



38th Annual Report for 2018-19

of

**SUJALA TRADING & HOLDINGS
LIMITED**

CIN-L51109WB1981PLC034381

Regd. Off. 1A, GRANT LANE, 2ND FLOOR, ROOM NO-202, KOLKATA-700 012

Ph.: (91-033) 2236-4330, E-mail: sujala_trading@yahoo.com /enquiry @sujalagroup.com

Website-www.sujalagroup.com

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OVERVIEW

The Company was incorporated as Sujala Trading & Holdings Limited on 18th December, 1981 under the Companies Act, 1956 in the State of West Bengal. Sujala Trading & Holdings Limited obtained Certificate of Commencement of Business pursuant to Section 149(3) of the Companies Act, 1956 from the Registrar of Companies, West Bengal.

The Company was originally incorporated with an object to carry on the business of Investment in Shares & Securities etc. and registered with RBI as Non-Banking Financial Company ('NBFC') and also offers most sorts of banking services, such as loans and credit facilities, private funding, trading in stocks and shares, and other obligations. The company is financial intermediaries engaged primarily in the business of delivering credit and trading in stocks and shares. It plays an important role in channelizing the scarce financial resources to capital formation. We supplement the role of banking sector in meeting the increasing financial needs of the corporate sector, delivering credit to the unorganized sector and to small local borrowers. We provide a wide range of services such as, loans and investments and a wide variety of services provided by us. Company is a financial institution carrying on as its main business of the acquisition of securities and providing finance whether by making loans or advances.

CHAIRMAN'S MESSAGE

Dear Shareholders,

It is my pleasure to Chair Sujala Trading & Holdings Limited in its 38th year and be a part of the association's historic journey. What began as a small company in the year 1981 is now a phenomenal Organisation that has been nurtured by its Founders, Promoters and Directors.

The year 2018-19, therefore, was dedicated to celebrate 38th years of Sujala Trading & Holdings Limited. We did this by rolling out events across India where we thanked all our stakeholders and partners who have contributed to the success of "Sujala". We thank our clients and member for believing on us and providing us with valuable suggestions that will be incorporated into our planning for 2019-20. As we close, we assure you that we remain firmly committed to delivering enhanced value to all our stakeholders. All of us at "Sujala" are very excited about the road ahead. We feel confident that we will achieve outstanding results through focus and efficient execution. Our passionate and committed team join us in thanking you and we look forward to an exciting year ahead with new milestones and greater achievements.

Best Regards,

Mr. Subhadeep Mukherjee
Chairman

CORPORATE INFORMATION

Board of Directors	<ul style="list-style-type: none">➤ Mr. Subhadeep Mukherjee➤ Ms. Tapashi Naha Roy➤ Mr. Gourav Goel➤ Mr. Dhiraj Ram
Key Managerial Personnel	<ul style="list-style-type: none">➤ Mr. Subhadeep Mukherjee (Managing Director)➤ Ms. Purna Mall (Company Secretary)➤ Mr. Ashok Kumar Agarwal (Chief Financial Officer)
Statutory Auditor	G. C. Bafna & Co, Chartered Accountants
Secretarial Auditor	Kanchan Maheswari, Company Secretary in practice
Internal Auditor	Santinath & Associates, Chartered Accountants
Banker	Federal Bank Limited
Registrar & Share Transfer Agent	ABS Consultant Private Limited
Registered Office	1A, Grant Lane, 2 nd Floor, Room No: 202, Kolkata- 700 012, West Bengal
Listed in	<ul style="list-style-type: none">➤ Bombay Stock Exchange (BSE)➤ The Calcutta stock Exchange (CSE)
Contact to	033 2236 4330
E-mail at	Sujala_trading@yahoo.com/ enquiry@sujalagroup.com
Website	www.sujalagroup.com

SUJALA TRADING & HOLDINGS LTD.

Regd. Off.: 1A, GRANT LANE, 2ND FLOOR.ROOM NO-202, KOLKATA-700 012 (West Bengal)
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CIN-L51109WB1981PLC034381Website-www.sujalagroup.com

NOTICE

NOTICE is hereby given that the 38th Annual General Meeting of the Members of M/s. SUJALA TRADING & HOLDINGS LIMITED is scheduled to be held on Monday, the 30th day of September, 2019 at 1A, Grant Lane, 2nd Floor, Room No: 202, Kolkata-700 012 at 11.30 A.M to conduct the following business:

ORDINARY BUSINESS:

Item No-1-To Adopt the Financial Statements for the financial year ended on the 31st March, 2019:

To consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended on 31st March 2019, which include Statement of Profit & Loss, Cash Flow Statement for the financial year ended on 31st March, 2019 and the Balance Sheet at that date, Directors' Report and the Reports of Auditors' thereon.

Item No-2-To Declare Dividend:

To declare dividend of ₹ 00.10/- per equity share on the Equity Share Capital for the financial year ended on 31st March, 2019, subject to the approval of Shareholder at the Annual General Meeting.

Item No-3-Re-appointment of Director:

To appoint a Director in place of Mr. Gourav Goel (DIN- 06850998) as Director, who retires by rotation and being eligible, offers himself for re-appointment.

By order of the Board
For Sujala Trading & Holdings Ltd

Prerna Mall

Company Secretary

Kolkata, 28th day of May, 2019

NOTES:

1. This intimation is exclusively for those Members whose securities are held at physical mode as of now:

BSE has issued a Circular to Listed Companies on July 05, 2018 informing about amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only. Based on that with effect from December 5, 2018, shares which are lodged for transfer shall be in dematerialized form only. In other words, no transfer of securities which are held in physical mode won't be allowed from December 5, 2018 onwards.

For your reference the web link of the said notification is given hereat: <https://www.bseindia.com/corporates/Displaydata.aspx?Id=cd22b184-1153-4b05-8ad9-d04699161f89&Page=cir>

Hence, you are requested to dematerialise the securities which are held at physical mode as soon as possible and ensure that the signature cards of yours with respect to physically held securities are to be handed over to our RTA i.e. ABS Consultant Private Limited, 4, B.B.D Bag (East), Stephen House, Room No: 99, 6th Floor, Kolkata- 700 001, West Bengal at the earliest once the dematerialization is done.

Necessary information on how to dematerialize your securities is already placed at the Company's website and also hereat for your requisite guidance.

Steps to be undertaken to dematerialize your securities:

The Client (Registered Owner) will submit a request to the Depository Participant (DP) in the Dematerialization Request Form (DRF) for dematerialization, along with the certificates of securities to be dematerialized. Before submission, the client has to deface the certificates by writing "SURRENDERED FOR DEMATERIALISATION".

The Depository Participant will verify that the Dematerialization Request Form is duly filled in and the number of certificates, number of securities and the security type (equity, debenture etc.) are as given in the Dematerialization Request Form. If the Dematerialization Request Form and security count are in order, the Depository Participant will issue an acknowledgement slip duly signed and stamped, to the client.

The Depository Participant will scrutinize the Dematerialization Request Form and the certificates. The scrutiny involves the following:

- Verification of the Client's signature on the Dematerialization Request Form with the specimen signature (the signature on the account opening form). If the signature differs, the Depository Participant should ensure the identity of the client.
- Compare the names on Dematerialization Request Form and Certificates with the Client Account.
- Paid-Up Status.
- ISIN (International Securities Identification Number).
- Locked-in status.
- Distinctive numbers.

In case the securities are not in order, they are returned to the client and acknowledgement is obtained. The Depository Participant will reject the request and return the Dematerialization Request Form and certificates in case:

- The Certificates is mutilated or they are defaced in such a way that the material information is not readable. It may advise the Client to send the Certificate to the Issuer / R&T Agent and get new Certificate issued in lieu thereof.
- A single Dematerialization Request Form is used to dematerialize securities of more than one Company.
- Part of the Certificates pertaining to a single Dematerialization Request Form is partly paid -up, the Depository Participant will reject the request and return the Dematerialization Request Form along with the Certificates. The Depository Participant may advise the Client to send separate request for fully paid-up and partly paid-up securities.
- Part of the Certificates pertaining to a single Dematerialization Request Form is locked-in, the Depository Participant will reject the request and return the Dematerialization Request Form along with the Certificates to the Client.

The Depository Participant may advise the Client to send a separate request for the locked-in certificates. Also, certificates locked-in for different reasons should not be submitted together with a single Dematerialization Request Form.

In case the securities are in order, the details of the request as mentioned in the Dematerialization Request Form are to be entered in the DPM (software provided by NSDL to the Depository Participant) and a Dematerialization Request Number (DRN) will be generated by the system.

The DRN so generated is to be entered in the space provided for the purpose in the Dematerialization Request Form.

A person other than the person who entered the data is expected to verify the details recoded for the DRN. The request will be then released by the Depository Participant which will be forwarded electronically to DM (DM- Depository Module, NSDL's software system) by DPM.

The DM will forward the request to the Issuer / R&T Agent electronically.

The Depository Participant will fill up the relevant portion viz., authorization portion of the Dematerialization Request Form.

The Depository Participant will punch the certificate on the Company Name so that no material information on the Certificate will be destroyed.

The Depository Participant will then dispatch the Certificates along with the Dematerialization Request Form and a covering letter to the Issuer / R&T Agent.

The Issuer / R&T Agent will confirm acceptance of the request for dematerialization in his system DPM (SHR) and the same will be forwarded to the DM, if the request will be found in order.

The DM will electronically authorize the creation of appropriate credit balance in the client's account.

The DPM will credit the client's account automatically.

The Depository Participant must inform the client about the changes in the client's account following the confirmation of the request.

The Issuer / R&T Agent may reject the dematerialization request in some cases. The Issuer / R&T Agent will send an objection memo to the Depository Participant with or without DRF and security certificates depending upon the reason of rejection. The Depository Participant / Investor has to remove reasons for objection within 15 days, the Issuer / R&T Agent may reject the request and return the Dematerialization Request Form and accompanying Certificates to the Depository Participant. The Depository Participant, if the Client so requires, may generate a new dematerialization request and send the securities again to the Issuer / R&T Agent. No fresh request can be generated for the same securities until the Issuer / R&T Agent rejects the earlier request and informed NSDL and the Depository Participant about it.

We also like to inform that we have already taken requisite efforts through our RTA i.e. ABS Consultant Private Limited, 4, B.B.D Bag (East), Stephen House, Room No: 99, 6th Floor, Kolkata- 700 001, West Bengal by means of sending letter under Registered/Speed post to the holders of physical certificates at their address as presently registered, appraising them about the amendment and sensitise them about the impact of the regulation on the transfer of shares held by them in physical form with effect from December 5, 2018. In this respect you are requested to kindly update your latest address with us in case there is change of your address for communication which is not yet notified to us from your part and who hasn't received the reminder in respect to the above as well.

2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote, instead of him/her. A proxy need not be a member of the Company. In order to be effective, the instrument appointing proxy must reach the Registered Officer of the Company not less than forty-eight hours before the commencement of the meeting. A person can act as proxy on behalf of member(s) not exceeding fifty (50) and holding in the aggregate not more than ten percent of the Paid-Up Capital of the Company carrying voting rights. A member holding more than ten percent of the Paid-Up Equity Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

Members are requested to notify to the Registrar of the Company, M/s. ABS Consultant Private Limited, Stephen House, 6th Floor, Room No. 99, 4, B.B.D. Bag (East), Kolkata – 700 001, West Bengal regarding any change in their address.

3. Members can avail the nomination facility, under Section 72 of the Companies Act, 2013 by submitting Form No. SH.13 as per Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 with the Company. Blank forms will be made available on request.

4. Electronic copy of the Annual Report for Financial Year 2017-18 is being sent to all Members whose email IDs are registered with the Company's Registrar and Share Transfer Agent/Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report for Financial Year 2017-18 is being sent in the permitted mode.

5. The Register of Members and Equity Share Transfer Books will remain closed from **24 September, 2019 to 30 September, 2019 (both days inclusive)**.

6. Voting through electronic means:

I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members are provided with the E-Voting facilities i.e. to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system provided by Central Depository Services (India) Ltd. (CDSL).

The notice of the **38th** Annual General Meeting (AGM) of the Company, inter alia, indicating the process and manner of E-Voting process along with printed Attendance Slip and Proxy Form are being dispatched to all the Members. The E-Voting particulars are provided at the bottom of the Attendance Slip for the **38th** Annual General Meeting (AGM):

The Remote E-Voting period will begin on 27th September, 2019 from 9.30 A.M. and ends on 29th September, 2019 till 5.00 P.M. During this period, equity shareholders of the Company, holding equity shares either in physical form or in dematerialized form, as on the **cut-off/entitlement date of 23.09.2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Members of the company, instead of casting their votes by the aforesaid "Remote E-voting" may cast their votes at the venue of the Annual General Meeting through physical ballot papers, which shall be made available at the venue of the AGM and only such Members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the Meeting through ballot papers.

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 votes again.

Members, Proxies and Authorised Representatives are requested to bring their attendance slips enclosed herewith, duly completed and signed, mentioning therein the details of their DP ID and Client ID / Folio No. to the venue of the AGM. Duplicate attendance slips or copies of the Report and Accounts will not be made available at the venue of the AGM.

The process and manner for remote e-voting are as under:

Instructions for E-Voting are as under:

- a. Log on to the e-voting website: www.evotingindia.com during the voting period.
- b. Click on "Shareholders" tab
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip along with **"SUJALA TRADING & HOLDINGS LTD"** from the drop-down menu and click on "SUBMIT".
- d. Now Enter your User ID (as mentioned in the Attendance Slip):
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in D-mat 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.
- g. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- h. After entering these details appropriately, click on “SUBMIT” tab.
- i. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in D-mat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field.
- j. Kindly note that this password is to be also used by the D-mat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k. For Members holding shares in physical form, the **details in Attendance Slip** can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the relevant EVSN “**SUJALA TRADING & HOLDINGS LTD**” for which you choose to vote.
- m. On the voting page, you will see “**Resolution Description**” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- o. After selecting the Resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- p. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- r. If D-mat account holder has forgotten the **changed password** then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.
- s. For Non – Individual Shareholders and Custodians:
- I. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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 e-mailed 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 mailed 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.
- II. 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.**
- III. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.**
- IV. If a person became the member of the company after the dispatch of notice, and then such member may contact the company for Login ID and other e-voting related details.**
- V. The voting rights of shareholders shall be in proportion of their shares of the Paid-Up equity share capital of the Company as on the cut-off/entitlement date of 23.09.2019.**
- VI. Pursuant to the provisions of Section 108 of the Companies Act 2013, read with the rules thereof, Ms. Madhuri Pandey, Practicing Company Secretary, (Certificate of Practice No.21988; Membership No. ACS 48154) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Papers” for all those members who are present at the AGM but have not cast their votes by availing the mode of remote e-voting facility.

VIII. The Results of voting will be declared within 48 hours from the conclusion of Annual General Meeting. The declared results along with the Scrutinizer’s Report will be available forthwith on the website of the Company www.sujalagroup.com and on the website of CDSL. Such results shall be forwarded to the BSE Limited and Calcutta Stock Exchange Limited.

Details of Director Seeking Re-Appointment at the Forthcoming Annual General Meeting:
(under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015)

Mr. Gourav Goel:

Mr. Gourav Goel DIN- 06850998 is a Non-Executive Director of the Company. He is having experience in the field of Accounts and Finance over the period of years. He has been serving to the Company for a period of 4 (four) years above.

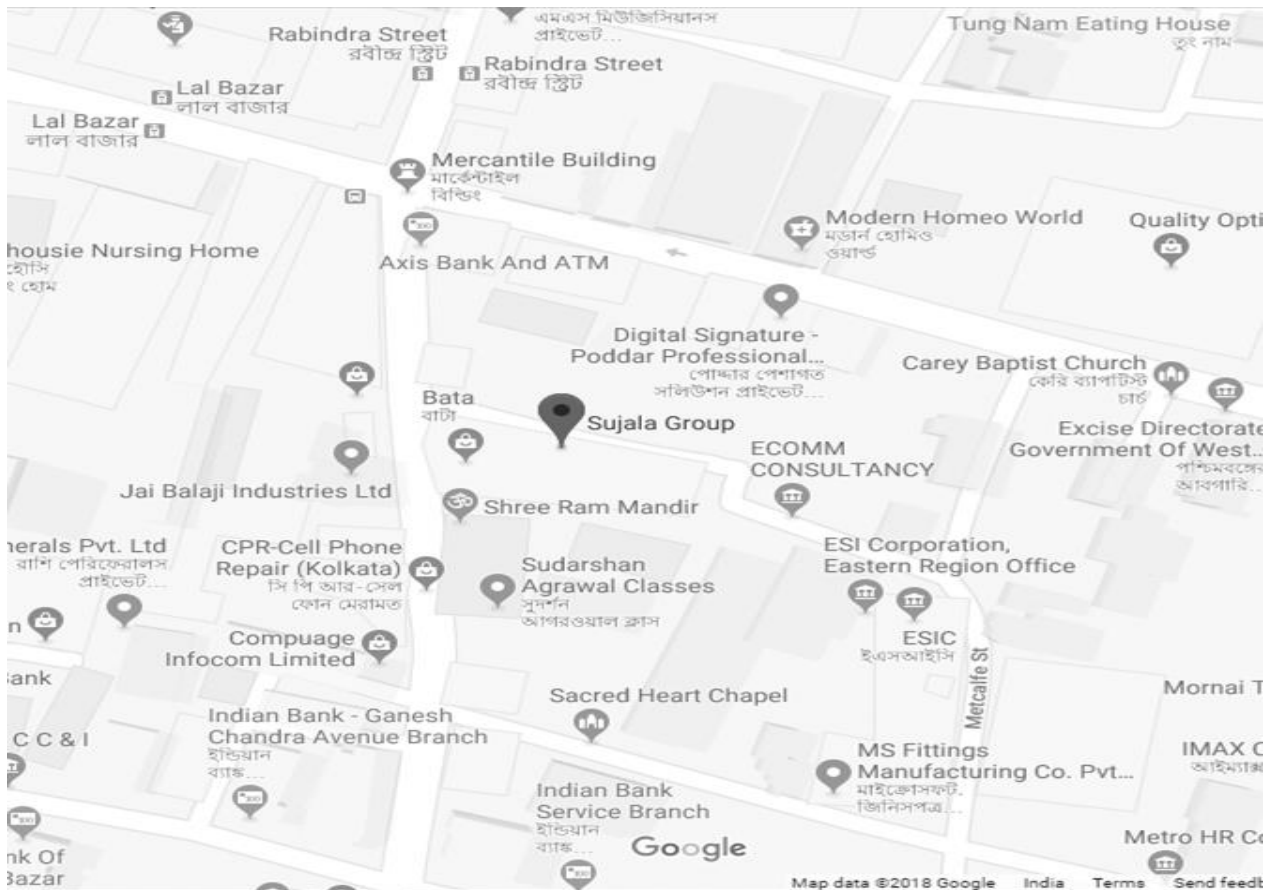
He does not hold by himself or for any person on a beneficial basis, any shares in the Company.

The Directorship and Membership of Board Committees of Mr. Gourav Goel as on Dates is as under:

- Directorship in listed Company/ies: Sujala Trading and Holdings Limited as the Non-Executive Director.
- Committee Membership in Listed Company/ies: In Sujala Trading and Holdings Limited:
 - ✓ Nomination & Remuneration Committee
 - ✓ Stakeholders Relationship Committee
 - ✓ Audit Committee

Mr. Gourav Goel, Director, is not related to any other director of the Company as per Section 2(77) of the Companies Act, 2013.

Route map of the venue of 38th Annual General Meeting of the Company



By order of the Board
For Sujala Trading & Holdings Ltd

Purna Mall
Company Secretary

Place: Kolkata
Date: 28th day of May, 2019

SUJALA TRADING & HOLDINGS LTD.

Regd. Off. 1A, GRANT LANE, 2ND FLOOR.ROOM NO-202, KOLKATA-700 012 (West Bengal)
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DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting their 38th Audited Annual Report together with the Audited Accounts of the Company for the Year ended March 31, 2019.

1. FINANCIAL RESULTS:

₹ in Lac

Particulars	Financial Results	
	March 31, 2019	March 31, 2018
Total Income	82.45	796.06
Total Expenses	67.44	777.67
Profit before Depreciation, Finance Cost & Taxation	15.01	18.39
Less: Depreciation	0.38	0.54
Profit before Tax	14.63	17.85
Less: Current Tax	3.83	4.63
Less: Deferred Tax	(0.03)	(0.03)
Profit / Loss for the year	10.82	13.25
Total Comprehensive Income	10.82	13.25
Add: Balance of Retained Earnings brought forward from previous year	7.57	3.85
Less: Transfer to Reserve	2.16	2.65
Less: Dividend pay-out including Tax on Dividend	6.88	6.88
Balance of Retained Earnings carried to Balance sheet	9.35	7.57

Note: The above figures are extracted from the Standalone Financial Statements as per the Indian Accounting Standards (Ind AS).

DIVIDEND:

The Board of Directors are pleased to recommend the Final Dividend @ ₹ 0.10/- on per Equity Shares which shall be subject to approval and declaration at the 38th Annual general Meeting of the Company to be held on the 30th September, 2019.

TRANSFER TO RESERVE:

The Company proposes to transfer an amount of ₹ 2.16 Lac to the Reserve. An amount of ₹ 1.77 Lac is proposed to be retained in the Statement of Profit and Loss.

OPERATIONAL REVIEW:

Your Company experienced a continued growth resulting an uplift to the Revenue from Operation (Gross) that stood at ₹82.41 Lac (approx.) for the financial year 2018-19 as compared to ₹ 795.80 Lac (approx.) for the financial year 2017-18.

On account of such, your Company was able to generate lower Profit (net of Tax) of ₹ 10.82 Lac (approx.) for this financial year, indicating a downfall by 18.29% (approx.) of the Profit margin as compared to previous financial year.

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report and there has been no change in the nature of business.

MANAGEMENT DISCUSSION & ANALYSIS REPORTS:

The Management Discussion and Analysis Report forms an integral part of this Report and gives details of the overall Industry Trends and Developments, Opportunities and Threats, Risk and Concern, Company's Outlook and Company's Internal Control and System during the Financial Year 2018-19 is annexed as "Annexure-1" forming part of this Report.

FUTURE PROSPECT:

The Company is engaged in the business of providing Non-Banking Financial Services for which a continuous demand in the domestic market exists. Considering the present market scenario and overall economy of the domestic market, your Company is expecting a substantial higher demand in the domestic market during the next couple of years that will eventually pave the scope of business for your Company in the existing market and provide the opportunity in terms of an expanded and higher standard for the business operation of the Company in the near future.

SHARE CAPITAL:

The Issued, Subscribed and Paid-up Equity Share Capital of the Company as on March 31, 2019 stood at ₹.572.175 Lakhs comprising of 57,21,750 Equity Shares of ₹ 10/- each. During the financial year under review, there was no alteration to the Issued and Paid-Up Equity Share Capital neither in form of addition, reduction nor by any other means. Hence, the Paid-up Equity Share Capital remained same compared to March 31, 2018.

FINANCE:

Your company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

Apart from that, during the financial year under review, your Company has not issued any security and/or debt instrument in any manner to raise any fund.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS:

During the year under review, there were no significant or material order passed by the any Regulators or Courts or Tribunals impacting the going concern status and the Company's operations in future.

INTERNAL FINANCIAL CONTROL:

Your Company has a proper and adequate system of Internal Financial Control in order to be commensurate with the size, scale and nature of the operations of the Company. The system is designed to adequately ensure that financial and other records are reliable for preparing financial information and other data and for maintaining accountability of assets.

The Internal Auditor of the Company monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with accounting procedures and policies of the Company. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry. The Report is presented before the Audit Committee for review at regular intervals.

DETAILS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES:

The Company has no any subsidiary, associates or joint ventures as on 31st March, 2019.

REPORT ON THE CORPORATE GOVERNANCE:

The Company is committed in maintaining the highest standards of Corporate Governance and adheres to the stipulations prescribed set out under SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015.

The Company has obtained a Certificate from M/s G C Bafna & Co, Chartered Accountants, the Statutory Auditor of the Company, regarding compliance of Corporate Governance under Regulation 27 of (Listing Obligations & Disclosure Requirements) Regulations, 2015.

A Report on Corporate Governance in compliance with the Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year under review together with the Auditors' Certificate thereon is annexed as “**Annexure-2**” forming part of this Report.

MEETINGS OF THE BOARD OF DIRECTORS:

The Notices and Agenda of the Meetings of Board of Directors held during the financial year under review, were prepared and circulated to all the Directors. The details of which are given in the Corporate Governance Report in “**Annexure-2**”. The intervening gap between the Meetings was within the limit as prescribed under the Companies Act, 2013.

MEETING OF INDEPENDENT DIRECTORS:

The Independent Directors of your Company met once during the year without the presence of any Executive Directors and Management Executives.

The Independent Directors met on that Meeting to take note of the following activities:

- the performance of non-Independent Directors and the Board as a whole;
- the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non- Executive Directors;
- the parameters for evaluation of Independent Directors; and
- the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

DIRECTORS & KEY MANAGERIAL PERSONNEL:

The Board comprises of 4 (four) Directors as on 31st March, 2019 namely:

- Mr. Subhadeep Mukherjee designated as the Managing Director (Executive Director)
- Ms. Tapashi Naha Roy (Non-Executive Independent Director)
- Mr. Gourav Goel (Non-Executive Independent Director)
- Mr. Dhiraj Ram (Non-Executive Director)

In accordance with the provisions of section 152 of the Companies Act, 2013, Mr. Gourav Goel, will retire by rotation at the forthcoming 38th Annual General Meeting to be held on 30th September, 2019 and being eligible will offer himself for reappointment.

Your Company has two Key Managerial Personnel (KMP) as defined under section 203 of the companies Act, 2013, along with Mr. Subhadeep Mukherjee, designated as the Managing Director mentioned above, namely Mr. Ashok Kumar Agrawal, the Chief Financial Officer and Ms. Prerna Mall, the Company Secretary as on 31st March, 2019.

There is a change took place during the financial year under review. Mr. Prithwish Chatterjee, the Company Secretary of the Company resigned from the office w.e.f. 21-11-2018 and in his place Ms. Prerna Mall joined the position of Company Secretary of the Company w.e.f. 05-12-2018.

DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134 (5) of the Companies Act, 2013, the Directors would like to state that:

In the preparation of the annual accounts, the applicable accounting standards have been followed.

The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the Company for the year under review.

The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

The Directors have prepared the annual accounts on a going concern basis.

The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

The Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INDEPENDENT DIRECTOR:**DECLARATION BY INDEPENDENT DIRECTORS:**

Your Company has 2 (two) Independent Directors as on 31st March, 2019 namely Mr. Gourav Goel and Ms. Tapashi Naha Roy who have duly submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section (6) of the Companies Act, 2013 and Rules made thereunder.

DETAILS OF BOARD COMMITTEE:

There are 3 Board Committees as on 31st March 2019 viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. The details of composition, terms of reference and meetings held and attended by the Committee members of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee are provided in the Corporate Governance Report annexed as "Annexure-2".

VIGIL MECHANISM:

The Company has established a Vigil Mechanism in compliance with the requirement of provisions of Section 177(9) of the Companies Act, 2013 and Regulation 22 of the Regulation, for the Directors and employees to report genuine concerns and grievances. This mechanism provides adequate safeguards against victimisation of employees and directors and also provide for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases. The said Policy is available at the Company's website and can be accessed through a web-link i.e. <http://www.sujalagroup.com/attachmnt/disclosure/Vigil%20Mechanism.pdf>

FORMAL ANNUAL EVALUATION AND ITS CRITERIA:

The Nomination and Remuneration Committee of the Board has formulated and laid down criteria for annual evaluation of Directors pursuant to provisions of Section 178 of the Companies Act, 2013 and Listing Regulations and as per requirements of Section 134 of the Act, the manner of evaluation is disclosed below –

A. The Board shall evaluate the roles, functions, duties of the Independent Directors (IDs) of the Company. Each ID shall be evaluated by all other Directors except by the Director being evaluated. The Board shall also review the manner in which IDs follow guidelines of professional conduct as specified in Schedule IV to the Act. The adherence of Section 149 and aforesaid Schedule IV by the IDs shall also be reviewed by the Board.

B. Performance review of all the Non-Independent Directors of the Company on the basis of the activities undertaken by them, expectations of Board and level of participation.

C. Performance review of Chairman of the Company in terms of the level of competence of Chairman in steering the Company.

D. The review and assessment of the flow of information by the Company to the Board and the manner in which deliberations take place, the manner of placing Agenda and contents therein.

E. The review of the performance of Directors individually, its own performance as well as evaluation of working of its Committees shall be carried out by the Board.

F. On the basis of performance evaluation, it shall be determined by the Nomination & Remuneration Committee and Board whether to extend or continue the term of appointment of ID subject to all other applicable compliances. Further, in terms of the requirements of the Act and the Listing Regulations, the Board had carried out an annual evaluation of its own performance, the performance of Directors individually as well as evaluation of the performance and working of its Committees at its meeting based on the criteria formulated by the Nomination & Remuneration Committee.

Meeting of Independent Directors: The Independent Directors of the Company held a separate meeting without the attendance of Non-Independent Directors and members of the management for evaluation of the performance of Non-Independent Directors, the Board as a whole and Chairman of the Company and for consideration of such other matters as required under the provisions of the Act.

CORPORATE SOCIAL RESPONSIBILITY:

Due to the non-applicability of the conditions for constituting the Corporate Social Responsibility Committee, such committee has not been formed by the company. The company is under obligation to spend any amount on the matter.

MANAGERIAL REMUNERATION:

The statement pertaining to particulars of employees including their remuneration as required to be reported under the provisions of Section 197(12) of the Act, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration

of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the Rules) are provided in **“Annexure-3”** to this Report.

However, as per the provisions of Section 136 of the Act, the Reports and Accounts for the Financial Year 2018-19 are being sent to the Members and other entitled thereto, excluding this statement. This statement is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company.

If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard. The disclosures pertaining to the remuneration of Directors, KMPs and employees as required under Section 197(12) of the Act, read with Rule 5(1) of the Rules are provided in **“Annexure-3”** to this Report.

AUDITOR:

STATUTORY AUDITOR:

Pursuant to the provisions of Sec 139 of the Companies Act, 2013 and the rules made there under, M/s G. C. Bafna & Co, Chartered Accountants (Firm Registration No. 319104E) has been appointed as the Statutory Auditor of the Company to hold office from the conclusion of the 36th Annual General Meeting till the conclusion of the 41st Annual General Meeting of the Company.

During the year under review, the Auditor has not reported any matter under Section 143(12) of the Act, therefore, no detail is required to be disclosed under Section 134(3)(ca) of the Act.

The observation made in the Auditors' Report read together with relevant notes thereon are self-explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

SECRETARIAL AUDITOR:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. Kanchan Maheswari (Membership No: 55837), a practicing Company Secretary, as the Secretarial Auditor of the company for conducting secretarial audit work for the financial year 2018-19.

Secretarial Audit Report for the year 2018-19 as issued in the prescribed form MR-3 is annexed herewith as **“Annexure-4”**.

The said Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

INTERNAL AUDITOR:

In terms of the provisions of Section 138 of the Companies Act, 2013, M/s. Santinath & Associates (FRN: 322317E), an Independent Firm of Chartered Accountants, were appointed as the Internal Auditor of the Company for the Financial Year 2018-19. The Audit Committee in consultation with the Internal Auditor formulated the scope, functioning, periodicity and methodology for conducting the Internal Audit. The Audit Committee, inter-alia, reviews Internal Audit Report.

The Board has re-appointed M/s. Santinath & Associates, as Internal Auditor for the Financial Year 2019-20 under the provisions of Section 138 of the Companies Act, 2013.

PUBLIC DEPOSITS:

During the Financial Year 2018-19, your Company has not accepted any deposit within the meaning of Sections 73 and 76 of the Act, read together with the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, INVESTMENTS GUARANTEES & SECURITIES:

Your Company is Non-Banking Financial company registered with RBI in this behalf engaged in the business of financing of Companies.

The company, during the financial year under review, has not given any loans / given guarantees / provided Securities or made Investments which attracts the requirements of section 186 of the Companies Act, 2013.

DEPOSITORY SYSTEM:

Your Company's Equity Shares are available for dematerialization through National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on March 31, 2019, 99.55 % of Equity Shares of your Company were held in dematerialized form.

EXTRACT OF ANNUAL RETURN:

Pursuant to Section 92(3) of the Act and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 an extract of annual return as on the Financial Year ended 31 March 2019 in Form MGT 9 is annexed to this Report as **"Annexure-5"**

DISCLOSURE UNDER SEXUAL HARRASMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

This issue didn't arise.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

Your Company has not entered into such transactions as defined under section 188 of the Companies Act, 2013 with any of the Related Parties during the financial year under review. Eventually There are no materially significant related party transactions entered into by the Company during that period.

RISK MANAGEMENT POLICY:

As of now, your company has not identified any element of risk which may threaten the existence of the company. Therefore, having regard to the requirement of section 134(3)(n) of the Companies Act, 2013 and & non-applicability of Regulation 21 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, your Company has neither formulated any risk management policy nor has constituted a Risk Management Committee.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to the company.

The company has not carried out any R&D activities also.

1. Conservation of Energy: Nil
2. Technology Absorption & Adoption: Nil
3. Foreign Exchange Earning & Outflow: Nil

ACKNOWLEDGEMENTS:

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous cooperation and assistance. Your Directors also acknowledges gratefully to the shareholders for their support and confidence reposed on your Company.

For and on behalf of the Board of Directors

Place: Kolkata

Date: 28th day of May, 2019

**Mr Subhadeep Mukherjee
Chairman**

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

Industry Structure and Developments:

The Company is primarily engaged in the business of investing in shares and securities and lending. The financial market during the year witnesses a modest global recovery with strong growth in the developing countries. The growth stimulus and measures undertaken by the Indian Government at the Centre has led to the growth in our economy. With significant growth in the manufacturing sector, the trend is on upward side. With the revival in the Indian economy, the financial markets seem to be poised up in the near future.

Opportunities and Threats:

The Company's business being in the small sized NBFC Sector, the business opportunities are very limited and the threats are also moderate.

Segment-wise performance:

During the financial year under review, your Company is engaged in the business of investing in shares & securities and lending only as compared to previous financial year.

The quantum of Revenue of the Company during this financial year only comprised of sale of Shares and interest received on Loans so advanced.

Outlook:

Your Company is able to sustain the growth to its business operation. In the present scenario, the Management considers it prudent to concentrate on its current business and shuffle its Investment Portfolio as and when necessary to derive maximum benefit and look for new opportunities in financial sector.

Risk and Concerns:

In view of the inherent risk involved in the Investment business, it is the Management's intention to minimize the risk factor by constantly reviewing market trend and economic conditions.

Internal Control Systems and Their Adequacy:

The Company maintains an efficient internal control system and the management is constantly reviewing for achieving improved operational efficiency.

Highlights of financial performance with respect to operational performance:

During the Financial year under review, your company achieved total income of ₹ 82.44 Lacs as compared to ₹ 796.05 Lacs in the previous year.

Net profit (after tax) for the year is ₹ 10.82 Lacs as compared to net profit of ₹ 13.25 Lacs in the previous year. Your directors are optimistic and committed to improve the financial performance of the Company in the coming years.

Human Resources and Industrial Relations:

The Company believes that to achieve sustainable growth and continual success, a dedicated and devoted workforce is indispensable. The Management is fully committed to enhance the capabilities of employees as a whole.

Cautionary Statement:

Statements in the Management Discussion and Analysis Report describing the Company's predictions and assumptions may be 'forward-looking' within the meaning of applicable laws and regulations. The actual performance may differ from that

Expressed or implied. The Company assumes no responsibility to publicly amend or revise any forward-looking statements based on some subsequent information or events.

REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019

[As required under Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Company's philosophy on Corporate Governance in brief:

Your Company has always been practicing the Corporate Governance of highest standards and follows a culture that is built on the core values and professionalism which over the past 38 years of Company's existence become a part of its culture. The Company has committed to carry out its operations in a transparent and ethical manner.

The Company is fully in compliance with the requirements specified in Regulation 17 to 27 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (referred to as the "Listing Regulations") along with the Compliance of Companies Act, 2013.

Board of Directors:

Composition and Category of Directors and number of outside Directorship and Committee Positions held as on 31 March 2019: The Board of Directors of the Company consists of 4 (four) members which comprise of:

- One Executive Director designated as Managing Director i.e. Mr. Subhadeep Mukherjee
- Two Non-Executive Independent Directors i.e. Gourav Goel and Mrs. Tapashi Naha Roy (also a Woman Director).
- One Non-Executive Director i.e. Mr. Dhiraj Ram.
- The Chairman of the Company is an Executive Director i.e. Mr. Subhadeep Mukherjee.

The composition of the Board as on 31 March 2019 was pursuant to the provisions of section 149 of the Companies Act, 2013 (the Act) and the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	Category	Outside Directorship(s) held			Outside Committee Position(s) held	
		Public Companies	Private Companies	Foreign Companies	As Member	As Chairman
Mr. Subhadeep Mukherjee	Chairman, Non-Promoter, Executive Director	-	-	-	-	-
Mr. Gourav Goel	Independent, Non-Executive Director	-	-	-	-	-
Ms. Tapashi Naha Roy	Independent, Non-Executive Director	-	-	-	-	-
Mr. Dhiraj Ram	Non-Independent, Non-Executive Director	-	-	-	-	-

Attendance of Directors at the Board Meetings convened during the Financial Year 2018- 2019 and at the last Annual General Meeting:

During the financial year 2018-19, 13 (eight) Board Meetings were held and the gap between any two consecutive meetings held during the year did not exceed the maximum permissible limit under Companies Act, 2013 i.e. 120 days. The attendance details of each Director at the Board Meetings and at the last Annual General Meeting (AGM) is given below:

SL No	Name of Director	No. of Board Meetings held during the year	No of Board Meetings Attended	Last AGM attended
1.	Mr Subhadeep Mukherjee	13	13	Yes
2.	Mr Gourav Goel	13	13	Yes
3.	Mrs Tapashi Naha Roy	13	13	Yes
4.	Mr Dhiraj Ram	13	13	Yes

Details of Meeting-wise attendance of Board Members:

Date of the Board Meeting	Board Strength as on the date of the Meeting	No. of Directors Present at the Meeting
04-05-2018	4	4
28-05-2018	4	4
10-08-2018	4	4
20-08-2018	4	4
07-11-2018	4	4
05-12-2018	4	4
11-12-2018	4	4
15-01-2019	4	4
31-01-2019	4	4
14-02-2019	4	4
22.-02-2019	4	4
13-03-2019	4	4
29-03-2019	4	4

Number of shares and convertible instruments held by Non- Executive Directors:

Your Company only has issued and subscribed Equity Shares, apart from that there is no other convertible instrument issued by the Company as on March 31, 2019.

The Non-Executive Directors of the Company do not hold any shares or convertible instruments as on March 31, 2019.

Details of familiarization programs imparted to the independent Directors:

The details about the familiarization programs imparted to the Independent Directors are hosted at the website of the Company followed by the web link: <http://www.sujalagroup.com/attachmnt/disclosure/Familiarisation%20Programme%20of%20ID.pdf>

Information placed before the Board:

The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. This ensures timely and informed decisions by the Board. During the financial year 2018-19, information as mentioned in Schedule II Part A of the Listing Regulations, has been placed before the Board for its consideration, to the extent it is applicable and relevant. The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company.

Committees:

i) Qualified and Independent Audit Committee:

The Company has a well established Qualified and Independent Audit Committee comprises of Two Independent Non-Executive Directors and one Managing Director namely Mr. Gourav Goel, Mrs. Tapashi Naha Roy being the Independent Directors and Mr. Subhadeep Mukherjee is the Managing Director of the Committee. Mr. Gourav Goel is the Chairman of the Committee. The terms of reference of the Audit Committee are in line with the requirement of Regulation 18 of (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

The Company Secretary acts as the Secretary to the Audit committee.

The terms of reference of the Audit Committee includes:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
3. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
4. Reviewing, with the management, the annual financial statements and Auditor's Report thereon before submission to the Board for approval;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
7. Evaluation of internal financial controls and risk management systems;
8. Reviewing with the management, performance of Statutory and Internal Auditors, adequacy of the internal control systems;
9. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
10. Discussion with internal auditors of any significant findings and follow up there on;
11. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
12. Reviewing the functioning of Vigil Mechanism and compliance with statutory requirements etc.
13. Review the following information:
 - a) Management Discussion and Analysis of financial condition and results of operations;
 - b) Statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by the management;
 - c) Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
 - d) Internal Audit Reports relating to internal control weaknesses;
 - e) The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.
 - f) The statement of deviations:
 - i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations.
 - ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) of the Listing Regulations.

The roles of the Audit Committee and the information to be reviewed by the Audit Committee are in conformity with the Part C of the Schedule II of the Regulations.

The Committee has met 7 times during the year i.e. on 28-05-2018,10-08-2018,20-08-2018,07-11-2018,05-12-2018,31-01-2019 and 13-03-2019 respectively and the time gap between two meetings are not more than 120 days. Details of Committee Meetings held during the year 2018-19 are as under:

Name of the Committee Member	Number of Meeting held	Number of Meeting attended
Mr. Gourav Goel	7	7
Ms. Tapashi Naha Roy	7	7
Mr. Subhadeep Mukherjee	7	7

ii) Nomination & Remuneration Committee:

In Compliance of Section 178 of Companies Act, 2013, and Regulation 19 of (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board has constituted the Nomination and Remuneration Committee which comprises of Mr. Gourav Goel, Independent Director, Mrs. Tapashi Naha Roy, Independent Director and Mr. Dhiraj Ram, Non-Executive Director as Members. Mr. Gourav Goel, Independent Director, holds the position of Chairman of the Committee. The roles of the Nomination and Remuneration Committee are in conformity with the Schedule II of the Regulations.

The terms of reference of the Nomination and Remuneration Committee are as follows:

The Nomination and Remuneration Committee recommends to the Board the compensation terms of the executive directors framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment considering approving and recommending to the Board the changes in designation and increase in salary of the executive director ensuring the remuneration policy is good enough to attract, retain and motivate directors bringing about objectivity in deeming the remuneration package while striking a balance between the interest of the Company and the shareholders.

The Committee has met twice during the year i.e. on 20-08-2018 and 05-12-2018. Details of Committee Meetings held during the year 2018-19 are as under:

Name of the Committee Members	No of meetings held	No. of meeting attended
Mr. Gourav Goel	2	2
Mrs. Tapashi Naha Roy	2	2
Mr. Dhiraj Ram	2	2

iii) Stakeholders Relationship Committee:

The Company has well established Stakeholders Relationship committee as required under Regulation 20 of (Listing Obligations & Disclosure Requirements) Regulations, 2015, which exclusively aims at bringing Company closer to its shareholders and to better know their expectations, their needs, and opinions and redress their grievances, thus enriching the group's communication with its individual shareholders. The Stakeholders Relationship committee comprises of Mrs. Tapashi Naha Roy, an Independent Director as Chairman, Mr. Gourav Goel, an Independent Director, Mr. Dhiraj Ram, a Non-Executive Director and Mr. Subhadeep Mukherjee, the Executive Managing Director. The roles of the Stakeholders Relationship committee are in conformity with the Schedule II of the Regulations.

During the year under review, the Company has not received any complaints from any shareholder. There are no pending transfers/complaints as on 31st March, 2019. The Committee has a routine meeting of 1 time during the year i.e. on 13-03-2019. Details of Committee Meeting held during the year 2018-19 are as under:

Name of the Committee Members	No of meetings held	No. of meeting attended
Mrs. Tapashi Naha Roy	1	1
Mr. Gourav Goel	1	1
Mr. Dhiraj ram	1	1
Mr. Subhadeep Mukherjee	1	1

Name and Address of the Compliance officer:

Ms. Purna Mall- Company Secretary & Compliance Officer
Phone- 033 2236 4330, E-mail: Sujala_trading@yahoo.com/enquiry@sujalagroup.com

Number of shareholders' complaints received so far: NIL

Number not solved to the satisfaction of shareholders: N.A.

Number of pending complaints: N.A.

Remuneration of Directors:

The Non-Executive Directors do not have any pecuniary relationship or transaction with the Company including any sitting fees and/or Commission during the financial year under review.

The Company has one Executive Director at a fixed remuneration of ₹0.94 Lac. There are no perquisites / profit in lieu of Salary / Stock option / Commission was given to him.

General Body Meetings

The last three Annual General Meetings of the Company were held as under:

Year	Location	Date	Time
2015-2016	1A, Grant Lane, 2 nd Floor, Room No: 202, Kolkata- 700 012	30-09-2016	11.30 A.M.
2016-2017	1A, Grant Lane, 2 nd Floor, Room No: 202, Kolkata- 700 012	21-09-2017	11.30 A.M.
2017-2018	1A, Grant Lane, 2 nd Floor, Room No: 202, Kolkata- 700 012	28-09-2018	10.00 A.M.

Special Resolution:

There was no special resolution required to be passed at any of the above Annual General Meetings.

Postal Ballot

There was no special resolution required to be passed through postal ballot last year. Hence, nothing to report thereon.

Means of Communication

The Company communicates with the Shareholders at large regarding all its vital information through its Annual Report, publication of Audited / Un-audited Financial Results in the newspapers and by posting the same on the website of the Company. The Company's Notices, Financial Results etc. are generally published in The Echo of India (English edition) and Arthik Lipi (Bengali edition- the Vernacular language).

Websites: The Company website is <http://www.sujalagroup.com> Quarterly and Annual Results as well as Quarter end Shareholding Pattern, Corporate Governances and other necessary statutory disclosures are posted on the websites.

General Shareholders Information

Annual General Meeting:	
Date	30th September, 2019
Time	11.30 A.M
Venue	1A, Grant Lane, 2 nd Floor, Kolkata-700 012, West Bengal
Financial Year	1 April, 2018 to 31 March 2019
Book Closure date for Dividend	24 September 2019 to 30 September 2019 (both days inclusive)
Dividend Payment date	On or before 29 October, 2019
Listing at Stock Exchange(s)	Bombay stock Exchange Limited (BSE) P. J. Tower, Dalal Street, Fort Mumbai-400 001, Script Code: 539117 The Calcutta Stock Exchange Limited (CSE) 7 Lyons Range, Kolkata – 700001 Script Code: 29412
D-mat ISIN No	INE029H01016
Listing Fee to Stock Exchanges	Annual Listing Fees for the financial year 2019-20 has been paid to the Stock Exchanges within the due dates.
Address for Correspondence.	Ms. Prerna Mall Company Secretary Sujala Trading and Holdings Limited 1A, Grant Lane, 2 nd Floor, Room No: 202 Kolkata- 700 012 Contact: 033 2236 4330 E-mail: Sujala_trading@yahoo.com / enquiry@sujalagroup.com
Commodity Price Risk or Foreign Exchange Risk and Hedging Activities	Not applicable to the Company, during the financial year under review, based on the business activity of the Company.

Market Price Data During the Financial Year Under Review:

Monthly High & Low closing quotation of shares traded at Bombay Stock Exchange Limited are as follows along with the comparison with BSE Sensex:

₹

Month	BSE Limited		BSE Sensex	
	High	Low	High	Low
April, 2018	66.50	62.70	35213.30	32972.56
May, 2018	66.50	62.70	35993.53	34302.89
June, 2018	66.50	62.70	35877.41	34784.68
July, 2018	66.50	62.70	37644.59	35106.57
August, 2018	66.50	62.70	38989.65	37128.99
September, 2018	66.50	62.20	38934.35	35985.63
October, 2018	65.00	62.70	36616.64	33291.58
November, 2018	65.00	62.70	36389.22	34303.38
December, 2018	65.85	59.65	36554.99	34426.29
January, 2019	56.80	35.30	36701.03	35375.51
February, 2019	35.50	32.70	37172.18	35287.16
March, 2019	32.05	29.85	38748.54	35926.94

- The Company's shares are not frequently traded in the Calcutta Stock Exchange Ltd.

Registrar to an issue and Share Transfer Agents:

ABS Consultant Pvt Ltd

Address: 4, B.B.D.Bag (East), Kolkata-700 001, Phone No. 22430153.

Fax no. 22430153, email: absconsultant@vsnal.net

Share Transfer System:

The Company's Shares are in compulsory Dematerialized trading mode in the stock Exchange. Shares in physical mode, if lodged, for transfer are processed and get returned to the shareholders within the stipulated time.

a) Distribution of Shareholding as on 31st March, 2019:

Sl.No	Category	Total No of Equity Shares	Total Shareholding % of Total Capital
1.	Promoters/Promoters Group	8,91,000	15.57%
2.	Mutual Funds and UTI	-	-
3.	Banks/ Financial Institutions	-	-
4.	Insurance Companies	-	-
5.	Body Corporate	42,19,694	73.75%
6.	Indian Public	6,11,056	10.68%
7.	NRI's / OCBs	-	-
	Total	57,21,750	100.00%

b) **Distribution Schedule as on 31st March, 2019:**

Share Holding	Shareholder Number	% of Total Holders	No. of Shares	% of Total Holdings
1 to 500	552	95.50	49,944	0.87
501 to 1000	-	-	-	-
1001 to 2000	-	-	-	-
2001 to 3000	-	-	-	-
3001 to 4000	-	-	-	-
4001 to 5000	-	-	-	-
5001 to 10000	-	-	-	-
10001 to 50000	4	0.69	1,53,246	2.68
50001 to 100000	7	1.21	5,02,746	8.79
100001 & above	15	2.60	50,15,634	87.66
Total	578	100.00	57,21,750	100.00

Dematerialization of Shares

As per the directives of the SEBI, the Company's shares are traded compulsorily in dematerialised form on the stock Exchange. As on 31st March, 2019, 98.119% of the Paid-Up Share Capital of the Company was in dematerialised form. The break up is listed below:

Category	Number of Equity shares held	Shareholding (in %)
Physical	25,451	0.45
Dematerialized	56,96,299	99.55
Total	57,21,750	100.00

Outstanding GDRs/ADRs/Warrants/Convertible Instruments and their impact on Equity:

The Company does not have any outstanding GDRs/ADRs/Warrants/Convertible Instruments as on the 31st March, 2019.

Other Disclosures:

a. There were no materially significant related party transactions that may have potential conflict with the interests of the company at large.

b. There has been neither any non-compliance by your Company nor any penalty, strictures imposed on your Company by stock exchange(s) or the Board or any Statutory Authority, on any matter related to capital markets, during the last three years;

c. The Company has adopted a Vigil Mechanism which enables Directors and Employees to report of their genuine concerns. The mechanism provided for adequate safeguards against the victimization of persons who use this mechanism and make provision for direct access to the Chairman of the Audit Committee.

There is no Personnel who has been denied access to the Audit Committee.

d. The Company has complied with the all mandatory of the prescribed Regulation of (Listing Obligations & Disclosure Requirements) Regulations, 2015.

e. Web link where policy on dealing with Related Party Transactions is disclosed:

The Board has approved a policy for Related Party Transactions which has been hosted on the website of the Company at the weblink: <http://www.sujalagroup.com/attachmnt/disclosure/Related%20Party%20Transaction.pdf>

f. Based on the existing business operations and nature of operations of the Company, the issues relating to commodity price risk and commodity hedging activities does not apply to the Company.

Having connection with the non-mandatory / discretionary requirement, your Company follows the practice where the Internal Auditor directly reports to the Audit Committee.

Disclosure with respect to D-mat suspense account/unclaimed suspense account:

As on the 31st March 2019, there are no shares lying in the D-mat suspense account/unclaimed suspense account.

DECLARATION FOR COMPLIANCE OF THE CODE OF CONDUCT

To
The Members of
SUJALA TRADING & HOLDINGS LIMITED

I, Subhadeep Mukherjee, Managing Director of the Sujala Trading & Holdings Limited, pursuant to Regulation 34(3) of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 read with the Schedule V(D), hereby confirm that:

The Company has obtained affirmation from all the members of Board of Directors and Senior Management Personnel of the Company that they have complied with the 'Code of Conduct of the Company for Board of Directors and Senior Management Personnel' in respect of Financial Year 2018-19.

Kolkata, 28th May, 2019

**Subhadeep Mukherjee
Managing Director
DIN: 03060827**

INDEPENDENT AUDITORS' CERTIFICATE

ON THE CORPORATE GOVERNANCE

To
The Members
SUJALA TRADING AND HOLDINGS LIMITED

We have examined the compliance of conditions of Corporate Governance by Sujala Trading & Holdings Limited ('the Company'), for the financial year ended on March 31, 2019, as stipulated in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations').

Management's Responsibility:

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management, including the preparation and maintenance of all relevant supporting records and documents.

Auditor's Responsibility:

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

We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above-mentioned Listing Regulations as applicable during the year ended March 31, 2019.

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

G.C. Bafna & Co
Chartered Accountants
(Firm Reg. No: 319104E)

Place: Kolkata
Date: 28th Day of May, 2019

Gulab Chand Bafna
Partner
M. No. 054241

**DISCLOSURE PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH
RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL
PERSONNEL) RULES, 2014**

(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	94:199
(ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	No increment took place during the financial year under review.
(iii) the percentage increase in the median remuneration of employees in the financial year;	N.A.
(iv) the number of permanent employees on the rolls of company;	7 (Seven)
(viii) average percentile of 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	N.A.

- It is to affirm that the payment of remuneration is as per the remuneration policy of the Company.

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2019
[PURSUANT TO SECTION 204 (1) OF THE COMPANIES ACT, 2013 AND RULE NO. 9 OF
THE COMPANIES APPOINTMENT AND REMUNERATION PERSONNEL) RULES, 2014]

To,
The Members,
SUJALA TRADING AND HOLDINGS LIMITED
1A, Grant Lane, 2nd Floor, Room No: 202,
Kolkata- 700 012,

CIN.: L51109WB1981PLC034381
Authorized Capital: Rs 5,80,00,000

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sujala Trading and Holdings Ltd (hereinafter called the company). The 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 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 March 31, 2019 ('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 and in the manner reported hereinafter.

1. 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 March 31, 2019 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. The 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 - **Not Applicable to the Company during the Audit Period;**
 - 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, 2018; - **Not Applicable to the Company during the Audit Period;**
 - d. The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014; - **Not Applicable to the Company during the Audit Period;**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable to the Company during the Audit Period;**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - 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, 2018 - **Not applicable to the Company during Audit period.**
 - vi. The Memorandum and Articles of Association of the Company.
2. I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards (SS-1 and SS-2) as issued by The Institute of Company Secretaries of India with respect to Board and General Meetings are yet to be specified under the Act by the Institute.;
- ii. The Equity Listing Agreement entered into by the Company with The Stock Exchanges and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc., mentioned above,

3. I further report that:

- a. the Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other Companies and interest in other entities;
- b. the Directors have complied with the disclosure requirements in respect to their eligibility of appointment, their being independent, compliance with the code of conduct for Directors and Senior Management Personnel as per the Company's Policy and with the Insider Trading code of conduct and;
- c. the Company has obtained all necessary approvals under the various provisions of the Act; and
- d. there was no prosecution initiated against or show cause notice received by the Company during the year under review under the Companies Act, SEBI Act, Depositories Act, Listing Agreement and rules, regulations and guidelines under these Acts against / on the Company, its Directors and Officers.

4. I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Director (one) and Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

5. I further report that based on the information received and records maintained 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.

ACS KANCHAN MAHESWARI
MEMBERSHIP NO: 55837
C.P. NO.: 20877

Place: Kolkata
Date: April 26, 2019

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

As on the financial year ended on 31st March, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) **CIN:** L51109WB1981PLC034381

ii) **Registration Date:** 18-12-1981

iii) **Name of the Company:** SUJALA TRADING AND HOLDINGS LIMITED

iv) **Category / Sub-Category of the Company:** Company Limited by Shares

v) **Address of the Registered office and contact details:** 1A, Grant Lane, 2nd Floor, Room No. 202
Kolkata – 700 012, West Bengal.

vi) **Whether listed company:** YES

vii) **Name, Address and Contact details of Registrar and Transfer Agent:**

ABS Consultant Private Limited.

99, Stephen House, 6th Floor, 4, B.B.D. Bagh (E), Kolkata – 700 001, West Bengal.

Phone: 033-243 0153/ 2201043

E-mail: absconsultant@vsnl.net

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Financial Activities	64920	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
	Nil	Nil	Nil	Nil	Nil

IV. SHARE HOLDING PATTERN:
(Equity Share Capital Breakup as percentage of Total Equity)
CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
INDIAN									
Individuals/ Hindu Undivided Family	-	-	-	-	-	-	-	-	-
Central Government / State Government	-	-	-	-	-	-	-	-	-
Bodies Corporate	8,91,000	-	8,91,000	15.57	8,91,000	-	8,91,000	15.57	
Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
Any Other (Specify)	-	-	-	-	-	-	-	-	-
SUB-TOTAL (A)(1)	8,91,000	-	8,91,000	15.57	8,91,000	-	8,91,000	15.57	
FOREIGN									
NRI – Individuals	-	-	-	-	-	-	-	-	-
Other – Individuals	-	-	-	-	-	-	-	-	-
Bodies Corporate	-	-	-	-	-	-	-	-	-
Institutions	-	-	-	-	-	-	-	-	-
Any Other (Specify)	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter And Promoter Group (A)=(A)(1) + (A)(2)	8,91,000	-	8,91,000	15.57	8,91,000	-	8,91,000	15.57	

B. Public Shareholding									
Institutions									
Mutual Funds	-	-	-	-	-	-	-	-	-
Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
Central Government / State Government	-	-	-	-	-	-	-	-	-
Venture Capital Funds	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
Any Other (Specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)	-	-	-	-	-	-	-	-	-
Non-Institutions									
Bodies Corporate	42,19,696	-	42,19,696	73.75	42,19,694	-	42,19,694	73.75	-
Individuals - I. Individual Shareholders holding Nominal Share Capital up to ₹ 2 Lakh.	24,080	33,151	57,231	1.00	24,233	25,451	49,684	0.87	-
II. Individual Shareholders Holding Nominal Share Capital in excess of ₹ 2 Lakh.	4,79,323	74,500	5,53,823	9.98	5,61,372	-	5,61,372	9.81	-
Any Other (Specify)	-	-	-	-	-	-	-	-	-
NRFS	-	-	-	-	-	-	-	-	-
Sub-Total (B)(2)	47,23,099	1,07,651	48,30,750	84.43	48,05,299	25,451	48,30,750	84.43	-

Total Public Shareholding (B)= (B)(1)+(B)(2)	47,23,099	1,07,651	48,30,750	84.43	48,05,299	25,451	48,30,750	84.43	-
Total (A)+(B)	56,14,099	1,07,651	57,21,750	100	56,96,299	25,451	57,21,750	100.00	-
C. Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-	-	-	-	-
Grand Total (A)+(B)+(C)	56,14,099	1,07,651	57,21,750	100	56,96,299	25,451	57,21,750	100.00	-

(ii) SHAREHOLDING OF PROMOTERS

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of Company	% of Shares Pledged / encumbered to total shares	
1.	Square Trades and Holdings Private Limited.	8,91,000	15.57	-	8,91,000	15.57	-	-

(iii) CHANGE IN PROMOTERS' SHAREHOLDING

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
1	At the beginning of the year	8,91,000	15.57	-	-
2	Date wise Increase / Decrease in Promoters Share Holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	No change		No change	
3	At the End of the year	8,91,000	15.57	-	-

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total no. of shares	No. of shares	% of total no. of shares
1.	Picadally Trade and Holdings Private Limited	4,34,470	7.59	4,34,470	7.59
2.	Shah Telecom Limited	4,26,885	7.46	4,26,885	7.46
3.	Madsan Agencies Private Limited	3,84,994	6.73	3,84,994	6.73
4.	Midnight Agencies Private Limited	3,50,474	6.13	3,50,474	6.13
5.	Kalimata Investment Consultancy Private Limited	2,49,999	4.37	3,40,067	5.94
6.	Shree Sudharshan Castings Private Limited	3,01,993	5.28	3,01,993	5.28
7.	Glasseye Traders Private Limited	2,92,492	5.11	2,92,492	5.11
8.	Fantastic Hirise Private Limited	2,69,988	4.97	2,69,988	4.97
9.	Jalnayan Agency Private Limited	2,54,393	4.45	2,54,393	4.45
10.	Manimaya Sales Private Limited	2,49,977	4.37	2,49,977	4.37

Note: There was change took place in the shareholding of the above shareholders. Further the Company has not issued any securities during the year under review.

(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc)	-	-	-	-
	At the End of the year	-	-	-	-

V. INDEBTEDNESS (₹ In Lakhs)

As on 31st March 2019, indebtedness of the Company including interest outstanding/accrued but not due for payment is Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:
₹ In Lakhs

Sl. No.	Particulars of Remuneration	Subhadeep Mukherjee Managing Director	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.94	0.94
	(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 (A)	0.94	0.94
	Ceiling as per the Act	The remuneration is well within the limits prescribed under section 197 of the Companies Act, 2013.	

B. REMUNERATION TO OTHER DIRECTORS: (in ₹) – NIL
C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD (₹ In Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Ashok Kumar Agrawal	Prithwish Chatterjee	Prerna Mall	
		Chief Financial Officer	Company Secretary ceased on 21.11.2018	Company Secretary	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.84	0.51	0.255	1.605
	(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 (C)	0.84	0.51	0.255	1.605

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

During the year 2018-19, there were no penalties/punishment/compounding of offences under the Companies Act, 2013.

INDEPENDENT AUDITORS' REPORT

To the Members of
SUJALA TRADING & HOLDINGS LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Sujala Trading & Holdings Limited** which comprises the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, (statement of changes in equity) and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act 2013 in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit/loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management 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 with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate

accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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 in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has no pending litigations on its financial position in its financial statements.
 - ii. The Company not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For, G.C.BAFNA & CO.
Chartered Accountants
(Firm Reg No.319104E)

Place: Kolkata
Date: 28.05.2019

(GULAB CHAND BAFNA)
Partner
Membership No-054241

Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March 2019, we report that:

1.
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner. In accordance with this programme, fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no immovable properties are held in the name of the Company. Accordingly, this clause is not applicable.
2. Physical verification of inventory has been conducted at reasonable intervals by the management and there is no material discrepancies were noticed on physical verification of inventories (unquoted shares).
3. 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 Companies Act, 2013 ('the Act'). Accordingly, this clause is not applicable.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made. The Company has not given any guarantee(s) or provided any security for loan taken by third party.
5. The Company has not accepted any deposits from the public during the year and does not have any unclaimed deposits as at 31st March, 2019. Accordingly, the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable to the company for the year under audit. Accordingly, this clause is not applicable.
6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act for any of the services rendered by the company. Accordingly, this clause is not applicable.
7.
 - a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of accounts in respect of undisputed statutory dues including income-tax, Goods and Service Tax and other material statutory dues, have been regularly deposited during the year by the Company with the appropriate authorities as applicable for the year under audit.
 - b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, GST and other material statutory dues, outstanding as at 31st March, 2019
 - c) According to the information and explanations given to us, no dues of Income Tax, GST and other material statutory dues, which have not been deposited on account of any dispute, are pending.
8. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.

9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is registered under section 45-IA of the Reserve Bank of India Act 1934.

For, G.C.BAFNA & CO.
Chartered Accountants
(Firm Reg No.319104E)

Place: Kolkata
Date: 28.05.2019

GULAB CHAND BAFNA
Partner
Membership No-054241

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

We have audited the internal financial controls over financial reporting of **SUJALA TRADING & HOLDINGS LIMITED** ("the Company") as of 31st March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

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 evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting of the Company.

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 authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized 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 31st March 2019, 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, G.C.BAFNA & CO.
Chartered Accountants
(Firm Reg No.319104E)**

**Place: Kolkata
Date: 28.05.2019**

**GULAB CHAND BAFNA
Partner
Membership No-054241**

SUJALA TRADING & HOLDINGS LIMITED

BALANCE SHEET AS AT MARCH 31, 2019

Reporting Currency-₹

Particulars	Note No	As at 31 st March, 2019	As at 31 st March, 2018
Assets			
Non-Current Assets			
(a) Property, Plant and Equipment	4	25,571	58,666
(b) Financial Assets			
(i) Investments	5	-	7,000,200
(ii) Loans	6	138,282,885	134,757,102
(c) Deferred Tax Assets (Net)	7	7,575	4,937
		138,316,031	141,820,905
Current Assets			
(a) Inventories	8	13,880,360	12,380,400
(b) Financial Assets			
(i) Cash and cash equivalents	9	61,28,418	4,150,231
(c) Other Current Assets	10	18,47,390	1,072,461
		218,56,168	17,603,092
Total Assets		160,172,199	159,423,997
Equity and Liabilities			
Equity			
(a) Equity Share Capital	11	57,217,500	57,217,500
(b) Other Equity	12	101,137,653	100,743,657
		158,355,153	157,961,157
Liabilities			
Non-Current Liabilities			
(a) Provisions	13	700,000	700,000
		700,000	700,000
Current Liabilities			
(b) Other Current Liabilities	14	270,839	299,662
(c) Provisions	15	846,207	463,178
		11,17,046	762,840
Total Equity and Liabilities		160,172,199	159,423,997

Significant accounting policies and other accompanying notes form an integral part of the financial statements

As per our report of even date

For G C Bafna & Co

Chartered Accountants
FRN: 319104E

Gulab Chand Bafna
Partner
Membership No-054241

For and in behalf of the Board of Directors

Subhadeep Mukherjee
Managing Director
DIN: 03060827

Gourav Goel
Director
DIN: 06850998

Kolkata
May 28, 2019

Ashok Kumar Agarwal
Chief Financial Officer

Perna Mall
Company Secretary

SUJALA TRADING & HOLDINGS LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

Reporting Currency-₹

Particulars	Note No	For the year ended March 31, 2019	For the year ended March 31, 2018
I. Revenue from Operations	16	8,241,447	79,579,627
II. Other Income	17	3,040	26,090
III. Total Income		8,244,487	79,605,717
IV. Expenses	18	1,499,960	20,668,000
Change in inventories of finished goods, stock-in-trade and work-in-progress	19	(1,499,960)	54,590,152
Employee benefit expenses	20	1,651,177	1,389,111
Depreciation and amortisation expenses	21	37,815	53,984
Finance costs		-	-
Other expenses	22	5,092,451	1,119,736
Total Expenses		6,781,443	77,820,983
V. Profit before exceptional items and tax (III-IV)		1,463,044	1,784,733
VI. Exceptional Items		-	-
VII. Profit before Tax (V-VI)		1,463,044	1,784,733
VIII. Tax expenses	23		
Current tax		383,029	462,804
Deferred tax		(2,638)	(3,019)
IX. Profit for the year (VII-VIII)		1,082,653	1,324,948
X. Other Comprehensive Income			
A. (i) Item that will not be reclassified to profit or loss		-	-
(ii) Income Tax relating to items that will not be reclassified to profit or loss		-	-
B. (i) Item that will be reclassified to profit or loss		-	-
(ii) Income Tax relating to items that will be reclassified to profit or loss		-	-
Other Comprehensive Income (net of Tax)		-	-
XI. Total Comprehensive Income for the year (IX-X)		1,082,653	1,324,948
XII. Earnings per Equity Share	24		
(1) Basic		0.19	0.23
(2) Diluted		0.19	0.23

Significant accounting policies and other accompanying notes form an integral part of the financial statements.

As per our report of even date

For G C Bafna & Co

Chartered Accountants

FRN: 319104E

Gulab Chand Bafna

Partner

Membership No-054241

Kolkata

May 28, 2019

For and in behalf of the Board of Directors

Subhadeep Mukherjee

Managing Director

DIN: 03060827

Gourav Goel

Director

DIN: 06850998

Ashok Kumar Agarwal

Chief Financial Officer

Purna Mall

Company Secretary

SUJALA TRADING & HOLDINGS LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

A. Equity Share Capital:

Particulars	Amount in ₹
Balance as at April 1, 2017	57,217,500
Changes during the year	-
Balance as at March 31, 2018	57,217,500
Changes during the year	-
Balance as at March 31, 2019	57,217,500

B. Other Equity:

As at March 31, 2019:

Particulars	Reserve and Surplus					Items of Other	Total
	Capital Reserve	Securities Premium Account	General Reserve	Debenture Redemption Reserve	Retained earnings	Comprehensive Income	
Balance as at April 01, 2018	-	-	99,986,560	-	757,097	-	100,743,657
Changes in Accounting Policy or Prior Period Errors	-	-	-	-	0	-	-
Other comprehensive income for the year, net of income tax	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	1,082,653	-	1,082,653
Re-measurement of defined benefit plans	-	-	-	-	-	-	-
Dividends including dividend distribution tax	-	-	-	-	(688,657)	-	(688,657)
Transfer to Debenture Redemption Reserve from Retained Earnings	-	-	-	-	-	-	-
Transfer from Debenture Redemption Reserve to Retained Earnings	-	-	-	-	-	-	-
Transfer from Retained Earning to General Reserve	-	-	216,531	-	(216,531)	-	-
Any other changes to be specified	-	-	-	-	-	-	-
Balance at March 31, 2019	-	-	100,203,091	-	934,562	-	101,137,653

B. Other Equity:

As at March 31, 2018:

Particulars	Reserve and Surplus					Items of Other	Total
	Capital Reserve	Securities Premium Account	General Reserve	Debenture Redemption Reserve	Retained earnings	Comprehensive Income	
Balance as at April 01, 2017	-	-	99,721,560	-	385,452	-	100,107,012
Changes in Accounting Policy or Prior Period Errors	-	-	-	-	-	-	-
Other comprehensive income for the year, net of income tax	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	1,324,948	-	1,324,948
Re-measurement of defined benefit plans	-	-	-	-	-	-	-
Dividends including dividend distribution tax	-	-	-	-	(688,303)	-	(688,303)
Transfer to Debenture Redemption Reserve from Retained Earnings	-	-	-	-	-	-	-
Transfer from Debenture Redemption Reserve to Retained Earnings	-	-	-	-	-	-	-
Transfer from Retained Earning to General Reserve	-	-	265,000	-	(265,000)	-	-
Any other changes to be specified	-	-	-	-	(2,492)	-	(2,492)
Balance at March 31, 2018	-	-	99,986,560	-	757,097	-	100,743,657

As per our report of even date

SUJALA TRADING & HOLDINGS LIMITED
STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2019

Reporting Currency-₹

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
1 Cash Flow from Operating Activities		
Net Profit / (Loss) before Tax	1,463,044	1,784,733
Add:		
Depreciation	37,815	53,984
Operating Profit before Working Capital Changes	1,500,859	1,838,717
Adjustments:		
(Decrease) / Increase in Current Liabilities	354,206	(33,897,260)
Decrease / (Increase) in Inventories	(1,499,960)	54,590,152
Decrease / (Increase) in Current Assets	(774,929)	(803,707)
Decrease / (Increase) in Loans & Advances	(3,525,783)	(20,246,229)
Cash Generated from Operating Activities	(3,945,607)	1,481,673
Less:		
Income Tax paid / adjusted	(383,029)	(457,867)
Net Cash from Operating Activities	4,328,636	1,939,540
2 Cash Flow from Investing Activities		
(Increase) / Decrease in Investments	7,000,200	-
Fixed Assets Purchased	(4,720)	(78,000)
Net Cash from Investing Activities	6,995,480	(78,000)
3 Cash Flow from Financing Activities		
Dividend Paid	(572,175)	-
Dividend Distribution Tax	(116,482)	-
Net Cash from Financing Activities	(688,657)	-
Net Increase in Cash & Cash Equivalent	1,978,187	1,861,540
Opening Cash & Cash Equivalent	4,150,231	2,288,691
Closing Cash & Cash Equivalent	6,128,418	4,150,231

Notes:

- The Statement Cash Flow Statement has been prepared under the "Indirect Method" as set out in IND AS 7- 'Statement of Cash Flows' as notified under Companies Act, 2013 Significant accounting policies and other accompanying notes form an integral part of the financial statements.

	For the year ended March 31, 2019	For the year ended March 31, 2018
Cash & Cash Equivalents Comprises of:		
Cash on Hand	20,109	65,805
Balance with Scheduled Banks in Current Account	6,108,309	4,084,426
	6,128,418	4,150,231

Significant accounting policies and other accompanying notes form an integral part of the financial statements.

As per our report of even date

For G C Bafna & Co

Chartered Accountants

FRN: 319104E

Gulab Chand Bafna

Partner

Membership No-054241

For and in behalf of the Board of Directors

Subhadeep Mukherjee

Managing Director

DIN: 03060827

Gourav Goel

Director

DIN: 06850998

Kolkata

May 28, 2019

Ashok Kumar Agarwal

Chief Financial Officer

Purna Mall

Company Secretary

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

Note-1

Corporate Information:

Sujala Trading and Holdings Limited is a Company limited by shares, incorporated and domiciled in India. The Company is primarily engaged in the business of investment in Share & Securities and registered with the RBI as Non-banking Financial Company and offers loans and other credit facilities and private funding etc. Equity shares of the Company are listed on BSE Limited and The Calcutta Stock Exchange Limited. The registered office of the Company is located at 1A, Grant Lane, 2nd Floor, Room No: 202, Kolkata 700 012, West Bengal, India.

Note-2

Statement of Compliance and Recent Pronouncements:

Basis of Preparation and Compliance with Ind AS

The Company has adopted Indian Accounting Standards (referred to as “Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with Section 133 of the Companies Act, 2013 (“the Act”) with effect from April 1, 2017 and therefore Ind ASs issued, notified and made effective till the financial statements are authorized have been considered for the purpose of preparation of these financial statements.

The Company has followed the provisions of **Ind AS 101** (Ind AS 101) in preparing its Ind AS Balance Sheet. In accordance with Ind AS 101

These are the Company’s first Ind AS Standalone Financial Statements and the date of transition to Ind AS as required has been considered to be April 1, 2016.

Recent Pronouncements

In March 2017, Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules 2017 notifying amendments to the Ind AS 7 “Statement of Cash flows” and Ind AS 102, “Share – Based Payment” which are applicable w.e.f. 1st April, 2017.

The amendment to Ind AS 7 “Statement of Cash Flows” requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The effect of this amendment on the financial statements of the Company is being evaluated.

Note-3

Significant Accounting Policy:

1. Basis of Accounting

The Financial Statements have been prepared under the historical cost convention excepting certain financial instruments which are measured in terms of relevant Ind AS. The accounts have been prepared on the concept of going concern. All Assets and Liabilities have been classified as current or non-current as per the operating cycle and other criteria set out in **Ind AS 1 ‘Presentation of Financial Statements’** and Schedule III to the Companies Act, 2013.

Further, the Company follows prudential norms for Income Recognition, assets classification and provisioning for Non-performing assets as well as contingency provision for Standard Assets as prescribed by the Reserve Bank of India (RBI) for Non-Banking Financial Companies.

2. Inventories:

Inventories of shares and other trading goods are valued at cost computed on FIFO Basis or net realisable value, whichever is lower.

3. Recognition of Income and Expenditure:

Income and expenditure are accounted for on accrual basis. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognized when the shareholder's right to receive payment is established by the balance sheet date.

4. Depreciation on Fixed Assets:

Depreciation on Fixed Assets has been provided based on useful life assigned to each asset prescribed in accordance with Part - "C" of Schedule-II of the Companies Act, 2013.

5. Fixed Assets:

Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

6. Impairment of Assets:

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

7. Financial Assets and Financial Liabilities:

Financial Assets and Financial Liabilities (financial instruments) are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial Liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

The financial assets and financial liabilities are classified as current if they are expected to be realised or settled within operating cycle of the company or otherwise these are classified as non-current.

The classification of financial instruments whether to be measured at Amortized Cost, at Fair Value through Profit and Loss (FVTPL) or at Fair Value through Other Comprehensive Income (FVTOCI) depends on the objective and contractual terms to which they relate. Classification of financial instruments are determined on initial recognition.

i. Cash and cash equivalents

All highly liquid financial instruments, which are readily convertible into determinable amounts of cash and which are subject to an insignificant risk of change in value and are having original maturities of three months or less from the date of purchase, are considered as cash equivalents. Cash and cash equivalents includes balances with banks which are unrestricted for withdrawal and usage.

ii. Financial Assets and Financial Liabilities measured at amortised cost

Financial Assets held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortized cost.

iii. Financial Asset at Fair Value through Other Comprehensive Income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and

interest on the principal amount outstanding. Subsequent to initial recognition, they are measured at fair value and changes therein are recognised directly in other comprehensive income.

iv. Investment in Subsidiaries, Joint Ventures and Associates are being carried at deemed cost/at cost.

v. Impairment of financial assets

A financial asset is assessed for impairment at each balance sheet date. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

vi. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a legal or constructive obligation as a result of past events and it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are not recognised for future operating losses. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

The Reserve Bank of India vide Notification No. DNBR (PD) CC.No.002/03.10.001/2014-15 Dated NOVEMBER 10, 2014 has issued direction to all NBFCs to make provision of 0.30% on STANDARD ASSETS with immediate effect. Accordingly the Company has made provision @ 0.30% on Standard Assets in accordance therewith

Contingent liabilities are not recognized and are disclosed by way of notes to the financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or when there is a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the same or a reliable estimate of the amount in this respect cannot be made.

Contingent assets are not recognised but disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

vii. Taxes on Income:

Tax expenses comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. This liability is calculated at the applicable tax rate or minimum alternate tax rate u/s 115JB of the Income Tax Act, 1961 as the case may be for current taxes on Income. Deferred income tax reflects the impact of timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax laws enacted or substantively enacted at the balance sheet date.

Deferred Tax resulting from “timing difference” between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet date. Deferred tax assets are recognized only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are recognized on carry forward of unabsorbed depreciation and tax losses only if there is virtual certainty that such deferred tax assets can be realized against future taxable profit.

MAT credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the Minimum Alternative Tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the profit and loss account and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

viii. Earnings per share:

- Earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year.

- For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

Note No: 4

Property, Plant and Equipment:

As at March 31, 2019

Amount in ₹

Particulars	Plant and Equipment	Furniture and Fixtures	and Computer Equipments	Total
Gross Block				
As at April 1, 2018	6,000	1,062	336,353	343,415
Additions	-	-	4,720	4,720
Disposal	-	-	-	-
As at March 31, 2019	6,000	1,062	341,073	348,135
Accumulated Depreciation				
As at April 1, 2018	5,999	1,061	277,689	284,749
Charge for the period	-	-	37,815	37,815
Disposal	-	-	-	-
As at March 31, 2019	5,999	1,061	315,504	322,564
Net Carrying Amount				
As at March 31, 2019	1	1	25,569	25,571

As at March 31, 2018

Amount in ₹

Particulars	Plant and Equipment	Furniture and Fixtures	and Computer Equipments	Total
Gross Block				
As at April 1, 2017	6,000	1,062	258,353	265,415
Additions	-	-	78,000	78,000
Disposal	-	-	-	-
As at March 31, 2018	6,000	1,062	336,353	343,415
Accumulated Depreciation				
As at April 1, 2017	5,999	1,061	223,705	230,765
Charge for the period	0	0	53,984	53,984
Disposal	-	-	-	-
As at March 31, 2018	5,999	1,061	277,689	284,749
Net Carrying Amount				
As at March 31, 2018	1	1	58,664	58,666

Note No: 5

Non-Current Investments:

[Fully Paid-up unless otherwise stated]

Amount in ₹

Particulars	Face Value	As at Mach 31, 2019		As at Mach 31, 2018	
		Holding	Value	Holding	Value
Investments in Equity Instruments					
Investment measured at Cost/Deemed Cost					
Unquoted					
a) Subsidiaries:					
Foremost Dealcomm Limited	10	-	-	50,000	500,000
Jagmata Vintrade Limited	10	-	-	50,000	500,000
Kotiratan Commercial Limited	10	-	-	50,000	500,000
Kotiratan Marketing Limited	10	-	-	50,000	500,000
Mangaldham Agents Limited	10	-	-	50,000	500,000
Mangalsudha Barter Limited	10	-	-	50,000	500,000
Mangal Sudha Commercial Limited	10	-	-	50,000	500,000
Nirmalkunj Agency Limited	10	-	-	50,000	500,000

Nirmalkunj Tradecom Limited	10	-	-	50,000	500,000
Nityadhara Barter Limited	10	-	-	50,000	500,000
Sarvlok Commercial Limited	10	-	-	50,000	500,000
Sarvlok Dealcom Limited	10	-	-	50,000	500,000
Speed Fast Vincom Limited	10	-	-	50,000	500,000
Vishawdham Tradelink Limited	10	-	-	50,000	500,000
			-		7,000,000
b) Other:					
Foremost Barter Limited	10	-	-	5	50
Jagmata Mercantile Limited	10	-	-	5	50
Mangaldham Suppliers Limited	10	-	-	5	50
Over Grow Tie-up Limited	10	-	-	5	50
			-		200
Total Non-Current Investments			-		7,000,200

Note No: 6:

Loans:

Amount in ₹

Particulars	As at March 31, 2019	As at March 31, 2018
Loans and Advances	138,282,885	134,757,102
Total	138,282,885	134,757,102

Note No: 7:

Timing Difference

Deferred Tax Assets

Amount in ₹

Particulars	As at March 31, 2019	As at March 31, 2018
Opening Balance	4,937	1,918
Add: Generated during the Year	2,638	3,019
Less: Reversed during the year	-	-
Closing Liability	7,575	4,937

Note No: 8

Inventories:

Amount in ₹

Particulars	As at March 31, 2019	As at March 31, 2018
Shares	13,880,360	12,380,400

Note No: 9

Cash and Cash Equivalents:

Amount in ₹

Particulars	As at March 31, 2019	As at March 31, 2018
Balance with Banks		
In Current account	6,108,309	4,084,426
Cash on Hand	20,109	65,805
	6,128,418	4,150,231

Note No: 10

Other Current Assets:

Amount in ₹

Particulars	As at March 31, 2019	As at March 31, 2018
Balance with Government Authorities	1,747,390	972,461
Security Deposit	100,000	100,000
	1,847,390	1,072,461

Note No: 11
Share Capital:
Amount in ₹

Particulars	As at March 31, 2019	As at March 31, 2018
Authorized Share Capital		
58,00,000 Equity Shares of Rs.10/- each	58,000,000	58,000,000
Issued, Subscribed & Paid up		
57,21,750 Equity Share of Rs.10/- each	57,217,500	57,217,500

Terms/Right attached to Equity Shares:

The Company has only one class of equity shares having a par value ₹ 10/-. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion of their shareholding.

Reconciliation of number of equity shares outstanding:
Amount in ₹

Particulars	As at March 31, 2019		As at March 31, 2018	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	5,721,750	57,217,500	5,721,750	57,217,500
Addition during the year	-	-	-	-
Shares outstanding at the end of the year	5,721,750	57,217,500	5,721,750	57,217,500

Details of Shareholders holding more than 5% equity shares of the Company:
Amount in ₹

Particulars	As at March 31, 2019		As at March 31, 2018	
	Number	% of shareholding	Number	% of shareholding
1. Square Trades and Holdings Private Limited	891,000	15.57	891,000	15.57
2. Picadally Trade and Holdings Private Limited	434,470	7.59	434,470	7.59
3. Shah Telcom Limited	426,885	7.46	426,885	7.46
4. Madsan Agencies Private Limited	384,994	6.73	384,994	6.73
5. Midnight Agencies Private Limited	350,474	6.13	350,474	6.13
6. Kalimata Investment Consultancy Private Limited	249,999	4.37	340,067	5.94
7. Shree Sudharshan Casting Private Limited	301,993	5.28	301,993	5.28
8. Glasseye Traders Casting Private Limited	292,492	5.11	292,492	5.11

As per the records of the Company, including its Register of Members and other declarations received from the shareholders regarding beneficial interest, the above shareholders represent legal ownership of shares.

Note No: 12
Other Equity:
Amount in ₹

Particulars	As at March 31, 2019	As at March 31, 2018
Capital Reserve	-	-
Securities Premium Account	-	-
General Reserve	100,203,091	99,986,560
Debenture Redemption Reserve	-	-
Retained earnings	934,562	757,097
Other Comprehensive Income		
Equity Instrument through other Comprehensive Income	-	-
Foreign currency translation Reserve	-	-
	101,137,653	100,743,657

Refer Statement of Changes in Equity for movement in balance of Reserves.

Note No: 13

Provisions (Non-Current Liability):
Amount in ₹

Particulars	As at March 31, 2019	As at March 31, 2018
Contingency Provision for Standard Assets	700,000	700,000
	700,000	700,000

Note No: 14
Other Current Liabilities:
Amount in ₹

Particulars	As at March 31, 2019	As at March 31, 2018
Liabilities for expenses	264,797	297,162
TDS Payable	-	2,500
Dividend Payable	6,042	-
	270,839	299,662

Note No: 15
Provisions (Current Liability):
Amount in ₹

Particulars	As at March 31, 2019	As at March 31, 2018
Provision for Tax	846,207	463,178
	846,207	463,178

Note No: 16
Revenue from Operations:
Amount in ₹

Particulars	As at March 31, 2019	As at March 31, 2018
Sale of shares	-	73,512,615
Interest received on Loan	8,241,447	6,067,012
	8,241,447	79,579,627

Note No: 17
Other Income:
Amount in ₹

Particulars	As at March 31, 2019	As at March 31, 2018
Other Income	40	1
Interest on I. T. Refund	3,000	26,089
	3,040	26,090

Note No: 18
Purchase of Stock-in-Trade:
Amount in ₹

Particulars	As at March 31, 2019	As at March 31, 2018
Purchase of Shares	1,499,960	20,668,000
	1,499,960	20,668,000

Note No: 19
Change in Inventories:
Amount in ₹

Particulars	As at March 31, 2019	As at March 31, 2018
Opening Stock	12,380,400	66,970,552
Less: Closing Stock	(13,880,360)	(12,380,400)
	(1,499,960)	(54,590,152)

Note No: 20
Employee Benefit expenses:
Amount in ₹

Particulars	As at March 31, 2019	As at March 31, 2018
Directors Remuneration	94,000	84,000
Salary & Allowances	1,393,770	1,265,900
Staff Welfare	163,407	39,211
	1,651,177	1,389,111

Note No: 21
Depreciation & Amortisation:
Amount in ₹

Particulars	As at March 31, 2019	As at March 31, 2018
Depreciation	37,815	53,984
	37,815	53,984

Note No: 22
Other Expenses:
Amount in ₹

Particulars	As at March 31, 2018	As at March 31, 2017
Accounting Charges	58,500	19,500
Annual Custody Fees-NSDL	9,300	43,126
Audit Fees	22,900	22,900
Advertisement	11,559	8,225
Bad Debts	3,500,000	-
Bank Charges	1,664	1,200
Central GST	-	2,396
Complaints Maintenance Charges	7,080	6,900
CDSL	5,900	5,900
Computer Expenses	10,060	1,450
Depository Participant Charges	26,550	25,876
Demat Charges	4,432	1,077
Dividend Register	5,901	5,900
Electric Charges	21,500	10,910
E-Voting Charges	24,780	24,780
Filing Fees	2,400	12,600
General Expenses	171,441	56,678
Folio Maintenance Charges	14,160	14,160
Internal Audit fees	6,000	6,000
Listing Fees	315,650	307,625
Miscellaneous Expenses	-	5,450
Postage & Stamp	62,387	23,304
Professional and Consultancy Fees	344,200	1,400
Professional Tax	2,500	2,500
Printing & Stationary	73,269	38,235
Rent	275,000	325,000
Repairs & Maintenance Charges	5,811	2,300
SEBI Charges	-	77
Secretarial Audit Fees	8,500	10,000

Secretarial Compliance Fees	3,500	-
Service Tax Paid and Cess	-	2,249
Securities Transaction tax	-	47,421
Scrutinizer Fees	7,000	7,000
Speculation loss	-	8,552
State GST	-	2,396
Stamp Charges	-	4,772
Tax Audit Fees	8,000	7,865
Telephone Charges	4,458	5,353
Trade License	2,150	2,150
Transaction Charges	-	17,377
Travelling & Conveyance	68,819	23,133
Website Charge	7,080	6,000
	5,092,451	1,119,736

Note No: 23

Tax Expenses:

Amount in ₹

Particulars	As at March 31, 2019	As at March 31, 2018
Current Tax	383,029	462,804
Deferred Tax	(2,638)	(3,019)
	380,391	459,785

Note No: 24

Earning per Share:

Amount in ₹

Particulars	As at March 31, 2019	As at March 31, 2018
Net Profit after tax as per Statement of Profit and Loss (A)	1,082,653	1,324,948
Weighted Average number of equity shares outstanding (B)	5,721,750	5,721,750
Face value per equity share	10	10
Basic and Diluted Earnings per share [A/B]	0.189	0.232

Note No: 25

OTHER NOTES ON ACCOUNTS:

- i. Based on the information / documents available with the Company, no creditor is covered under Micro, Small and Medium Enterprise Development Act, 2006. As a result, no interest provision/payments have been made by the Company to such creditors for the year ended March 31, 2019.
- ii. Loans & advances balances are subject to confirmation by the respective parties.
- iii. **Segment Reporting:**
The Company is engaged in one business segment viz Non-Banking Financial Services and hence, there are no separate reportable segments.
- iv. **Related party disclosure as identified by the management in accordance with the Indian Accounting Standard (Ind AS) 24 on "Related Party Disclosures" are as follows:**

Name of Related Parties along with the relationship with the Company:

- a. Wholly Owned Subsidiary Company Nil
- b. Associate Company Nil
- c. Joint Venture Nil
- d. Key Managerial personnel (KMP) and their relatives
1. Subhadeep Mukherjee- Managing Director
 2. Ashok Kumar Agarwal- Chief Financial Officer
 3. Prerna Mall- Company Secretary
- e. Enterprise in which KMP and their relatives has substantial interest Nil

Related Party Transaction

				Amount in ₹
Sl No	Nature of Transaction	Relation with the company	During the Financial Year	Previous Financial Year
Director's Remuneration paid				
1	Subhadeep Mukherjee	Managing Director	94,000	84,000
Salary paid				
2	Ashok Kumar Agarwal	Chief Financial Officer	84,000	84,000
3	Prerna Mall	Company secretary	25,500	-
4	Prithwish Chatterjee	Company secretary	51,000	25,500
5	Punam Singh	Company secretary	-	59,500

- v. The Company has Complied this information based on the current information in its possession. As at 31.03.2019, no supplier has intimated the Company about its status as a Micro or Small enterprise or its Registration with the appropriate authority under Micro, Small and Medium Enterprise Development Act, 2006. Amount due to Micro Small and Medium Enterprises as on 31.03.2019 is. NIL.
- vi. The Financial Statements and Notes on Accounts has been prepared as per the Companies Act, 2013 with their Schedule as the same is effective from 1st April, 2014.
- vii. Effective from April 1, 2014, the Company has been charging depreciation based on the useful life of the assets as per the requirement of Schedule II of the Companies Act, 2013. It has recomputed the depreciation on various fixed assets in accordance with and in the manner prescribed with Part C of Schedule II of the Companies Act, 2013.
- viii. Provision for taxation on Income for the year has been made under the tax calculated on income under normal computation as per income tax act being higher than the tax computed under section 115JB of the income tax act.
- ix. The management has assessed that there is no impairment of Fixed assets requiring provisions in the accounts. Accordingly, there is no debit to the Profit & Loss Account for the impairment of Assets.
- x. **Deferred Taxation:**
The company recognises the deferred tax liabilities/assets on the timing differences for the period in which there is virtual certainty of future income by way of prudence in accordance with AS-12 " Income Taxes "
- Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences.
- xi. No Provision has been made on account of gratuity as none of the employees have put in completed years of Service as required by the payment of Gratuity Act.

- xii. No provision has been made on account of leave salary as there are no leave to the credit of employees as at the end of the year.
- xiii. Previous Year figures have been regrouped, rearranged or recasted wherever considered necessary.
- xiv. Information required to be furnished under paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998 is given in separate Annexure.
- xv. Dividend @ 1% on paid-up capital of Rs. 5,72,17,500 will be declared, for the year ended March 31, 2019 subject to the approval of the members at the 38th Annual General Meeting. The dividend if approved will result in payment of ₹ 5,72,175/- and dividend distribution tax thereon ₹ 1,17,612/-
- xvi. The bad debts associated with Loans & Advances is reported on the income statement as Bad Debts Expense supported by Board Resolution passed by the Board of Directors in its meeting.

As per our report of even date

For G C Bafna & Co

Chartered Accountants
FRN:319104E

Gulab Chand Bafna
Partner
Membership No - 054241

Kolkata
May 28, 2019

For and in behalf of the Board of Directors

Subhadeep Mukherjee
Managing Director
DIN: 03060827

Gourav Goel
Director
DIN: 06850998

Ashok Kumar Agarwal
Chief Financial Officer

Purna Mall
Company Secretary

Sujala Trading and Holdings Limited

Annexure Referred to In Note No. 25(Xiv) of Notes on Financial Statements
Annexed as Per Reserve Bank of India Prudential Norms

Annexure to the Balance Sheet of a Non-Banking Financial Company as on 31.03.2019

As required in terms of paragraph 13 of the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

<u>Particulars:</u>	₹ in Lacs		
Liability side:			
1	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid	Amount (Outstanding)	Amount (Overdue)
	a) Debentures:	Nil	Nil
	Secured	Nil	Nil
	Unsecured (Other than falling within the meaning of Public Deposits)	Nil	Nil
	b) Deferred Credit	Nil	Nil
	c) Term Loans	Nil	Nil
	d) Inter-Corporate Loan and Borrowings	Nil	Nil
	e) Commercial Paper	Nil	Nil
	f) Public Deposits	Nil	Nil
	g) Other Loans	Nil	Nil
Asset Side:			
2	Break-up of Loans and Advances including bills receivables other than those included in (4) below:		Amount (Outstanding)
	a) Secured		Nil
	b) Unsecured		1382.83
3	<u>Break-up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities</u>		
	i. Lease Assets including lease rentals under sundry debtors		
	(a) Financial Lease		Nil
	(b) Operating Lease		Nil
	ii. Stock on hire including hire charges under sundry debtors		
	(a) Assets on hire		Nil
	(b) Repossessed Assets		Nil
	iii. Hypothecation loans counting towards EL/HP activities		
	(a) Loans where assets have been repossessed		Nil
	(b) Loans other than (a) above		Nil
4	Break-up of Investments:		
	Current Investments (Stock-in-trade)		
	1. Quoted:		
	i. Shares	a) Equity	Nil
		b) Preference	Nil
	ii. Debentures and Bonds		Nil
	iii. Units of Mutual funds		Nil
	iv. Governments Securities		Nil
	v. Other		Nil
	2. Unquoted:		

i. Shares	a) Equity			138.80
	b) Preference			Nil
ii. Debentures and Bonds				Nil
iii. Units of Mutual funds				Nil
iv. Governments Securities				Nil
v. Other				Nil
Long Term Investments				
Quoted:				
i. Shares	a) Equity			Nil
	b) Preference			Nil
ii. Debentures and Bonds				Nil
iii. Units of Mutual funds				Nil
iv. Governments Securities				Nil
v. Other				Nil
Unquoted:				
i. Shares	a) Equity			Nil
	b) Preference			Nil
ii. Debentures and Bonds				Nil
iii. Units of Mutual funds				Nil
iv. Governments Securities				Nil
v. Other				Nil
5 Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances				
Category				
1. Related Parties**	Secured	Unsecured		Total
a) Subsidiaries	Nil	Nil		Nil
b) Companies in the same Group	Nil	Nil		Nil
c) Other related Parties	Nil	Nil		Nil
2. Other than Related Parties	Nil	1382.83		1382.83
Total	Nil	1382.83		1382.83
6 Investor group wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)				
Category				
1. Related Parties		Market Value/ Break-up of Fair Value/ NAV		Book Value (Net of Provisions)
Subsidiaries		Nil		Nil
Companies in the same Group		Nil		Nil
Other related Parties		Nil		Nil
2. Other than Related Parties		1382.83		1382.83
Total		1382.83		1382.83
7 Other Information:				
Particulars				Amount
i. Gross Non-Performing Assets				
a) Related Parties				Nil
b) Other than Related Parties				Nil
ii. Net Non-Performing Assets				
a) Related Parties				Nil
b) Other than Related Parties				Nil
iii. Assets acquired in satisfaction of debt				
				Nil

Notes:

1. As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposit (Reserve Bank) Directions, 1998.
2. Provisioning norms shall be applicable as prescribed in Non - Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
3. All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of Investments and other assets as also assets acquired in satisfaction of debt. However, Market value in respect of quoted Investment and break-up/ fair value/ NAV in respect on unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above.

As per our report of even date

For G C Bafna & Co

Chartered Accountants
FRN : 319104E

Gulab Chand Bafna
Partner
Membership No - 054241

Kolkata
May 28, 2019

For and in behalf of the Board of Directors

Subhadeep Mukherjee Gourav Goel

Managing Director Director
DIN: 03060827 DIN: 0685099

Ashok Kumar Agarwal Perna Mall
Chief Financial Officer Company Secretary

ATTENDANCE SLIP

Regd. Folio / DP ID & Client ID
Name and Address of the Shareholder

1. I hereby record my presence at the **38th ANNUAL GENERAL MEETING** of the Company being held on **30th September, 2019** at 11.30 A.M. at the Registered Office of the Company at **1A, Grant Lane, 2nd Floor, Kolkata- 700 012, West Bengal**

2. **Signature of the Shareholder/Proxy Present**

3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
4. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

Note: - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

ELECTRONIC VOTING PARTICULARS

(1) EVSN (E-Voting Sequence No.)	(2) USER ID.	(3) PAN or Relevant No.as under	(4) Bank Account No.
			(See Note No.1)

Notes:

- (1) Where Bank Account Number is not registered with the Depositories or Company please enter your User Id. as mentioned in column (2) above.
- (2) Please read the Instructions printed under the Note No. 7 to the Notice dated **28th May, 2019** of the **38th Annual General Meeting**. The e-Voting period starts from 9.30 A.M. on 27.09.2019 and ends at 5.30 P.M. on 29.09.2019, the e-voting module shall be disabled by CDSL for voting thereafter.

SUJALA TRADING & HOLDINGS LTD.

Regd. Off. : 1A, GRANT LANE, 2ND FLOOR. ROOM NO-202, KOLKATA-700 012 (West Bengal)

Phone: (91-033) 2236-4330, E-mail: sujala_trading@yahoo.com/enquiry @sujalagroup.com,

CIN-L51109WB1981PLC034381 Website-www.sujalagroup.com

Form No. MGT-11 PROXY FORM

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

Name of the member (s) : Registered Address: E-Mail Id: Folio No/ DP ID –Client ID No:

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:-----or failing him:

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 38THAnnual General Meeting of the Company, to be held on the 30th September, 2019 at 11.30 A.M at **1A, Grant Lane, 2nd Floor, Kolkata-700 012** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions	Vote	
		For	Against
	Ordinary Business		
1	To Adoption of Financial Statements for the F.Y. Year ended 31st March, 2019		
2	To declare dividend of ₹ 0.10 per equity share on the Equity Share Capital for the financial year ended 31st March, 2019		
3	To appoint a Director, in place of Mr. Gourav Goel (DIN- 06850998), who retires by rotation and being eligible, offers himself for reappointment		

Signed this.....day of2018

Signature of shareholder

Affix Revenue Stamp

Signature of Proxy holder(s)

Note: This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed, not less than 48 hours before the time for holding the meeting.

SUJALA TRADING & HOLDINGS LTD.

Regd. Off. 1A, GRANT LANE, 2ND FLOOR.ROOM NO-202, KOLKATA-700 012 (West Bengal)

Phone: (91-033) 2236-4330, E-mail: sujala_trading@yahoo.com/enquiry @sujalagroup.com,

CIN-L51109WB1981PLC034381 Website-www.sujalagroup.com

Form No. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company:	SUJALA TRADING & HOLDINGS LIMITED
Registered office :	1A, Grant Lane, 2 nd Floor, Room No. 202, Kolkata – 700 012, West Bengal

BALLOT PAPER (38th Annual General Meeting)

S. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Share

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Resolutions	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	To Adoption of Financial Statements for the F.Y. Year ended on 31 st March,2019			
2.	To declare dividend of ₹ 0.10 per equity share on the Equity Share Capital for the financial year ended 31 st March, 2019			
3.	To appoint a Director, in place of Mr. Gourav Goel (DIN-06850998), who retires by rotation and being eligible, offers himself for reappointment			

Place:

Date:

(Signature of the shareholder)

SUJALA TRADING & HOLDINGS LTD.

Regd. Off. 1A, GRANT LANE, 2ND FLOOR.ROOM NO-202, KOLKATA-700 012 (West Bengal)
Phone: (91-033) 2236-4330, E-mail: sujala_trading@yahoo.com/enquiry@sujalagroup.com,
CIN-L51109WB1981PLC034381 Website-www.sujalagroup.com

Form No. SH-13

Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To

Sujala Trading & Holdings Limited

1A, Grant Lane, Room No: 202

2nd Floor, Kolkata- 700 012, West Bengal

I/We the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.	
				From	To

(2) PARTICULARS OF NOMINEE/S —

Name		Date of Birth	DD/MM/YYYY
Father's/Mother's/ Spouse's name		Occupation	
Address		Nationality	
PIN Code			
Relationship with the security holder		Phone No.	
E-mail id		Mobile No.	
Signature of Nominee		IT PAN /Others	

(3) IN CASE NOMINEE IS A MINOR—

Name		Date of Birth	DD/MM/YYYY
		Date of attaining majority	DD/MM/YYYY
Name of guardian:		Relationship with Minor	
Address of guardian			

Name of Security Holder(s)	Signature
1.	
2.	

3.	
----	--

Witness	Signature
Name:	
Address:	

Place:

Date:

Please fill this Nomination form in Duplicate after carefully reading the instructions given below:

1. The Nomination can be made by individuals only holding shares singly or jointly. Non-individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and Power of Attorney holder cannot nominate.
2. The nominee shall not be a Trust, Society, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and power of attorney holder.
3. The shareholder [s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
4. As per section 72 of Companies Act 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
5. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders.
6. The nomination form filled in “duplicate” should be lodged with the Registrar and Share transfer Agent of the Company i.e. M/s. MCS Limited, Unit: Polyplex Corporation Limited, Address: F 65, Okhla Industrial Area, Phase I, New Delhi 11 0020, Ph. 011- 41406149. The Registrar will return one copy of the nomination form to the shareholder after registering the nomination. The registration number allotted will be furnished in the said form.
7. The shareholder[s] can Cancellation or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form).
8. Nomination stands cancelled whenever the shares in the given folio are transferred /dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
9. The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the company before the death of the registered holder[s] of the shares.
10. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore, the date of execution on the Nomination Form should match with the date of witness, witnessing the document.
11. A copy of photo identity proof (like PAN/Passport) of nominee is required.

FOR OFFICE USE ONLY

Nomination Registration No.	Date of Registration	Signature of Employee with Code No.