company became or ceased to be the Subsidiary, Joint Venture or Associate Company.

DIVIDEND AND TRANSFER TO RESERVES

In view of accumulated losses, your Directors do not recommend any dividend for the year 2016-17 and no amount has been transferred to any Reserve during the year 2016-17.

DEPOSIT

During the year under review, your Company has neither accepted nor renewed any deposits within the meaning of Section 73 of the Companies Act, 2013.

REDUCTION OF EQUITY SHARE CAPITAL

Pursuant to special resolution passed by members of the Company at their Extra-ordinary General Meeting held on 20th July, 2015, the Hon'ble High Court of Bombay vide its order dated 18th November, 2016 approved the scheme of reduction of paid-up share capital of the Company from Rs. 3,70,24,010 (Three Crores Seventy Lacs Twenty Four Thousand and Ten) divided into 37,02,401 (Thirty Seven Lacs Two Thousand Four Hundred and One) Equity shares of Rs. 10/- each to Rs. 74,04,800/- (Seventy Four Lacs Four Thousand Eight Hundred) divided into 37,02,401 (Thirty Seven Lacs Two Thousand Four Hundred and One) Equity Shares of Rs. 2/- each & thereafter consolidating each 5 equity shares of Rs. 2/- each into one equity share of Rs. 10/- each to make up 7,40,480 (Seven Lacs Forty Thousand Four Hundred and Eighty) equity shares of Rs. 10/- each whereby 4/5th of the equity share capital is extinguished out of total paid up capital of the Company.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF FINANCIAL YEAR AND DATE OF REPORT

There is no occurrence of material change and commitment made between the end of the financial year and date of this report which has affected the financial position of the company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Companies Act, 2013, Mrs. Mangala Rathod (DIN: 02170580) Whole-time Director of the Company retires by rotation and being eligible, offers

herself for re-appointment at the ensuing Annual General Meeting who is not disqualified for being re-appointed in terms of Section 164 of the Companies Act, 2013.

No other Director or Key Managerial Personnel has been appointed, resigned or retired during the year.

DECLARATION BY INDEPENDENT DIRECTOR

The Company has received declarations from both the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the applicable provision of section 149(6) of the Act.

EXTRACT OF ANNUAL RETURN

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

MEETINGS

During the year, six meetings of the Board of Directors of the Company were convened and held. The details of date of meetings and the attendance of each director at the Board Meetings and Committees are annexed herewith as **"Annexure III".** The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Secretarial Standard on Board Meetings issued by ICSI.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

(i) in the preparation of the annual accounts, the applicable accounting standards had been followed and that there were no material departures;

(ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the Company for the period;

(iii) the directors had taken proper and sufficient care 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;

(iv) the directors have prepared the annual accounts on a going concern basis;

(v) the proper internal financial controls were in place and that the financial controls were adequate and operating effectively.

(vi) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CORPORATE SOCIAL RESPONSIBILITY

The provision of Section 135 pertaining to Corporate Social Responsibility is not applicable to the Company for the financial year 2016-17.

AUDIT COMMITTEE AND NOMINATION & REMUNARATION COMMITTEE

The Audit Committee of the Company is constituted in accordance with Section 177(2) of the Companies Act, 2013. The Composition of the Audit Committee is as follows:

Name of the Director	**Status**
Mrs. Nilima Raul	Chairperson
Mr. Bhavesh Bafna	Member
Mr. Deepak Jagtap	Member

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Nomination and Remuneration Policy is annexed herewith as **"Annexure-IV".**

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the year, the Company has not given any loans or guarantee or provided any security to any persons or body corporate within the meaning of Section 186 of the Companies Act, 2013. Since the principal business of the Company is acquisition of securities, provisions of Section 186 pertaining to the investments made by Company are not applicable.

RELATED PARTY CONTRACTS

During the year, Company has not entered into any transaction referred to in sub-section (1) of section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014 with related parties.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The information relating to energy conservation, technology absorption and research & development pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is as follows:

A. Conservation of Energy:

i. **Steps taken or impact on conservation of energy:** Since the Company is not carrying out any manufacturing activities, it is not energy intensive. Adequate measures have been taken to conserve the energy utilized.

ii. **Steps taken by the Company for utilizing alternate sources of energy:** The Company has not utilized any alternate source of energy during the year.

iii. **Capital investment on energy conservation equipments:** NIL

B. Technology absorption:

i. **Efforts made towards technology absorption:** NIL

ii. **Benefits derived like product improvement, cost reduction, product development or import substitution:** Nil

iii. **Imported technology (imported during the last three years reckoned from the beginning of the financial year):**

a) Details of technology imported - No technology was imported.

b) Year of import - Not Applicable

c) Whether the technology been fully absorbed- Not Applicable

d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof - Not Applicable

iv. **Expenditure incurred on Research and Development** – Not Applicable

C. Foreign Exchange earnings and outgo:

During the year 2016-17, there have been no foreign exchange earnings or outgo.

RISK MANAGEMENT

Your company has been regularly assessing the risk and ensures that the risk mitigation plans are in place.

FORMAL ANNUAL EVALUATION

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non–executive directors and executive directors.

On the basis of the Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors, a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors.

At a separate meeting of independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

INTERNAL FINANCIAL CONTROL

Your Company has Internal Control system to ensure an effective internal control environment that provides assurance on the efficiency of conducting business, including adherence to the Company's policies, the safe guarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of Accounting records and the timely preparation of reliable financial disclosures.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION PROHIBITION AND REDRESSAL) ACT, 2013.

Your Directors state that during the year under review, there were no cases reported pursuant to the Sexual Harassment of Women at Workplace (Prevention Prohibition and Redressal) Act, 2013.

ESTABLISHMENT OF VIGIL MECHANISM

The Company has a Vigil Mechanism to deal with the instances of fraud and mismanagement, if any. The Vigil Mechanism Policy had been recommended by the Audit Committee and thereafter approved and adopted by the Board of Directors of the Company. The vigil mechanism is available on the Company's website at http://www.stellantsecurities.com/investors.php.

PARTICULARS OF EMPLOYEES:

In terms of the provisions of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, disclosures pertaining to remuneration and other details are appended as **'Annexure – V'** to the Directors' Report.

None of the employees of the Company employed throughout the year were in receipt of remuneration in excess of the limits set out in Rule 5(2) of the said rules.

AUDITORS

Statutory Auditors

The present Auditor, M/s. P.R Agarwal & Awasthi (FRN: 117940W), Chartered Accountants were appointed as the Statutory Auditors of the Company at the 23rd Annual General Meeting of the members held on 27th September, 2014 for a term of 3 years and their term is expiring at the ensuing Annual General Meeting. They are not eligible for re-appointment as Statutory Auditors of the Company as they are completing the maximum permissible period under the Companies Act, 2013 and the Rules made there under. The Audit Committee of the Company has proposed and the Board has recommended to the members, the appointment of M/s. R.K Khandelwal &

Co., Chartered Accountants (FRN: 105054W), in place of M/s. P.R Agarwal & Awasthi, Chartered Accountants as Statutory Auditors of the Company for a period of 5 (five) years from the conclusion of the 26th Annual General Meeting till the conclusion of the 31st Annual General Meeting to be held in the year 2022, subject to ratification by the Members every year. This is in compliance with the mandatory requirement of rotation of Auditor under section 139 of the Companies Act, 2013.

The Company has received a written consent and certificate from M/s. R.K Khandelwal & Co., Chartered Accountants (FRN: 105054W), Statutory Auditors of the Company to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013.

Necessary resolution for appointment of the said Auditors is included in the Notice of Annual general Meeting for seeking approval of members.

Secretarial Auditor

The Board had appointed M/s. Jayshree A. Lalpuria & Co., Practising Company Secretaries, to conduct Secretarial Audit for the financial year 2016-17. The Secretarial Audit Report for the financial year ended 31st March, 2017 is annexed herewith as **"Annexure VI".**

AUDITOR'S REPORT

The Statutory Auditors have expressed an unmodified opinion in the Audit Report in respect of the audited financial statements for the financial year ended 31st March, 2017. There are no qualifications or adverse remarks in the Statutory Auditors' Report which require any explanation from the Board of Directors.

Reporting of fraud by the Auditor under Section 143(12) of the Companies Act, 2013

The Board of Directors state that M/s. P.R Agarwal & Awasthi, Chartered Accountants, Statutory Auditors have not reported of any fraud involving any amount committed by the Company to the Central Government, Audit Committee or to the Board of Directors of the Company.

SECRETARIAL AUDITOR'S REPORT

As regards qualifications/remarks of the Secretarial Auditor in her report, the Directors wish to clarify that:

1. Due to financial constraints the Company could not appoint Company Secretary as required under Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014.

2. Due to financial constrains, the Company could not give newspaper advertisement for notice of the book closure as required under section 91 of the Companies Act, 2013, of evoting information for 25th AGM as required under section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and publication of notice of Board Meeting & Audited (yearly) and Un-audited (quarterly) Financial Results as required under Regulation 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Due to inadvertence, the Company failed to submit

   - consolidated financial results for the year ended 31st March, 2016 to BSE Ltd. as required under Regulation 33 and

   - submit compliance certificate for both the half year ended 31st March, 2016 and 30th September, 2016 to the BSE Ltd. as required under Regulation 7(3)

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

   The Company has submitted compliance certificate as required under Regulation 7(3) for the half year ended 31st March, 2017 to BSE Ltd. and will take all due care to comply with the same in future.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report as required under Regulation 34(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in **Annexure VII** and forms a part of the Annual Report.

ACKNOWLEDGEMENT:

Your directors would like to place on record their gratitude for the continuous support and co-operation received from the bankers, creditors and Government authorities. The Directors place on record their appreciation of the contribution made by the employees and the management.

FOR AND ON BEHALF OF THE BOARD,
STELLANT SECURITIES (INDIA) LTD.

(Bhavesh Bafna)	(Mangala Rathod)
Director	Whole Time Director
DIN: 02402307	DIN: 02170580

Place: Mumbai
Dated: 31st July, 2017

Annexure I

Form AOC-I

Statement containing salient features of the financial statement of subsidiary company

PART "A": SUBSIDIARIES

Sl. No	Particulars	Figures (in Rs.)
1	Name of the subsidiary	Stellant Stock Broking Private Limited
2	The date since when subsidiary was acquired	11th February, 2010
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1st April, 2016 to 31st March, 2017
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.
5	Share capital	2,00,00,000
6	Reserves & surplus	6,49,329
7	Total assets	2,07,43,329
8	Total Liabilities	94,000
9	Investments	Nil
10	Turnover	8,74,510
11	Profit before taxation	2,24,831
12	Provision for taxation	71,000
13	Profit after taxation	1,53,831
14	Proposed Dividend	Nil
15	% of shareholding	100%

- Names of subsidiaries which are yet to commence operations – Nil
- Names of subsidiaries which have been liquidated or sold during the year. - Nil

FOR AND ON BEHALF OF THE BOARD,
STELLANT SECURITIES (INDIA) LTD.

Kalpesh Fifadara	(Bhavesh Bafna)	(Mangala Rathod)
Chief Financial Officer	Director	Whole Time Director
	DIN: 02402307	DIN: 02170580

Place: Mumbai
Dated: 31st July, 2017

Annexure II

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L67190MH1991PLC064425
2.	Registration Date	12/12/1991
3.	Name of the Company	Stellant Securities (India) Limited
4.	Category/Sub-category of the Company	Company Limited by Shares/Indian Non Government Company
5.	Address of the Registered office & contact details	31, Kamer, 5th Floor, Cawasji Patel Street, Above Akbarally Furniture, Fort, Mumbai – 400 001.
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Sharex Dynamic (India) Pvt. Ltd. Unit No. 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai [M.S.] 400-072. Tel: 28515606 / 28515644 Fax: 28512885 Email: investor@sharexindia.com

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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Sale of shares	-	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Stellant Stock Broking Private Limited 31, Kamer, 5th Floor, Cawasji Patel Street, Above Akbarally Furniture, Fort, Mumbai – 400 001.	U67100MH2010PTC200004	Subsidiary	100	2(87)(ii)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 1st April-2016]				No. of Shares held at the end of the year[As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1811136	0	1811136	48.918	1811136	0	1811136	48.918	-
b) Central Govt	0	0	0	0	0	0	0	0	-
c) State Govt(s)	0	0	0	0	0	0	0	0	-
d) Bodies Corp.	0	0	0	0	0	0	0	0	-
e) Banks / FI	0	0	0	0	0	0	0	0	-
f) Any other	0	0	0	0	0	0	0	0	-
Sub-total (A) (1)	1811136	0	1811136	48.918	1811136	0	1811136	48.918	-
(2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	-
b) other individuals	0	0	0	0	0	0	0	0	-
c) Bodies Corp.	0	0	0	0	0	0	0	0	-
d) Banks / FI	0	0	0	0	0	0	0	0	-
e) Any other	0	0	0	0	0	0	0	0	-
Sub-total (A) (2)	0	0	0	0	0	0	0	0	-
Total shareholding of Promoter (A)=(A)(1)+ (A)(2)	1811136	0	1811136	48.918	1811136	0	1811136	48.918	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	-
b) Banks / FI	91389	8600	99989	2.701	91389	8600	99989	2.701	-
c) Central Govt	0	0	0	0	0	0	0	0	-
d) State Govt(s)	0	0	0	0	0	0	0	0	-
e) Venture Capital Funds	0	0	0	0	0	0	0	0	-
f) Insurance Companies	0	0	0	0	0	0	0	0	-
g) FIIs	0	0	0	0	0	0	0	0	-

h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	-
i) Others (specify)	0	0	0	0	0	0	0	0	-
Sub-total (B)(1):-	91389	8600	99989	2.701	91389	8600	99989	2.701	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	41643	65600	107243	2.897	35894	65600	101494	2.741	-0.156
ii) Overseas	0	0	0	0	0	0	0	0	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	192281	134770	327051	8.833	194709	134770	329479	8.899	0.066
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	585802	455214	1041016	28.117	585102	455214	1040316	28.098	-0.019
c) Others (specify)	0	0	0	0	0	0	0	0	-
Non Resident Indians	235435	80531	315966	8.534	235435	80531	315966	8.534	-
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	-
Foreign Nationals	0	0	0	0	0	0	0	0	-
Clearing Members	0	0	0	0	4021	0	4021	0.109	0.109
Trusts	0	0	0	0	0	0	0	0	-
Foreign Bodies - D R	0	0	0	0	0	0	0	0	-
Sub-total (B)(2):-	1055561	736115	1791276	48.381	1055161	736115	1791276	48.381	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1146550	744715	1891265	51.082	1146550	744715	1891265	51.082	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-		-	-	-	-
Grand Total (A+B+C)	2957686	744715	3702401	100.00	2957686	744715	3702401	100.00	-

(ii) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year [As on 1st April-2016]			Shareholding at the end of the year [As on 31-March-2017]			% change in shareholding 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	Subhash P Rathod	908281	24.532	0	908281	24.532	0	-
2	Mangla S. Rathod	902855	24.386	0	902855	24.386	0	-
	TOTAL	**1811136**	**48.918**	**0**	**1811136**	**48.918**	**0**	**-**

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

Sr. No.	Name	Shareholding		Date	Increase /decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (01.04.2016)/ end of the year (31.03.2017)	% of total shares of the company				No. of shares	% of total shares of the company
1.	Mangla S. Rathod	902855	24.386	31.03.2016				
		No change						
		902855	24.386	31.03.2017				
2.	Subhash Rathod	908281	24.532	31.03.2016				
		No change						
		908281	24.532	31.03.2017				

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

Sr. No.	Name	Shareholding		Date	Increase /decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (01.04.2016)/ end of the year (31.03.2017)	% of total shares of the company				No. of shares	% of total shares of the company
1.	Kailash Kumar Manwani	178571	4.823					
		No change						
		178571	4.823					
2.	Bharat Phapale	147000	3.97					
		No change						
		147000	3.97					
3.	Lalit Arekar	140000	3.781					
		No change						
		140000	3.781					
4.	Shekhar Desai	132500	3.579	31.03.2016				
				28.10.2016	132500	Transfer	0	0
		0	0	31.03.2017				
5.	Harsha Hitesh Jhaveri	118500	3.201					
		No change						
		118500	3.201					
6.	Shekhar Shivaji Desai	103312	2.79	19.08.2016	-200	Transfer	103112	2.785
				26.08.2016	-500	Transfer	102612	2.771
				28.10.2016	132500	Transfer	235112	6.35
		235112	6.35	31.03.2017				
7.	Taher Suterwala	80531	2.175					
		No change						
		80531	2.175					

8.	Hitesh Ramji	65000	1.756					

	Javeri	No change						
		65000	1.756					
9.	State Bank of India	61389	1.658					
		No change						
		61389	1.658					
10.	Suhas Ashok Kadam	108411	2.928					
		No change						
		108411	2.928					
11.	Baby Vijay Sharma	50237	1.357					
		No change						
		50237	1.357					

(v)Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding		Date	Increase /decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (01.04.2016)/ end of the year (31.03.2017)	% of total shares of the company				No. of shares	% of total shares of the company
A.	**Directors**							
1.	Nilima Raul	Nil						
		Nil						
2.	Deepak Jagtap	Nil						
		Nil						
3.	Bhavesh Bafna	Nil						
		Nil						
B.	**Key Managerial Personnel (KMP's)**							
4.	Mangla Rathod (Whole-time Director)	902855	24.386	01.04.2016				
		No change						
		902855	24.386	31.03.2017				
5.	Kalpesh Fifadara (CFO)	Nil						
		Nil						

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

(In Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	96,62,000	0	96,62,000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	96,62,000	0	96,62,000
Change in Indebtedness during the financial year				
Addition	0	1,00,84,000	0	1,00,84,000
Reduction	0	96,62,000	0	96,62,000
Net Change	0	4,22,000	0	4,22,000
Indebtedness at the end of the financial year				
i) Principal Amount	0	1,00,84,000	0	1,00,84,000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	1,00,84,000	0	1,00,84,000

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

(In Rs.)

SN.	Particulars of Remuneration	Name of Whole-time Director Mangla Rathod	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission- as % of profit - others, specify	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)	NIL	NIL

	Ceiling as per the Act	Pusuant to provision of Section 196 and 197 of the Companies Act, 2013 and Part II of Schedule V, limit of yearly remuneration payable shall not exceed Rs. 60 Lacs

B. Remuneration to other directors

(In Rs.)

SN.	**Particulars of Remuneration**	**Name of Directors**			**Total Amount**
		Nilima Paul	Deepak Jagtap	Bhavesh Bafna	
1	Independent Directors				
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	Total (1)				
2	Other Non-Executive Directors				
	Fee for attending board committee meetings		NIL		
	Commission				
	Others -specify				
	Total (2)				
	Total (B)=(1+2)				
	Total Managerial Remuneration (A+B)				
	Overall Ceiling as per the Act	Pusuant to provision of Section 196 and 197 of the Companies Act, 2013 and Part II of Schedule V, limit of yearly remuneration payable to WTD shall not exceed Rs. 60 Lacs			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(In Rs.)

SN	**Particulars of Remuneration**	**Key Managerial Personnel**			
		CEO	CS	CFO	Total
1	Gross salary	Nil	Nil	1,80,000	1,80,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission- as % of profit	-	-	-	-

	- others, specify				
5	Others, please specify	-	-	-	-
	Total	**Nil**	**Nil**	**1,80,000**	**1,80,000**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

FOR AND ON BEHALF OF THE BOARD,
STELLANT SECURITIES (INDIA) LTD.

(Bhavesh Bafna)
Director
DIN: 02402307

(Mangala Rathod)
Whole Time Director
DIN: 02170580

Place: Mumbai
Dated: 31st July, 2017

ANNEXURE III

Board Meeting:

The Board Meeting for the financial year ended 31st March, 2017 were held on 30th May 2016, 10th August 2016, 14th November, 2016, 20th January, 2017, 8th February, 2017 and 14th February, 2017. The details of attendance of each director at the Board Meetings are as given below:

Name of Director	No. of Meetings attended
Mrs. Mangala Rathod	6
Mrs. Nilima Raul	6
Mr. Bhavesh Bafna	6
Mr. Deepak Jagtap	6

Audit Committee:

The Meetings of the Audit Committee for the financial year ended 31st March, 2017 were held on 30th May 2016, 10th August 2016, 14th November, 2016, and 14th February, 2017. The details of attendance of each director at the Audit Committee Meetings are as given below:

Name of Director	No. of Meetings attended
Mrs. Nilima Raul	4
Mr. Bhavesh Bafna	4
Mr. Deepak Jagtap	4

Nomination & Remuneration Committee:

There was one meeting of the Nomination & Remuneration Committee for the financial year ended 31st March, 2017 held on 30th May, 2016. The details of attendance of each director at the Nomination & Remuneration Committee Meeting are as given below:

Name of Director	No. of Meetings attended
Mrs. Nilima Raul	1
Mr. Bhavesh Bafna	1
Mr. Deepak Jagtap	1

Stakeholders Relationship Committee:

The was no meeting of the Stakeholders Relationship Committee for the financial year ended 31st March, 2017 since there was no application for transfer, transmission of shares and no complaints or grievances received from the stakeholders. The composition of the Stakeholders Relationship Committee is as under:

1. Mrs. Nilima Raul – Chairperson
2. Mr. Bhavesh Bafna – Member

Annexure IV

Nomination and Remuneration Policy pursuant to Section 178(3) of the Companies Act, 2013

The Board of Directors of Stellant Securities India Limited ("the Company") constituted "Nomination and Remuneration Committee" at the Meeting held on 13th November, 2016.

The following is the Nomination and Remuneration Committee Policy adopted by the Committee.

1. Objective

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto. The Key Objectives of the Committee would be:

a. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
b. To formulate the criteria for evaluation of Independent Director and the Board
c. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
d. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
e. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
f. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
g. To devise a policy on Board diversity
h. To implement and monitor policies and processes regarding principles of corporate governance

2. Definitions

a. **"Act"** means the Companies Act, 2013 and rules framed thereunder, as amended from time to time.
b. **"Board"** means Board of Directors of the Company.
c. **"Central Government"** means Registrar of Companies, Regional Director or any other authority under the Ministry of Corporate Affairs.
d. **"Director(s)"** mean Directors of the Company.
e. **"Key Managerial Personnel"** means
   (i) Chief Executive Officer or the Managing Director or the Manager;
   (ii) Whole-time director;
   (iii) Chief Financial Officer;
   (iv) Company Secretary; and
   (v) any other officer/employee as may be prescribed under the Act or by the Board.

f. **"Senior Management"** means Senior Management means personnel of the company who are

members of its core management team excluding the Board of Directors but including Functional Heads.

3. <u>Scope and Duties</u>

a. The Scope of work of Nomination and remuneration Committee will include:

(i) The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.

(ii) The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

(iii) To oversee and monitor the Familiarization Programme for Independent Directors.

b. The Nomination and Remuneration Committee shall, while formulating the policy as above 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; and

(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:

c. Duties of Nomination and Remuneration Committee

(i) The duties of the Committee in relation to nomination matters include:

- Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- Identifying and recommending Directors who are to be put forward for retirement by rotation.
- Determining the appropriate size, diversity and composition of the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination

of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.

- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Recommend any necessary changes to the Board; and
- Considering any other matters, as may be requested by the Board.

(ii) The duties of the Committee in relation to remuneration matters include:

- to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- to delegate any of its powers to one or more of its members or the Secretary of the Committee.
- to consider any other matters as may be requested by the Board.

4. <u>Policy for appointment and removal of Director, KMP and Senior Management</u>

a. Appointment criteria and qualifications

(i) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

(ii) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

(iii) The Company shall not appoint or continue the employment of any person as Managing Director or Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

b. <u>Term / Tenure</u>

(i) **Managing Director/Whole-time Director:**

- The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-

appointment shall be made earlier than one year before the expiry of term.

(ii) **Independent Director:**

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

c. <u>Evaluation</u>

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel on yearly basis or at such other interval as may be decided by the Committee from time to time.

The Performance Evaluation of Independent Director should be done Board of Directors (excluding the directors being evaluated)

On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of independent director.

d. <u>Removal</u>

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

e. <u>Retirement</u>

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/

remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

5. **Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel**

(i) The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

(ii) The remuneration and commission to be paid to the Whole-time Director shall be as per the provisions of the Act.

(iii) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.

(iv) Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

(v) The ESOP Policy will be decided by the Committee based on the applicable Acts / Guidelines within the overall Policy decided by the Shareholders at the General Meeting.

6. **Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:**

(i) **Fixed pay:**

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

(ii) **Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

(iii) **Provisions for excess remuneration:**

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

7. <u>Remuneration to Non- Executive / Independent Director</u>

(i) **Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof provided that the amount of such fees shall not exceed Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

(ii) **Commission:**

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

(iii) **Stock Options:**

The Stock Option entitlement will be subject to Act, Rules and Guidelines then prevailing.

8. <u>Constitution</u>

(i) The Committee shall consist of a minimum 3 non-executive directors and one-half of them should be independent Directors

(ii) Membership of the Committee shall be disclosed in the Annual Report.

(iii) Term of the Committee shall be continued unless terminated by the Board of Directors.

9. <u>Chairperson</u>

(i) Chairperson of the Committee shall be an Independent Director.

(ii) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

(iii) In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

(iv) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

10. Frequency of Meetings

The meeting of the Committee shall be held at such regular intervals as may be required.

11. Committee Members' Interests

(i) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

(ii) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

12. Secretary

The Company Secretary of the Company shall act as Secretary of the Committee.

13. Voting

(i) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

(ii) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

14. Minutes of Committee Meeting

Proceedings of all meetings must be minutised and signed by the Chairman of the Committee. The same will be signed by the Chairman at the next meeting of the Committee.

Annexure V

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2016-17	Not Applicable
The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year2016-17.	Nil
The percentage increase in the median remuneration of employees in the financial year 2016-17.	Not Applicable
The number of permanent employees on the rolls of company	2
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	Not Applicable

The Company affirms that the remuneration is as per the remuneration policy of the Company.

Annexure VI

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

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

To,
The Members,
Stellant Securities (India) Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Stellant Securities (India) Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.
Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder:
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
    (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;

(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);

I 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 Agreement entered into by the Company with BSE Ltd. read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

1. *The Company has not appointed Company Secretary pursuant to section 203(1) of the Companies Act, 2013 and Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.*

2. *The Company has not given notice of closure of its Register of members and transfer register (which were closed for 25th Annual General Meeting of the Company held on 29th September 2016) in newspapers as required to be given pursuant to section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014.*

3. *The Company has also no given public notice relating to e-voting for the 25th Annual General Meeting of the Company held on 29th September 2016 by way of advertisement in newspaper as required under section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014*

4. *The Company has not submitted compliance certificate for both the half year ended 31st March, 2016 and 30th September, 2016 to the BSE Ltd. as required under Regulation 7(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 certifying compliance with the requirement of Regulation 7(2) relating to maintenance of all activities in relation to both physical and electronic share transfer facility with its RTA.*

5. *The Company has submitted only standalone audited financial results for the year ended 31st March, 2016 with the Stock Exchange and no consolidated results were submitted. The Company has not complied with requirement of Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to this extent.*

6. *The Company has not published in newspapers intimation regarding Board Meeting and also its Audited (yearly) and Un-audited (quarterly) Financial Results as required under Regulation 47 of*

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

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

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

Majority decision of the Board of Directors and its Committees is carried through and are captured and recorded as part of the minutes. There were no dissenting views.

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

I further report that during the audit period

- Pursuant to special resolution passed by members of the Company at their Extra-ordinary General Meeting held on 20th July, 2015, the Hon'ble High Court of Bombay vide its order dated 18th November, 2016 approved the scheme of reduction of paid-up share capital of the Company from Rs. 3,70,24,010 (Three Crores Seventy Lacs Twenty Four Thousand and Ten) divided into 37,02,401 (Thirty Seven Lacs Two Thousand Four Hundred and One) Equity shares of Rs. 10/- each to Rs. 74,04,800/- (Seventy Four Lacs Four Thousand Eight Hundred) divided into 37,02,401 (Thirty Seven Lacs Two Thousand Four Hundred and One) Equity Shares of Rs. 2/- each & thereafter consolidating each 5 equity shares of Rs. 2/- each into one equity share of Rs. 10/- each to make up 7,40,480 (Seven Lacs Forty Thousand Four Hundred and Eighty) equity shares of Rs. 10/- each whereby 4/5th of the equity share capital is extinguished out of total paid up capital of the Company.

For **JAYSHREE A. LALPURIA & CO.,**
PRACTISING COMPANY SECRETARIES

(Jayshree A. Lalpuria)
Proprietor
ACS: 17629 CP: 7109

Place: Mumbai
Date: 24th July, 2017

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

Annexure A

To,
The Members,
Stellant Securities (India) Limited

Secretarial Audit Report of even date is to be read along with this letter.

1. The compliance of provisions of all laws, rules, regulations, standards applicable to **Stellant Securities (India) Limited** (the 'Company) is the responsibility of the management of the Company. My examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. My responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to me by the Company, along with explanations where so required.
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to me. I believe that the processes and practices I followed, provides a reasonable basis for my opinion for the purpose of issue of the Secretarial Audit Report.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
5. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
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 **JAYSHREE A. LALPURIA & CO.,**
PRACTISING COMPANY SECRETARIES

(Jayshree A. Lalpuria)
Proprietor
ACS: 17629 CP: 7109

Place: Mumbai
Date: 24th July, 2017

Annexure –VII

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Development:
The fierce competition faced by the broking industry due to unsustainable brokerage rates still continues and has aggravated further with brokerage firms introducing fixed brokerage irrespective of order value. As a result, the industry is under consolidation due to which smaller players are winding up their businesses or are being acquired by larger established broking houses.

Opportunities and Strengths:
The opportunities still continue to lie in rendering value added services ancillary to stock broking. Your company is scouting for such opportunities.

Outlook:
The Company maintains it stand that the outlook of the broking industry is not very rosy due to intense competition and introduction of fixed brokerage irrespective of order value.

Risk and Concerns:
The Company has laid down several measures for risk management to ensure timely collection of margins and their replenishment from time to time. Market volatility plays a major role in the variation in margins.

Internal Control Systems and their adequacy:
The Company is focused on its internal control systems and their adequacy by ensuring timely compliances of all statutory requirements as well as taking a strict view on client positions.

Material developments in Human Resources/Industrial Relations front including number of people employed:

There are no material material developments in Human Resources / industrial relations front.

P R AGARWAL & AWASTHI
CHARTERED ACCOUNTANTS
REGD. OFFICE : 42, GOPAL BHAVAN, 199, PRINCESS STREET, MUMBAI - 400 002.
PHONE : 325 14265 / 220 93908 • FAX : 022-220 89133 • E-mail : info@pawanca.com URL : www.pawanca.com

INDEPENDENT AUDITORS' REPORT

To,
The Members of
STELLANT SECURITIES (INDIA) LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of**STELLANT SECURITIES (INDIA) LIMITED**("the Company"), which comprises the Balance Sheet as at March 31, 2017, Statement of Profit and Lossand 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules,2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudentand design, implementation and maintenance of adequate internal financial control , 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act and the Rules made there under including the accounting standards and matters which are required to be included in the audit report.

P R AGARWAL & AWASTHI C.A. R. NO. 117910 W

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable pronouncements issued by The Institute of Chartered Accountants of India. Those Standards and pronouncements 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

(a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2017;

(b) in the case of the Statement of Profit and Loss, of the Profit of the Company for the year ended on that date, and

(c) in the case of the Cash Flow Statement, of the cash flows of the Company 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 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 purpose of our audit;

AGARWAL & ASSOCIATES C.A. R. NO. 117940 W

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 and 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 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, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164(2) of the Act.

f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

I. The Company does not have any litigation pending and hence there is no impact on its financial position in the aforesaid financial statements.

II. The company did not have any long term contract including derivative contracts for which there were any material foreseeable losses.

III. There were no amounts which were required to be transferred to Investor Education and Protection Fund by the company.

IV. The company has provided requisite disclosure in the financial statements as to holdings as well as dealing in specified Bank Notes during the period from 8th November 2016 to 30th December 2016. Based on the audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management. (Refer Note No: 20)

For P R AGARWAL & AWASTHI
CHARTERED ACCOUNTANTS
FRN : 117940W

Pawan kr agarwal

PAWAN KR AGARWAL
(Partner)
M.No: 034147

P R AGARWAL & AWASTHI C. A. R. NO. 117940 W

Place : Mumbai
Date: 30/05/2017

"ANNEXURE A" REFERRED TO IN PARAGRAPH 2(f) UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF STELLANT SECURITIES (INDIA) LIMITED

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

We have audited the internal financial controls over financial reporting of **STELLANT SECURITIES (INDIA) LIMITED** ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

P. AGARWAL & ASTHI C.A. R. NO. 117940 W

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For P R AGARWAL & AWASTHI
CHARTERED ACCOUNTANTS
FRN : 117940W

Pawan kr agarwal

PAWAN KR AGARWAL
(Partner)
M.NO: 034147

P R AGARWAL & AWASTHI C.A. R.NO. 117940 W

Place: Mumbai
Date: 30.05.2017

ANNEXURE REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF THE STELLANT SECURITIES (INDA) LIMITED.

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we state that:

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

   b) The Company has carried out physical verification of all its fixed assets during the year. In our opinion, the frequency of verification is reasonable considering the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

   c) According to the information and explanations received by us, as the company owns no immovable properties, the requirement on reporting whether title deeds of immovable properties held in the name of the company is not applicable.

2. The company is maintaining proper records of inventory. The inventory has been physically verified by the management at reasonable intervals. The procedures of physical verification of the inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

3. During the year, 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.

4. During the year, the Company has not entered into any transactions within section 185 and 186 of the Act.

5. No deposits within the meaning of directives issued by RBI (Reserve Bank of India) and Sections 73 to 76 or any other relevant provisions of the Act and rules framed there under have been accepted by the Company.

6. As informed, the Central Government has not prescribed the maintenance of cost records under Section 148 (1) of the Act in respect of service/activities carried out by the Company.

7. a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues applicable to the Company with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.

   b) According to the records of the Company, there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute *except the following:-*

P. AGARWAL & ASHTHI C.A. R.NO. 117940 W.

Name of the Statute	Nature of Dues	Amount in Rs.	Period to which the amount relates
Income Tax	MAT	Rs. 219295/-	A.Y. 2011-2012
Income Tax	TDS	Rs. 35131/-	A. Y. 2016-2017

8. The Company has not taken any loan or borrowing from a financial institution, bank, government or debenture holders and hence the provisions of para 8 of the Order is not applicable.

9. The Company has not raised any money by way of initial public offer or further public offer during the year and has not taken any term loan and hence the provisions of para 9 of the Order is not applicable.

10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing standards in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

11. The Company has not paid or provided managerial remuneration during the year hence the provisions of para 11 of the Order is not applicable.

12. In our opinion, the Company is not Nidhi Company. Therefore, Para 12 of the Companies (Auditor's Report) Order 2016 is not applicable to the Company.

13. During the year, the Company has not entered into any transactions with the related parties mentioned in section 177 and 188 of Act hence the provisions of para 13 of the Order is not applicable.

14. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.

15. The Company has not entered into any non-cash transactions with directors or persons connected with him under section 192 of the Act.

16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For P R AGARWAL & AWASTHI
CHARTERED ACCOUNTANTS
FRN: 117940W

Pawan kr agarwal

PAWAN KR AGARWAL
(Partner)
M.NO: 034147

Date: 30.05.2017

P R AGARWAL & AWASTHI C.A. R. NO. 117940 W

STELLANT SECURITIES (INDIA) LIMITED

Formerly known as SELLAIDS PUBLICATIONS (INDIA) LIMITED

Balance Sheet as at 31st March, 2017

Particulars	Note No	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	38,776,010.00	38,776,010
(b) Reserves and Surplus	2	(25,935,259.00)	(26,116,545)
(c) Money received against share warrants			0
(2) Share application money pending allotment		0.00	-
(3) Non-Current Liabilities			
(a) Long-term borrowings	3	10,084,000.00	9,662,000
(b) Deferred tax liabilities (Net)			
(c) Other Long term liabilities			-
(d) Long term provisions			-
(4) Current Liabilities			
(a) Short-term borrowings			-
(b) Trade payables	4	0.00	2,809
(c) Other current liabilities			-
(d) Short-term provisions	5	507,499.00	401,231
Total		23,432,250.00	**22,725,505**
II.Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets		0.00	-
(ii) Intangible assets		0.00	-
(iii) Capital work-in-progress		0.00	-
(iv) Intangible assets under development		0.00	-
(b) Non-current investments	6	20,000,000.00	20,000,000
(c) Deferred tax assets (Net)		0.00	-
(d) Long term loans and advances	7	0.00	50,000
(e) Other non-current assets	8	0.00	-
(2) Current assets			
(a) Current Investments		0.00	-
(b) Inventories	9	2,490,846.00	1,486,769
(c) Trade receivables	10	193,560.00	568,080
(d) Cash and cash equivalents	11	684,651.00	553,308
(e) Short-term loans and advances			-
(f) Other current assets	12	63,193.00	67,348
Total		23,432,250.00	**22,725,505**

See accompanying notes forming part of the financial statements 21

In terms of our report attached

For P.R AGARWAL & AWASTHI
Chartered Accountants

Pawan Kr Agarwal
Partner
M. NO. 034147
FR No. 117940W

Place: Mumbai
Date: 30.05.2017

FOR AND ON BEHALF OF BOARD

(Bhavesh Bafna) (Director) Din. 02402307

(Mangala Rathod) (Directors) Din No. 02170580

(Kalpesh Fifadara) CFO

STELLANT SECURITIES (INDIA) LIMITED

Formerly known as SELLAIDS PUBLICATIONS (INDIA) LIMITED

STATEMENT OF PROFIT AND LOSS

Profit and Loss statement for the year ended 31st March, 2017

Particulars	Note No	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
I. Revenue from operations	13	49,129,945.00	1,664,705
II. Other Income	14	65,059.00	37,088
Total		49,195,004.00	**1,701,793**
III. Expenses:			
Cost of materials consumed			-
Purchase of Stock-in-Trade	15	48,370,472.00	1,656,240
Changes in inventories of finished goods, work-in-	16	(1,004,077.00)	(314,142)
Employee benefit expense	17	241,525.00	22,000
Financial costs	18	150.00	147
Depreciation and amortization expense			124,150
Other expenses	19	1,367,148.00	495,125
Total		48,975,218.00	**1,983,520**
V. Profit before exceptional and extraordinary items and tax		219,786.00	(281,727)
VI. Exceptional Items		0	-
VII. Profit before extraordinary items and tax (V - VI)		0	
VIII. Extraordinary Items		0	
IX. Profit before tax (VII - VIII)		219,786.00	(281,727)
X. Tax expense:			
(1) Current tax		(38500.00)	-
(2) Deferred tax			
Less: Mat Credit Entitlement			
		181,286.00	(281,727)
XI. Profit(Loss) from the perid from continuing operations		0	
XII. Profit/(Loss) from discontinuing operations		0	-
XIII. Tax expense of discounting operations		0	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		0	-
XV. Profit/(Loss) for the period (XI + XIV)		181,286.00	(281,727)
XVI. Earning per equity share:			
(1) Basic		0.049	(0.08)
(2) Diluted		0.049	(0.08)
Notes to Accounts			

See accompanying notes forming part of the financial statements

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FOR AND ON BEHALF OF BOARD

In terms of our report attached
For P R AGARWAL & AWASTHI
Chartered Accountants

Pawan kr agarwal

PAWAN KR AGARWAL
Partner
M. NO. 34147
FR No. 117940W

P R AGARWAL & AWASTHI C.A. R. NO. 117940 W

(Bhavesh Bafna)
(Director)
Din. 02402307

(Mangala Rathod)
(Directors)
Din No. 02170580

(Kalpesh Fifadara)
CFO

Place: Mumbai
Date: 30/05/2017

STELLANT SECURITIES (INDIA) LIMITED

Formerly known as SELLAIDS PUBLICATIONS (INDIA) LIMITED

NOTES FORMING PART OF THE BALANCE SHEET

NOTE 1: SHARE CAPITAL

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
(a) AUTHORISED CAPITAL		
Equity Share of Rs. 10/- Each		
5,000,000 equity Share	50,000,000.00	50,000,000.00
	50,000,000.00	50,000,000.00
ISSUED CAPITAL		
Equity Share of Rs. 10/- Each		
4176401 equity Share	41,764,010.00	41,764,010.00
	41,764,010.00	41,764,010.00
SUBSCRIBED CAPITAL		
Equity Share of Rs. 10/- Each		
3877601 equity Share	38,776,010.00	38,776,010.00
	38,776,010.00	38,776,010.00
PAID UP CAPITAL		
Equity Share of Rs. 10/- Each		
3702401 equity Share	37,024,010.00	37,024,010.00
	37,024,010.00	37,024,010.00
DETAILS OF FORFEITED SHARES		
Equity shares	1,752,000.00	1,752,000.00
	1,752,000.00	1,752,000.00
Total...	**38,776,010**	**38,776,010**

Disclosures relating to Share Capital

I Disclosure pursuant to Note no. 6(A)(d) of Part I of Schedule III to the Companies Act, 2013
(Following disclosure should be made for each class of Shares)

RECONCILIATION OF SHARES OUTSTANDING

Particulars	Equity Shares Number	Equity Shares Number
Shares outstanding at the beginning of the year	3,702,401.00	3,702,401
(+) Issued during the period		
(-) Buy back during the period	0.00	-
(+) Conversion during the period	0.00	-
(eg. Debentures to shares)		
Shares outstanding at the end of the period	3,702,401.00	**3,702,401**

P R AGARWAL & ASSOCIATES C.A. R. NO. 117940 W

STELLANT SECURITIES (INDIA) LIMITED

Formerly known as SELLAIDS PUBLICATIONS (INDIA) LIMITED

NOTES FORMING PART OF THE BALANCE SHEET

NOTE 2: RESERVES & SURPLUS

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
1) Secuirities Premium Reserves		
Opening Balance	6,913,818	6,913,818
Addition During the Year		
Utilisation during the year		-
Closing Balance	6,913,818	6,913,818
4) Surplus (P&L Account)		
Opening Balance	(33,030,363)	(32,748.636)
(+) Net Profit/(Net Loss) For the current year	181,286	(281,727)
(+) Transferred From Reserve	-	-
(-) Transferred to Reserve	-	-
(-) Appropriation/Allocation	-	-
- Dividend Paid		
- Dividend Distribution Tax (DDT)		
- Bonus		
- Prposed Dividend		
- Others		
Closing Balance	(25,935,259)	(33,030,363)
(Note- If resulting figure is a negative balance it should be shown under the head of surplus and not under the head of miscellaneous Expenditure)		
Total...	**(25,935,259)**	**(26,116,545)**

NOTE 3: NON CURRENT LIABILITIES

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
A) LONG TERM BORROWINGS		
1) Other loans and advances	10,084,000	9,662,000
	10,084,000	9,662,000
B) DEFERRED TAX LIABILITIES (NET)	0	-
C) OTHER LONG TERM LIABILITIES	0	-
D) LONG TERM PROVISIONS	0	-
Total...	**10,084,000**	**9,662,000**

P. R. AGARWAL & ASSOCIATES C.A. R.NO. 117940 W

STELLANT SECURITIES (INDIA) LIMITED

Formerly known as SELLAIDS PUBLICATIONS (INDIA) LIMITED

NOTES FORMING PART OF THE BALANCE SHEET

NOTE 4: CURRENT LIABILITIES

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
Short Term Borrowings		
1) Loans Repayable on Demand	-	-
a) From Banks	-	-
b) From Others Parties	-	-
2) Deposits	-	-
3) Loans and advances from related parties	-	-
4) Other Loans & Advances (from Customer)	-	-
	-	-
Trade Payables		
1) For Goods		2,809
2) For Expenses	-	-
	-	2,809

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
NOTE - 5 SHORT TERM PROVISIONS		
Short-term provisions		
1) Accounting Charges		-
2) Audit Fees	83,016	77,145
3) Income Tax (MAT)	219,295	180,795
4) Consultancy Fees payable		25,590
5) Expenses Payable	170,057	45,867
6) TDS Payable	35,131	71,834
	507,499	401,231

P. AGARWAL & ASSOCIATES C.A. R.NO. 117540 W

Formerly known as SELLAIDS PUBLICATIONS (INDIA) LIMITED

NOTE- 6 NON CURRENT INVESTMENT

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
A) LONG TERM INVESTMENT		
QUOTED INVESTMENT		
Aadhaar Ventures India Ltd (20,00,000 Shares of Rs. 2.25 each) (valued at cost as in the opinion of management the decline in of temporary in nature)	-	-
UNQUOTED INVESTMENT		
Stellant Stock Brocking (P) Ltd. (A subsidiary Co.) (20 lacs Equity Shares of Rs. 10/- each)	20,000,000	20,000,000
	20,000,000	**20,000,000**

NOTE- 7 LONG TERM LOANS AND ADVANCES

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
LONG TERM LOANS AND ADVANCES		
1) Capital Advances	-	-
Secured, Considered Good	-	-
Less: Allowance for bad and doubtful	-	-
2) Security Deposits	-	-
3) Loans and Advances to Related Parties	-	-
4) Other Loans and Advances	-	50,000
	-	50,000
NOTE 8 - OTHER NON CURRENT ASSETS		
Long Term Trade Receivables (Secured/Unsecured/Doubtful)	-	-
Others (Misc. Expenses)	-	-
	-	-

R AGARWAL & ASSOCIATES C.A. R.No. 117540 W

STELLANT SECURITIES (INDIA) LIMITED

Formerly known as SELLAIDS PUBLICATIONS (INDIA) LIMITED

NOTES FORMING PART OF THE BALANCE SHEET

NOTE - 9 INVENTORIES

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016
INVENTORIES		
(As taken, valued and certified by the management)		
Closing Stock of Shares	2,490,846	1,486,769
Total...	**2,490,846**	**1,486,769**

NOTE - 10 TRADE RECEIVABLES

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016
TRADE RECEIVABLES (Secured/Unsecured/Doubtful)		
a) Outstanding for a period exceeding six months		
Considered Good	193,560	568,080
Considered Doubtful		-
Less: Provision for Doubtful Debts		-
Total...(a)	193,560	568,080
b) Other Debts 3		
Considered Good		
Total...(b)		-
Total...(a+b)	**193,560**	**568,080**

NOTE - 11 CASH AND CASH EQUIVALENTS

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016
CASH AND CASH EQUIVALENTS		
a) Balances with Scheduled Banks in:		
Current Accounts	(387,922)	222,481
b) Cash on hand	97,343	5,750
c) Bank Deposits with more than 12 mor	975,230	325,077
Total...	**684,651**	**553,308**

STELLANT SECURITIES (INDIA) LIMITED

Formerly known as SELLAIDS PUBLICATIONS (INDIA) LIMITED

NOTES FORMING PART OF THE BALANCE SHEET

NOTE - 12 OTHER CURRENT ASSETS

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
OTHER CURRENT ASSETS		
Deposits		
Other Receivables		
a) MTM Stock Margin Index		
b) Fairwealth Securities Ltd.		
c) TDS Receivable	51,241	67,348.00
d) Interest Receivable	11,952	
Total...	**63,193**	**67,348.00**

NOTE - 13 REVENUE FROM OPERATIONS

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
Other than Finance Company		
Sale of Shares	49,129,945.00	1,664,705.00
Total...	**49,129,945.00**	**1,664,705.00**

NOTE - 14 OTHER INCOME

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
a) Interest income	65,059.00	31,238.00
b) Dividend income	-	5,850.00
c) Bed Debts Realisation		
d) Other non-opearting income		
e) Net gain/(loss) on foreign currency translation and transaction		
f) Adjustments to the carrying amount of Investments		
g) Dividends from subsidiary companies		
h) Sundry Balance W/off		
Total...	**65,059.00**	**37,088.00**

P. AGARWAL & AWASTHI C.A. R. NO. 117940 W

STELLANT SECURITIES (INDIA) LIMITED

Formerly known as SELLAIDS PUBLICATIONS (INDIA) LIMITED

NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS

NOTE - 15 PURCHASES OF STOCK-IN-TRADE

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
Purchases of Shares	48,370,472.00	1,656,240
Total...	**48,370,472.00**	**1,656,240**

NOTE - 16 Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
Inventories as at closing date of the Year		
Stock-in-Trade	2,490,846.00	1,486,769
	2,490,846.00	**1,486,769**
Inventories as at beginning of the year		
Stock-in-Trade	1,486,769.00	1,172,627
Total...	**(1,004,077.00)**	**(314,142)**

NOTE - 17 EMPLOYEE BENEFIT EXPENSE

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016
a) Salaries and Wages	232,025.00	17,000
b) Expense on Employee Stock Option Scheme		-
c) Staff welfare expenses	9,500.00	5,000
Total...	**241,525.00**	**22,000**

AGARWAL & AWASTHI C.A. R. NO. 117940 W

NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS

NOTE - 18 FINANCE COST

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
a) Interest expense		-
b) Other borrowing cost		-
c) Net (gain)/loss on foreign translation of forreign currency Borrowings		-
d) Bank Charges	150.00	147.00
Total...	**150.00**	**147.00**

NOTE - 19 OTHER EXPENSES

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
Adminstration Expenditure		
Listing Fees	229,000.00	224,720
Miscellaneous expenses	39,975.00	8,083
Capital Reduction Expenses	0.00	-
Consultancy Charges	109,250.00	78,625
Courier Charges	19,000.00	8,846
Demat Charges	1,430.00	398
Depository Charges	29,085.00	26,310
Printing and Stationary	24,250.00	-
Legal and Professional Fees	0.00	-
Share Transfer Charges	68,150.00	49,768
E-voting charges	23,192.00	-
Audit Fees	86,250.00	85,875
Conveyance	90,200.00	6,000
Office Expenses	28,550.00	6,500
Court Fees to Capital Reduction	85,000.00	
ROC Charges	4,896.00	-
Prior Year Payable to BSE	422,000.00	
Repairs & Maintenance	42,400.00	
Sundry Bal w/off	64,520.00	
Total...	**1,367,148.00**	**495,125**

P. AGARWAL & ASSOCIATES C.A. F. NO. 117940 W

NOTE NO: 20

Disclosure on Specified Bank Notes (SBNs)

Particulars	SBNs	Other Denomination		Total
Closing cash in hand as on 08.11.2016	1,88,693	Notes		1,88,693
(+) Permitted Receipts	NIL	NIL	NIL	NIL
(-) Permitted payments	NIL	NIL	NIL	NIL
(-) Amount deposited in Banks	NIL	NIL	NIL	NIL
Closing cash in hand as on 30.12.2016	1,88,693			1,88,693

R AGARWAL & AWASTHI
C. A.
R. NO.
117940 W

STELLANT SECURITIES (INDIA) LIMITED

SIGNIFICANT ACCOUNTING POLICIES, NOTES ON ACCOUNTS AND OTHER DISCLOSURES

NOTE - 21

I. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Preparation of Financial Statement

The financial statements have been prepared under the historical cost convention in accordance with generally accepted Accounting principles. GAAP comprises mandatory accounting standards as prescribed by the companies (Accounting Standards) Rules, 2006. The company follows mercantile system of accounting as required under section 209(3)(b) of the Companies Act, 1956.

The company adopts the accrual basis in the preparation of accounts except insurance claims and sales tax refunds.

b) Use of estimates

The preparation of financial statements in accordance with the generally accepted accounting principles requires the Management to make estimates and assumptions that affect the reported amount of assets and liabilities as of the date of financial statements and the reported amount of expenses of the year. Actual results could differ from these estimates. Any revision to such accounting estimates is recognized in the accounting period in which such revision takes place.

c) Fixed Assets

Fixed assets are stated at cost of acquisition or construction, less accumulated depreciation/ amortization and impairment loss, if any cost includes inward freight, duties, taxes and all incidental expenses incurred to bring the assets to their present location and condition.

d) Depreciation

There is no fixed asset so the question of depreciation does not arise.

PRAGARWAL & AWASTHI C.A. R. NO. 117940 W

e) Investments

Long Term Investments are carried at cost less provision recorded to recognize any decline, other than of a temporary nature, in the carrying value of each investment. Current investments are valued at cost or fair value whichever is lower and the resultant decline, if any, are charged to statement of Profit & Loss

f) Borrowing Cost

Borrowing cost that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing cost are charged to revenue.

g) Revenue Recognition

Revenue/Income and Cost/ Expenditure are generally accounted on accrual as they are earned or incurred except in case of significant uncertainties.

- Dividend is accounted when the right to receive payment is established.
- Interest and other Income are accounted on accrual basis.
- Revenue figures excluded tax component.
- Provision of gratuity, if any, is accounted as and when the same arises and become payable.

h) Inventory

Items of inventory are measured at net realizable value at the time of finalisation of accounts and not as on the date of the balance sheet.

Cost of inventory comprises of all cost of purchases and direct cost incurred in bringing them to their respective present location and condition.

i) Income Taxes

In view of the losses incurred during the year, the company has not made any provision for Income Tax for current year.

R AGARWAL & ASSOCIATES
C. A.
R. NO.
117940 W

Deferred Tax

Deferred red Tax is recognised on timing difference between the accounting income & the taxable income for the year and quantified using the tax rates and loss enacted or substantively enacted as on the balance sheet date. However, there is no Deferred Tax Liability during the year. The provision of deferred tax assets has not been made in view of uncertainty.

j) Contingent liabilities

Contingent Liability not provided for are disclosed in notes to the account.

II NOTES FORMING PART OF ACCOUNTS

1 In the opinion of the Board of Directors, the Current Assets, Loans and Advances have a value of realisation in the ordinary course of business equal to the amount at which they are stated in the Balance Sheet.

2 The balances of unsecured loans, debtors, Creditors, Loans and advances and advances received are subject to confirmation and consequential adjustments.

3. The company is operating in a single segment i.e. trading of securities.

4 Remuneration to Auditors

Remuneration to Auditors	31.03.2017	31.03.2016
a) Audit fees (including tax audit fees)	75,000	75,000
b) Service Tax	11,250	10,875
c) For other works	--------	-------
Total	86,250	85,875

5. Based on the information available with the company regarding status of suppliers as defined under MSMED Act, 2006 there is no amount payable to the Micro, Small and Medium Enterprises.

6. The company had invested Rs. 200 lacs (20,00,000 equity share of Rs. 10/- each) in a wholly owned subsidiary company.

R. AGARWAL & ASSOCIATES C. A. R. NO. 117940 W

7. Earning Per Share

Earning Per Share (EPS) computed in accordance with Accounting Standard 20 issued by the Institute of Chartered Accountants of India.

	2016-2017	2015-2016
Net profit as per Profit & Loss Account	1,81,286	(281727)
Weighted average number of Equity shares outstanding during the year	3702401	3702401
Basic and diluted Earning Per Share	0.049	(0.08)

8. Related Party Transactions during the year as per Accounting Standard 18:

a) Name of the related parties & Description of Relationship

- Holding Company : Nil
- Subsidiary Company : STELLANT STOCK BROKING PRIVATE LIMITED
- Proprietary Concern : Nil
- Partnership Firm : Nil
- Private / Public Limited Companies : Nil
- Key Management Personnel

MANGALA SUBHASH RATHOD
BHAVESH VIMALCHAND BAFNA

b) Transactions with related parties

Investment with STELLANT STOCK BROKING PRIVATE LIMITED

Opening Balance in Rs.	2,00,00,000.00
Investment During the year	0.00
	2,00,00,000.00

9) Foreign Currency Transactions NIL

Expenditure in Foreign Currency NIL

10. Previous year's figures

Previous year figures have been regrouped or reclassified wherever necessary to conform to current years classification.

FOR P R AGARWAL & AWASTHI
CHARTERED ACCOUNTANTS
FRN No. 117940W

PAWAN Kr AGARWAL
Partner
M.No. 34147

For and on behalf of the Board

(Mangala Rathod)
Director
Din. 02170580

(Bhavesh Bafna)
Director
Din. 02402307

(Kalpesh Fifadara)
CFO

Place : Mumbai
Date : 30.05.2017

CASH FLOW STATEMENT FOR COMPANIES OTHER THAN FINANCE COMPANIES

Name of the Company: STELLANT SECURITIES (INDIA) LIMITED (Formerly known as SELLAIDS PUBLICATIONS (INDIA) LTD)

AS 3.18(b Cash Flow Statement for the year ended 31 March, 2017

Ref No. GI 3 GN 6.10 GI 4 GN 6.14	Particulars	For the year ended 31 March, 2017		For the year ended 31 March, 2016	
AS 3.8 AS 3.20	**A. Cash flow from operating activities**				
	Net Profit / (Loss) before extraordinary items and tax		219,786.00		(281,727.00)
	Adjustments for:				
	Depreciation and amortisation	0.00		124,150.00	
	Provision for impairment of fixed assets and intangibles				
	Amortisation of share issue expenses and discount on shares				
	(Profit) / loss on sale / write off of assets				
	Expense on employee stock option scheme				
	Finance costs	(150.00)		(147.00)	
	Interest income	(65,059.00)		(31,238.00)	
	Dividend	0.00		(5,850.00)	
	Misc. Income			-	
	Net (gain) / loss on sale of investments				
	Rental income from investment properties				
	Rental income from operating leases				
	Share of profit from partnership firms				
	Share of profit from AOPs				
	Share of profit from LLPs				
	Liabilities / provisions no longer required written back				
	Adjustments to the carrying amount of investments				
	Provision for losses of subsidiary companies				
	Provision for doubtful trade and other receivables, loans and advances				
	Provision for estimated loss on derivatives				
	Provision for warranty				
	Provision for estimated losses on onerous contracts				
	Provision for contingencies				
	Other non-cash charges (specify)				
	Net unrealised exchange (gain) / loss				
			(65,209.00)		86,915.00
	Operating profit / (loss) before working capital changes		154,577.00		(194,812.00)
	Changes in working capital:				
	Adjustments for (increase) / decrease in operating assets:				
	Inventories	(1,004,077.00)		(314,142.00)	
	Trade receivables	374,520.00		100,100.00	
	Short-term loans and advances				
	Long-term loans and advances			-	
	Other current assets	4,155.00		(3,036.00)	
	Other non-current assets				
			(625,402.00)		(217,078.00)
			(470,825.00)		(411,890.00)
	Adjustments for increase / (decrease) in operating liabilities:				
	Trade payables	(2,809.00)		-	
	Other current liabilities				
	Other long-term liabilities				
	Short-term provisions	106,268.00		77,659.00	
	Long-term provisions			-	
			103,459.00		77,659.00
			(367,366.00)		(334,231.00)
AS 3.28	Cash flow from extraordinary items				
	Cash generated from operations				
AS 3.34 AS 3.35	Net income tax (paid) / refunds		(38,500.00)		
	Net cash flow from / (used in) operating activities (A)		**(405,866.00)**		**(334,231.00)**

AGARWAL & AWASTHI C.A. R. NO. 117340 W

ⓘ	CASH FLOW STATEMENT FOR COMPANIES OTHER THAN FINANCE COMPANIES

Name of the Company: STELLANT SECURITIES (INDIA) LIMITED (Formerly known as SELLAIDS PUBLICATIONS (INDIA) LTD)

AS 3.18(b) Cash Flow Statement for the year ended 31 March, 2017 (Contd.)

Ref No. GI 3 GN 6.10 GI 4 GN 6.14	Particulars	For the year ended 31 March, 2017		For the year ended 31 March, 2016	
AS 3.8 AS 3.15	**B. Cash flow from investing activities**				
	Capital expenditure on fixed assets, including capital advances				
	Proceeds from sale of fixed assets				
AS 3.22.b	Inter-corporate deposits (net)				
	Bank balances not considered as Cash and cash equivalents				
	- Placed				
	- Matured				
	Current investments not considered as Cash and cash equivalents				
	- Purchased				
	- Proceeds from sale				
	Purchase of long-term investments				
AS 3.36 AS 3.37	- Subsidiaries				
AS 3.36	- Associates				
AS 3.36	- Joint ventures				
AS 3.37	- Business units				
	- Others				
	Proceeds from sale of long-term investments	0.00		0.00	
AS 3.37	- Subsidiaries				
	- Associates				
	- Joint ventures				
AS 3.37	- Business units				
	- Others				
	Loans given				
AS 3.36	- Subsidiaries				
AS 3.36	- Associates				
AS 3.36	- Joint ventures				
	- Others				
	Loans realised				
AS 3.36	- Subsidiaries				
AS 3.36	- Associates				
AS 3.36	- Joint ventures				
	- Others				
AS 3.30	Interest received/MISC Income	65,059.00		31,238.00	
AS 3.36	- Subsidiaries				
AS 3.36	- Associates				
AS 3.36	- Joint ventures				
	- Others				
AS 3.30	Dividend received			5,850.00	
AS 3.36	- Subsidiaries				
AS 3.36	- Associates				
AS 3.36	- Joint ventures				
	- Others			-	
	Rental income from investment properties				
	Rental income from operating leases				
	Amounts received from partnership firms				
	Amounts received from AOPs				
	Amounts received from LLPs		65,059.00		37088.00
AS 3.28	Cash flow from extraordinary items				
AS 3.34 AS 3.35	Net income tax (paid) / refunds				
	Net cash flow from / (used in) investing activities (B)		65,059.00		37088.00

PAGARWAL & AWASTHI C. A. R. NO. 117940 W

CASH FLOW STATEMENT FOR COMPANIES OTHER THAN FINANCE COMPANIES

Name of the Company: STELLANT SECURITIES (INDIA) LIMITED (Formerly known as SELLAIDS PUBLICATIONS (INDIA) LTD)

AS 3.18(b Cash Flow Statement for the year ended 31 March, 2017 (Contd.)

Ref No. GI 3 GN 6.10 GI 4 GN 6.14	Particulars	For the year ended 31 March, 2017		For the year ended 31 March, 2016	
AS 3.8 AS 3.17	**C. Cash flow from financing activities**				
	Proceeds from issue of equity shares				
	Proceeds from issue of preference shares				
	Redemption / buy back of preference / equity shares				
	Proceeds from issue of share warrants				
	Share application money received / (refunded)				
	Proceeds from long-term borrowings	422,000.00			
	Repayment of long-term borrowings	50,000.00		-	
	Loan from Directors /others				
AS 3.22.b	Net increase / (decrease) in working capital borrowings				
	Proceeds from other short-term borrowings				
	stamp duty				
	Repayment of other short-term borrowings				
AS 3.30	Finance cost	150.00		147.00	
AS 3.30	Dividends paid				
AS 3.30	Tax on dividend				
					147.00
AS 3.28	Cash flow from extraordinary items				
	Net cash flow from / (used in) financing activities ©		472,150.00		**147.00**
	Net increase / (decrease) in Cash and cash equivalents (A+B+C)		131,343.00		**(296,996.00)**
	Cash and cash equivalents at the beginning of the year		553,308.00		850,304.00
AS 3.25	Effect of exchange differences on restatement of foreign currency Cash and cash				
	Cash and cash equivalents at the end of the year		684,651.00		553,308.00
AS 3.42	**Reconciliation of Cash and cash equivalents with the Balance Sheet:**				
	Cash and cash equivalents as per Balance Sheet (Refer Note 19)				
	Less: Bank balances not considered as Cash and cash equivalents as defined in				
	Net Cash and cash equivalents (as defined in AS 3 *Cash Flow Statements*)				
	Add: Current investments considered as part of Cash and cash equivalents (as				
	Cash and cash equivalents at the end of the year *				
AS 3.42	* Comprises:				
	(a) Cash on hand		97,343.00		5,750.00
	(b) Cheques, drafts on hand				
	(c) Balances with banks				
	(i) In current accounts		(387,922.00)		222,481.00
	(ii) In EEFC accounts				
	(iii) In deposit accounts with original maturity of less than 3 months		975,230.00		325,077.00
AS 3.45	(iv) In earmarked accounts (give details) (Refer Note (ii) below)				
	(d) Others (specify nature)				
	(e) Current investments considered as part of Cash and cash equivalents (Refer				
			684,651.00		553,308.00

Notes:

(i) The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations. 0.00

(ii) These earmarked account balances with banks can be utilised only for the specific identified purposes.

See accompanying notes forming part of the financial statements

In terms of our report attached.

For P R AGARWAL & AWASTHI

Chartered Accountants

Pawan kr agarwal

PAWAN KR AGARWAL

Partner

M. No. 034147

FR No. 117940W

Place : Mumbai

Date : 30.05.2017

P R AGARWAL & AWASTHI C.A. R. NO. 117940 W

For and on behalf of the Board of Directors

(Mangala Rathod)	(Bhavesh Bafna)	(Kalpesh Fifadara
(Director)	(Director)	CFO
Din. 02170580	Din. 02402307	

P R AGARWAL & AWASTHI
CHARTERED ACCOUNTANTS
REGD. OFFICE : 42, GOPAL BHAVAN, 199, PRINCESS STREET, MUMBAI - 400 002.
PHONE : 325 14265 / 220 93908 • FAX : 022-220 89133 • E-mail : info@pawanca.com URL : www.pawanca.com

INDEPENDENT AUDITORS' REPORT

To,
The Members of
STELLANT SECURITIES (INDIA) LIMITED
ON THE CONSOLIDATED FINANCIAL STATEMENTS

Report on the Financial Statements

We have audited the accompanying financial statements (the "consolidated Financial Statements") of **STELLANT SECURITIES (INDIA) LIMITED** ("the Company"), and its subsidiary **M/S STELLANT STOCK BROKING PVT. LTD.** which comprises the Balance Sheet as at March 31, 2017, Statement of Profit and Loss and 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules,2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial control , 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act and the Rules made there under including the accounting standards and matters which are required to be included in the audit report.

STELLANT SECURITIES (INDIA) LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE- 7 LONG TERM LOANS AND ADVANCES

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
LONG TERM LOANS AND ADVANCES		
1) Capital Advances		
Secured, Considered Good		-
Unsecured, Considered Good		-
Doubtful		-
Less: Allowance for bad and doubtful		-
		-
2) Security Deposits		-
3) Loans and Advances to Related Parties	16,672,250	
4) Other Loans and Advances	85,094	421,857
	16,757,344	421,857
NOTE 8 - OTHER NON CURRENT ASSETS		
Long Term Trade Receivables (Secured/Unsecured/Doubtful)		-
Others (Misc. Expenses)		-
		-

STELLANT SECURITIES (INDIA) LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE - 9 INVENTORIES

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
INVENTORIES (As taken, valued and certified by the management)		
Closing Stock of Shares	2,971,719	1,967,642
Total...	**2,971,719**	**1,967,642**

NOTE - 10 TRADE RECEIVABLES

TRADE RECEIVABLES (Secured/Unsecured/Doubtful)		
a) Outstanding for a period exceeding six months		
Considered Good	193,560	568,080
Considered Doubtful	-	-
Less: Provision for Doubtful Debts	-	-
Total...(a)	193,560	568,080
b) Other Debts 3		
ILFS	-	3,382
Others	-	197,133
Less: Provision for Doubtful Debts		-
Total...(b)	0	**200,515**
Total...(a+b)	**193,560**	**768,595**

NOTE - 11 CASH AND CASH EQUIVALENTS

CASH AND CASH EQUIVALENTS		
a) Balances with Scheduled Banks in:		
Current Accounts	820,953	467,683
Foreign Currency Account	-	-
b) Cheques,Drafts on hand	-	-
c) Remittances in transit	-	-
c) Cash on hand	266,495	37,082
d) Earmarked balances with banks	-	-
(eg. Unpaid Dividend)	-	-
e) Bank Deposits with more than 12 month maturity	975,230	325,077
	-	-
Total...	**2,062,678**	**829,842**

AGARWAL & AWASTHI C.A. R.NO. 117940 W

STELLANT SECURITIES (INDIA) LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE - 12 OTHER CURRENT ASSETS

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
OTHER CURRENT ASSETS		
Deposits BSE	2,051,223	3,200,000
Security to NSE		500,000.00
Fixed Deposit with BOI(NSE)		14,716,116.00
Flexi deposit with Dena Bank	75,000.00	1,326,906.00
Other Receivables		
a) MTM Stock Margin Index		
b) Fairwealth Securities Ltd.		
c) TDS Receivable	63,193	67,348
d) Interest Receiavble from Dena Bank	862	26,635
Total...	**2,190,278**	**19,837,005**
NOTE - 13 REVENUE FROM OPERATIONS		
Other than Finance Company		
Sale of Shares	49,129,945	1,664,705
Brokerage & Others		1809
Total...	**49,129,945**	**1,666,514**
NOTE - 14 OTHER INCOME		
a) Interest income	924,763.00	1,625,509.00
b) Dividend income	120.00	5,974.00
c) Excess provision for earlier year now W/off	14,686.00	-
Total...	**939,569.00**	**1,631,483**
NOTE - 15 PURCHASES OF STOCK-IN-TRADE		
Purchases of Shares	48,370,472.00	1,656,240
Total...	**48,370,472.00**	**1,656,240**

P R AGARWAL & AWASTHI C.A. R.NO. 117940 W

STELLANT SECURITIES (INDIA) LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE - 16 Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
Inventories as at closing date of the Year Stock-in-Trade	2,490,846.00	1,486,769
	2,490,846.00	**1,486,769**
Inventories as at beginning of the year Stock-in-Trade	1,486,769.00	1,172,627
Total...	**(1,004,077.00)**	**(314,142)**
NOTE - 17 EMPLOYEE BENEFIT EXPENSE		
a) Salaries and Wages	692,475.00	711,500
b) Expense on Employee Stock Option Scheme (ESOP)		
c) Staff welfare expenses	25,950.00	
Total...	**718,425.00**	**711,500**
NOTE - 18 FINANCE COST		
a) Interest expense	-	-
b) Other borrowing cost	-	-
c) Net (gain)/loss on foreign currency translation of forreign currency Borrowings	-	-
d) Bank Charges	14,064.00	2,558.00
Total...	**14,064.00**	**2,558.00**

AGARWAL & AWASTHI C.A. R.NO. 117940 W

STELLANT SECURITIES (INDIA) LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE - 19 OTHER EXPENSES

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
Adminstration Expenditure		
Courier Charges	19,000.00	8,846.00
Listing Fees	229,000.00	224,720.00
Miscellaneous expenses	39,975.00	8,083.00
Other Expenses		34,416.00
Depository Charges	29,085.00	55,578.00
Telephone Charges	-	-
Printing and Stationary	24,250.00	-
Legal and Professional Fees	-	-
Advertisement Charges (NSE)	-	-
Consultancy charges	120,750.00	90,075.00
Annual Subscription Charges (Shilpi)		-
Annual Subscription Charges (NSE)		-
Brokers Insurance Policy Account		-
Clearing Charges Control Account		-
Clearing Charges (NSE)		-
Annual Membership Charges (BSE)	58,375.00	30,537.00
Lease Line Charges (NSE)	-	-
Penalty	-	-
Demat Charges	1,430.00	398.00
Conveyances	156,190.00	250,200.00
Repairs & Maintenance	42,400.00	-
Service Tax		-
Sundry Bal.Exp. W/off	64,520.00	-
Audit Fees	109,250.00	108,875.00
Prior Year payable to BSE	422,000.00	-
Interest paid on Income Tax		-
Share Transfer Charges	68,150.00	49,768.00
E-voting charges	23,192.00	-
Office Expenses	28,550.00	6,500.00
Staff welfare		41,210.00
Capital Reduction Expenses	85,000.00	-
ROC Charges	4,896.00	-
Total...	**1,526,013.00**	**909,206**

Any item of income or expenditure which exceeds one per cent of the revenue from operations or Rs. 1,00,000, whichever is higher.

AGARWAL & AWASTHI C.A. R.NO. 117940 W

①	CONSOLIDATED CASH FLOW STATEMENT FOR COMPANIES OTHER THAN FINANCE COMPANIES

Name of the Company: STELLANT SECURITIES (INDIA) LIMITED (Formerly known as SELLAIDS PUBLICATIONS (INDIA) LTD)

AS 3.18(b Cash Flow Statement for the year ended 31 March, 2017

Ref No. GI 3 GN 6.10 GI 4 GN 6.14	Particulars	For the year ended 31 March, 2017		For the year ended 31 March, 2016	
		-	-	-	-
AS 3.8 AS 3.20	**A. Cash flow from operating activities**				
	Net Profit / (Loss) before extraordinary items and tax		444,617.00		50,486.00
	Adjustments for:				
	Depreciation and amortisation			124,150.00	
	Provision for impairment of fixed assets and intangibles				
	Amortisation of share issue expenses and discount on shares				
	(Profit) / loss on sale / write off of assets				
	Expense on employee stock option scheme				
	Finance costs	(14,064.00)		(2,558.00)	
	Other Income	(939,569.00)		(1,631,483.00)	
	Net (gain) / loss on sale of investments				
	Rental income from investment properties				
	Rental income from operating leases				
	Share of profit from partnership firms				
	Share of profit from AOPs				
	Share of profit from LLPs				
	Liabilities / provisions no longer required written back				
	Adjustments to the carrying amount of investments				
	Provision for losses of subsidiary companies				
	Provision for doubtful trade and other receivables, loans and advances				
	Provision for estimated loss on derivatives				
	Provision for warranty				
	Provision for estimated losses on onerous contracts				
	Provision for contingencies				
	Other non-cash charges (specify)				
	Net unrealised exchange (gain) / loss				
			(953,633.00)		(1,509,891.00)
	Operating profit / (loss) before working capital changes		(509,016.00)		(1,459,405.00)
	Changes in working capital:				
	Adjustments for (increase) / decrease in operating assets:				
	Inventories	(1,004,077.00)		(314,142.00)	
	Trade receivables	575,035.00		139,863.00	
	Short-term loans and advances			-	
	Long-term loans and advances	(16,335,487.00)		(371,857.00)	
	Other current assets	17,646,727.00		808,811.00	
	Other non-current assets		882,198.00		262,675.00
			373,182.00		(1,196,730.00)
	Adjustments for increase / (decrease) in operating liabilities:				
	Trade payables	(2,809.00)		-	
	Other current liabilities	(150,281.00)		(757,473.00)	
	Other long-term liabilities			-	
	Short-term provisions	(253,389.00)		258,659.00	
	Long-term provisions	-	(406,479.00)		
					(498,814.00)
			(33,297.00)		(1,695,544.00)
AS 3.28	Cash flow from extraordinary items				
	Cash generated from operations				
AS 3.34 AS 3.35	Net income tax (paid) / refunds		(109,500.00)		
	Net cash flow from / (used in) operating activities (A)		(142,797.00)		(1,695,544.00)

①	CONSOLIDATED CASH FLOW STATEMENT FOR COMPANIES OTHER THAN FINANCE COMPANIES

Name of the Company: STELLANT SECURITIES (INDIA) LIMITED (Formerly known as SELLAIDS PUBLICATIONS (INDIA) LTD)

AS 1.18(b) Cash Flow Statement for the year ended 31 March, 2016 (Contd.)

Ref No. GI 3 GN 6.10 GI 4 GN 6.14	Particulars	For the year ended 31 March, 2017		For the year ended 31 March, 2016	
AS 3.8	**B. Cash flow from investing activities**				
AS 3.15					
	Capital expenditure on fixed assets, including capital advances				
	Proceeds from sale of fixed assets				
AS 3.22.b	Inter-corporate deposits (net)				
	Bank balances not considered as Cash and cash equivalents				
	- Placed				
	- Matured				
	Current investments not considered as Cash and cash equivalents				
	- Purchased				
	- Proceeds from sale				
	Purchase of long-term investments				
AS 3.36	- Subsidiaries				
AS 3.37					
AS 3.36	- Associates				
AS 3.36	- Joint ventures				
AS 3.37	- Business units				
	- Others				
	Proceeds from sale of long-term investments	0.00			
AS 3.37	- Subsidiaries				
	- Associates				
	- Joint ventures				
AS 3.37	- Business units				
	- Others				
	Loans given				
AS 3.36	- Subsidiaries				
AS 3.36	- Associates				
AS 3.36	- Joint ventures				
	- Others				
	Loans realised				
AS 3.36	- Subsidiaries				
AS 3.36	- Associates				
AS 3.36	- Joint ventures				
	- Others				
AS 3.30	Interest received/MISC Income	939,449.00		1,625,509.00	
AS 3.36	- Subsidiaries				
AS 3.36	- Associates				
AS 3.36	- Joint ventures				
	- Others				
AS 3.30	Dividend received	120.00		5,974.00	
AS 3.36	- Subsidiaries				
AS 3.36	- Associates				
AS 3.36	- Joint ventures				
	- Others				
	Rental income from investment properties				
	Rental income from operating leases				
	Amounts received from partnership firms				
	Amounts received from AOPs				
	Amounts received from LLPs		939569.00		1631483.00
AS 3.28	Cash flow from extraordinary items				
AS 3.34	Net income tax (paid) / refunds				
AS 3.35					
	Net cash flow from / (used in) investing activities (B)		939569.00		1,631,483.00

AGARWAL & AWASTHI C.A. F.R. NO. 117940 W

ⓘ	CONSOLIDATED CASH FLOW STATEMENT FOR COMPANIES OTHER THAN FINANCE COMPANIES

Name of the Company: STELLANT SECURITIES (INDIA) LIMITED (Formerly known as SELLAIDS PUBLICATIONS (INDIA) LTD)

AS 3.18(b Cash Flow Statement for the year ended 31 March, 2016 (Contd.)

Ref No. GI 3 GN 6.10 GI 4 GN 6.14	Particulars	For the year ended 31 March, 2017		For the year ended 31 March, 2016	
		-	-	-	-
AS 3.8 AS 3.17	**C. Cash flow from financing activities**				
	Proceeds from issue of equity shares				
	Proceeds from issue of preference shares				
	Redemption / buy back of preference / equity shares				
	Proceeds from issue of share warrants				
	Share application money received / (refunded)				
	Proceeds from long-term borrowings	422000.00			
	Repayment of long-term borrowings				
	Loan from Directors /others				
AS 3.22.b	Net increase / (decrease) in working capital borrowings				
	Proceeds from other short-term borrowings				
	stamp duty				
	Repayment of other short-term borrowings				
AS 3.30	Finance cost	14,064.00		2,558.00	
AS 3.30	Dividends paid				
AS 3.30	Tax on dividend				
			436,064.00		
AS 3.28	Cash flow from extraordinary items				2,558.00
	Net cash flow from / (used in) financing activities ©		**436,064.00**		2,558.00
	Net increase / (decrease) in Cash and cash equivalents (A+B+C)		**1,232,836.00**		**(61,503.00)**
	Cash and cash equivalents at the beginning of the year		829,842.00		891,345.00
AS 3.25	Effect of exchange differences on restatement of foreign currency Cash and cash				
	Cash and cash equivalents at the end of the year		2,062,678.00		829,842.00
AS 3.42	**Reconciliation of Cash and cash equivalents with the Balance Sheet:**				
	Cash and cash equivalents as per Balance Sheet (Refer Note 19)				
	Less: Bank balances not considered as Cash and cash equivalents as defined in				
	Net Cash and cash equivalents (as defined in AS 3 *Cash Flow Statements*)				
	Add: Current investments considered as part of Cash and cash equivalents (as				
	Cash and cash equivalents at the end of the year *				
AS 3.42	* Comprises:				
	(a) Cash on hand		266,495.00		37,082.00
	(b) Cheques, drafts on hand				
	(c) Balances with banks				
	(i) In current accounts		820,953.00		467,683.00
	(ii) In EEFC accounts				
	(iii) In deposit accounts with original maturity of less than 3 months		975,230.00		325,077.00
AS 3.45	(iv) In earmarked accounts (give details) (Refer Note (ii) below)				
	(d) Others (specify nature)				
	(e) Current investments considered as part of Cash and cash equivalents (Refer				
			2,062,678.00		829,842.00

Notes:

(i) The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations.

(ii) These earmarked account balances with banks can be utilised only for the specific identified purposes.

See accompanying notes forming part of the financial statements

In terms of our report attached

For P R AGARWAL & AWASTHI
Chartered Accountants

PAWAN KR AGARWAL
Partner
M. No. 034147
FR No. 117940W

Place : Mumbai
Date : 30.05.2017

For and on behalf of the Board of Directors

(Mangala Rathod) (Director) Din. 02170560

(Bhavesh Bafna) (Director) Din. 02402307

(Kalpesh Filadara) CFO

STELLANT SECURITIES (INDIA) LIMITED

SIGNIFICANT ACCOUNTING POLICIES, NOTES ON ACCOUNTS AND OTHER DISCLOSURES

NOTE - 20

I. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Preparation of Financial Statement

The financial statements have been prepared under the historical cost convention in accordance with generally accepted Accounting principles. GAAP comprises mandatory accounting standards as prescribed by the companies (Accounting Standards) Rules, 2006. The company follows mercantile system of accounting as required under section 209(3)(b) of the Companies Act, 1956.

The company adopts the accrual basis in the preparation of accounts except insurance claims and sales tax refunds.

b) Use of estimates

The preparation of financial statements in accordance with the generally accepted accounting principles requires the Management to make estimates and assumptions that affect the reported amount of assets and liabilities as of the date of financial statements and the reported amount of expenses of the year. Actual results could differ from these estimates. Any revision to such accounting estimates is recognized in the accounting period in which such revision takes place.

c) Fixed Assets

Fixed assets are stated at cost of acquisition or construction, less accumulated depreciation/ amortization and impairment loss, if any cost includes inward freight, duties, taxes and all incidental expenses incurred to bring the assets to their present location and condition.

d) Depreciation

There is no fixed asset so the question of depreciation does not arise.

e) Investments

Long Term Investments are carried at cost less provision recorded to recognize any decline, other than of a temporary nature, in the carrying value of each investment. Current investments are valued at cost or fair value whichever is lower and the resultant decline, if any, are charged to statement of Profit & Loss.

AGARWAL & AWASTHI C.A. R.NO. 117940 W

f) Borrowing Cost

Borrowing cost that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing cost are charged to revenue.

g) Revenue Recognition

Revenue/Income and Cost/ Expenditure are generally accounted on accrual as they are earned or incurred except in case of significant uncertainties.

- Dividend is accounted when the right to receive payment is established.
- Interest and other Income are accounted on accrual basis.
- Revenue figures excluded tax component.
- Provision of gratuity, if any, is accounted as and when the same arises and become payable.

h) Inventory

Items of inventory are measured at net realizable value at the time of finalisation of accounts and not as on the date of the balance sheet.

Cost of inventory comprises of all cost of purchases and direct cost incurred in bringing them to their respective present location and condition.

i) Income Taxes

In view of the losses incurred during the year, the company has not made any provision for Income Tax for current year.

Deferred Tax

Deferred red Tax is recognised on timing difference between the accounting income & the taxable income for the year and quantified using the tax rates and loss enacted or substantively enacted as on the balance sheet date. However, there is no Deferred Tax Liability during the year. The provision of deferred tax assets has not been made in view of uncertainty.

j) Contingent liabilities

Contingent Liability not provided for are disclosed in notes to the account.

AGARWAL & AWASTHI C.A. F.NO. 117940W

II NOTES FORMING PART OF ACCOUNTS

1 In the opinion of the Board of Directors, the Current Assets, Loans and Advances have a value of realisation in the ordinary course of business equal to the amount at which they are stated in the Balance Sheet.

2 M/s Stellant Stock Broking Private Limited is wholly owned 100% subsidiary of Stellant Securities (India) Limited.

3. The company is operating in a single segment i.e. trading of securities.

4 Remuneration to Auditors

Remuneration to Auditors	31.03.2017	31.03.2016
a) Audit fees (including tax audit fees)	1,09,250	1,08,875

5. Based on the information available with the company regarding status of suppliers as defined under MSMED Act, 2006 there is no amount payable to the Micro, Small and Medium Enterprises.

6 Earning Per Share

Earning Per Share (EPS) computed in accordance with Accounting Standard 20 issued by the Institute of Chartered Accountants of India.

	2016-2017	2015-2016
Net profit as per Profit & Loss Account	335117	50486
Weighted average number of Equity shares outstanding during the year	37,02,401	37,02,401
Basic and diluted Earning Per Share	0.86	0.13

8. Related Party Transactions during the year as per Accounting Standard 18:

a) Name of the related parties & Description of Relationship

- Holding Company : Nil
- Subsidiary Company : STELLANT STOCK BROKING PRIVATE LIMITED

AGARWAL & AWASTHI C.A. R.NO. 117940 W

- Proprietary Concern : Nil

- Partnership Firm : Nil

- Private / Public Limited Companies : Nil

- Key Management Personnel

  Mangala Rathod
  Bhavesh Bafna
  Kalpesh Fifadara

9) Foreign Currency Transactions NIL

Expenditure in Foreign Currency NIL

10. Previous year's figures

Previous year figures have been regrouped or reclassified wherever necessary to conform to current years classification.

FOR P R AGARWAL & AWASTHI
CHARTERED ACCOUNTANTS

PAWAN Kr AGARWAL
(Partner)
M.No. 34147
FRN No. 117940W

For and on behalf of the Board

(Mangala Rathod) Director Din. 02170580

(Bhavesh Bafna) Director Din. 02402307

(Kalpesh Fifadara) CFO

Place : Mumbai
Date : 30/05/2017

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable pronouncements issued by The Institute of Chartered Accountants of India. Those Standards and pronouncements 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

(a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2017;

(b) in the case of the Statement of Profit and Loss, of the Profit of the Company for the year ended on that date, and

(c) in the case of the Cash Flow Statement, of the cash flows of the Company 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 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 purpose 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.

AGARWAL & AWASTHI C.A. R.NO. 117640W

c) The Balance Sheet and 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 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, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164(2) of the Act.

f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

I. The Company does not have any litigation pending and hence there is no impact on its financial position in the aforesaid financial statements.

II. The company did not have any long term contract including derivative contracts for which there were any material foreseeable losses.

III. There were no amounts which were required to be transferred to Investor Education and Protection Fund by the company.

IV. The company has provided requisite disclosure in the financial statements as to holdings as well as dealing in specified Bank Notes during the period from 8th November 2016 to 30th December 2016. Based on the audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management. (Refer Note No: 20)

For P R AGARWAL & AWASTHI
CHARTERED ACCOUNTANTS
FRN : 117940W

Pawan kr agarwal

PAWAN KR AGARWAL
(Partner)
M.No: 034147

P R AGARWAL & AWASTHI C.A. F.R.NO. 117940 W

Place : Mumbai
Date: 30/05/2017

"ANNEXURE A" REFERRED TO IN PARAGRAPH 2(f) UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF STELLANT SECURITIES (INDIA) LIMITED

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

We have audited the internal financial controls over financial reporting of **STELLANT SECURITIES (INDIA) LIMITED** ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

AGARWAL & AWASTHI C.A. F.NO. 117940 W

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For P R AGARWAL & AWASTHI
CHARTERED ACCOUNTANTS
FRN : 117940W

Pawan kr agarwal

PAWAN KR AGARWAL
(Partner)
M.NO: 034147

Place: Mumbai
Date: 30.05.2017

ANNEXURE REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF THE STELLANT SECURITIES (INDA) LIMITED.

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we state that:

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

   b) The Company has carried out physical verification of all its fixed assets during the year. In our opinion, the frequency of verification is reasonable considering the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

   c) According to the information and explanations received by us, as the company owns no immovable properties, the requirement on reporting whether title deeds of immovable properties held in the name of the company is not applicable.

2. The company is maintaining proper records of inventory. The inventory has been physically verified by the management at reasonable intervals. The procedures of physical verification of the inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

3. During the year, in the subsidiary company the Company had granted interest free unsecured loan Rs. 1,66,72,250/- to related parties covered in the register maintained under section 189 of the Act.

4. During the year, the Company has not entered into any transactions within section 185 and 186 of the Act.

5. No deposits within the meaning of directives issued by RBI (Reserve Bank of India) and Sections 73 to 76 or any other relevant provisions of the Act and rules framed there under have been accepted by the Company.

6. As informed, the Central Government has not prescribed the maintenance of cost records under Section 148 (1) of the Act in respect of service/activities carried out by the Company.

7. a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues applicable to the Company with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.

   b) According to the records of the Company, there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute *except the following:-*

Name of the Statute	Nature of Dues	Amount in Rs.	Period to which the amount relates
Income Tax	MAT	Rs. 219295/	A.Y. 2011-2012
Income Tax	TDS	Rs. 35131/-	A. Y. 2016-2017

AGARWAL & AWASTHI C.A. R.NO. 117340 W

8. The Company has not taken any loan or borrowing from a financial institution, bank, government or debenture holders and hence the provisions of para 8 of the Order is not applicable.

9. The Company has not raised any money by way of initial public offer or further public offer during the year and has not taken any term loan and hence the provisions of para 9 of the Order is not applicable.

10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing standards in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

11. In the subsidiary Company managerial remuneration has not paid or provided accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act.

12. In our opinion, the Company is not Nidhi Company. Therefore, Para 12 of the Companies (Auditor's Report) Order 2016 is not applicable to the Company.

13. During the year, in the subsidiary Company all transactions with the related parties are in compliance with mentioned in section 177 and 188 of Act where applicable and the details have been disclosed in the financial statements etc. as required by the applicable accounting standards.

14. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.

15. The Company has not entered into any non-cash transactions with directors or persons connected with him under section 192 of the Act.

16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For P R AGARWAL & AWASTHI
CHARTERED ACCOUNTANTS
FRN: 117940W

Pawan kr agarwal

PAWAN KR AGARWAL
(Partner)
M.NO: 034147

Place: Mumbai
Date: 30.05.2017

STELLANT SECURITIES (INDIA) LIMITED

Consolidated Balance Sheet as at 31st March, 2017

Particulars	Note No	As at 31st March 2017	As at 31st March 2016
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	38,776,010	38,776,010
(b) Reserves and Surplus	2	(25,285,930)	(25,621,047)
(c) Money received against share warrants			-
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings	3	10,084,000	9,662,000
(b) Deferred tax liabilities (Net)		0	-
(c) Other Long term liabilities		0	-
(d) Long term provisions		0	-
(4) Current Liabilities			
(a) Short-term borrowings			
(b) Trade payables	4	0	2,809
(c) Other current liabilities	5	0	150,281
(d) Short-term provisions	6	601499	854,888
Total		24,175,579	23,824,941
II.Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets			-
(ii) Intangible assets			-
(iii) Capital work-in-progress			-
(iv) Intangible assets under development			-
(b) Non-current investments			-
(c) Deferred tax assets (Net)			-
(d) Long term loans and advances	7	16757344	421,857
(e) Other non-current assets	8	0	-
(2) Current assets			
(a) Current Investments		0	-
(b) Inventories	9	2971719	1,967,642
(c) Trade receivables	10	193,560	768,595
(d) Cash and cash equivalents	11	2062678	829,842
(e) Short-term loans and advances			-
(f) Other current assets	12	2190278	19,837,005
Total		24,175,579	23,824,941

See accompanying notes forming part of the financial statements 20

In terms of our report attached

For PR AGARWAL & AWASTHI
Chartered Accountants

Pawan kr agarwal

PAWAN KR AGARWAL
Partner
M. NO. 34147
FR No. 117940W

Place: Mumbai
Date: 30.05.2017

FOR AND ON BE HALF OF BOARD

(Mangala Rathod)
(Directors)
DIN: 02170580

(Bhavesh Bafna)
(Directors)
DIN: 02402307

Kalpesh
(Kalpesh Filadara)
CFO

STELLANT SECURITIES (INDIA) LIMITED

Consolidated Profit and Loss statement for the year ended 31st March, 2017

Particulars	Note No	As at 31st March 2017	As at 31st March 2016
I. Revenue from operations	13	49,129,945	1,666,514
II. Other Income	14	939,569	1,631,483
Total		50,069,514	3,297,997
III.Expenses:			
Cost of materials consumed			-
Purchase of Stock-in-Trade	15	48,370,472	1,656,240
Changes in inventories of finished goods, work-in-	16	(1,004,077)	(314,142)
Employee benefit expense	17	718,425	711,500
Financial costs	18	14,064	2,558
Depreciation and amortization expense			124,150
Other expenses	19	1,526,013	909,205
Total		49,624,897	3,089,511
V. Profit before exceptional and extraordinary items and		444,617	208,486
VI. Exceptional Items		0	
VII. Profit before extraordinary items and tax (V - VI)		444,617	208,486
VIII. Extraordinary Items		0	
IX. Profit before tax (VII - VIII)		444,617	208,486
X. Tax expense:			
(1) Current tax		109,500	158000
(2) Deferred tax			-
Less: Mat Credit Entitlement			
		109,500	158,000
XI. Profit(Loss) from the period from continuing			
XII. Profit/(Loss) from discontinuing operations			-
XIII. Tax expense of discounting operations			-
XIV. Profit/(Loss) from Discontinuing operations (XII -			-
XV. Profit/(Loss) for the period (XI + XIV)		335,117	50,486
XVI. Earning per equity share:			
(1) Basic		0.86	0.13
(2) Diluted			
Notes to Accounts			

See accompanying notes forming part of the financial statements

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In terms of our report attached
For P R AGARWAL & AWASTHI
Chartered Accountants

Pawan kr agarwal

PAWAN KR AGARWAL
Partner
M. NO. 34147
FR No. 117940W

P R AGARWAL & AWASTHI C.A. R. NO. 117940 W

FOR AND ON BE HALF OF BOARD

Mangala Rathod (Directors) DIN: 02170580

Bhavesh Bafna (Directors) DIN: 02402307

Kalpesh (Kalpesh Fifadara) CFO

Place:Mumbai
Date: 30.05.2017

STELLANT SECURITIES (INDIA) LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1: SHARE CAPITAL

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
(a) AUTHORISED CAPITAL		
Equity Share of Rs. 10/- Each		
5,000,000 equity Share	50,000,000.00	50,000,000.00
	50,000,000.00	50,000,000.00
ISSUED CAPITAL		
Equity Share of Rs. 10/- Each		
4176401 equity Share	41,764,010.00	41,764,010.00
	41,764,010.00	41,764,010.00
SUBSCRIBED CAPITAL		
Equity Share of Rs. 10/- Each		
3877601 equity Share	38,776,010.00	38,776,010.00
	38,776,010.00	38,776,010.00
PAID UP CAPITAL		
Equity Share of Rs. 10/- Each		
3702401 equity Share	37,024,010.00	37,024,010.00
	37,024,010.00	37,024,010.00
DETAILS OF FORFEITED SHARES		
Equity shares	1,752,000.00	1,752,000.00
	1,752,000.00	1,752,000.00
Total...	**38,776,010**	**38,776,010**

Disclosures relating to Share Capital

I Disclosure pursuant to Note no. 6(A)(d) of Part I of Schedule VI to the Companies Ac Act 2013
(Following disclosure should be made for each class of Shares)

RECONCILIATION OF SHARES OUTSTANDING

Particulars		Equity Shares Number
Shares outstanding at the beginning of the year		3,702,401
(+) Issued during the period		
(-) Buy back during the period		-
(+) Conversion during the period		-
(eg. Debentures to shares)		
Shares outstanding at the end of the period		**3,702,401**

2 Disclosure of shares held by each shareholder holding more than 5% of the aggregate shares in the Company (in case of Subsidiary Company)

Class of shares/ Name of shareholder		Equity Shares Number
Equity shares of Rs. 10/- each, Each holder of equity shares is entitled to one vote per shares.		
STELLANT SECURITIES (INDIA) LIMITED		1,998,000
		1,998,000

PRAGARWAL & AWASTHI C.A. R. NO. 117940 W

STELLANT SECURITIES (INDIA) LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2: RESERVES & SURPLUS

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
1) Secuirities Premium Reserves		
Opening Balance	-	-
Addition During the Year	6,913,818	6,913,818
Utilisation during the year	-	-
Closing Balance	6,913,818	6,913,818
4) Surplus (P&L Account)		
Opening Balance	(32,534,865)	(32,585,351)
(+) Net Profit/(Net Loss) For the current year	335,117	50,466
(+) Transferred From Reserve	-	-
(-) Transferred to Reserve	-	-
(-) Appropriation/Allocation	-	-
- Dividend Paid	-	
- Dividend Distribution Tax (DDT)	-	
- Bonus	-	
- Prposed Dividend	-	
- Others	-	
Closing Balance	(32,199,748)	(32,534,865)
(Note- If resulting figure is a negative balance it should be shown under the head of surplus and not under the head of miscellaneous Expenditure)		
Total...	**(25,285,930)**	**(25,621,047)**

STELLANT SECURITIES (INDIA) LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 3: LONG TERM BORROWING

Particulars	As at 31st March 2016 Rupees	As at 31st March 2015 Rupees
A) LONG TERM BORROWINGS		
1) Bonds / Debentures	-	-
2) Term Loans	-	-
a) From Banks	-	-
b) From Other Parties	-	-
3) Deferred Payment Liabilities	-	-
4) Deposits	-	-
5) Loans and advances from related parties	-	-
6) Long term maturities of finance lease obligations	-	-
7) Other loans and advances	10,084,000	9,662,000
	10,084,000	9,662,000
B) DEFERRED TAX LIABILITIES (NET)		-
C) OTHER LONG TERM LIABILITIES		
1) Trade paybles		-
2) Others		-
D) LONG TERM PROVISIONS		
1) Provision for employee benefits		-
Leave Encashment - Example		-
Gratuity - Example		-
Loyalty Bonus - Example		-
2) Others (specify nature)		-
Total...	**10,084,000**	**9,662,000**

STELLANT SECURITIES (INDIA) LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
NOTE - 4 TRADE PAYABLE		
Trade Payables		
1) For Goods		2,809
2) For Expenses		-
	-	2,809

NOTE - 5 OTHER CURRENT LIABILITIES		
Stamp Duty		14,145
Service Tax		27,194
Security Transaction Tax		801
Lease Line Exp		84,809
NSE Tax & Charges		1,513
SEBI Tax		(363)
BSE Tax		7,654
Bank overdraft		-
HCL		
Debtors Liabilities		14,528
	-	150,281

NOTE - 6 SHORT TERM PROVISIONS		
Short-term provisions		
1) Accounting Charges		
2) Audit Fees	106,016	157,119
3) Income Tax (MAT)	219,295	180,795
4) Consultancy Fees Payable		25,590
5) Expenses payable	170,057	45,867
6) TDS Payable	35,131	71,834
7) Income Tax	71,000	373,683
	601,499	854,888

P R AGARWAL & AWASTHI C.A. R. NO. 117940 W

STELLANT SECURITIES (INDIA) LIMITED

31, Kamer, 5th Floor, Cawasji Patel Street, Above Akbarally Furniture, Fort, Mumbai - 400 001

CIN: L67190MH1991PLC064425

ATTENDANCE SLIP

(Annual General Meeting)

Folio No. /DP ID No. & Client ID No. .....

No. of shares held……

I hereby record my presence at the 26th Annual General Meeting of the Company held on Saturday, 30th September, 2017 at 9.00 a.m. at 31, Kamer, 5th Floor, Cawasji Patel Street, Above Akbarally Furniture, Fort, Mumbai - 400 001.

Member's Name: .....

_____

Proxy's Name: ..... Member's/ Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the Hall.

STELLANT SECURITIES (INDIA) LIMITED

31, Kamer, 5th Floor, Cawasji Patel Street, Above Akbarally Furniture, Fort, Mumbai - 400 001

CIN: L67190MH1991PLC064425

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]

Name of the member(s): Email ID:

Registered Address: Folio No. /DP ID & Client ID:

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

1. Name: Address:

   E-mail Id: Signature: , or failing him

2. Name: Address:

   E-mail Id: Signature: , or failing him

3. 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 26th Annual General Meeting of the Company, to be held on Saturday, 30th September, 2017 at 9.00 a.m. at 31, Kamer, 5th Floor, Cawasji Patel Street, Above Akbarally Furniture, Fort, Mumbai - 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolution	Vote*	
		For	Against
1	Adoption of Financial Statements (including consolidated Financial Statement) for the year ended 31st March, 2017 together with the reports of the Directors and Auditor thereon.		

2	Appointment of a Director in place of Mrs. Mangala Rathod, who retires by rotation and being eligible, offers herself for re-appointment.		
3	Appointment of M/s. R.K. Khandelwal & Co., Chartered Accountants, as Statutory Auditors of the Company for a period of 5 years and fixing their remuneration.		

*It is optional to indicate your preference. If you leave the 'for or against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Signed this ____ day of _____, 2017

Re.1/-
Revenue
Stamp

Signature of Shareholder_____

Signature of Proxy holder(s)_____

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. The form should be signed across the stamp as per specimen signature registered with the Company.
3. A Proxy need not be a member of the Company.

ROUTE MAP TO THE VENUE OF 26th ANNUAL GENERAL MEETING