



AAR Shyam India
Investment Company
Limited
(Annual Report 2018~19)

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Vision

To be a leading
Financial services provider,
admired and respected
for
Ethics, Values and Corporate
Governance.

AAR SHYAM INDIA INVESTMENT COMPANY LIMITED
Regd. off: B-42, Lower Ground Floor, Panchsheel Enclave, New Delhi -110 017
CIN: L67120DL1983PLC015266, Email ID: info@aarshyam.in
Website: www.aarshyam.in Ph No. 91 11 45626909

NOTICE

NOTICE is hereby given that 36th Annual General Meeting of the members of **AAR Shyam India Investment Company Limited** will be held at **B-42, Lower Ground Floor, Panchsheel Enclave, New Delhi - 110017 on Thursday, 26th September, 2019 at 10:00 a.m.** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2019
“**RESOLVED THAT** the audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with Directors’ Report and Auditors thereon, be and are hereby received, considered and adopted.
2. To appoint a Director in place of Ms. Beenu Agarwal (DIN: 00056062), who retires by rotation and being eligible, offers herself for re-appointment.
“**RESOLVED THAT** Ms. Beenu Agarwal (DIN: 00056062), who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as Director of the company liable to retire by rotation.

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification(s) the following resolutions as **ORDINARY RESOLUTIONS**:

1. To appoint Mr. Sanyam Tuteja (DIN: 08139915) as a Whole-time Director of the Company:
“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and 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), approval of the members be and is hereby accorded to appoint Mr. Sanyam Tuteja (DIN: 08139915) as a Whole-time Director, designated as Executive Director of the Company, for a period of 5 (five) years with effect from February 14, 2019 on the terms and conditions set out here below and with further discretion of the Committees/ Board to later from time to time the said terms & conditions in such manner as it may deem fit in the best interests of the company.

Period	From February 14, 2019 to February 13, 2024
Salary	NIL
Perquisites	NIL

RESOLVED FURTHER that any director of the company be and are hereby authorized to make the necessary filings with the registrar of companies and to do all things incidental and ancillary thereto.”

2. To appoint Mr. Manish (DIN: 08535552) as an Independent Director:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Mr. Manish (DIN: 08535552), who was appointed as an Additional & Non- Executive Independent Director of the Company with effect from August 12, 2019, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing along with a deposit from a member proposing his candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years with effect from August 12, 2019.

RESOLVED FURTHER that any director of the company be and are hereby authorized to make the necessary filings with the registrar of companies and to do all things incidental and ancillary thereto.”

By Order of the Board
For AAR Shyam India Investment Company
Limited

Sd/-
(Princy Anand)
Company Secretary

Regd. Office:
B-42, Lower Ground Floor,
Panchsheel Enclave,
New Delhi-110017

Dated: 30.08.2019
Place: New Delhi

NOTES:

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself. The proxy need not be a member of the company. A blank form of proxy is enclosed and if intended to be used, it should be deposited duly completed at the registered office of the company not less than forty eight hours before the scheduled time of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

3. In case of joint shareholder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

4. Information required under SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 (relating to Corporate Governance) with respect to the Directors retiring by rotation and, being eligible, seeking re-appointment is given in the Corporate Governance Report annexed to the Annual Report.

5. The Registers of Members and Share Transfer Books of the Company will remain closed from Friday, the 20th September, 2019 to Thursday, September 26th, 2019 (both days inclusive).

6. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

7. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit nomination in SH-13.

8. The Company has entered into agreements with CDSL and NSDL to offer depository services to the Shareholders. Shareholders can open account with any of the depository participant registered with CDSL and NSDL.

9. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to the Company Secretary by 18th September, 2019.

10. Members are requested to bring their copies of Annual Report at the meeting, as extra copies will not be supplied.

11. Pursuant to the requirement of the SEBI Regulations, the Company declares that its equity shares are listed on the Calcutta stock exchange and Bombay Stock Exchange. The Company has paid the annual listing fee for the year 2018-19 and advance fees for 2019-20 to the above stock exchanges.

12. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Shares Transfer Agents, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrars and Share Transfer Agents, members are requested to quote their account/folio numbers or DP ID and Client ID for physical or electronic holdings respectively.

13. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.

14. As a part of "Green initiative in the Corporate Governance", The Ministry of Corporate Affairs vide its circular nos. 17/2011 and 1/2011 dated 21.04.2011 and 29.04.2011, respectively, has permitted the companies to serve the documents, namely, Notice of General Meeting, Balance Sheet, Statement of Profit & Loss, Auditors' Report, Directors' report, etc., to the members through e-mail. The shareholders holding shares in physical form are requested to register their e-mail address with the Registrar & Share Transfer Agents by sending duly signed request letter quoting their folio no., name and address. In case of shares held in demat form; the shareholders may register their e-mail addresses with their DPs (Depository Participants).

15. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.aarshyam.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@aarshyam.in

Voting through electronic means

A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR), regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be

transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

B. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

C. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

D. The remote e-voting period commences on Monday, September 23th, 2019 (09:00 am) and ends on Wednesday, September 25th, 2019 (05:00 pm). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of September 19th, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/ Depositories):

- a. Open e-mail and open PDF file viz. “AAR Shyam e-Voting.pdf” with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>.
- c. Click on Shareholder-Login.
- d. Put user ID and password as initial password noted in step (i) above. Click Login.
- e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- g. Select “EVEN” of “AAR Shyam India Investment Company Limited”.
- h. Now you are ready for remote e-voting as Cast Vote page opens.
- i. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- j. Upon confirmation, the message “Vote cast successfully” will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.

- I. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to agrawal.kundan@gmail.com with a copy marked to evoting@nsdl.co.in.

II. In case of Members receiving Physical copy of Notice of Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)

- a. Initial password is provided at the bottom of the Attendance Slip for the AGM
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- E. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.:1800-222-990.
- F. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- G. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- H. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 19th 2019.
- I. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date of September 19th 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.:1800-222-990.
- J. Mr. Kundan Agrawal and Associates (CP No. 8325) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- K. 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 Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

L. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

M. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.aarshyam.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the Stock Exchange.

By Order of the Board
For AAR Shyam India Investment Company
Limited

Sd/-
(Princy Anand)
Company Secretary

Regd. Office:
B-42, Lower Ground Floor,
Panchsheel Enclave,
New Delhi-110017

Dated: 30.08.2019
Place: New Delhi

Explanatory Statement pursuant to Section 102(1) of the companies Act, 2013

Item No. 3 & 4

On recommendation by the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 14th February, 2019 and 12th August, 2019 has appointed Mr. Sanyam Tuteja and Mr. Manish as Additional Directors with immediate effect pursuant to section 161(1) of the Companies Act, 2013, to hold office upto the date of ensuing Annual general Meeting.

Accordingly, the company has received a Notice in writing pursuant to the provisions of Section 160 of the companies Act, 2013, from a member of the company proposing the candidature of Mr. Sanyam Tuteja and Mr. Manish for the office of Director. The company has received consent in writing in Form DIR-2 and intimation in Form DIR-8 to the effect that they are not disqualified u/s 164(2) of the Companies Act, 2013 to act as a director.

Subject to shareholders' approval, the Board of Directors of your company recommends the resolution no. 3 and 4 in relation to appointment of Mr. Sanyam Tuteja and Mr. Manish as Whole-time Director and Independent Director of the company respectively.

Accordingly, the Board/Committee recommends the resolution as set out in Item No. 3 & 4 for approval of the members.

By Order of the Board
**For AAR Shyam India Investment Company
Limited**

**Sd/-
(Princy Anand)
Company Secretary**

Regd. Office:
B-42, Lower Ground Floor,
Panchsheel Enclave,
New Delhi-110017

Dated: 30.08.2019
Place: New Delhi

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and Secretarial standards issued by Institute of Company Secretaries of India (ICSI), below given is the information about the Directors proposed to be appointed under item No. 3&4:

Name of the Director	Mr. Sanyam Tuteja	Mr. Manish
DIN	08139915	08535552
Date of Birth	04.03.1993	28.01.1997
Qualification	Bachelor in Business Administration	Bachelor in Arts
Nature of Expertise	Marketing & Finance	Accounts & General Administration
List of Public Companies in which outside Directorship held (including Foreign Companies)	NIL	NIL
Chairman/ Member of the Committee of Board of Directors of other public companies	NIL	NIL
No. of Shares owned	NIL	NIL
Relationship with Other Director	NIL	NIL
Number of Meetings of the Board attended during the FY 2018-19	1	NIL

AAR SHYAM INDIA INVESTMENT COMPANY LIMITED

Regd. off: B-42, Lower Ground Floor, Panchsheel Enclave, New Delhi -110 017

CIN: L67120DL1983PLC015266, EmailID:info@aarshyam.in

Website:www.aarshyam.in Ph No. 91 11 45626909

ATTENDANCE SLIP

Annual General Meeting on 26th September 2019

Regd. Folio No./ *DP ID/* Client ID	
No. of Equity Shares held	
Name of the Shareholder(s)	
Joint Holder1	
Joint Holder2	

I/We hereby record my / our presence at the Annual General Meeting of the members of the Company held at **B-42, Lower Ground Floor, Panchsheel Enclave, New Delhi-110017** on **Thursday, 26th September, 2019 at 10:00 a.m.**

.....
Signature of Member/Proxy

Notes:

- a) Only member/proxy can attend the Meeting. No minors would be allowed at the meeting.
- b) Member/proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.
- c) Members are informed that no duplicate attendance slips shall be issued at the meeting.

AAR SHYAM INDIA INVESTMENT COMPANY LIMITED
Regd. off: B-42, Lower Ground Floor, Panchsheel Enclave, New Delhi -110 017
CIN: L67120DL1983PLC015266, Email ID:info@aarshyam.in
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FORMMGT-11
PROXYFORM

[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: EmailId: _____ FolioNo./ClientId: _____ DPID: _____
--

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

1.	Name Address: E-mail Id: Signature:
2.	Name Address: E-mail Id: Signature:
3.	Name Address: E-mail Id: Signature:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company to be held on September 26th, 2019 at 10.00am at **B-42, Lower Ground Floor, Panchsheel Enclave, New Delhi-110017** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Particulars	For	Against
Ordinary Business			
1	To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2019		
2	To appoint a Director in place of Ms. Beenu Agarwal (DIN:00056062), who retires by rotation and being eligible, offers herself for re-appointment.		
3	To appoint Mr. Sanyam Tuteja as Whole-Time Director of the Company		
4	To appoint Mr. Manish as Non-Executive Independent Director of the Company		

Signed this.....day of..... 2019

Signature of shareholder: _____
 Signature of Proxyholder(s) _____

Affix Revenue Stamp

Note: 1. THIS FORM of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. A proxy need not be a member of the company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than 10% of the total share capital of the company. Members holding more than 10% of the total share capital of the company may appoint a single person as a proxy, who shall not act as proxy for any other member.

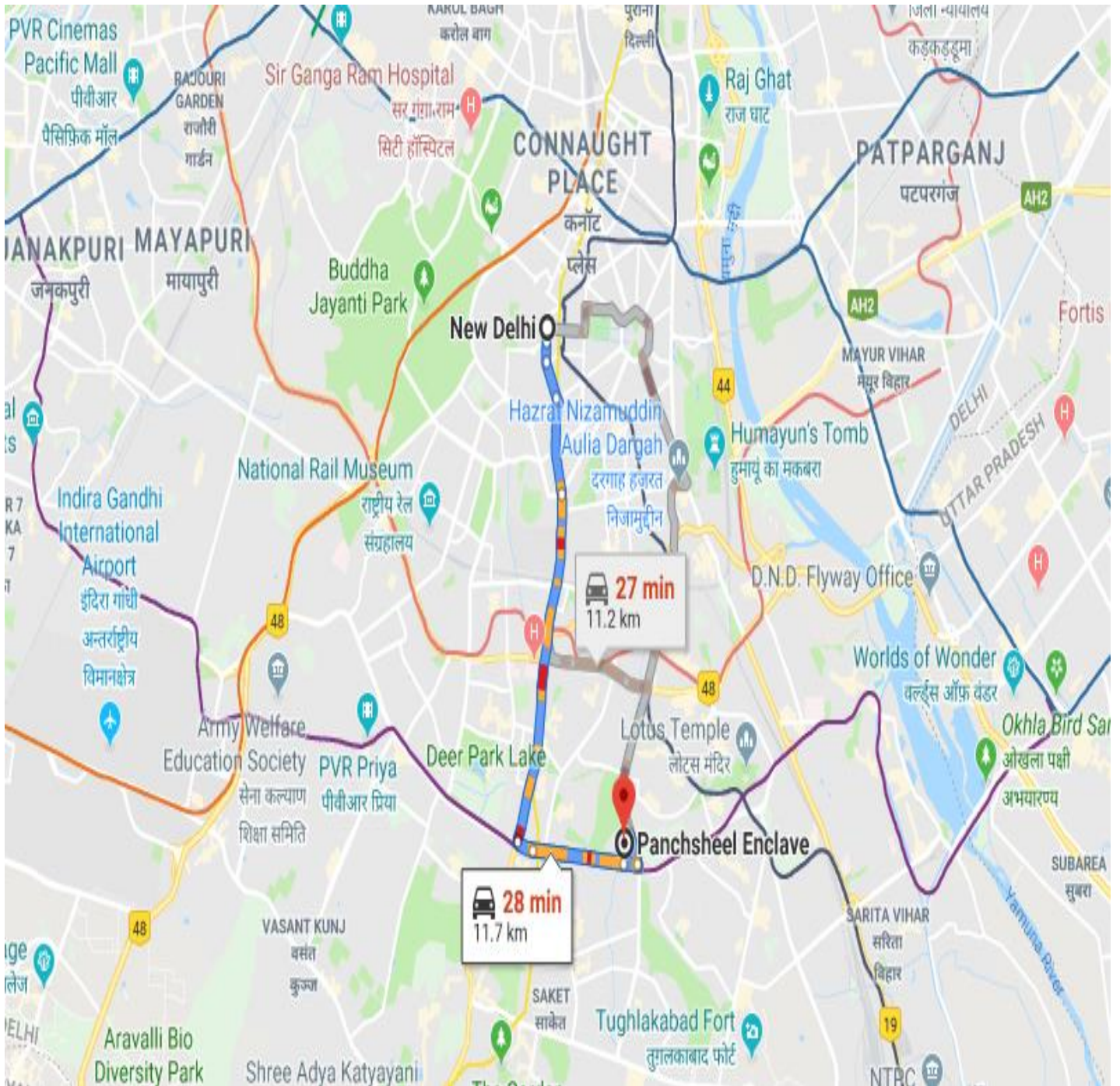
3. It is optional to put a (✓) in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'against' column blank against any or all resolutions, your proxy may vote as he/she thinks appropriate.

ROUTE MAP

Venue of the Annual General Meeting of Aar Shyam India Investment Company Limited
to be held on Thursday, 26th September, 2019 at 10:00 A.M.

Venue Address: B-42, Lower Ground Floor, Panchsheel Enclave, New Delhi-110017

Landmark: Saket Metro Station



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Sanyam Tuteja	Whole-Time Director (w.e.f. 14.02.2019)
Mr. Sahib Singh Gusain	Whole-Time Director (up to 14.02.2019)
Ms. Beenu Aggarwal	Non-Executive Director
Ms. Reena Gupta	Independent Director
Mr. Jitendra Jain	Independent Director (up to 12.08.2019)
Ms. Reetika Choubey	Non-Executive Director (from 14.02.2019 - 12.08.2019)
Mr. Manish	Independent Director (w.e.f. 12.08.2019)

CHIEF FINANCIAL OFFICER

Mr. Dinesh Kumar

COMPANY SECRETARY

Ms. Princy Anand

STATUTORY AUDITORS

M/s STRG & Associates
348, 1stFloor, Tarun Enclave, Pitampura
New Delhi- 110088

REGISTRAR AND SHARE TRANSFER AGENT

MAS Services Limited
T-34, 2nd Floor, Okhla Industrial Area, Phase-II
New Delhi-110020

REGISTERED OFFICE

B-42, Lower Ground Floor, Panchsheel Enclave,
New Delhi-110017

INTERNAL AUDITORS

M/s MAKS & CO.
Shop No. 301, 3rdFloor, Vikas Surya Tower,
Sector-12, Dwarka, New Delhi-110075

SECRETARIAL AUDITORS

M/s Kundan Agrawal & Associates
H-23A, 204 Kamal Tower, Near Sai Mandir,
Vikas Marg, Laxmi Nagar, Delhi-110092

DIRECTORS' REPORT

DEAR MEMBERS,

Your Directors have pleasure in presenting the Annual Report of the Company together with audited statements of accounts for the financial year ended 31st March, 2019.

FINANCIAL HIGHLIGHTS

The summarized financial results of the Company for the financial year 2018-19 are given hereunder:

	(In Rupees)	
	2018-19	2017-18
Revenue from operations & other income	32,01,972	2,10,39,054
Operating Profit (EBIDTA)	7,57,971	3,93,218
Finance Cost	985	40,981
Depreciation & amortization	-	-
Profit before tax	7,56,986	3,52,237
Provision for		
- Current Tax (net)	1,59,803	1,18,723
- Deferred Tax	-	-
- MAT Credit entitlement	-	(16,745)
- Adjustment for prior period tax/tax on dividend	-	-
Net Profit	5,97,183	2,50,259
Balance b/f from previous year	11,77,53,16	1,15,25,057
Adjustment for standard ASSET	(2,321)	-
Profit available for appropriation	1,23,70,178	1,17,75,316
Balance Carried to Balance Sheet	5,97,183	2,50,259

DIVIDEND

In order to meet the future requirements of the Company, your Directors have decided not to recommend dividend for the Financial Year 2018-19.

INCOME FROM OPERATIONS

During the year under review, the revenue from operations was Rs.32.01 lakhs as compared to Rs.210.39 lakhs during the previous year.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 of the Listing Agreement entered into with the Stock Exchanges and Circular/Notifications/ Directions issued by Reserve Bank of India from time to time, the Management Discussion and Analysis of the financial condition and result of operations of the Company for the year under review is presented in a separate section forming part of the Annual Report.

CORPORATE GOVERNANCE

The company is committed to maintain the highest standards of Corporate Governance and adhere to the corporate Governance requirements set out by SEBI. A Report on Corporate Governance as required

under SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 of the Listing Agreement entered into with the Stock Exchanges is attached as Annexure of the Annual Report.

A Certificate from, M/s Kundan Agarwal & Associates, Company Secretaries, confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid SEBI Regulations 2015, also forms part of the Annual Report.

FINANCE

(i) Share Capital

The paid-up Share Capital as on 31st March, 2019 was Rs.300 Lakhs. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

(ii) Public Deposits

The Company being a Non-Deposit Accepting Non-Banking Finance Company, has not accepted any deposits from the public during the year under review and shall not accept any deposits from the public without obtaining prior approval of the Reserve Bank of India (RBI).

(iii) Particulars of loans, guarantees or investments

Particulars of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

RBI GUIDELINES

As a Non Deposit taking Non-Banking Finance Company, your Company always aims to operate in compliance with applicable RBI laws and regulations and employs its best efforts towards achieving the same.

NUMBER OF MEETINGS OF THE BOARD

During the financial year 2018-19, six (6) Board Meetings were held on May 30,2018, August 14, 2018, August 30, 2018, November 14, 2018, February 14, 2019 and March 01,2019. And as per companies act, 2013, the maximum interval between any two meetings was not more than 120 days.

COMMITTEES OF THE BOARD

During the year, in accordance with the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 of Listing Agreement, the Board re-constituted some of its Committees. The Committees are as follows:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Risk Management Committee

Details of the said Committees along with their charters, composition and meetings held during the year, are provided in the "Report on Corporate Governance", a part of this Annual Report.

CHANGES IN COMPOSITION OF BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

a. Appointment/ Cessation

During the year under review i.e. 2018-19, Mr. Sanyam Tuteja was appointed as Whole-Time Director in place of Mr. Sahib Singh Gusain, and Ms. Reetika Choubey was appointed as Non-Executive Director w.e.f. 14.02.2019 but acted in that capacity up to 12.08.2019.

b. Retire by Rotation

In accordance with Section 152 and other applicable provisions of Companies Act, 2013, Ms. Beenu Agarwal, being Non-executive Director, retires by rotation and being eligible offers herself for reappointment at the ensuing Annual General Meeting. The Board recommends her appointment.

c. Appointment of Women Director

With coming into force of the provisions of Companies Act, 2013, the Board had already appointed Ms. Beenu Agarwal and Ms. Reetika Choubey as Women Directors on the Board of the Company.

d. Key Managerial Personnel

During the year under review i.e. 2018-19, Mr. Sahib Singh Gusain, Whole Time Director, (DIN: 00649786) upto 14.02.2019; Mr. Sanyam Tuteja, Whole Time Director, (DIN: 08139915) w.e.f. 14.02.2019; Mr. Dinesh Kumar, Chief Financial Officer; and Ms. Princy Anand , Compliance officer & Company Secretary were designated as the Key Managerial Personnel of the Company pursuant to the requirements of the applicable provisions of Companies Act, 2013 read with its Rules, by the Board of Directors and their terms and conditions of the appointment and remuneration was considered by the Board.

e. Board's Independence

Our definition of 'Independence' of Directors is derived from SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, the following Non- Executive Directors are Independent in terms of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 of the Listing Agreement and Section 149(6) of the Companies Act, 2013 :-

1. Mr. Jitendra Jain (DIN: 00641261)
2. Ms. Reena Gupta (DIN: 06966728)

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of the section 134(5) of the Companies Act, 2013:

- (i) that in the preparation of the annual financial statements for the year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) that such accounting policies, as mentioned in Note 2 of the Notes to the Financial Statements, have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2019 and of the profit of the Company for the year ended on that date;

- (iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the annual financial statements have been prepared on a going concern basis;
- (v) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- (vi) that proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION & EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, Policy on Nomination and Remuneration of Directors, Key Managerial Personnel, Senior Management and other employees has been formulated including criteria for determining qualifications, positive attributes, Independence of a Director and other matters as required under the said Act and Listing Agreement.

The evaluation framework for assessing the performance of Directors comprises of the following key areas

- Expertise;
- Objectivity and Independence;
- Guidance and support in context of life stage of the Company;
- Understanding of the Company's business;
- Understanding and commitment to duties and responsibilities;
- Willingness to devote the time needed for effective contribution to Company;
- Participation in discussions in effective and constructive manner;
- Responsiveness in approach;
- Ability to encourage and motivate the Management for continued performance and success;

The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his / her evaluation.

Accordingly a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors and also the necessary evaluation was carried out by Nomination and Remuneration Committee and Independent Director at their respective meetings held for the purpose.

RELATED PARTY TRANSACTIONS

No Related Party Transactions were entered into during the financial year 2018-19. All Related Party Transactions entered into in the past were on an arm's length basis and were in the ordinary course of business. There are no materially significant Related Party Transactions made by the Company with promoters, directors, Key Managerial Personnel or other designated persons which may have potential conflict with the interest of the Company at large.

On the recommendation of the Audit Committee, the Board of Directors has adopted a policy on Related Party Transactions. The Policy envisages the procedure governing related party transactions required to be followed to ensure compliance with the applicable laws and regulations as well as to ensure that the

Related Party Transactions are managed and disclosed in accordance with the strict legal and accounting requirements.

A statement of all related party transactions, if any, is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms & conditions of the transactions. The statement is supported by a certificate from the CFO.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

REMUNERATION OF THE DIRECTORS/KMP/EMPLOYEES:

The information required under Section 197 of the Act read with Rule 5(1), clause (i) and (ii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below.

Sr. No.	Name of Director/KMP and Designation	Ratio of remuneration of each director to the median remuneration of the employees	% increase in remuneration in the FY2018-19
1	Sahib Singh Gusain (up to 14.02.2019) Whole-Time Director	1:1	Nil
2	Sanyam Tuteja (w.e.f. 14.02.2019) Whole-Time Director	1:1	Nil
3	Dinesh Kumar Chief Financial Officer	1:1	Nil
4	Princy Anand Company Secretary	1:1	Nil

Clause Under Rule 5(1)	Prescribed Requirement	Particulars
(iii)	Percentage increase in the median remuneration of employees in the financial year	Nil
(iv)	Number of permanent employees on the rolls of company as on the date of Annual Report	2
(viii)	Average Percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Nil
(xii)	Affirmation that the remuneration is as per the remuneration policy of the company	It is hereby confirmed that remuneration paid to Director/KMP and other employees is as per the remuneration policy of the company.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 as per provisions of Section 134(3) is attached as Annexure '1' to this report and also placed on the website of the Company at www.aarshyam.in

STATUTORY AUDITORS & THEIR REPORT

M/s. STRG & Associates, Chartered Accountants, having ICAI Firm Registration No. 014826N auditor of the company, audited the annual accounts of the company.

The Auditor's Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDITORS & THEIR REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules made thereunder, the Company had appointed M/s. Kundan Agarwal & Associates, Practicing Company Secretaries, to undertake the Secretarial Audit of the Company for the financial year 2018-19. The Secretarial Audit Report for financial year 2018-19, has been appended as Annexure 2 to this Report.

The Auditor's Report does not contain any qualification, reservation or adverse remark.

The Board of the Directors at their Meeting held on 30th August, 2019 has appointed M/s. Kundan Agarwal & Associates, Practicing Company Secretaries, to undertake the Secretarial Audit of the Company.

INTERNAL AUDITORS & THEIR REPORT

Pursuant to provisions of Section 138 of Companies Act 2013 and rules made there under, the company had appointed MAKS & Co. as Internal Auditor for the year 2018-19.

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, EXPENDITURE ON RESEARCH AND DEVELOPMENT, FOREIGN EXCHANGE INFLOW/OUTFLOW, ETC.

The requirements of disclosure with regard to Conservation of Energy in terms of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, are not applicable to the Company since it doesn't own any manufacturing facility.

However, the Company makes all efforts towards conservation of energy, protection of environment and ensuring safety.

There are no earnings and outgoing Foreign Exchange during the year under review.

VIGIL MECHANISM

Your Company has established a 'Whistle Blower Policy and Vigil Mechanism' for directors and employees to report to the appropriate authorities concerns about unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct policy and provides safeguards against victimization of employees who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the Company.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

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

RISK MANAGEMENT POLICY AND INTERNAL CONTROL

The Company has adopted a Risk Management Policy duly approved by the Board and also has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Risk Management Committee, Audit Committee and the Board of Directors of the Company. The Company's internal control systems are commensurate with the nature of its business and the size and complexity.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013 READ WITH RULES

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 read with Rules there under, the Company has not received any complaint of sexual harassment during the year under review.

ACKNOWLEDGEMENT

We are grateful to the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India, the Stock Exchanges, and other regulatory authorities for their valuable guidance and support and wish to express our sincere appreciation for their continued co-operation and assistance. We look forward to their continued support in future.

We wish to thank our bankers, investors, rating agencies, customers and all other business associates for their support and trust reposed in us. Your Directors express their deep sense of appreciation for all the employees whose commitment, co-operation, active participation, dedication and professionalism has made the organization's growth possible.

Finally, the Directors thank you for your continued trust and support.

For and on behalf of
AAR Shyam India Investment Company Limited

Sd/-
Reena Gupta
Director
(DIN:06966728)

Sd/-
Sanyam Tuteja
Director
(DIN:08139915)

Date: 30/08/2019
Place: New Delhi

MANAGEMENT DISCUSSION AND ANALYSIS

GLOBAL ECONOMY

Global GDP growth is projected to pick up modestly to around 3½ per cent in 2019, from just under 3% in 2018, boosted by fiscal initiatives in the major economies. The forecast is broad unchanged since November 2016. Confidence has improved, but consumption, investment, trade and productivity are far from strong, with growth slow by past norms and higher inequality.

Emerging market and developing economies have become increasingly important in the global economy in recent years. They now account for more than 75 percent of global growth in output and consumption, almost double the share of just two decades ago. The external environment has been important for this transformation. Terms of trade, external demand, and, in particular, external financial conditions are increasingly influential determinants of medium-term growth in these economies as they become more integrated into the global economy. The still-considerable income gaps in these economies vis-à-vis those in advanced economies suggest further room for catch-up, favoring their prospects of maintaining relatively strong potential growth over the medium term.

Indian Economy has been the driving force in the global economy followed by China. India economy grew by 7.3% and expected to grow by 7.5% in 2019. India is closely followed by China where the real GDP growth was 6.3% in 2018 and it is expected to be 6.5% in 2019. The Rest of World Economy is expected at 3 % in year 2019.

INDIAN ECONOMY

The economy of India is the sixth-largest in the world measured by nominal GDP and the third-largest by purchasing power parity (PPP). The country is classified as a newly industrialized country, and one of the G-20 major economies, with an average growth rate of approximately 7% over the last two decades.

The long-term growth prospective of the Indian economy is positive due to its young population, corresponding low dependency ratio, healthy savings and investment rates, and increasing integration into the global economy. The Indian economy has the potential to become the world's 3rd-largest economy by the next decade, and one of the two largest economies by mid-century. And the outlook for short-term growth is also good as according to the IMF, the Indian economy is the "bright spot" in the global landscape. India also topped the World Bank's growth outlook for 2015-16 for the first time with the economy having grown 7.6% in 2015-16. According to the International Monetary Fund (IMF), India's growth is expected to rebound to 7.3 per cent in the 2018-19 fiscal and 7.7 per cent in 2019-20.

INDUSTRY OVERVIEW

Indian Financial services Industry

India's financial services sector consists of the capital market, insurance sector, Banking Sector, Co-operative Banks and Non-Banking Financial Companies (NBFCs). Further, the RBI has given license to various companies to set-up of payments bank that is expected to revolutionize the financial sector in India as it focuses to conduct banking activities primarily through mobile phones. As a step forward for the financial inclusion, the Reserve Bank has also given license to various micro-finance companies to setup Small Finance Bank. Banks with a small finance bank license can provide basic banking service of acceptance of deposits and lending. The aim behind these to (Source: PWC report "The World in 2050") provide financial inclusion to sections of the economy not being served by other banks, such as small

business units, small and marginal farmers, micro and small industries and unorganized sector entities. The Government of India has introduced several reforms to liberalize, regulate and enhance this industry. The Government and Reserve Bank of India (RBI) have taken various measures to facilitate easy access to finance for Micro, Small and Medium Enterprises (MSMEs). These measures include launching Credit Guarantee Fund Scheme for Micro and Small Enterprises, issuing guideline to banks regarding collateral requirements and setting up a Micro Units Development and Refinance Agency (MUDRA). With a combined push by both government and private sector, India is undoubtedly one of the world's most vibrant capital markets.

NBFC Sector (Non Banking Finance Company) Industry:

Indian Financial sector is very diversified and comprises of Commercial banks, Non Banking Financial Companies, Cooperatives, Insurance Companies among others. During the year the Government took several measures to strengthen the financial service sector which includes the New Bankruptcy law, Jan Dhan campaign for financial inclusion, liberalization of Foreign Direct Investment, gold monetization scheme and much more.

There are 11,682 Non-Banking Financial Companies (NBFCs) registered with the Reserve Bank of India out of which a lion's share of 98% are non-deposit accepting with the balance 2% being deposit accepting NBFCs. Around 220 non-deposit accepting NBFCs have been classified as systemically important. NBFCs are present in the competing fields of vehicle financing, housing loans, hire purchase, lease and personal loans. NBFCs have emerged as key financial intermediaries particularly for small-scale and retail sectors. With easier sanction procedures, flexibility, low operating cost and focus on core business activity, NBFCs stand on a surer footing vis-a-vis banks.

Non-Banking Financial Companies (NBFC) in India made a humble beginning way back in the 1960's to serve the need of the investor whose financial requirements were not sufficiently covered by the existing banking system in India. The NBFCs began to invite fixed deposit from investor and work out leasing deal for big industrial firms. Initially, they operated on a limited scale and could not make a significant impact on the financial system. However, between 1980's and 1990's, NBFCs gained good ground and started to inveigle a huge number of investors owing to them customer friendly reputation. India Ratings expects NBFCs to account for over 17% of the total credit in the country by FY 2019, compared to 13.1% at the end of the FY 2015 & 9.4% in the FY 2006. Until some years ago, NBFCs were a small part of the financial services business with a small resource base. Today, the equity of leading NBFCs is comparable with or larger than many mid-sized banks. The combined market capitalisation of the top 10 NBFCs is now twice that of mid and small-sized public sector banks.

Expected credit growth in the NBFC sector:

Considering the strong rising trend in credit growth from the NBFCs, its share as a percentage of GDP is expected to grow strongly in the medium term scenario. In case 1, if the share of NBFC credit grows from the current 13% to 33% by 2020 then the compounded growth in the credit during 2016-20 would be 27%. While in case 2, if the share of NBFC credit grows from the current 13% to 25% by 2020 then the compounded growth in the credit during 2016-20 would be 20%.

(Source: Indian Brand Equity Foundation, IBEF)

ANNEXURE "1" TO DIRECTORS' REPORT
Form No. MGT-9 (EXTRACT OF ANNUAL RETURN)
as on the financial year ended on **31.03.2019**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i.	CIN	L67120DL1983PLC015266
ii.	Registration Date	24/02/1983
iii.	Name of the Company	Aar Shyam India Investment Company Limited
iv.	Category / Sub-Category of the Company	Public Company
v.	Address of the Registered office and contact details	B-42, Lower Ground Floor, Panchsheel Enclave, New Delhi -110 017
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	MAS Services Limited T-34, 2 nd Floor, Okhla Industrial Area, Phase-II New Delhi-110020 Tel. No. : 011-26387281/82/83 Fax No.: 011-26387384

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Other Credit Granting	64920	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the company	CIN	% of shares held	Applicable Section
1.	Not Applicable	Not Applicable		

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTALEQUITY)

i) 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									
1. Indian									
1. Individual/ HUF	--	-	-	-	-	-	-	-	-
2. Central Govt	--	-	-	-	-	-	-	-	-
3. State Govt(s)	-	-	-	-	-	-	-	-	-
4. Bodies Corp.	257440	-	257440	8.581	257440	-	257440	8.581	-
5. Banks /FI	--								
6. Any Other	--								
Sub-total (A) 1	257440	-	257440	8.581	257440	-	257440	8.581	-
2. Foreign									
a. NRIs- Individuals		--		--	--	--	--	--	--
b. Other- Individuals		--	--	--	--	--	-	--	--
c. Bodies Corp.		--	--	--	--	--	--	--	--
d. Banks / FI		--	--	--	--	--	--	--	--
e. Any Other									
Sub-total (A) 2		--	--	--	--	--	--	--	--

B. Public Shareholding									
1. Institutions									
a. Mutual Funds									
b. Banks/FI									
c. Central Govt.	--	--	--	--	--	--	--	--	--
d. State Govt(s)									
e. Venture Capital Funds									
f. Insurance Companies									
g. FIIs									
h. Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i. Others (specify)									
	--	--	--	--	--	--	--	--	--

Sub-total (B) 1									
2. Non-Institutions									
a. Bodies Corp.	1920060	-	1920060	64.00	1367510	-	1367510	45.58	(18.42)
b. Individuals									
i. Individual shareholders holding nominal share capital upto Rs.1 lakh	-	15000	15000	0.50	47	15000	15047	0.50	0.000
ii. Individual shareholders holding nominal share capital in excess of Rs 1 lakh	807500	-	807500	26.92	1360003	-	1360003	45.34	18.42
c. Others	--	--	--	--	--	--	--	--	--
i. NRI									
ii. Clearing Members									
iii. Trust									
Sub-total (B) 2	2727560	15000	2742560	91.42	2727560	15000	2742560	91.42	0.000
Total Public Shareholding (B) = (B) 1+(B) 2	2727560	15000	2742560	91.42	2727560	15000	2742560	91.42	0.000
C. Shares held by Custodian for GDRs & ADRs		--	--	--	--	--	--	--	--
Grand Total (A+B+C)	2985000	15000	3000000	100	2985000	15000	3000000	100	--

ii) Shareholding of Promoters

S. No.	Shareholders 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 the company	% of total Shares Pledged/encumbered	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	

				Shares				
1.	K. K. Modi Investment & Fin Serv. Pvt. Ltd.	2,57,440	8.581	--	2,57,440	8.581	-	-

iii) Change in Promoters' Shareholding (please specify, if there is nochange)

SI. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	2,57,440	8.581	2,57,440	8.581
	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 during the year			
	At the End of the year	2,57,440	8.581	2,57,440	8.581

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

S. No.	For each of Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
1.	Shivmani Vinimay Private Limited	7,12,560	23.752	-	-
2.	Plus Corporate Ventures Pvt. Ltd.	3,50,000	11.667	3,50,000	11.67
3.	Vyaas Vyapaar Pvt Ltd	3,50,000	11.667	-	-
4.	Swapan Kumar Ghosh HUF	2,00,000	6.667	-	-
5.	Maninagar Agencies Private Limited	2,00,000	6.667	-	-
6.	Deepa Agarwal	2,00,000	6.667	-	-
7.	Murari Mohan Bania	2,00,000	6.667	-	-
8.	Sanjib Bera	1,60,000	5.333	-	-
9.	Venera Property Pvt Ltd	1,42,500	4.750	1,42,500	4.75
10.	Kalyani Barter Pvt Ltd.	1,25,000	4.167	1,25,000	4.17
11.	Rakesh Kumar Bansal	-	-	5,62,503	18.75
12.	Shreyans Logistics Private Ltd.	-	-	3,50,000	11.67
13.	C N Flour Mills Private Ltd.	-	-	2,00,000	6.67
14.	Supriyo Bandyopadhyay	-	-	2,00,000	6.67
15.	Sanjeev Gupta	-	-	1,45,000	4.84
16.	Harsimrat Investments Private Limited	-	-	1,00,000	3.34
17.	Satish Kumar Garg	-	-	1,00,000	3.34
18.	Dhiru Real estates Private Ltd.	-	-	1,00,000	3.34
19.	Sachin Garg	-	-	1,00,000	3.34

v) Shareholding of Directors and Key Managerial Personnel

SI. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Sahib Singh Gusain Whole-Time Director (up to 14.02.2019)				
	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.)	NIL			
	At the End of the year				

SI. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2.	Sanyam Tuteja Whole-Time Director (w.e.f. 14.02.2019)				
	At the beginning of the year	--	--	--	--
	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.)	NIL			
	At the End of the year				

SI. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3.	Jitendra Jain Independent Director				
	At the beginning of the year				
	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.)	NIL			
	At the End of the year				

SI. No.		Shareholding at the beginning of theyear		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of company
4.	Reetika Choubey Independent Director (from 14.02.2019 to 12.08.2019)				

	At the beginning of the year				
	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.)	NIL			
	At the End of the year				

SI. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5.	Beenu Agarwal Non-Executive Director				
	At the beginning of the year	NIL			
	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.)				
	At the End of the year				

SI. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6.	Reena Gupta Independent Director				
	At the beginning of the year	NIL			
	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.)				
	At the End of the year				

SI. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7.	Mr. Dinesh Kumar Chief Financial Officer				
	At the beginning of the year	NIL			
	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.)				
	At the End of the year				

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8.	Ms. Princy Anand Company Secretary				
	At the beginning of the year	NIL			
	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.)				
	At the End of the year				

V. INDEBTEDNESS

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

(Amount in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	34,00,000	-	34,00,000
ii) Interest due but not paid	-		-	-
iii) Interest accrued but not due	-		-	-
Total (i+ii+iii)	--	34,00,000	-	34,00,000
Change in Indebtedness during the financial year				
• Addition	--	-	-	-
• Reduction		-		
Net Change	--	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	--	34,00,000	-	34,00,000
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	--	34,00,000	-	34,00,000

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-Time Director and/or Manager

S. No.	Particulars of Remuneration	Name of CEO/MD/WTD/Manager		Total Amount (in Rs.)
		Sahib Singh Gusain Whole-Time Director (up to 14.02.2019)	Sanyam Tuteja Whole-Time Director (w.e.f. 14.02.2019)	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961 (b) Value of perquisites u/s 17(2) Income-tax Act,1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL - - -	NIL - - -	NIL - - -
2.	Stock Option	-	-	-
3.	Sweat Equity			
4.	Commission • As a % of profit • Others, specify	-	-	-
5.	Others			
	TOTAL (A)	NIL	NIL	NIL
	Ceiling as per the Act			

B. Remuneration to other Directors Independent Directors

S. No.	Particulars of Remuneration	Name of Directors	Total Amount (in Rs.)
1.	• Fee for attending Board/Committee Meetings • Commission • Others, please specify	No Director is drawing any remuneration from the Company	
	TOTAL 1		

Other Non-Executive Directors

S. No.	Particulars of Remuneration	Name of Directors	Total Amount (in Rs.)
2.	• Fee for attending Board/Committee Meetings • Commission • Others, please specify	No Director is drawing any remuneration from the Company	

	TOTAL (B) = 1+2	
	Total Managerial Remuneration	
	Overall Ceiling as per the Act	

C. Remuneration To Key Managerial Personnel other Than MD/Manager/WTD

S. No.	Particulars of Remuneration	Company Secretary	Chief Financial Officer
		Princy Anand	Dinesh Kumar
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	1,80,000 -- --	2,40,000 -- --
2.	Stock Option	--	--
3.	Sweat Equity	--	--
4.	Commission • As a % of profit • Others, specify	-- --	-- --
5.	Others, please specify	--	--
	TOTAL	1,80,000	2,40,000

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

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

Annexure 2 to Directors' Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
M/S AAR SHYAM INDIA INVESTMENT COMPANY LIMITED
B-42, Lower Ground floor, Panchsheel Enclave,
New Delhi -110017

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

We report that:

- a) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion. We have not verified the correctness and appropriateness of the financial records and Books of the Company.
- c) Where ever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of management.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 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, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

(Secretarial Audit Report for F.Y 2018-2019 for M/s Aar Shyam India Investment Company Limited)

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): –
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
- (vi) Indian Stamp Act, 1899;
- (vii) Indian Contract Act, 1872;
- (viii) Income Tax Act, 1961 and indirect tax laws;
- (ix) Applicable Labour Laws; and
- (x) Other applicable Laws;

Having regard to the compliance system prevailing in the Company and on the basis of presentation and Reports made by Compliance Auditors of the Company, we further report that the Company has adequate system to ensure the compliance of the other applicable laws specifically to the Company.

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

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- Listing Agreements with Stock Exchanges in India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

(Secretarial Audit Report for F.Y 2018-2019 for M/s Aar Shyam India Investment Company Limited)

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. But some documents, registers, files are needed to be maintained in more improvised and updated manner and should be in more consonance with the secretarial standards and provisions of The Companies Act 2013.
- All decisions at Board Meetings and Committee Meetings are carried out by majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be. But further adherence to the rules and provisions of the act for drafting of minutes and registers will be appreciated.

We 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.

**For Kundan Agrawal & Associates
Company Secretaries
FRN: S2009DE113700**

**Place: Delhi
Date: 21/08/2019**

**Sd/-
Kundan Agrawal
Company Secretary
Membership No.:-7631
C.P. No.8325**

REPORT ON CORPORATE GOVERNANCE

Introduction

In terms of Regulation 34(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a report on Corporate Governance for the year ended 31st March, 2019 is presented below:

Company's philosophy on Code of Corporate Governance

The principles of Corporate Governance and the Code of Business Conduct & Ethics are the cornerstones of your Company. Your Company has consistently striven to implement best corporate governance practices reflecting its strong value system and ethical business conduct. The Company's philosophy on Corporate Governance envisages attainment of highest levels of transparency, accountability and integrity in the functioning of the Company with a view to create value that can be sustained continuously for the benefit of its stakeholders. All employees are bound by a Code of Conduct that sets forth Company's policies on important issues including our relationship with consumers, shareholders and Government.

Board of Directors

The Board of Directors includes the Executive, Non-Executive and Independent Directors so as to ensure proper governance and management.

The Corporate Governance principles of the Company have been formulated to ensure that the Board remains informed, independent and participates actively in the affairs of the Company. The Company also strives to enhance stakeholders' value by taking measures to continuously improve Corporate Governance standards.

The Directors at Aar Shyam India Investment Company Limited possess the highest personal and professional ethics, integrity and values and are committed to represent the long-term interest of the stakeholders.

The Company's Corporate Governance framework is based on having a composition wherein a majority of Directors are Independent Board Members. Further, the constitution of Board Committee meet all statutory requirements of various regulatory authorities including the Reserve Bank of India, SEBI and MCA, and committees are chaired by Independent Directors, wherever required by law. Committees have been suitably constituted for significant and material matters and also have a blend of Executive Management Members to assist the Committees.

The Board plays an effective supervisory role through the above governance framework.

Composition of the Board

During the year under review, the Board of Directors of the Company had an optimum combination of Professional and Independent Directors with excellent knowledge and experience in various fields relating to the business activities of the Company.

As at March 31st, 2019, the Board of Directors of the Company consisted of two Independent Directors, one Whole-time director and two Non-Executive Director.

None of the Directors hold directorship in more than ten public limited companies or act as an Independent Director in more than seven Listed Companies. None of the Directors acts as a member of

more than ten or Chairman of more than five Committees as on March 31, 2019 across all public limited companies in which they are Directors.

The details of the number of Board and General Meeting(s) attended by each Director during the year 2018-19 and Directorship and/or Membership/Chairmanship of the Committees of Board (except private companies, Non Profit companies and foreign companies) held by each of them as on March 31, 2019, are given below:

(a) Composition of the Board:

Name of Director	Category	No. of Board Meetings during 2018-19		Whether attended the last AGM	No. of Directorships in other public companies	No. of committees membership in other public Cos. including Chairmanship
		Held during tenure	Attended			
Ms. Beenu Aggarwal	Non-Executive Director	6	1	No	1	1
Mr. Sanyam Tuteja (w.e.f. 14.02.2019)	Executive Director	2	1	No	-	-
Mr. Sahib Singh Gusain (upto 14.02.2019)	Executive Director	4	2	Yes	1	1
Mr. Jitendra Jain	Independent, Non-Executive	6	3	Yes	-	-
Ms. Reena Gupta	Independent, Non-Executive	6	5	Yes	1	1
Ms. Reetika Choubey (w.e.f. 14.02.2019)	Non-Executive	2	2	No	-	-

(b) Number of Board Meetings:

During the financial year 2018-19, six (6) Board Meetings were held on May 30, 2018, August 14, 2018, August 30, 2018, November 14, 2018, February 14, 2019 and March 01, 2019. And as per companies act, 2013, the maximum interval between any two meetings was not more than 120 days.

(c) Information supplied to the Board:

The Board of Directors has complete access to any information within the Company. At the Board Meetings, directors are provided with all relevant information on important matters, working of the Company as well as all related details that require deliberations by the members of the Board.

Information regularly provided to the Board inter-alia include:

- Annual operating plans, budgets & updates;
- Expansion/capital expenditure plans & updates;
- Production, sales & financial performance data;
- Business-wise operational review;
- Quarterly and annual financial results with segment-wise information;
- Minutes of the meetings of the Audit and other committees as well as circular resolutions passed;
- Significant initiatives and developments relating to labour/human resource relation and/or problems and their proposed solutions;
- Information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and Company Secretary;
- Materially important show cause/demand/prosecution/penalty notices and legal proceedings by or against the Company;
- Fatal or serious accidents or dangerous occurrences;
- Material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company;
- Non-compliances of any regulatory or statutory provision or listing requirement on non-payment of dividend or delay in share transfers;
- Compliance reports of all laws applicable to the Company;
- Details of any joint-venture or collaboration agreement;
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property;
- Proposals for investments, divestments, loans, guarantees, mergers and acquisitions;
- Sale of material nature of investments, subsidiaries and assets which is not in the normal course of business;
- Quarterly details of foreign exchange exposure and the steps taken by the management to limit the risk of adverse exchange rate movement;
- Any other information which is relevant for decision-making by the Board.

(d) Induction & Familiarization Programs for Independent Directors:

On appointment, the concerned Directors is issued a letter of Appointment setting out in detail, the terms of appointment, duties and responsibilities. Each newly appointed Independent Director is taken through a familiarization programme. The programs aim to familiarize the Directors with the Company, their role and responsibilities, business model of the Company etc.

(e) Performance Evaluation:

In compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 of the Listing Agreement, the Board during the year adopted a formal mechanism for evaluation of its performances as well as that of its committees and individual Directors, including the Chairman of the Board. A structured questionnaire was prepared after taking

into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

(f) Independent Directors' Meeting:

In compliance with Section 149 (8) of the Companies Act, 2013, read along with Schedule IV of the Companies Act, 2013 and the listing agreement with the stock exchange, the Independent Directors met on March 28, 2019, inter alia, to discuss:

- a) Evaluation of the performance of non- Independent Directors and the Board as a whole;
- b) Evaluation of the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- c) Evaluation of 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.

All the Independent Directors were present at the meeting.

(g) Code of Conduct:

The Board of Directors of the Company has adopted Code of Business Conduct & Ethics. This Code is based on three fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary conduct and is applicable to all the Directors and senior management personnel.

In terms of the requirements of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, the Code of Business Conduct & Ethics, as approved by the Board of Directors, has been displayed at the website of the company, www.aarshyam.in. All the members of the Board and senior management personnel have affirmed compliance with the Code for the year ended 31st March, 2019.

(h) Declaration regarding compliance of Code of Conduct:

All the Board Members and senior management personnel of the Company have affirmed compliance of the Code of Conduct for the year ended 31st March, 2019. A declaration to that effect signed by the Chairman & Managing Director is attached and forms part of the Annual Report of the Company.

Committees of the Board

Under the aegis of the Board of Directors, several committees have been constituted which have been delegated powers for different functional areas. The Audit Committee, Stakeholder Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility (CSR) Committee have been constituted pursuant to and in accordance with the provisions of SEBI (Listing

Obligation and Disclosure Requirements) Regulation 2015, rules & regulations prescribed by Reserve Bank of India read with requirements of the Companies Act, 2013 and other applicable laws.

(a) Audit Committee

Terms of Reference

The terms of reference of the Audit Committee has been revised in compliance with Companies Act, 2013 and revised SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 of Listing Agreement as amended from time to time. In addition to the matters provided in SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and requirements of Section 177 of the Companies Act, 2013 and Reserve Bank of India, the Committee reviews the reports of the Internal Auditors, periodically meets the Statutory Auditors of the Company and discusses their findings observations, suggestions, scope of audit etc. and also reviews internal control systems and accounting policies followed by the Company. The Committee also reviews the financial statements with the management, before their submission to the Board.

The terms of reference of the Audit Committee of the Board of Directors of the Company, inter alia includes;

1. Overseeing the Company's financial reporting process and reviewing with the management, the financial statement before submission to the Board for approval;
2. Recommending to the Board the appointment, re-appointment and replacement of the Statutory Auditor and fixing their fees;
3. Reviewing the internal audit function of the Company; and
4. Such other matters as specified under SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and requirements of Section 177 of the Companies Act, 2013 and Reserve Bank of India or as may be delegated by the Board of Directors of the Company.

Composition and Attendance of Meeting:

The Audit Committee comprises of following three Members and two of them are Independent Directors:

- Ms. Reena Gupta -Chairman
- Mr. Jitendra Jain - Member
- Ms. Beenu Aggarwal -Member

All the Members of the Committee have vast experience and knowledge of finance, accounts and corporate laws; and possess finance, accounting and taxation related expertise. The quorum for the Meeting of the Audit Committee is as per applicable laws. During the financial year 2018-19, Audit Committee met four (4) times and the attendance of the Directors on the above meetings was as follows:-

Director	No. of meetings held during tenure	No. of meetings attended
Ms. Reena Gupta	4	3
Mr. Jitendra Jain	4	2
Ms. Beenu Aggarwal	4	1

The Managing Director, Executive Director and other senior executives (when required) are invited to the meetings. Representatives of the statutory auditors and internal auditors are also invited to the meetings, when required. All the meetings are attended by the statutory auditors. The Company Secretary acts as the Secretary of the Committee.

All the recommendations of the Audit Committee during the year were accepted by the Board of Directors.

Whistle Blower Policy

The Company has been formulated Whistle Blower Policy to establish a Vigil Mechanism for directors and employees of the Company.

This Policy covers malpractices and events which have taken place, suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies and other matters or activity on account of which the interest of the company is affected and formally reported by whistle blowers. This Policy is intended to encourage and enable employees to raise serious concerns within the Company prior to seeking resolution outside the company.

The purpose and objective of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects the employees wishing to raise a concern about serious irregularities within the Company. The Company encourages its directors and employees who have genuine concern about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the employees and directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and directors to avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in exceptional cases.

This policy, however, neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and/ or colleagues in general. It is affirmed that no personnel has been denied access to the Audit Committee.

The Whistle Blower Policy of the Company has been uploaded and can be viewed on the Company's website www.aarshyam.in

(b) Nomination and Remuneration Committee:

In compliance with Section 178 of the Companies Act, 2013, read along with the applicable Rules thereto and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, the Board has constituted "Nomination and Remuneration Committee" consisting of Non-Executive Directors with two members, including Chairman, as Independent Directors.

The objective of this Policy is to lay down a framework and set standards in relation to nomination, remuneration and evaluation of Directors, Key Managerial Personnel (KMP) and such other senior management personnel as may be prescribed so as to achieve a balance of merit, experience and skills in the organization.

The terms of reference of the committee inter alia, include the following:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and senior management personnel;
- b) To evaluate the performance of the members of the Board as well as Key Managerial Personnel and senior management personnel and to provide rewards linked directly to their efforts, performance, dedication and achievement relating to Company's operations;
- c) To recommend to the Board on remuneration payable to the Directors, Key Managerial Personnel and senior management personnel;
- d) Assessing the independence of Independent Directors;
- e) To make recommendation to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of the Managing/Whole-Time Directors, subject to the provision of law and their service contract;
- f) To retain, motivate and promote talent and to ensure long term sustainability of talented management personnel and create competitive advantage;
- g) To devise a policy on Board diversity;
- h) To develop a succession plan for the Board and to regularly review the plan.

The Nomination & Remuneration Committee comprised of the following directors of the Company:

Name	Designation	Whether Non-Executive/Independent
Mr. Jitendra Jain	Chairman	Independent
Ms. Reena Gupta	Member	Independent
Ms. Beenu Agarwal	Member	Non-Executive

During the financial year 2018-19, the Nomination & Remuneration Committee met once, on 17th October, 2018. The attendance of the members of the Committee was as follows:-

Director	No. of meetings held	No. of meetings attended
Mr. Jitendra Jain	1	1
Ms. Beenu Agarwal	1	1
Ms. Reena Gupta	1	1

Appointment & Remuneration Policy:

A. Policy for appointment and removal of directors, KMP and senior management personnel

(i) Appointment Criteria and Qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as director, KMP or senior management personnel and recommend to the Board his/her appointment.

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

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

(ii) Term/Tenure

a) Managing Director/Whole-time Director

The Company shall appoint or re-appoint any person as its Non-Executive Chairman, Managing Director or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto a maximum of five years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director, provided that the Independent Director shall not, during the said period of three years be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

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

c) Evaluation

The Committee shall carry out evaluation of performance of every Director, Key Managerial Personnel and senior management personnel at regular intervals.

(iii) Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, Rules & Regulations thereunder, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, Key Managerial Personnel or senior management personnel subject to the provisions and compliance of the said Act, Rules & Regulations.

(iv) Retirement

The Directors, KMP and senior management personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP and senior management personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

B. Policy for remuneration to directors, KMP and senior management personnel

(i) Remuneration to Managing/Whole-time Directors, KMP and senior management personnel

The remuneration/ compensation/ commission etc. to be paid to Managing/Whole-time Directors shall be governed as per provisions of the Companies Act, 2013 and Rules made there under or any other enactment for the time-being in force.

(ii) Remuneration to Non-Executive/ Independent Director

The non-executive Independent /Non-Independent Director may receive remuneration/ compensation/ commission as per the provisions of the Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/limits as provided under the Companies Act, 2013 and Rules made thereunder or any other enactment for the time being in force.

C. Details of remunerations paid to the Directors during the financial year 2018-19:

Remuneration paid to the Director(s) forms part of the extract of Annual Return, which forms part of Directors' report.

(c) Stakeholders Relationship Committee:

The Board of Directors of the Company reconstituted Shareholders Grievance Committee consisting of the following Directors:

- Ms. Beenu Agarwal (Chairman)
- Mr. Jitendra Jain (Member)

The role of the Committee is to consider and resolve the grievances of the security holders of the Company, including complaints relating to transfer and transmission of securities, non-receipt of dividends, and such other grievances as may be raised by the security holders from time to time.

One meeting of the Committee was held during the year on November 14, 2018. Details of Meeting have been given below.

Director	No. of meetings held	No. of meetings attended
Ms. Beenu Agarwal	1	1
Mr. Jitendra Jain	1	1

Annual General Meetings

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

Financial Year	Date	Time	Place
2015-16	30.09.2016	10.00a.m.	L-7, Menz. Floor, Green Park Extension, New Delhi - 110016
2016-17	29.09.2017	02:00 p.m.	L-7, Menz. Floor, Green Park Extension, New Delhi - 110016
2017-18	28.09.2018	02:00 p.m.	La'ola Boutique Hotel, D-55, East of Kailash, Opposite Sapna Cinema, New Delhi- 110065

Disclosures

- (i) There were no transactions of material nature with the directors or the management or their subsidiaries or relatives etc. during the year that had potential conflict with the interests of the Company at large. The details of related party transactions have been reported in the Notes to Accounts.
- (ii) The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and in conformity, in all material respects, with the generally accepted accounting principles and standards in India. The estimates/judgments made in preparation of these financial statement are consistent, reasonable and on prudent basis so as to reflect true and fair view of the state of affairs and results/operations of the Company.
- (iii) The Company has formulated Whistle Blower Policy to establish a Vigil Mechanism for directors and employees of the Company and the details are provided at page 40 of this report.
- (iv) The Company has well-defined Risk Management Policies for each of the businesses, duly approved by the Board, which are periodically reviewed to ensure that the executive management controls risk by means of a properly defined framework.
- (v) The Company has not raised any funds from the capital market (public/rights/preferential issues etc.) during the financial year under review.
- (vi) There was no instance of non-compliance of any matter relating to the capital markets by the Company. No penalties or strictures have been imposed on the Company by the stock exchanges, SEBI or any other statutory authorities on any matter relating to the capital market during the last three years.
- (vii) The details of the equity shares of the Company held by the Directors as on 31stMarch, 2019 are asunder:

S.No.	Name of the Director	No. of shares held
1	Mr. SanyamTuteja	Nil
2	Mr. Jitendra Jain	Nil
3	Mr. Sahib Singh Gusain	Nil
4	Ms. Beenu Aggarwal	Nil
5	Ms. Reena Gupta	Nil
6	Ms. Reetika Choubey	Nil

(viii) The Company is complying with all mandatory requirements of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015.

Means of communication

The Quarterly, Half Yearly and Annual Results are communicated to the Calcutta Stock Exchange Limited, where the Company's shares are listed as soon as they are approved and taken on record by the Board of Directors of the Company. Further, the quarterly and half-yearly results are published in leading newspapers such as 'Mint (English) and 'Haribhoomi' (Hindi). The results are not sent individually to the shareholders. The financial results are also displayed on the web-site of the Company at www.aarshyam.in. Pursuant to circular no. CIR/CFD/DIL/10/2010 dated 16th December, 2010 issued by Securities & Exchange Board of India (SEBI), the Company has maintained website namely www.aarshyam.in providing the basic information about the Company such as details of our business, financial information, shareholding pattern, compliance with corporate governance, company policies, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, etc. The information provided on the website is being updated regularly.

The Company has an Investor Grievance Cell in the Share Department to redress the grievances/queries of the shareholders. In order to redress shareholders' queries and grievances, the Company has a separate e-mail ID info@aarshyam.in

Auditors' Certificate on Corporate Governance

A certificate has been obtained from the Auditors of the Company regarding compliance with the provisions relating to Corporate Governance laid-down in SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015. The same is annexed to this report.

CEO/CFO Certification

The CEO and the CFO have issued certificate pursuant to the provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 certifying that the financial statements do not contain any untrue statements and these statements represent a true and fair view of the Company's' affair. The said certificate is annexed and forms part of the Annual Report.

GENERAL SHAREHOLDERS INFORMATION

- Annual General Meeting:**

Date	28 th September, 2018
Time	02.00 p.m.
Venue	La'ola Boutique Hotel, D-55, East of Kailash, Opposite Sapna Cinema, New Delhi- 110065

- **Listing:**

Sl. No.	Name & address of stock exchanges
1	The Calcutta Stock Exchange Ltd 7, Lyons Range, Kolkata - 700 001.
2	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001

The Company has already paid annual listing fee for the year 2019-20 to the stock exchange.

- **StockCode:**

➤ The Calcutta Stock Exchange Ltd, Kolkata	:	11600
➤ BSE Limited, Mumbai	:	542377
➤ Demat ISIN in NSDL and CDSL for equity shares	:	INE512R01010

- **Share Transfer Agents and Demat Registrar:**

The Company has appointed M/s MAS Services Ltd., New Delhi as the Registrar & Share Transfer Agents for handling both physical share registry work and demat share registry work having their office at:

Mas Services Limited

T-34, 2nd Floor, Okhla Industrial Area,

Phase - II, New Delhi - 110 020

Ph:- 26387281/82/83 Fax:- 26387384

email:info@masserv.com

website : www.masserv.com

- **Share Transfer System:**

Physical transfer of shares has been stopped by SEBI w.e.f. 01 April, 2019. Before making any transfer, the shareholder needs to convert their shareholding in demat form and contact their respective Depository Participants. Requests for dematerialization of shares are processed and confirmation is given to the respective depositories i.e. NSDL and CDSL within 15 days. The connectivity with NSDL & CDSL is maintained through M/s MAS Services Ltd. The Shareholders have the option to open account with any of the depository participants registered with CDSL and NSDL.

- **Distribution of Equity Shareholding:**

(a) **Shareholding Pattern as on 31st March, 2019**

Category	No. of Shareholders	No. of shares	% of shareholding
Promoter holding			
Individuals/HUF	-	-	-
Bodies Corporate	1	257440	8.58

Total Promoter holding	1	257440	8.58
Non-promoter holding			
Institutions/banks	-	-	-
Bodies Corporate	7	1920060	45.58
Individuals	167	822500	45.84
NRIs/OBCs	-	-	-
Clearing members	-	-	-
Others (if any)	1	10	Negligible
Total Non-promoter holding	175	2742560	91.42
Total	176	3000000	100

(b) **Distribution of shareholding as on 31st March, 2019**

No. of Share held	Shareholders		Share Amount	
	Number	% to Total	In Rupees	% to Total
1 TO 5000	156	88.636	1,41,270	0.471
5001 TO 10000	1	0.568	9,300	0.031
10001 TO 20000	0	0.000	0	0.000
20001 TO 30000	0	0.000	0	0.000
30001 TO 40000	0	0.000	0	0.000
40001 TO 50000	0	0.000	0	0.000
50001 TO 100000	0	0.000	0	0.000
100001 AND ABOVE	19	10.795	2,98,49,430	99.498
Total	176	100	3,00,00,000	100

• **Dematerialization of Shares:**

The Company has entered into an agreement with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Limited to offer depository services to the shareholders. As on March 31, 2019, 29,85,000 equity shares equivalent to 99.50% of the shares of the Company have been dematerialized. All the shares held by the promoters of the Company are in dematerialized form.

Important information for necessary action of shareholders:

It is informed to the shareholders that pursuant to the amendment in Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, request for effecting transfer of securities (Equity Shares) shall not be processed unless securities are held in dematerialized form with a depository. This amendment shall come into force with effect from April 01, 2019, as extended by SEBI.

In other words, request for effecting transfer of equity shares held in physical form will not be processed from the effective date i.e. April 01, 2019. It shall be mandatory to convert physical holding into electronic mode i.e. in demat, for transferring shares to another person(s)/entity(s).

In view of the aforesaid, all the shareholders holding shares in physical form are further advised to convert their shareholding from Physical form to Demat form with a Depository Participant of their choice. The following are the few advantages of holding securities in electronic mode i.e. demat:

1. Freedom from physical storage and Contribution to the 'Green Initiative';
2. Elimination of chances of theft, mutilation, defacement etc.;
3. There is no need to bear stamp duty for transfer of securities; this brings down the cost of transaction significantly;
4. Easy to carry out any change/ alteration in personal particulars across all companies in which securities are held by making single request with your Depository Participant;
5. Monitoring of securities held in Demat form can be done from anywhere

- **Reconciliation of Share Capital Audit:**

A qualified practicing Company Secretary carried out a Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Secretarial Audit Report confirms that the total issued / paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

- **Outstanding GDR's/ADR's/Warrants etc.:** Not Applicable

- **Address for correspondence:**

(a) *Regd. Office:*

AAR Shyam India Investment Company Limited,

B-42, Lower Ground Floor, Panchsheel Enclave,

New Delhi -110 017

Email : info@aarshyam.in

Website: www.aarshyam.in

(b) *Registrar & Share Transfer Agent:*

Mas Services Limited

T-34, 2nd Floor, Okhla Industrial Area,

Phase - II, New Delhi - 110 020

Ph:- 26387281/82/83 Fax:- 26387384

email:- info@masserv.com

Website: www.masserv.com

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants.

For and on behalf of

AAR Shyam India Investment Company Limited

Sd/-

SanyamTuteja

Director

DIN: 08139915

AUDITORS' CERTIFICATE REGARDING COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION 2015

TO THE MEMBERS OF AAR SHYAM INDIA INVESTMENT COMPANY LIMITED

We have examined the compliance of conditions of Corporate Governance by **Aar Shyam India Investment Company Limited** ('the Company'), for the year ended 31 March 2019 as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015").

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has generally comply with all the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

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

**For Kundan Agrawal & Associates
Company Secretaries
FRN:S2009DE113700**

**Place: Delhi
Date: 21/08/2019**

**sd/-
Kundan Agrawal
Company Secretary
Membership
No.:-7631
C.P. No.8325**

Declaration Regarding Code of Conduct

I hereby declare that all the Directors and Senior Management Personnel have confirmed compliance with the Code of Conduct as adopted by the Company.

Sd/-

Sanyam Tuteja

Director

DIN : 08139915

Place : New Delhi

Date : 30.08.2019

M. D./ CFO Certification

The Board of Directors
AAR Shyam India Investment Company Limited

We have reviewed the financial statements and the Cash Flow Statement of AAR Shyam India Investment Company Limited for the year ended 31st March, 2019 and that to the best of our knowledge and belief, we state that;

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
(ii) these statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- (b) there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) we accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- (d) we have indicated to the Auditors and the Audit Committee:
- i) significant changes, if any, in the internal control over financial reporting during the year.
 - ii) significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Yours sincerely,

Sd/-
Dinesh Kumar
Chief Financial Officer

Sd/-
Sanyam Tuteja
Whole-Time Director

Place : New Delhi

Date : 30.08.2019

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF AAR SHYAM INDIA INVESTMENT COMPANY LIMITED

Report on the Audit of the Standalone Financial Statements Opinion

We have audited the accompanying standalone financial statements of **Aar Shyam India Investment Company Limited ("the Company")**, which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone 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 (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, 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 audit opinion on the standalone 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 standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	How our audit addressed the key audit matter
Revenue Recognition	
<p>The total expected cash flows of the instrument over the life of the instrument must be substantially based on the profit or loss, change in the recognized net assets or fair value of the recognized and un recognized net assets of the entity over the life of the instrument. Profit or loss and the change in the recognized net assets shall be measured in accordance with relevant accounting principles generally accepted in India.</p> <p>We believe that Revenue from sale of shares /Securities because of its significance to profits, the high volume of revenue transactions associated with trading of securities and the judgment required in recognizing revenue from sale of securities.</p>	<p>Our procedures included, amongst others, data analysis of the expected flows of revenue transactions and performing testing over transactions that deviated from our expectations.</p>

Information Other than the Standalone 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 Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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.

Management's Responsibility for the Standalone Financial Statements

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

In preparing the standalone 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 Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone 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 standalone 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone 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 standalone 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 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 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 standalone financial statements comply with the Accounting Standard 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 A". 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 disclosed the impact of pending litigations, if any, on its financial position in its standalone financial statements.
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, 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.
- iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the company for the financial year ended March 31, 2019.
2. 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 B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Report on Other Legal and Regulatory Requirements

3. 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 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 standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 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 A**". 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 disclosed the impact of pending litigations, if any, on its financial position in its standalone financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, 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.
 - iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended 31st March, 2019.
4. 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 B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For STRG & Associates
Chartered Accountants
FRN : 014826N

CA Rakesh Gupta
M No. 094040

Place : New Delhi
Date : 30.05.2019

"Annexure A" 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 **Aar Shyam India Investment Company 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 evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 STRG & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 014826N**

**CA Rakesh Gupta
Partner
M. No.: 094040**

**Place: New Delhi
Date: 30.05.2019**

"Annexure B" to the Auditors' Report

The Annexure referred to in our report to the members of **Aar Shyam India Investment Company Limited (the Company)** for the year ended on 31ST March, 2019. We report that:

1. The Company does not own any fixed assets: accordingly the provisions of the clause 3(i)(a),3(i)(b) & 3(i)(c), of the Companies Order,2016 are not applicable to the Company.
2. The company does not own any inventory during the year; accordingly the provisions of clause 3(ii) of the Companies Order , 2016 are not applicable to the company.
3. The Company has not granted unsecured loan to companies, firms or other parties covered in the register maintained under Section 189 of the Act.
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.
5. The Company has not accepted any deposits within the meaning of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended).
6. To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
7. (a) According to the information and explanation given to us and based on our examination of records of the company. the company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.

(b) According to the information & explanations given to us There are no amount of sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess that have not been deposited with the appropriate authorities on account of any dispute.
8. In our opinion, the Company has not defaulted in repayment of dues to any financial institution or a bank or to debenture-holders during the year.
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. No fraud on or by the Company has been noticed or reported during the period covered by our audit.

11. The managerial remuneration has been paid/provided in accordance with the requisite approvals mandated by the provision of Section 197 read with schedule V to the Act during the year.
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 wherever 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 under review. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company.
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 them. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. Yes the company is required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.and the company has obtained the registration.

**For STRG & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 014826N**

Place : New Delhi

Date : 30.05.2019

**CA Rakesh Gupta
Partner
M. No: 094040**

AAR SHYAM INDIA INVESTMENT COMPANY LIMITED

Balance Sheet as at 31st March 2019

(Amount in Rs.)

Particulars	Note	As at 31-03-2019		As at 31-03-2018	
EQUITY AND LIABILITIES					
Shareholders' Funds					
Share capital	3	300,00,000		300,00,000	
Reserves and surplus	4	123,70,178	423,70,178	117,75,316	417,75,316
Non Current Liabilities					
Long Term Borrowings			-		-
Deferred Tax Liability			-		-
Current Liabilities					
Short-term borrowings	5		34,00,000		34,00,000
Trade Payable			-		-
Other current liabilities	6		1,39,201		57,547
Short-term provisions	7		2,12,923		1,69,522
TOTAL			461,22,302		454,02,385
ASSETS					
Non-Current Assets					
Fixed Assets					
Non-current investments	8		231,84,998		238,51,026
Long Term Loans & Advances			-		-
Other Non Current Assets			-		-
Current Assets					
Current Investments					
Inventories			-		-
Trade receivable	9		39,89,378		41,78,349
Cash and cash equivalents	10		68,31,302		64,12,284
Short Term Loan & Advances	11		112,48,184		103,19,434
Other current assets	12		8,68,440		6,41,292
TOTAL			461,22,303		454,02,385
	1 & 2				

Significant Accounting Policies & notes form part of the financial statements 1 & 2

As per our report of even date
For STRG & Associates
Chartered Accountants
FRN : 014826N

For and on behalf of the Board of Directors of
M/s AAR Shyam India Investment Company Limited

(CA Rakesh Gupta)
Partner
Membership No. 094040

Sanyam Tuteja
Director
DIN No. 08139915

Reena Gupta
Director
DIN No. 06966728

Place : New Delhi
Date : 30.05.2019

Dinesh Kumar
CFO
PAN: ARCPK6585H

Princy Anand
Company Secretary
PAN: AYYPP4383R

AAR SHYAM INDIA INVESTMENT COMPANY LIMITED

Statement of Profit and loss for the year ended 31st March 2019

(Amount in Rs.)

Particulars	Note	For the year ended 31st March 2019	For the year ended 31st March 2018
Income			
Revenue From Operations	13	30,05,429	207,92,062
Other Income	14	1,96,543	2,46,992
Total Revenue		32,01,972	210,39,054
Expenses:			
Cost of Material Consumed		-	-
Purchase of Stock In Trade		-	-
Changes In the Inventories		-	-
Employee Benefit Expenses	15	5,40,000	6,60,645
Finance Cost	16	985	40,981
Depreciation & Amortization Expenses		-	-
Other Expenses	17	19,04,000	199,85,190
Total Expenses		24,44,986	206,86,816
Profit Before Exceptional & Extraordinary Items and tax		7,56,986	3,52,237
Less:-Exceptional Items		-	-
Profit /(Loss) Before Tax		7,56,986	3,52,237
Tax Expense:			
Current tax		1,59,803	1,18,723
MAT Credit		-	(16,745)
Profit /(Loss) for the Period		5,97,183	2,50,259
Earnings per equity share of Rs 10 each:			
(1) Basic		0.20	0.08
(2) Diluted		0.20	0.08

Significant Accounting Policies & notes form part of the financial statements 1 & 2

As per our report of even date
For STRG & Associates
Chartered Accountants
FRN : 014826N

For and on behalf of the Board of Directors of
M/s AAR Shyam India Investment Company Limited

(CA Rakesh Gupta)
Partner
Membership No. 094040

Sanyam Tuteja
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Director
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Place : New Delhi
Date : 30.05.2019

Dinesh Kumar
CFO
PAN: ARCPK6585H

Princy Anand
Company Secretary
PAN: AYYPP4383R

AAR SHYAM INDIA INVESTMENT COMPANY LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
	(Rs.)	(Rs.)
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Net Profit after Tax	5,97,183	2,50,259
Add: Provision For Income Tax	1,59,803	1,18,723
Mat Credit	-	(16,745)
Net profit before tax	7,56,986	3,52,237
adjustments for :		
Provision reversed for diminition of Investment	-	-
Operating profit before working capital changes	7,56,986	3,52,237
Ajustments for :		
(Increase)/Decrease in Trade receivable	1,88,971	81,97,452
(Increase)/Decrease in short Term Loan & Advances	(9,28,750)	62,82,903
(Increase)/Decrease in other current assets	(2,27,148)	(4,56,005)
Increase/(Decrease) in Trade and other payables	81,654	(2,01,453)
Increase/ (Decrease) in short term provisions	43,401	(2598076)
Cash generated from operations	(84,886)	115,77,058
Direct taxes refund/(paid)	(1,59,803)	(1,01,978)
Provision For standard Asset (Created)/Reversed	(2,321)	15,707
Net Cash flow Generated from Operating Activities (A)	(2,47,010)	114,90,787
B. CASH FLOWS FROM INVESTING ACTIVITIES		
(Purchase)/Sale of investments	6,66,027	-123,16,872
Net Cash Flow Generated from Investing Activities (B)	6,66,027	(12316872)
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Issue of share capital	-	-
Repayment of unsecured Loan	-	-5,45,000
Net Cash Generated from Financing Activities (C)	-	-5,45,000
Net increase in Cash & Cash Equivalents (A + B + C)	4,19,017	(13,71,085)
Opening cash and cash equivalents	64,12,284	77,83,369
Closing cash and cash equivalents	68,31,301	64,12,284
<u>Cash & Cash equivalents as stated in Balance Sheet</u>		
Cash in Hand	124	124
Cash at Bank	4,70,440	54,36,334
Cheque in hand	-	-
FD with Bank	63,60,739	9,75,827
Cash & Cash equivalents as stated in Balance Sheet	68,31,302	64,12,284

Accompanying notes form part of the financial statements
In terms of our report of even date attached
For STRG & Associates
Chartered Accountants
FRN : 014826N

For and on behalf of the Board of Directors of
M/s AAR Shyam India Investment Company Limitedany Limited

(CA Rakesh Gupta)
Partner
Membership No. 094040

Sanyam Tuteja
Director
DIN No. 08139915

Reena Gupta
Director
DIN No. 06966728

Place : New Delhi
Date : 30.05.2019

Dinesh Kumar
CFO
PAN: ARCPK6585H

Princy Anand
Company Secretary
PAN: AYYPP4383R

3. Share capital

(Amount in Rs.)

Particulars	As at 31st March 2019		As at 31st March 2018	
	Number	Amount	Number	Amount
Authorised Capital				
Equity Shares of Rs. 10/- each	35,00,000	350,00,000	35,00,000	350,00,000
	35,00,000	350,00,000	35,00,000	350,00,000
Issued, Subscribed & Paid up Capital				
Equity Shares of Rs.10/- each	30,00,000	300,00,000	30,00,000	300,00,000
Total	30,00,000	300,00,000	30,00,000	300,00,000

(i)

Particulars	As at 31 March 2019	As at 31 March 2018
Reconciliation of Number of Shares Outstanding at the Beginning and at the End of the Reporting Period:		
Balance at the beginning of the reporting period	30,00,000	30,00,000
Add: Shares issued during the year	-	-
Balance at the end of the year	30,00,000	30,00,000
Reconciliation of Share Capital Outstanding at the Beginning and at the End of the Reporting Period:		
Balance at the beginning of the reporting period	300,00,000	300,00,000
Add: Share Capital issued during the year	-	-
Balance at the end of the year	300,00,000	300,00,000

- (i) The details of shareholder holding more than 5% shares as at March 31, 2019 and March 31, 2018 are set out below
Equity Shareholders

Name of Shareholder	As at 31 March 2019		As at 31 March 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
C N FLOUR MILLS PRIVATE LIMITED	200000	6.67	-	-
K K MODI INVESTMENT AND FINACIAL SERVICES PV	257440	8.58	257440	8.58
PLUS CORPORATE VENTURES PRIVATE LIMITED	350000	11.67	350000	11.67
RAKESH KUMAR BANSAL	562503	18.75	-	-
SHIVMANI VINIMAY PRIVATE LIMITED	-	-	712560	23.75
SHREYANS LOGISTICS PRIVATE LIMITED	350000	11.67	-	-
SUPRIYO BANDYOPADHYAY	200000	6.67	-	-
VYAAS VYAPAAR PRIVATE LIMITED	-	-	350000	11.67
MANI NAGAR AGENCIES PRIVATE LIMITED	-	-	200000	6.67
DEEPA AGGARWAL	-	-	200000	6.67
MURARI MOHAN BANIA	-	-	200000	6.67
SWAPAN KUMAR GHOSH (HUF)	-	-	200000	6.67
SANJIB BERA	-	-	160000	5.33

- (ii) The company has one class of equity shares having a par value of INR 10/- per share. Accordingly, all equity shares rank equally with regard to dividends and share in the company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. Each shareholder is eligible for one vote per share held.

AAR SHYAM INDIA INVESTMENT COMPANY LIMITED
Statement of changes in equity for the year ended 31.03.2019

Particulars	Share capital	Security Premium	Retained earnings	Statutory Reserve	Special Reserve	Provision for Standard Assets	Revaluation Surplus	Total equity
	Rs	Rs	Rs	Rs			Rs	Rs
Balance at 01.04.2017	300,00,000	-	81,84,511	32,74,839	50,000	-	-	415,09,350
Changes in accounting policy	-	-	-	-	-	-	-	-
Restated balance	300,00,000	-	81,84,511	32,74,839	50,000	-	-	415,09,350
Changes in equity for the Financial Year								
Issue of share capital	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-
Income for the year	-	-	2,50,259	-	-	-	-	2,50,259
Revaluation gain	-	-	-	-	-	-	-	-
Transfer During the Year	-	-	(54,740)	70,447	-	-	-	15,707
Balance at 31.03.2018	300,00,000	-	83,80,030	33,45,286	50,000	-	-	417,75,316
Changes in equity for the Financial Year								
Issue of share capital	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-
Income for the year	-	-	5,97,183	-	-	-	-	5,97,183
Revaluation gain	-	-	-	-	-	-	-	-
Transfer During the Year	-	-	(1,53,718)	1,51,397	-	-	-	(2,321)
Balance at 31.03.2019	300,00,000	-	88,23,495	34,96,683	50,000	-	-	423,70,178

For STRG & Associates
Chartered Accountants
FRN : 014826N

For and on behalf of the Board of Directors of
M/s AAR Shyam India Investment Company Limited

(CA Rakesh Gupta)
Partner
Membership No. 094040

Sanyam Tuteja
Director
DIN No. 08139915

Reena Gupta
Director
DIN No. 06966728

Place : New Delhi
Date : 30.05.2019

Dinesh Kumar
CFO
PAN: ARCPK6585H

Princy Anand
Company Secretary
PAN: AYYPP4383R

4. Reserves and surplus

(Amount in Rs.)

Particulars	As at 31 March 2019	As at 31 March 2018
Special Reserve		
Opening Balance	50,000	50,000
(+) Current year transfer	-	-
Closing Balance	50,000	50,000
Statutory Reserve *		
Opening Balance	33,45,286	32,74,839
(+) Current Year Transfer	1,51,397	70,447
Closing Balance	34,96,683	33,45,286
Surplus		
Opening balance	83,80,030	81,84,511
Add: Net Profit/(Net Loss) For the current year	5,97,183	2,50,259
Less: Transfer to Statutory Reserves	1,51,397	70,447
Less: Provision for Standard Assets	2,321	(15,707)
	88,23,495	83,80,030
	123,70,178	117,75,316

5. Short-term borrowings

(Amount in Rs.)

Particulars	As at 31 March 2019	As at 31 March 2018
<u>Unsecured:</u>		
Loan From Coporates	34,00,000	34,00,000
Total	34,00,000	34,00,000

6. Other current liabilities

(Amount in Rs.)

Particulars	As at 31 March 2019	As at 31 March 2018
<u>Expenses Payable</u>		
Other	1,04,201	54,547
Salary	35,000	-
<u>Duties & Taxes</u>		
TDS Payable	-	3,000
Total	1,39,201	57,547

7. Short-term provisions

(Amount in Rs.)

Particulars	As at 31 March 2019	As at 31 March 2018
Provision for Income tax	1,59,803	1,18,723
Provision Against Standard Assets	28,120	25,799
Audit fees	25,000	25,000
Total	2,12,923	1,69,522

8 Non Current Investments

(Amount in Rs.)

Particulars	As at 31.03.2019 Rs.	As at 31.03.2018 Rs.
Investments - Other Quoted Investment in Equity Shares Fully paid up	154,84,998	161,51,026
Unquoted- Investment in Preference Shares	77,00,000	77,00,000
Total	231,84,998	238,51,026
Less : Provision For dimunition in the value of investments	-	-
Total	231,84,998	238,51,026

Particulars	As at 31.03.2019 Rs.	As at 31.03.2018 Rs.
Aggregate amount of quoted Investment	154,84,998	161,51,026
Aggregate amount of unquoted Investment	77,00,000	77,00,000
Total	231,84,998	238,51,026
Market Value of quoted Investments	84,49,041	131,38,632

9. Trade receivables

(Amount in Rs.)

Particulars	As at 31 March 2019	As at 31 March 2018
Trade Receivable		
Unsecured, considered good		
outstanding for a period exceeding six months	39,91,105	39,91,105
Less than 6 months	(1,727)	1,87,244
	39,89,378	41,78,349

10. Cash and cash equivalents

(Amount in Rs.)

Particulars	As at 31 March 2019	As at 31 March 2018
Cash in hand	124	124
<u>Balances with banks</u>		
In current accounts	4,70,440	54,36,334
In fixed deposits	63,60,739	9,75,827
	68,31,302	64,12,284

11. Short Term Loan & Advances

(Amount in Rs.)

Particulars	As at 31 March 2019	As at 31 March 2018
Unsecured, considered good		
Loans and Advances		
-to related parties	-	-
-to Others	112,48,184	103,19,434
	112,48,184	103,19,434

12. Other current assets

(Amount in Rs.)

Particulars	As at 31 March 2019	As at 31 March 2018
Income Tax Refundable	1,68,874	1,68,874
Input Gst	5,27,414	4,55,673
Mat Credit	16,745	16,745
Rent Security	15,000	-
TDS Receivables	1,40,407	-
	8,68,440	6,41,292

13. Revenue from operations

(Amount in Rs.)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Interest income	10,31,943	13,67,079
Interest on FD	3,72,690	87,958
MTM Currency Credit	94,726	2,59,119
MTM FO & DO Credit	12,72,908	168,39,971
Profit on Intraday share trading	17,210	6,444
Short Term Gain on Sale of Shares	75,356	22,31,490
Long Term Gain on Sale of Shares	1,40,597	-
Total	30,05,429	207,92,062

14. Other Income

(Amount in Rs.)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Dividend Income	67,844	36,992
Liability No Longer required written back	-	2,10,000
Miscellaneous Income	1,28,700	-
Total	1,96,543	2,46,992

15. Employee Benefit Expenses

(Amount in Rs.)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Salary	5,40,000	6,60,645
Total	5,40,000	6,60,645

16. Finance Cost

(Amount in Rs.)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Interest Expenses On Loan		39,246
Bank Charges	985	1,735
Total	985	40,981

17. Other expenses

(Amount in Rs.)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Advertisement expenses	41,680	21,045
Audit fees	25,000	25,600
BSE Fees	2,95,000	25,59,000
Broker Expenses & Demat Charges	1,681	1,522
CSE Listing Fees	-	48,788
Depository Charges	18,000	16,719
Demat Charges	1,068	-
Interest on income tax and Demand	11,335	3,07,544
Interest On tds	810	266
Misc Expenses	1,385	2,400
MTM Currency Debit	89,901	1,54,733
MTM FO & DO Debit	13,11,515	166,94,140
Postage expenses	602	589
Professional charges	74,183	65,755
Printing & Stationery Expenses	5,000	5,000
ROC expense	4,700	17,115
Rent	15,000	60,000
Server Expenses	4,200	5,000
short & excess	(60)	(25)
Telephone Expenses	3,000	-
Total	19,04,000	199,85,190

For STRG & Associates
Chartered Accountants
FRN : 014826N

For and on behalf of the Board of Directors of
M/s AAR Shyam India Investment Company Limited

(CA Rakesh Gupta)
Partner
Membership No. 094040

Sanyam Tuteja
Director
DIN No.08139915

Reena Gupta
Director
DIN No. 06966728

Place : New Delhi
Date : 30.05.2019

Dinesh Kumar
CFO
PAN: ARCPK6585H

Princy Anand
Company Secretary
PAN: AYYPP4383R

AAR SHYAM INDIA INVESTMENT COMPANY LIMITED

NOTE - 1: SIGNIFICANT ACCOUNTING POLICIES

- I. AAR Shyam India Investment Company Limited (“the Company”) was incorporated under the Companies Act 1956, on 24th Day of February 1983 the Company is engaged in NBFC’s activities. Company is also registered under 45-IA of Reserve Bank of India Act 1934.
- II. **Basis of preparation of financial statements:**
These financial statements have been prepared to comply with Accounting Principles Generally accepted in India (Indian GAAP), the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements are prepared on accrual basis under the historical cost convention. The financial statements are presented in Indian rupees.
- II. **Use of estimates**
The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities as at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods. The management believes that the estimates made in the preparation of the financial statements are prudent and reasonable
- III. **Income and Expenditure**
Income and Expenditure are accounted for on accrual basis except finance charges and interest Income on bad & doubtful debts which is recognized as per IRAC norms of RBI guidelines.
- IV. **Tangible Fixed Assets & Depreciation**
There are no fixed assets in the company so no depreciation has been provided in the books of accounts.
- V. **Investments**
Investment has been bifurcated into ‘Non Current’ and ‘current’ categories as per RBI Norms. Non Current investment is valued at cost and current investment at cost or market value whichever is lower. However, no provision is required on account of permanent diminution in the value of Non Current investments.
- VI. **Inventories**
The Company does not have any kind of inventory during the year.
- VII. **Loans & Advances**
Loans and Advances are classified in accordance with IRAC norms issued by RBI.
- VIII. **Dividend**
No dividend has been paid or declared by the company during the year.
- IX. **Cash and cash equivalents**
Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and Cheque in hand and short term investments with an original maturity of three months or less.

- X. **Provision, Contingent Liabilities and Contingent Assets:**
Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. There is no Contingent Assets & Liabilities.

Provision for Non-Performing Assets

In accordance with Prudential Norms, contingent provision at 0.25% has been created on outstanding standard assets which has been shown in balance sheet under the head short-term provision in current liabilities.

- XI. Unless specifically stated to be otherwise, these policies are consistently followed.

AAR SHYAM INDIA INVESTMENT COMPANY LIMITED

OTHER NOTES ON ACCOUNTS

	AS AT 31.03.2019	AS AT 31.03.2018
	<u>(Rs. In Lacs)</u>	<u>(Rs. In Lacs)</u>
18. <u>COMMITMENTS</u>		
a) Estimated amount of contracts Remaining to be executed on Capital Account and not provided for :	NIL	NIL
b) Letters of Credit opened in favour of inland/overseas suppliers	NIL	NIL
19. <u>Contingent Liabilities not provided for :-</u> (excluding matters separately dealt with in other notes)		
a) Counter guarantees issued to Bankers in respect of guarantees issued by them	NIL	NIL
b) Guarantees issued on behalf of Ltd. Co's	NIL	NIL
20. Value of Imports on CIF Basis	NIL	NIL
21. Earning in Foreign Currency	NIL	NIL
22. Expenditure in Foreign Currency	NIL	NIL
23. In the opinion of the Board, all Current Assets, Loans & Advances (Except where indicated otherwise) collectively have a value on realization in the ordinary course of business at least equal to the amount at which they are stated.		
24. Balance confirmation certificates from parties, as appearing in the Balance Sheet under the heads ' Short Term Loans & Advances ' on the assets side of the Balance Sheet are subject to confirmations.		
25. Company has not made any Provision for liability of future payment of gratuity in the current year. Further, no provision has been made for leave encashment benefits, as the company does not have a policy of encashing leaves of employees.		
26. The company is engaged in the business of non-banking financial activity. Since all the activities relate to main activity, in the opinion of the management, there is only one business segment in terms of AS-17 on segment reporting issued by ICAI.		
27. Auditors' remuneration		

Auditors' remuneration is as follows: (Excluding Taxes)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Statutory Audit Fees	25,000	18,000
Tax Audit	-	7,000

28. **Related Party Disclosures:**

Related party disclosures as required under Accounting Standard (AS) – 18 “Related party Disclosures”, notified by the Government in the Companies (Accounting Standard) Rules 2006, are given in a separate annexure attached herewith:

a) Related parties Disclosures

Description of Relationship	Name of Party
Key Management Personnel	
Dinesh Kumar (CFO appointed on 28.03.2015)	
Princy Anand (CS appointed on 14.02.2017)	
Directors	
Sahib Singh Gusain (appointed on 30.08.2017 resigned on 14.02.2019)	
Beenu Aggarwal (appointed on 10.02.1997)	
Sanyam Tuteja (appointed on 14.02.2019)	
Jitender jain (appointed on 30.08.2017)	
Reena Gupta (appointed on 10.08.2016)	
Reetika Chubey (appointed on 14.02.2019)	

(b) Related Party Transactions

Particulars		As on 31.03.2019	As on 31.03.2018
Name of Party	Particulars	Amount(Rs.)	Amount (Rs.)
Rakesh Babu	Salary	Nil	99,355/-
Dinesh Kumar	Salary	2,40,000/-	2,40,000/-
Princy Anand	Salary	1,80,000/-	1,80,000/-
Sahib Singh Gusain	Salary	Nil	1,41,290/-
Beenu Aggarwal	Salary	Nil	Nil
Sanyam Tuteja	Salary	Nil	Nil
Jitender Jain	Salary	Nil	Nil
Reena Gupta	Salary	Nil	Nil
Reetika Choubey	Salary	Nil	Nil

(c) Balance outstanding with the related parties:

Particulars		As on 31.03.2019	As on 31.03.2018
Name of Party	Particulars	Amount (Rs.)	Amount (Rs.)
Rakesh Babu	Salary	Nil	Nil
Dinesh Kumar	Salary	Nil	Nil
Sahib Singh Gusain	Salary	Nil	Nil
Princy Anand	Salary	Nil	Nil
Sahib Singh Gusain	Salary	Nil	Nil
Beenu Aggarwal	Salary	Nil	Nil
Sanyam Tuteja	Salary	Nil	Nil
Jitender Jain	Salary	Nil	Nil
Reena Gupta	Salary	Nil	Nil
Reetika Choubey	Salary	Nil	Nil

29. Earnings per share (EPS) - The numerators and denominators used to calculate Basic and Diluted Earning per share:

	Year Ended 31.03.2019	Year Ended 31.03.2018
Profit attributable to the Equity Shareholders - (A) (Rs)	5,97,184	2,50,259
Basic/ Weighted average number of Equity Shares outstanding during the year (B)	3,000,000	3,000,000
Nominal value of Equity Shares (Rs)	10	10
Basic/Diluted Earnings per share (Rs) - (A)/(B)	0.20	0.08
Calculation of profit attributable to Shareholders		
Profit Before Tax	7,56,987	3,52,237
Less : Provision for Tax/FBT/Deferred Tax/Mat	1,59,803	1,01,978
Less : Income Tax Adjustment	0	0
Profit attributable to Shareholders	5,97,184	2,50,259

30. Figures for the previous year have been regrouped or rearranged wherever necessary.
31. Disclosure of details as required by revised para 13 of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007, earlier para 9BB of Non- Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.

Liabilities Side:

		(Rs. In Lacs)			
	Particulars	Year ending 31.03.2019		Year ending 31.03.2018	
		Amount outstanding	Amount overdue	Amount outstanding	Amount overdue
(1)	Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid :				
	(a) : Debentures				
	: Secured				
	: Unsecured				
	(other than falling within the meaning of public deposits)	-	-	-	-
	(b) Deferred Credits	-	-	-	-
	(c) Term Loans	-	-	-	-
	(d) Inter-corporate loans and borrowing	34.00	-	34.00	-
	(e) Commercial Paper	-	-	-	-
	(f) Other Loans (specify nature)	-	-	-	-
	- Loans from Bank	-	-	-	-

Assets Side

(Rs. In Lacs)

	Particular	Amount outstanding	Amount outstanding
(2)	Break-up of loans and advances including bills receivables (other than those included in (4) below :- a) Secured b) Unsecured	- 112.48	- 102.94
(3)	Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities		
(i)	Lease assets including lease rentals under sundry debtors : (a) Financial lease (b) Operating lease	- -	- -
(ii)	Stock on hire including hire charges under sundry debtors : (a) Assets on hire (b) Repossessed Assets	- -	- -
(ii)	Other loans counting towards AFC activities i) (a) Loans where assets have been repossessed (b) Loans other than (a) above	- -	- -
(4)	Break-up of Investments : Current Investments : 1. <u>Quoted</u> : (I) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (please	- - - - -	- - - - -
	1. <u>Unquoted</u> : (I) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (please specify)	- - - - -	- - - - -

Long Term investments :		
<u>1. Quoted</u>		
(I) Shares : (a) Equity	154.85	
(b) Preference		-
(ii) Debentures and Bonds		-
(iii) Units of mutual funds		-
(iv) Government Securities		-
(v) Silver		-
<u>2. Unquoted :</u>		
(i) Shares : (a) Equity		-
(b) Preference		77.00
(ii) Debentures and Bonds		-
(iii) Units of mutual funds		-
(iv) Government Securities		-
(v) Others (please specify)		-

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

Category	Amount net of provision			Amount net of provision		
	Secured	Unsecured	Total	Secured	Unsecured	Total
1. Related Parties						
a) Subsidiaries	-	-	-	-	-	-
b) Companies in the same group	-	-	-	-	-	-
c) Other related parties	-	-	-	-	-	-
2. Other than related parties	-	112.48	112.48	-	102.94	102.94
Total	-	112.48	112.48	-	102.94	102.94

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

Category	Current Year		Previous Year	
	Market Value/ Break-up or fair value or NAV	Book Value (Net of Provisions)	Market Value/ Break-up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties				
(a) Subsidiaries	-	-	-	-
(b) Companies in the same group	-	-	-	-
(c) Other related parties	-	-	-	-

2. Other than related parties	161.99	231.85	208.39	238.51

7 Other Information

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

Note: In case of Investments in unquoted shares, it is assumed that market value is same as book value.

31 The Ministry of Micro, Small and Medium Enterprises has issued an office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Based on the confirmations received by the Company, there are no amounts payable to micro and small enterprises as at 31 March 2019.

32 Borrowing Cost: Interest and other cost incurred by the company in connection with the borrowing of funds are recognised as an expense in the period in which they are incurred unless activities that are necessary to prepare the qualifying assets for its intended use are in progress.

33 Figures are rounded off to nearest Rupee.

34 Extraordinary items include Prior Period Expenses.

For **STRG & ASSOCIATES**
Chartered Accountants
Firm Registration No.: 014826N

For and on behalf of Board of Directors of
AAR Shyam India Investment Company Limited

CA Rakesh Gupta
Partner
M. No. : 094040

Sanyam Tuteja
Director
DIN : 08139915

Reena Gupta
Director
DIN : 06966728

Place: New Delhi
Date: 30.05.2019

Dinesh Kumar
CFO
PAN: ARCPK6585H

Princy Anand
Company Secretary
PAN: AYYPP4383R