



CONTIL INDIA LTD.

CIN NO. L65990GJ1994PLC023444

Regd Off.: 811, Siddharth Complex, R. C. Dutt Road, Alkapuri, Baroda-390007. Gujarat, India. Ph.: 91 265 2342680 / 2350863, Fax : 2342680. Email : office@contilgroup.com

8/9/2018

TO,
THE MANAGER (LISTING)
BSE LTD.
PHIROZE JEEJEEBHOY TOWERS
DALAL STREET
MUMBAI.

SUB : SUBMISSION OF ANNUAL REPORT.
REF : COMPANY CODE : 531067.

Dear Sir,

Please find enclosed herewith Annual Report of the Company for the year 2017 -2018.

Please acknowledge the same and oblige.

Thanking You,

Yours faithfully,
For CONTIL INDIA LTD.

AUTHORISED SIGNATORY





CONTIL INDIA LTD.

24th ANNUAL REPORT
(2017 - 2018)

BOARD OF DIRECTORS	: Mr. Krishna H. Contractor (Chairman & Managing Director) Mrs. Niranjana H. Contractor Mr. Amit H. Nagarsheth Mr. Rajiv H. Chokhawala
REGISTERED OFFICE	: 811, Siddharth Complex, R. C. Dutt Road, Alkapuri, Baroda - 390 007.
BANKERS	: HDFC Bank Ltd. ICICI Bank Ltd.
LEGAL ADVISORS	: Contractor & Contractor Advocate Baroda
AUDITORS	: P. Indrajit & Associates Chartered Accountants Vadodara - 390 001.
REGISTAR & TRANSFER AGENT	: MCS Share Transfer Agent Ltd. 1st Floor, Neelam Apartment, 88, Sampatrao Colony, Above Chhapanbhog, Alkapuri, Vadodara, 390007.

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NOTICE

Notice is hereby given that the 24th ANNUAL GENERAL MEETING of members of the company will be held on Saturday, the 29th September, 2018 at the Registered Office of the Company at 811, Siddharth Complex, R.C Dutt Road, Alkapuri - Vadodara - 390007, at 11.00 a.m. to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2018, the statement of Profit and Loss for the financial year ended on that date, notes forming part of accounts, the cash flow statement together with the report of board of directors and the Reports of the Auditors thereon.
2. To Appoint a Director in place of Mr. Niranjana H. Contractor (DIN No.-00353207) who retires by rotation in terms of Sec152(6) of the Companies Act 2013 and being eligible offers herself as a Director.
3. To consider and if thought fit to pass with or without modification (s) the following resolution as an ORDINARY RESOLUTION:
“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act 2013 read with Companies (Audit & Auditors) Rules 2014 the appointment of M/s. P. Indrajit & Associates, Chartered Accountants (Registration no.117488W) as Auditors of the Company approved in the 20th annual general meeting(AGM) held on 30th September, 2015 till the conclusion of 22nd AGM be and here ratified to hold office from the conclusion of 22nd AGM till the conclusion of 26th AGM for the financial year ending 2020, AND THAT the board of director of the company be and is hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with auditors.

Date: 30/05/2018

Registered office :

811, Siddharth Complex, RC Dutt Road,
Alkapuri, Vadodara - 390007

For And on Behalf of The Board of Directors
For Contil India Limited

K. H. CONTRACTOR (DIN : 00300342)
Chairman & Managing Director

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE 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 TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBERS HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY, WHO SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

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 right. A member holding more than ten percent of the total share capital of the company carrying voting right may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 22nd September, 2018 to Saturday, 29th September, 2018 (both days inclusive).
3. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
4. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
5. Voting through Electronic means:

Pursuant to the provisions Section 108 and other applicable provisions if any of the Companies Act, 2013, read with the Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 the Company is pleased to provide the facility to Members to exercise their right at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL) from a place other than the venue of the meeting (remote e-voting)

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 24th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their e-voting right at the meeting. The member who has already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.

The company has appointed CS Ashok Shelat, Prop. Ashok Shelat & Associates, Company secretary in Practice as the scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. The company has engaged services of MCS Share Transfer Agent Limited as the agency to provide e-voting facility through CDSL.

PROCEDURE FOR E-VOTING

In case of members receiving AGM Notice by e-mail:

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

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</p> <p>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>*Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cutoff date in the Dividend Bank details field.</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
 - (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xi) Click on the EVSN for "180725018"
 - (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- * Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.

- * They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- * After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- * The list of accounts should be mailed to helpdesk.evoting@cdslindia.com. and on approval of the accounts they would be able to cast their vote.
- * They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) To sl. no. (xvii) Above to cast vote.
- (B) The voting period begins on Wednesday, 26th September, 2018 (10.00 to 5.00 A.M.-P.M) and ends on Friday, 28th September, 2018 (10.00 to 5.00 A.M.-P.M). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. the record date), being Friday, 21st September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 21st September, 2018 i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence on Wednesday, 26th September, 2018 and will end on Friday, 28th September, 2018.

- 6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
- 7. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts; will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.
- 8. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. MCS Share Transfer Agent Limited, Registrar and Share Transfer agent of the Company immediately.
- 9. Members are requested to note that as per Section 205A of the Companies Act, 1956, dividends not encashed / claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.
- 10. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent (RTA) of the Company.
- 11. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter. The members holding shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold the shares in physical form are requested to write their folio numbers in attendance slip for attending the meeting.
- 12. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

13. Members who have shareholding in multiple accounts in identical names or joint accounts in the same order are requested to send all the share certificate(s) to the registrar and share transfer agent MCS Share Transfer Agent Limited, 1st Floor, Neelam Apartment, 88, Sampatrao Colony, Above Chhapanbhog, Alkapuri, Vadodara, 390007, for consolidated of all such shareholding into one account to facilitate better service.
14. Individual member can now take the facility of making nomination of their holding. The nominee shall be the person in whom all right of transfer and/or amount payable in respect of shares shall vest in the event of the death of the member and the joint-holder(s), if any. A minor can be a nominee provided the name of the guardian is given in the nomination form. Non individuals including society, trust, body corporate, partnership firm, Karta of Hindu undivided family, holder of power of attorney cannot nominate. For further detail in this regard members may contact MCS Share Transfer Agent Limited, 1st Floor, Neelam Apartment, 88, Sampatrao Colony, Above Chhapanbhog, Alkapuri, Vadodara, 390007, the registrar and share transfer agent of the company.
15. The MCA has taken a "Green initiative in corporate governance" allowing paperless compliances by the companies through electronic mode. Companies are now permitted to send various notices/ documents to its members through electronic mode to the registered e-mail addressed of members. Keeping in view the underlying theme and the circular issued by MCA, the company proposes to send all documents to member s like general meeting notices (including AGM), audited financial statements, directors' report, auditors' report etc. To the member through e-mail. Member holding share in dematerialized form are requested to register their e-mail ID with their depository participants and members holding share in physical form are requested to register their e-mail ID with registrar and share transfer agent of the company i.e. MCS Share Transfer Agent Limited, 1st Floor, Neelam Apartment, 88, Sampatrao Colony, Above Chhapanbhog, Alkapuri, Vadodara, 390007,
16. The notice of the 24th AGM and instruction for e-voting, along with attendance slip and proxy form, is being sent by electronic mode to all the member whose e-mail address are registered with the company/depository participant(s) for communication purpose unless any member has requested for a hard copy of the same. For member who have not registered their e-mail addresses, physical copied of the annual report 2017-18 are being sent by permitted mode.

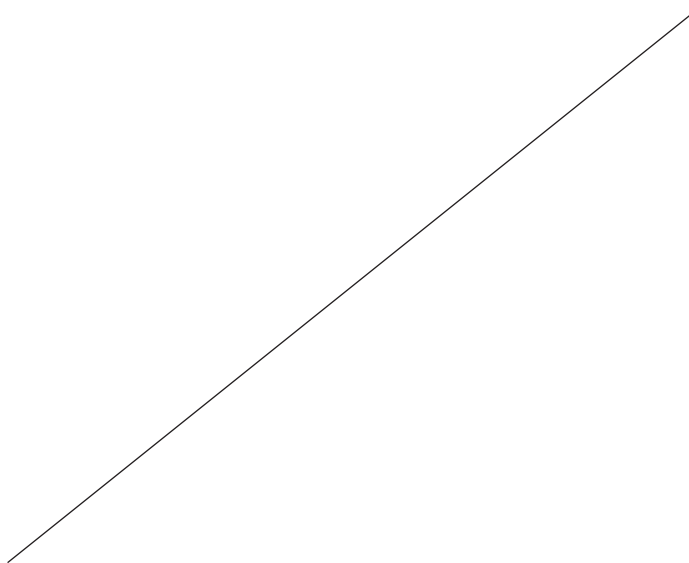
Date: 30/05/2018

Registered office :

811, Siddharth Complex, RC Dutt Road,
Alkapuri, Vadodara - 390007

For And on Behalf of The Board of Directors
For Contil India Limited

K. H. CONTRACTOR (DIN : 00300342)
Chairman & Managing Director



DIRECTORS' REPORT

TO
THE MEMBERS,
M/S CONTIL INDIA LIMITED
VADODARA

Your Directors have pleasure in presenting their 24th Annual Report together with the Audited Accounts for the year ended 31st March, 2018

SUMMARY OF FINANCIAL PERFORMANCE

Th summarized financial results are given below :

(Rs. in 000")

PARTICULRS	2017-18	2016-17
Profit before e depreciation , financial charges and taxes	1916	1230
Less Depreciation	110	121
Financial charges	0	0
Profit before tax	1806	1109
Current income tax (provision)	368	270
Deferred income tax	(13)	(3)
Profit for the year after tax	1451	842
Add - balance of profit and loss (B/f)	12887	12195
APPROPRIATIONS :		
Transfer to statutory reserve	290	168
Tax adjustment of earlier years	0	0
MAT Credit	0	(19)
Depreciation Adjustment	0	0
Balance carried over to balance sheet	14048	12888
Book value (Rs per Share)	15.71	15.25

OPERATIONS & STRATEGIC PLANNING

During the year your company as a part of the integration and globalization of the corporate operations has embarked upon the expanded business of export of food, and grocery substances of verities of nature, types, size and quality to the scattered continent of Canada and North America. The strategic plans of export has come to be fructified by the visionary approach of your board of directors and strenuous efforts of the promoters and the exported foods and grocery are branded under the name Contil and have been enjoying a wide spread goodwill in the foreign countries. The Board of Directors is in the process of charting a strategic plan to export the product captioned above in the other enriched territory os USA.

Howeverit is reported that in view of the concentrated endeavors in export horizons your company has voluntarily surrendered the certificate or Registration as NBFC And now therefore is out of the obligatory commitment to RBI Except of the past years.

TRANSFER TO STATUTORY RESERVES

In view of the fact that your company has surrendered the certificate of Registration as NBFC There is no obligation to transfer the Pre-determined percentage of profits to Reserves and hence has not transferred any reserves but kept in the Reserves and surplus in the balance sheet to stabilize the financial soundness.

FUTURE BUSINESS PROSPECTS:

The business of your company however largely depended and influenced by the international status of the business, economic conditions, fiscal policies international taxation of the other participating countries and other factors related to the domestic economy.

As reported the economic conditions of the other participating and importing countries are either stagnant or subdued and keeping in the view the circumstantial limitation your company with effective strategic planning in the export front may continue to post the satisfactory results. If the business of export is expanded in the broad base territory of USA in addition to the Canadian territory the contribution to margin can be maintained in addition to the earning of foreign exchange.

DIVIDEND

Keeping in view the conservation of financial resources, the board of Directors of your company deems it fit not to recommend the declaration of the dividend relating to the financial ended on 31st March 2018.

CORPORATE GOVERNANCE REPORT 2017-2018

The report on CORPORATE GOVERNANCE as required under Schedule V of the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015 is included in this Report. Certain statements in the said Report may be forward looking. Many factors may affect the actual results and performance which could be different from what the Directors envisage in terms of the future performance and outlook.

DIRECTORS

Retirement by rotation.

Mrs. Niranjana Contractor (Din No : 00353207) the Director looking after the day to day operations of the company will be retiring by rotation and being eligible offer herself for reappointment. As required under SEBI (listing Obligation and Disclosure Requirements) Regulations, 2015 the details of Director seeking reappointment at the ensuing Annual General Meeting is provided in the Corporate Governance report forming part of this Annual Report.

Mr. Hiralal Contractor (DIN No. : 00353126) has expired on 10th April 2017 and the board of Directors do take this miserable moment to express the deep sense of condolence on the sad demise and place on record the invaluable contribution and guidance imparted by the said dignitary.

APPOINTMENT

Independent director

The board based on Nomination and Remuneration Committee's recommendation, in terms of the provisions of Sec 146, 149 of Companies Act, 2013 read with Regulation 25 of the SEBI (listing Obligation and Disclosure Requirements) Regulations, 2015. The members at the 20th Annual general meeting, have approved the appointment of Mr. Amit Nagarsheth (DIN : 00377637) AND Mr. Rajiv Chokhawala (DIN NO - 00353274) who are not liable to retire by rotation to hold office for the terms of 5 consecutive years from 27th September, 2014 to 26th September 2019.

The company has received the declarations under Section 149(6) of the Companies Act, 2013 from all the independent directors of the company confirming that they meet the criteria of independent as prescribed under section 149(6) of the Companies' Act 2013 read with Regulation 25 of the SEBI (listing Obligation and Disclosure Requirements) Regulations, 2015

SEPARATE MEETING OF THE INDEPENDENT DIRECTORS

The independent directors met on 30th May, 2018 and evaluated the performance of non independent Directors, the board as a whole and the chairman of the company considering the view of other directors. Further details are available in the corporate governance report.

WOMAN DIRECTOR

As envisaged by proviso to Sec 149(1) of the Companies Act 2013 read with Rule 3 of the Companies (Appointment And Qualification of Directors) Rules 2014, read with SEBI (LODR) Regulations Mrs. Niranjana H Contractor (Din- 00353207) is serving on the board as a director since inception of the company.

KEY MANAGERIAL PERSONAL

Mr. Krishna Contractor (DIN NO -00300342), Managing Director is the key managerial personnel of the company, under the provision of the companies act , 2013.

EVALUATION OF THE BOARD'S PERFORMANCE

The board has carried out an evaluation of his own performance and that of its directors individually and its committees. The manner in which the evaluation has been carried out is explained in the corporate governance report.

The company has also devised a policy on board diversity detailing the functional, strategic and structural diversity of the board.

REMUNERATION POLICY

The company has adopted a remuneration policy of directors and senior management personnel, detailing inter alia the procedure for director appointment and remuneration including the criteria for determining qualification.

The policy ensures that (a) the level and composition of remuneration is reasonable and sufficient to attract, retain, and motivate the directors of the quality require to run the company successfully; (b) relationship of remuneration to the performance is clear and meets appropriate performance benchmarks; and (c) remuneration to directors and key managerial personnel and senior management involves a balance fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goal. The policy has been approved by the nomination and remuneration committee and the board. The remuneration policy document as approved by the board is uploading on the company website.

STATUTORY AUDITORS

M/s P.Indrajit & Associates chartered accountants Registration number (117488W) were appointed as statutory Auditors of the company for a period of five years at the Annual General Meeting (AGM) of the company held on 30th September 2014 to hold office from the conclusion of the 20th AGM till the conclusion of the 25th AGM to be held in the year 2019. The statutory auditors has furnished a certificate of their eligibility and consent under section 141 of the companies act 2013, In terms of the listing agreement, the auditors vide their letter dated 25th May 2018 have confirmed that they hold a valid certificate issued by the peer review board of the ICAI.

The members are requested to ratify the appointment of M/s P.Indrajit & Associates chartered accountants Registration number (117488W), As a statutory auditor of the company.

The auditor report for the year ended 31st March, 2018 are free from any qualification, reservation or adverse remarks and hence do not call for any explanations or comments by the board.

INTERNAL FINANCIAL CONTROL SYSTEM AND THERE ADEQUACY

Your company has policy and procedures for ensuring the orderly and efficient conduct of its Business including adherence to companies policies, the safeguarding of its Assets, the prevention and detections of fraud and error, the accuracy and completeness of accounting records and timely preparation of reliable financial information's. For more details please refer to Management Discussion and Analysis Report forming part of this report.

SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

The company has appointed CS Ashok Shelat Prop. Ashok Shelat & Associates (MEMBERSHIP NO 3402 & COP NO - 2782), The Practicing Company Secretaries Vadodara to carry out secretarial audit for the financial year 31st march 2018. The secretarial audit report for the financial year 31st March 2018 is enclosed as an Annexure. the clarification to the observation in the secretarial audit report are given below:

Sr. No.	Particulars of observations	EXPLANATION TO THE OBSERVATION
01	Appointment of the key managerial personnel like CFO, CEO, Company as required by Sec. 203 of the Companies Act 2013 is pending compliance however the policy making is commensurate with the size of the company	Commensurate with the size and magnitude of the company operations, The company has a Managing Director to look into the day affairs. The Chief Financial Officer and the Company Secretary were holding the position for one month only up to November 2016 thereafter the company is in search of the candidates for the post.
02	The Listing Agreement entered into by the Company with Bombay Stock Exchange (BSE) is complied with in General but format of submissions are not complied with as prescribed under LODR Regulations. However corrective measures are accomplished to update compliances	The compliance was marginally differing due to the overhauling of the format of submission notified by BSE Authorities leading to the Technical issues to all Stakeholders in general. But it has been regularized now.
03	The statutory records like Board Meeting Minutes, General Meeting Minutes and other Registers are yet to be updated.	The Minute books and other statutory registers have since been updated.
04	The necessary periodical submissions as per Reserve Bank of India Act 1934, Regulations, Directions could not be verified.	The statutory submissions to the Reserve Bank of India, are not now obligatory as the company has ceased to the NBFC by voluntary surrendering of the requisite certificate to The Reserve Bank Of India.

PARTICULARS OF EMPLOYEES AND REALATED DISCLOSURES

The Particulars of the Employees Covered By the Provision of Section 197(12) Of the Companies Act, 2013 Read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014. There under Forms Part of This Report

- The Ratio of the remuneration of each Director to median remuneration of the employees for the Financial year 2017-18 and Percentage increase in Remuneration of each director Chief Financial Officers, Company Secretary in Financial year 2017-18.**

Name	Designation	Ratio to median remuneration	% increase In remuneration
Mr. Krishna Contractor	Managing Director	---	10%
Mrs. Niranjana Contractor	Director	---	10%

- The Percentage increase in the median remuneration of employees in the financial year 2017-18.**
The median remuneration of employees of the company was increased by 10 % during the financial year 2017-18.
- The number of permanent employees on the Roll of the Company as on March 31, 2018**
There are in on Five Permanent Employees looking to the Business of the Company
- The relationship between average increase in remuneration and Company performance**
As per Remuneration policy of your Company employees are compensated on the basis of performance and potential need for achieving competitive advantage in the Business. The Compensation Structure has been built by regular bench marking over the years with relevant players across the industry in which your company operates in. The increases in 2017-18 were in line with your Company's performance as well as per Company's market competitiveness.
- Compensation of the remuneration of the Key Managerial Personnel against the performance of the company**
Internally, performances rating of all employees (staff) are always spread across a normal distribution curve. The rating given to an employee is used as an input to determine his variable and merit pay increases. Variable and Merit pay increases are calculated using a combination of individual performance and Company performance.
- Variation in the Market Capitalization of the Company, price earnings ratio as at closing date of the current Financial year**

Particular	March 31, 2017	March 31, 2018	Change
*Market Capitalization (Rs. In Crores)	2.19	2.60	0.41
Price Earnings ratio	22.90	17.87	-5.03

*For computation of Market Capitalization of the Company and PE ratio, we have considered BSE Closing Share price as on March 31 of respective years.

- Average percentage 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:**

Internally, performances rating of all employees (staff) are always spread across a normal distribution curve. The rating obtained by an employee is used as an input to determine his variable and merit pay increase. Variable and merit pay increase are calculated using a combination of individual performance and Company performance. There are no exceptional circumstances for increase in managerial remuneration.

RELATED PARTY TRANSACTIONS

In terms of section 188 of the Companies Act Read with Rule 15 of The Companies (Meeting Of Board And Its Power) Rules, 2014 And The Companies Amendment Act, 2015. The particulars of the related party transactions are detailed hereunder.

Name of the related party	Designation	Relationship	Nature of Transaction	Amount in Lacks (Rs.)		Outstanding Balance 31-3-18
				2016-17	2017-18	
Income:						
Contil Canada Ltd.	None	Affiliated Company	Sale of Goods Earning In Foreign Currency) (Export on FOB basis)	INR 430.56 (CDN) 853219	INR 497.94 (CDN) 1003920	232.91
Investment :						
Contil Canada Ltd.	None	Affiliated Company	Equity Contribution	36.73 (USD 90000)	36.73 (USD 90000)	36.73
Expenses :						
Krishna Contractor	Managing Director	Key management personnel	Director Salary	1.83	3.06	1.37
Niranjana Contractor	Director	Key Management personnel	Director Salary	1.83	3.06	3.03
Sejal Contractor	None	Wife of MD	Salary	1.80	1.92	0.70

Note : It is disclosed that Mrs. Niranjana Contractor and Mrs. Sejal Contractor are the relatives of Mr. Krishna Contractor, Chairman & Managing Director.

The members of the company have approved the Related Parth Transection between the Companies in India and overseas Corporate venture in terms of SEC 188 of the Companies Act, 2013 upto the aggregate financial ciling of Rs. 50.00 Crores and disclosed herein above.

VIGIL MECHANISM AND WHISTLE-BLOWER POLICY

The Company has adopted a Policy on Vigil Mechanism in accordance with the provisions of the Act and Regulation 22 of SEBI (LODR) Regulations 2015, which provides a formal mechanism for all directors, employees and other stakeholders of the Company to report to the management, their genuine concerns or grievances about unethical behavior, actual or suspected fraud and any violation of the Company's Code of conduct or ethics policy.

The policy also provides a direct access to the Chairperson of the Audit Committee to make protective disclosures to the management about grievances or violation of the Company's Code of conduct.

Disclosure under the Sexual Harassment of Women at Workplace (Preventive, Prohibition and Redressal) Act, 2013:

As per the provision of the Sexual Harassment of Women at Workplace (Preventive, Prohibition and Redressal) Act, 2013, the company has constituted an Internal Complaints Committee (ICC). During the year 2017-18, no complaint was received before the committee. All employees (Permanent, Contractual, Temporary and Trainees) are covered under this policy. Your company has no woman/female employees.

CORPORATE GOVERNANCE

Your Company reaffirms its commitment to Corporate Governance and is fully compliant with conditions of Corporate Governance stipulated as envisaged by the Regulation 34(3) Of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 A separate section of Discloser on Corporate Governance and Certificate from the Firm of Chartered Accountant dated 24.05.2018 in this regards annexed herewith and forms a part of the report.

PUBLIC DEPOSITS

The company has not accepted any deposit from the public within the meaning of section 73 to 76 of the Companies Act 2013, for the year ended 31st March 2018.

RBI DIRECTIONS

In view of the cessation of your company as NBFC your company is not under obligation to carry out periodical submission, however the provisions of FEMA 1999 where ever required are complied with.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Sec 134(3) (c) read with Sec 134(5) of the Companies Act 2013 with respect to Directors' Responsibility Statement it is hereby stated:

- (i) That in the preparation of the annual accounts for the financial year ended 31st March 2018, the applicable accounting standards have been followed and that there were no material departures :
- (ii) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of the affairs of the company at the end of the financial year 31st March, 2018 and of the profits of the company for the year under review:
- (iii) That the Directors had taken proper and sufficient care 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 a fraud and other irregularity,
- (iv) That the Directors have prepared the annual account for the year ended 31st March 2018 on a "Going Concern Basis."
- (v) That the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively,
- (vi) That the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that systems were adequate and operating effectively.

AUDIT COMMITTEE

In terms of the provisions of regulation 18 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 read with Section 177 of the Companies Act 2013 read with Regulation 18 of the SEBI (LODR) 2015, the Audit committee consists of Mr. Amit Nagarsheth, Mr. Rajiv Chokhawala the independent directors of the company. Mr. Asaraf Bhide the Compliance Officer has acted as coordinator of the Audit committee. The Audit Committee meetings were held for the year ended 31st March 2018 as detailed in the other part of this Report in accordance with statutory requirements to review critically the financial statements and information to be transmitted to the stakeholders. All the Directors in the Audit committee are non executive Directors with the chairman to be the Independent Director. The Audit committee inter alia reviewed the Internal Financial Control System and reports of the internal auditors and compliance of various regulations. The committee reviews at length the financial statements and approves the same before they are placed before the Board of Directors.

PARTICULARS LOANS GIVEN, GUARANTEE PROVIDED, INVESTMENT MADE AND SECURITIES PROVIDED

During the year the Company has not given an unsecured loan or provision of guaranties or investment made and securities provided to any of its Associates Company or Affiliated Company in or outside India except the business transaction balances for the transactions detailed herein above and for which approval U/S 188 has been accorded by members at its Annual General Meeting held on 30th September 2017.

PREVENTION OF INSIDER TRADING

The Company has complied with provision of SEBI (Prevention of Insider Trading) regulation to be complied with effect from 15th May, 2015. The Company has adopted fair Practices Code (FPC) as per the regulations. The Board and designated employees of the Company have confirmed compliance with the FPC as applicable for financial year 31st March, 2018. The code of conduct and policies, procedures on Prevention of insider trading has been conceived by Directors.

EXTRACT OF ANNUAL RETURN

As envisaged by the Section 92 of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 the details of the extract of Annual Report in form of MGT-9 is enclosed hereunder.

INDUSTRIAL RELATION

During the year under review the relationship between the employees and management were cordial.

REPORT ON ENERGY CONSERVATION, FOREIGN EXCHANGE EARNING AND OUTGO RESEARCH AND DEVELOPMENT

Information relating to energy conservation, foreign exchange earned and spent and research and development activities undertaken by the company in accordance with the provision of section 134 of the companies act, 2013 read with Companies (Accounts) Rules, 2014 are given herein below.

CONSERVATION OF ENERGY

Your company is conscious to conserve the energy and for the purpose adequate measures are taken.

TECHNOLOGY ABSORPTIONS

Your company continues to use adequate technological application in the operation of the company.

RESEARCH AND DEVELOPMENT

The activity of the company is export of pulses etc and hence does not require research and development information.

FOREIGN EXCHANGE EARNING AND OUTGO

The company has exported the food and grocery items to the foreign country on account of Sale of Goods Earning in Foreign Currency (Export on FOB Basis INR 497.94 lacs (CDN 1003920).

AUDITORS REPORT

Auditor's observations are self explanatory and/or suitably explained in the notes on Accounts. The observation of the Secretarial Auditor is explained in the Directors' report.

ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation of the co-operation and assistance extended by the bankers of the Company. They also place on record their appreciation of the devoted services rendered by the Executives, Staff Members of the Company.

The Director concludes this Report by placing on record their gratitude to all shareholders, bankers and Govt. authorities for their continued support.

Place : Vadodara
Date : 30/05/2018

By order of the Board of Directors.
For Contil India Limited

K. H. CONTRACTOR (DIN : 00300342)
(Chairman & Managing Director)

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2018

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L65990GJ1994PLC023444
2.	Registration Date	26 TH OCTOBER 1994
3.	Name of the Company	CONTIL INDIA LIMITED
4.	Category/Sub-category of the Company	NBFC REGISTERED WITH RBI
5.	Address of the Registered office & contact details	811, SIDDHARTH COMPLEX, RC DUTT ROAD, ALKAPURI, VADODARA 390007.
6.	Whether listed company	YES LISTED ON BSE LIMITED.
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	MCS SHARE TRANSFER AGENT LIMITED 1st Floor, Neelam Apartment, 88, Sampatrao Colony, Above Chhappanbhog, Alkapuri, Vadodara - 390007.

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)

PRINCIPAL BUSINESS	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Investment and export of food and grocery.	I. E. C. Number 3406000207	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	No holding , subsidiary or associate companies and hence no information need to be given	NIL	NIL

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

Category-wise Share Holding as on 31st March, 2018

Category of Shareholders	No. of Shares held at the beginning of the year (As on 31-March-2017)				No. of Shares held at the end of the year (As on 31-March-2018)				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1164392	Nil	1164392	37.63	1190429	Nil	1190429	38.47	0.84
b) Central Govt.									
c) State Govt(s)									
d) Bodies Corp.									
e) Banks / FI									
f) Any other									
Total Shareholding of Promoter (A)	1164392	Nil	1164392	37.63	1190429	Nil	1190429	38.47	0.84
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)(I):-	--	--	--	--	--	--	--	--	--

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

Category-wise Share Holding as on 31st March, 2018

2. Non Institutions									
a) Bodies Corp.	138418	Nil	138418	4.47	141156	Nil	141156	4.56	0.09
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual Shareholders holding nominal share capital upto Rs. 2 lakh	508930	968050	1476980	47.73	487455	965150	1452605	46.95	-0.78
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	208570	68900	277470	8.97	205920	68900	274820	8.88	-0.09
c) Others (specify HUF)	23876	0	23876	0.77	22126	0	22126	0.71	-0.06
Non Resident Indians	364	12900	13264	0.43	364	12900	13264	0.43	0.00
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members									
HUF									
Foreign Bodies D R									
Sub-total (B)(2) :-	880158	1049850	1930008	62.37	857021	1046950	1903971	61.53	-0.84
Total Public Shareholding (B)=(B)(1)+(B)(2)	880158	1049850	1930008	62.37	857021	1046950	1903971	61.53	-0.84
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	2044550	1049850	3094400	100	2047450	1046950	3094400	100	0.00

B) Shareholding of Promoter-

SN	Share holder's Name	Share holding at the beginning of the year 01/04/2017			Shareholding at the end of the year 31/03/2018			% change shareholding during the year
		No. of Shares	% of total Shares the company	% of Shares Pledged / encumbered to total	No. of Shares	% of Total Shares of the company shares	% of Shares Pledged / encumbered to total	
1	K. H. CONTRACTOR	462909	14.96	0	488946	15.80	0	0.84
2	N. H. CONTRACTOR	448312	14.49	0	448312	14.49	0	0.00
3.	H. A. CONTRACTOR	144373	4.67	0	144373	4.67	0	0.00
4.	SEJAL K. CONTRACTOR	108798	3.51	0	108798	3.51	0	0.00

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

SN	Particulars	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
	At the beginning of the year	1164392	37.63	1164392	37.63
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus /sweat equity etc.);	26037	0.84	26037	0.84
	At the end of the year	1190429	38.47	1190429	38.47

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 31.3.2018		Cumulative Shareholding during the year 31.3.2018	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	425241	13.74	425241	13.74
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-5823	-0.19	-5823	-0.19
	At the end of the year	419418	13.55	419418	13.55

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	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
	At the beginning of the year	1164392	37.63	1164392	37.63
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	26037	0.84	26037	0.84
	At the end of the year	1190429	38.47	1190429	38.47

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

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

VI) Remuneration of Directors and Key Managerial Personnel

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

SN	Particulars of Remuneration *	Name of MD / WTD / Manager		Total Amount
		K. H. CONTRACTOR	N. H. CONTRACTOR	
1.	Gross salary	306000	306000	612000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	306000	306000	612000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--
2.	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission - As % of Profit - others, specify	--	--	--
5	Others, please specify	--	--	--
	Total (A)	306000	306000	612000
	Ceiling as per the Act			

* The managerial remuneration has been paid as Remuneration to other Directors

B. Remuneration to other Directors

SN	Particulars of Remuneration	Name of Directors		Total Amount
		Rajiv Chokhawala	Amit Nagarsheth	
1.	Independent Directors	0	0	
	Fee for attending board committee meetings			
	Commission			
	Others, please specify			
	Total (1)	0	0	
2	Other Non-Executive Directors			
	Fee for attending board committee meetings			
	Commission			
	Others, please specify			
	Total (2)	0	0	
	Total (B)- (1+2)	0	0	
	Total Managerial Remuneration			
	Overall Ceiling as per the Act			

C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD)

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
	NO REMUNERATION HAS BEEN PAID				
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				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	others, specify				
5.	Others, Please specify				
	Total				

VII. Penalties / Punishment / Compounding of Offences:

There are no any penalties imposed on the company.

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

Date : 30/05/2018
Registered Office :
811, Siddharth complex,
RC Dutt Road,
Alkapuri , VADODARA -390007

For And on Behalf of The Board of Directors
For Contil India Limited

K. H. CONTRACTOR (DIN : 00300342)
Chairman & Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Development

M/S.CONTIL INDIA LIMITED is engaged in the business of Financial Investment & export of the Foods and grocery and the shipment of the containers are loaded regularly for export to Canada, North American Continents. All the important decisions are drawn from time to time from the registered office of the company.

EMERGING TREND AND FUTURE OUTLOOK

India is expected to be 3rd largest economy by 2050. Studies indicate a near tripling of household disposable income and burgeoning middle class which will comprise over 40% of India population. If the international commodity markets are improved and the economic and fiscal policies with trade liberalization by importing countries are stabilized the export market in the foods and grocery substances can register the remarkable rise benefitting to our company in India by export profits.

We can therefore, expect that would be manifold increase in footfall in foods and grocery substances in India.

FORWARD LOOKING STATEMENTS

The report contains forward-looking statements identified by words like 'plans', 'expects', 'will', 'believes', 'Projects', 'estimates' and so on. All statements that address expectation or projection about the future, but not limited to the Company's strategy for growth, Market position, expenditure and financial results are forward-looking statements. Since these are based on certain assumptions and expectation of future events, the company cannot give guarantee that these are accurate or will be realized.

BUSINESS STRATEGY

Your company is in business of foods and grocery substances and in that direction has integrated the investment process into the Canadian conglomerate through which the export is expanded.

The Board of Directors of your company has charted the visionary plan to fasten the economical and effective broad base line of export of foods and groceries in ever growing Gujarat State to grab the opportunity of increase in demand in foreign countries. Your promoter directors with their good will and brand image of CONTIL has articulated inroads in to the super markets, malls, hotel, restaurants, motels, Indian stores in the smart cities in Canada & USA.

RISKS AND CONCERNS

“Visitor's safety” being of utmost concern, your company continuously ensures high quality maintenance of all its quality foods and grocery substance export to meet with the legal obligations of the governing laws.

Even though the promoter directors of your company takes absolutely well engineered caution and visionary planning the demand recession if any, foreign government policies, foreign exchange fluctuations, trade and commerce position etc will directly have impact in the export trade of foods and groceries.

Recognizing the needs associated with the various facts of the business of your company, your company has already formulated a Risk management Framework in consultation with various functional heads to identify, assess and mitigate the major areas of risk associated with the business of the company. The Risk Management framework is reviewed by the Audit committee and Board of Director on regular basis

INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY:

Your company has adequate internal procedure commensurate with the company's size and nature of the business. The objects of these procedures are to ensure efficient use and protection of the company's resource, accuracy in Financial Reporting and due compliances of statute and company procedure.

The existing system provides for structured work instruction, clearly laid down procedures of authorization and approvals for purchase and sale of goods, providing accurate services, reserve responsibility of custodial control with identified personnel, and used of computerized system to ensure control at source.

HUMAN RESOURCE MANAGEMENT

Ours is a continuous quest to offer the finest guest experience and we are constantly reinventing ourselves in the sector that is on the move.

Your company firmly believes that its greatest strength lies in the quality of its manpower. The company's “People philosophy” has given it a competitive edge as its guest are served by bright, enthusiastic and committed employees who anticipate guests needs and deliver exceptional services with genuine warmth.

There is a conscious effort on the part of the management to develop the knowledge, skills and attitudes of its people through variety of training interventions specifically aimed at as individual's need with a specific thrust on enhancing functional / domain knowledge across disciplines.

The employees and management relations remained cordial through 2017-18.

OUTLOOK

With aggressive marketing schemes, good numbers of booking of export orders for foods and grocery substance barring unforeseen developments your company is confident to expand the horizons of the business in other countries also with well engineered caution and risk.

CAUTIONARY STATEMENTS

Statement in the Director's Report and The Management Discussion & Analysis describing the company's objectives, projections, claims, disclaims, estimates, achievements are forward looking statements and progressive within the meaning of applicable security laws, and regulations. Actual results may vary from these expressed or implied depending on the economic conditions, global recessionary trends Governmental policies, cost inflations, crude oil price movements and all other incidental factors affecting the performance of your company. Industry information contained in the Report, have been based on information gathered from various published and unpublished report and their accuracy, reliability and completeness cannot be assured.

CORPORATE GOVERNANCE REPORT:

In terms of the regulation 34 of the SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015 the Corporate Governance Report as detailed herein below.

1. Company's philosophy on code of governance:

The board of Directors of your company strongly supports and advocates the principles of corporate Governance. Corporate Governance deals with the laws, procedures and practices to determine Company's ability to take managerial decisions and in particular relations with Shareholders, Customers / Suppliers and Employees by transparency, accountability and integrity. The objective of Good Corporate Governance is to enhance the long-term shareholders value and maximize interest of other Shareholders. This in turn will lead to corporate growth and the actions of the management arising out of this Corporate Governance would create wealth for the Company as well as for Society at large.

2. Board of Directors: Composition & Category of Directors

The present strength of the Board is 5 (five) Directors during the Financial year 31st March 2018. The Board comprises of executives and non-executive Directors. There are 3 Non Executive Directors and 1 Executive Directors namely the Chairman and Managing Director.

During the year Five Board meetings were held and the gap between two meetings did not exceed 4 months. The Board meetings were held on 30th May, 2017, 31st July, 2017, 4th November, 2017, 31st January, 2018 and 28th March 2018. None of the Directors on the Board is a member of more than 05 Committees and more than 5 Committees as Chairman. The names and category of Directors on the Board, their attendance at Board meetings during the year and at the last Annual General Meetings and also the number of Directorships and Committee Memberships / Chairmanships held by them in other Companies are given below:

Sr NO	NAME OF DIRECTOR	EXECUTIVE NON EXECUTIVE INDEPENDENT DIRECTOR	NO OF COMPANIES IN WHICH DIRECTORS	NO OF COMPANIES IN WHICH POSITION IN HELD	ATTENDANCE IN BOARD MEETING
01.	Mr. Amit Nagarsheth	Independent Director	0	4	5
02.	Mr. Rajiv Chokhawala	Independent Director	0	4	5
03.	Mr. Krishna Contractor	Managing Director	1	2	5
04.	Mrs. Niranjana Contractor	Executive Director	1	3	5

Brief profile of Directors who are proposed to be re-appointed/ Appointed in this AGM, Nature of their expertise in specific functional areas, their other Directorships and Committee membership, their shareholdings and relationship with other Directors of the Company are given below:

Agenda 2 Director Mrs. Niranjana Contractor Retiring by rotation

Name	:	Mrs. Niranjana Contractor (DIN NO : 00353207)
Date of birth	:	27.11.1935
Qualification	:	B.A.
Expertise	:	She is having specialized expsoure in the administration and sales promotion functions. She is also dedicated to the social services in the NGOs to serve the community.
Director of the Company since	:	Inception of the company
Directorship in other public limited companies	:	Nil
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	4,48,312

3. Audit Committee:

In terms of the provisions of regulation 18 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 read with Section 177 of the Companies Act 2013 and Rules/Regulation framed there under, The Audit Committee comprises of Independent and Non executive Directors. Mr. Amit Nagarsheth (DIN No. 00377637), Mr. Rajiv Chokhawala (DIN No. 00353274) Independent Directors and Mrs. Niranjana Contractor (DIN No.00353207) and has been set up with the scope of activities as set out in regulation 18 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 read with Section 177 of the Companies Act, 2013. The broad terms of reference are as contained in Clause 49. Statutory Auditors of the Company attend the meeting. Mr. Ashraf Bhinde The compliance officer is the coordinator of the Committee. The Committee met during the year on 27/05/2017, 27/07/2017, 27/10/2017, 27/01/2018 and 28/03/2018. The attendance of the Members at the meetings is stated here in below:

NAME OF DIRECTOR	CATEGORY	NO.OF MEETINGS ATTENDED DURING THE YEAR 2017-2018
Mr. Amit Nagarsheth - DIN No. 00377637	Independent Director	05
Mr. Rajiv Chokhawala - DIN No. 00353274	Independent Director	05
Mrs. Niranjana Contractor - DIN No.00353207	Non Executive Director	05

Mr. Asaraf Bhinde, Compliance Officer has acted as coordinator.

All the meetings of board of Directors are chaired by the Independent Director

The functions of Audit committee broadly cover the following:

1. To investigate any activity within its terms of reference;
2. To seek information from any employee;
3. To obtain outside legal or other professional advice;
4. To secure attendance of with relevant expertise, if it consider necessary;
5. To oversee the company's financial report process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;
6. To recommend the appointment and removal of external auditor, fixation of audit fees and also approval of payment for any other services;
7. Reviewing with the management the annual financial statements before submission to the Board, with particular reference to:
 - * Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134(5) of the Companies Act, 2013.
 - * Changes, if any, in accounting policies and practices and reasons for the same.
 - * Major accounting entries involving estimates based on the exercise of judgment by management.
 - * Significant adjustments made in the financial statements arising out of audit findings.
 - * Compliance with listing and other legal requirements relating to financial statements.
 - * Disclosure of any related party transactions.
 - * Qualifications in the draft audit report.
8. Reviewing with the management, external and internal auditors, the adequacy of internal control systems;
9. Reviewing with the management the quarterly financial statements before submission to the Board;
10. Reviewing the adequacy of internal audit function, including the structure of the internal audit function, staffing and seniority of the official heading the department, reporting coverage and internal audit;

11. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
12. Discussion with external auditors before the audit commences nature and scope of audit as well as has post-audit discussion to ascertain any area of concern;
13. Reviewing the company's financial and risk management policies;

4. NOMINATION AND REMUNERATION COMMITTEE:

During the year, the board constituted a Nomination and Remuneration Committee of Directors (NRC) in terms of SEC 178 of the Act 2013.

Composition of the Committee

As at 31ST March 2018, the nomination and remuneration committee of the following Directors as its members:

SR.NO.	NAME OF DIRECTORS-	STATUS- CATEGORY
01	Mr. Amit Nagarsheth - DIN No. 00377637	Independent Director
02	Mr. Rajiv Chokhawala - DIN No. 00353274	Independent Director
03	Mrs. Niranjana Contractor - DIN No. 00353207	Executive Director

With effect from 11th April 2017 Mrs. Niranjana H. Contractor has been nominated as a member in the committee. Upto 10th April 2017 Mr. Hiralal Contractor was a Committee Member who has expired.

Mr. Amit Nagarsheth acts as the chairman of the "NRC". Mrs. Niranjana H. Contractor acts as the Secretary of the Committee. The chairman of the committee remains present in the Annual General Meeting of members of the company.

The Broad terms of reference of the NRC are as under:

1. Guiding the board for laying down the terms and conditions in relation to appointment and removal of Director(s), Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs) of the company,
2. Evaluating the performance of the Director(s) and providing necessary report to the board for its further evaluation and consideration,
3. Recommending to the board on remuneration payable to the Director(s), KMPs and SMPs of the company based on (i) the company's structure and financial performance and (ii) remuneration trends and practices that prevail in peer companies,
4. Retaining, motivating and promoting talent among the employees and ensuring long term sustainability of talented SMPs by creation of competitive advantage through a structured talent review
5. Devising a policy on the diversity in the board,
6. Developing a succession plan for the board and SMPs.

THE ROLE/SCOPE OF THE NRC IS AS FOLLOWS:

1. To make recommendations to the board with respect to the incentive compensation plans for executive Director(s) and remuneration of non executive Director(s),
2. To identify persons who are qualified to become Director(s), KMPs and SMPs of the company,
3. To recommend to the board for appointment. Removal of Director(s), KMPs and SMPs of the company,
4. To formulate criteria for determining qualification, positive attributes and Independence of a Director,

The Company has no pecuniary relationship or transaction with his Non Executive Directors including sitting fees for attending board meetings.

The committee reviews and recommends to the board on matters to fixation and payment of remuneration to the Managing Director & Executive Director and Keeping in view the principles of transparency, integrity linked with the profitable operations the remuneration to the Managing Director and Executive Director is fixed ad hoc pay plus the reimbursements to attend the duties. During the year under report the Managing Director & Executive Director has been paid the following aggregate payments:

Details of Remuneration paid to the Directors:

NAME OF DIRECTOR	SALARY PAYMENT	OTHER PERQUISITES
Mr. Krishana Contractor	3,06,000.00	-
Mrs. Niranjana Contractor	3,06,000.00	-
Total	6,12,000.00	-

The Directors have decided not to receive the sitting fees in view of the financial position of the Company. The requisite approvals/ confirmations under the erstwhile Companies Act 1956 have been obtained from members of the company.

5. Stakeholders Relationship Committee:

During the year, Investor Grievance Committee was renamed as Stakeholders Relationship Committee in compliance with the requirements of regulation 20 SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 read with Section 178 of the Companies Act 2013. The investors/ shareholders grievance committee comprises executive and non executive Directors. The composition and the attendance of each members of the Committee at the meeting are as follows:

SR NO	NAME OF THE COMMITTEE MEMBERS	EXECUTIVE/NON EXECUTIVE/INDEPENDENT DIRECTOR	MEETING ATTENDED	DETAILS % TO TOTAL
01	Mr. Amit Nagarsheth	Independent Director	Yes	100
02	Mr. Rajiv Chokhawala	Independent Director	Yes	100
03	Mrs. Niranjana Contractor	Executive Director	Yes	100

The Share holders and investor grievance committee meetings were held during the year 2017-2018 on 15/04/17, 13/05/17, 17/06/17, 15/07/17, 19/08/17, 16/09/17, 14/10/17, 18/11/17, 16/12/17, 20/01/18, 24/02/18 and 24/03/18. All the complaints received from the Shareholders have been attended for redressed and the actions have been taken in relation to the grievances of the investors.

As required by Securities and Exchange Board of India (SEBI) Mr. Ashraf Bhinde is the compliance officers of the stakeholders Relationship Committee. For any clarification/complaint the shareholders may contact Mr. Ashraf Bhinde

Particulars	Meetings		
	22 nd AGM	23 rd AGM	24 th AGM
Date	30 th September, 2016	30 th September, 2017	29 th September, 2018
Start Timing	11.00 Am	11.00 Am	11.00 Am
Venue	811, Siddharth complex R.C. Dutt Road, Alkapuri Vadodara. 390007	811, Siddharth complex R.C. Dutt Road, Alkapuri Vadodara. 390007	811, Siddharth complex R.C. Dutt Road, Alkapuri Vadodara. 390007
Resolutions Passed			
Ordinary Business			
Adoption of accounts as at	March 31, 2016	March 31, 2017	March 31, 2018
Declaration of Dividend	-	-	-
Re-appointment of Rotational Directors	Mr. Hiralal Contractor Mrs.Niranjana Contractor	Mrs.Niranjana Contractor	Mrs. Niranjana H. Contractor
Appointment of Auditors & to fix their remuneration	P.Indrajit & Associates Chartered Accountant Vadodara	P.Indrajit & Associates Chartered Accountant Vadodara	P.Indrajit & Associates Chartered Accountant Vadodara
Special Business			
Appointment of Independent Director	No Special Business Transaction	No Special Business Transaction	No Special Business Transaction
Appointment of Independent Director	No Special Business Transaction	No Special Business Transaction	No Special Business Transaction
Approval to Related Party Transaction U/S 188 of the Companies Act 2013.	Approval accorded for the Related Party Transactions	-	-

* No special Resolution was put through postal ballot during the previous years.

6. Disclosures:

Disclosures of related party transactions as required by the Accounting Standard 18 have been given in the Note No. 02 - other disclosure 2.11(n), as attached to the Accounts. There are no material significant transactions with its promoters, as a Director or the management or relatives or subsidiaries that may have potential conflicts with the interest of the Company.

There is no non-compliance by the Company except the circumstantial delay caused in submission of the periodical listing requirements, and no penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to Capital market during the last 3 years.

7. Means of Communications:

01	Date on which half yearly results were sent to the shareholders	The Quarterly results of the company published in the news paper .
02	News papers in which Quarterly results were published	Business Standard.
03	Any websites were displayed	www.contilgroup.com
04	Whether the company displays the official news releases ?	YES
05	Whether the Management Discussion And Analysis reports forms part of the Annual Report ?	YES

8. General Share Holders Information :

Sr. No	Particulars	General information for shareholders
1	24th Annual General Meeting	29th September, 2018
2	Venue of the Meeting:	811, Siddharth Complex R.C. Dutt Road, Alkapuri Vadodara. 390007
3	Dates of Book-closure	22/09/2018 - 29/09/2018 (Both days inclusive)
4	Record Date	21/09/2018 (For E-Voting)
5	E-voting period:	Wednesday, 26/09/2018 to Friday, 28/09/2018 (10.00 am to 5.00 pm)
6	Dividend Payment date	N.A.
7	Listed on Stock Exchanges	Mumbai Requisite listing fees have been paid to the BSE upto 31 st March, 2019
8	Stock Code	531067 - BSE
9	ISIN No.	INE080G01011

Address for Communication: 811, Siddhartha complex R.C. Dutt Road, Alkapuri Vadodara. 390007

E-mail Id for shareholder grievances: investorsconticredit@yahoo.co.in.

Registrar and Transfer Agent: (For Equity shares in Physical and Dematerialized Form)

MCSShare Transfer Limited.

1st Floor, Neelam Apartment, 88, Sampatrao Colony, Above Chhappanbhog, Alkapuri, Vadodara - 390007.

Telephone No/s.:0265-2314757, Fax No.:0265-2341639, E-Mail: mcsLtdbaroda@yahoo.com, Website: www.mcsregistrars.com

Share Transfer System: All transfer requests received are processed and approved by an authorized officer/ compliance officer of the Company after a careful scrutiny of the same for transfer or rejection, as the case may be.

Shareholders holding their Shares in electronic mode are advised to address all correspondence to their respective depository participants. As on date no complaints received are pending for redressed and the Company ensures to attend to the Complaints within the period notified by the SEBI guidelines. The Company obtains half yearly Certificate under Clause 47(c) of the erstwhile Listing agreement and regulation 40 (9) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and necessary submission with the stock exchange is complied with.

9. STOCK MARKET DATA RELATING TO SHARES LISTED IN INDIA

Monthly high and low quotation and volume of equity shares traded on BSE for the financial year 2017-18.

MONTH	BSE		
	HIGH (RS.)	LOW (RS.)	Volume of shares traded
April 2017	7.00	5.46	11350
May 2017	10.18	5.51	31227
June 2017	9.80	8.85	2558
July 2017	8.85	8.45	2475
August 2017	9.05	9.05	311
September 2017	8.60	7.39	800
October 2017	7.05	5.67	11067
November 2017	6.54	5.47	1301
December 2017	8.17	6.95	6879
January 2018	10.20	7.50	24314
February 2018	9.55	6.75	6759
March 2018	9.70	8.36	2829

The Shares of the Company are not listed at the National Stock Exchange Limited.
The script of your company is actively listed & quoted at BSE.SCRIPT CODE 531067.

10 DISTRIBUTION OF SHARE HOLDING AS ON MARCH 31, 2018

Range	Shares	Folios	Percent Shares	Percent holders
Up to 500	574933	4071	18.5798	89.1981
501-1000	197629	252	6.3867	5.5215
1001-2000	168951	114	5.4599	2.4978
2001-3000	75102	31	2.4270	0.6792
3001-4000	139258	39	4.5003	0.8545
4001-5000	46563	10	1.5048	0.2191
5001-10000	169831	24	5.4883	0.5259
10001- 50000	309036	17	9.9869	0.3725
50001-100000	73098	1	2.3623	0.0219
AND ABOVE	1339999	5	43.3040	0.1096
TOTAL	3094400	4564	100.0000	100.0000

11 CATEGORIES OF EQUITY SHAREHOLDERS AS ON MARCH 31, 2018

Category	March 31, 2018	
	% of shareholding	No. of shares held
Promoters	38.47	1190429
Individuals	56.54	1749551
FIs/MF/Banks	--	--
FIIIs/NRIs/OCBs/GDRs	0.43	13264
Indian companies	4.56	141156
TOTAL	100.00	3094400

12. DEMATERIALIZATION OF SHARES AS ON 31ST MARCH, 2018 AND LIQUIDITY.

The Company's Shares are compulsorily traded in Dematerialized form and are available for trading on Central Depository Services (I) Limited (CDSL). 899631 equity shares of the Company representing (29.07%) and on NSDL 1147819 Equity shares (37.09%) of the Company's' shares Capital are dematerialized as on 31st March, 2018. The balance 33.84 % is held by 1046950 equity shares in physical Form. 38.47% for 1190429 equity shares of the promoters are held in dematerialized form as on 31ST March 2018.

13. PARTICULARS OF SHAREHOLDING

a) Promoter shareholding as on 31ST March 2018

Sr.No	Particulars of Promoters	No. of shares held	% of shareholding
01	Mr. Krishna Hiralal Contractor	488946	15.80%
02	Mr. Hiralal Ambalal Contractor	144373	4.67%
03	Mrs. Niranjana. H Contractor	448312	14.48%
04	Mrs. Sejal K. Contractor	108798	3.52%

b) Top Ten (10) Public Share Holding As On MARCH 31, 2018

Sr No.	Particulars of shareholders	No. of shares held	% of shareholding
1	Saurabh Mohan	149570	4.83
2	Crown Real Estates LLP.	73098	2.36
3	Eshva Trade Net Pvt. Ltd.	40500	1.30
4	Madhuben Dirajlal Gandhi	31000	1.00
5	Mundra Lalita Chandrakant	25350	0.82
7	Parmanand Khandwala Khandwala	26000	0.84
8	Deepak Madhukant Patel	21600	0.69
9	Gitesh Madhukant Patel	21300	0.68
10	Christine S. Chang	14970	0.48

14. RECONCILIATION OF SHARE CAPITAL CERTIFICATION

The Practicing Chartered Accountant based on the data furnished by Registrar & Transfer Agent have carried out a verification of share capital as per clause 55A of the Listing Agreement with observations to reconcile total admitted capital with Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Audit evidences that the total issued and paid up share capital is in agreement with the total number of shares in physical form and the total no. of dematerialized shares held in CDSL.

Address for Correspondence and Registered Office:

811, Siddharth Complex, R.C. Dutt Road, Alkapuri, Vadodara-390007

Date : 30/05/2018

Registered office :

811, Siddharth Complex,
RC Dutt Road, Alkapuri
Vadodara

For And on Behalf of The Board of Directors
For Contil India Limited

K. H. CONTRACTOR (DIN : 00300342)
Chairman & Managing Director

Form No. MR-3**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2018**

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

To,
The Members,
M/S CONTIL INDIA LIMITED
(CIN L65990GJ1994PLC023444)
VADODARA

Financial YEAR: 01-04-2017 TO 31-03-2018

I/We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. CONTIL INDIA LIMITED (CIN- L65990GJ1994PLC023444 (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the M/s. CONTIL INDIA LIMITED books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31ST March 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I/we have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Contil India Limited for the financial year ended on 31st March 2018 (FY 2017-2018) according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of the export of goods and statutory filings with RBI as a NBFC.
- 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; (Presently no event occasioned for its compliance)
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Presently no event occasioned for its compliance)
 - 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; (Presently no event occasioned for its compliance)
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Presently no event occasioned for its compliance)
 - 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 ; (Presently no event occasioned for its compliance)
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Presently no event occasioned for its compliance)
 - i) The Secretarial and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015; (with effect from December 1, 2015).
- vi. We have relied on the representation made by the company and its officers for systems and mechanism formed by the company for compliances under other applicable laws and regulations to the company.
- Vii. The list of major head/ groups of Acts, laws and Regulations as applicable to the company is given in here Under :
 1. Acts prescribed under Prevention And Controls of Pollution
 2. Acts prescribed under Environmental Protections
 3. Acts as prescribed under Direct tax and Indirect tax
 4. Acts as prescribed under Shop And Establishment Acts of various local authorities
 5. The Reserve Bank Of India Act 1934 read with RBI Directions from time to time applicable to NBFC
 6. FEMA Act 1999 and RBI Directions

- Viii. We have relied on the company engaged professionals for its procedural/provisional compliances of the aforesaid statutes
- ix. We have also examined compliance to the extent applicable with the applicable clauses of the following:
- The Secretarial Standards SS-1 and SS-2 issued by The Institute of Company Secretaries of India.
 - The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited (BSE) to the extent applicable with observation to the deviations from listing compliances and obligations.

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

I/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 compliances with the provisions of the Act,

Adequate notice is given to all Directors to schedule the Board Meetings and Agenda and details notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for the meaningful participation at the meeting. All decisions at board Meeting are carried out unanimously as recorded in the Minutes of the meeting of the Board of Directors or Committee of the board as the case may be.

I further report that based on review of compliance mechanism established by the company and on the basis of the compliance certificate issued by the Company Executives and taken on records by the Board of Directors and Audit Committee at their meetings there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliances with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no specific events/ actions having major bearing on the companies affairs in pursuance above referred laws, rules, regulations, guidelines and standards except voluntary surrendering of the Certificate of Registration as NBFC Ceffect to RBI.

FOR ASHOK SHELAT & ASSOCIATES

Date : 27-05-2018

Place : Vadodara

CS ASHOK SHELAT
(Practicing Company Secretary)
 Membership No: 3402
 COP NO : 2782.

OBSERVATION DURING THE SCRUTINY OF THE STATUTORY RECORDS

Sr. No.	Particulars of observation
1	Appointment of the key managerial personnel like CFO, CEO, Company Secretary as required by Sec. 203 of the Companies Act 2013 is pending compliance as on 31st March 2018.
2	The Listing Agreement entered into by the Company with Bombay Stock Exchange (BSE) is complied with in general but format of submission not compliance with as prescribed under LODR Regulations. However corrective measures are accomplished to update compliances.
3.	The statutory records like Board Meeting Minutes, General Meeting Minutes and other Registers are yet to be updated.

ANNEXURE - A TO THE SECRETARIAL AUDIT REPORT

To,
The Members,
M/S CONTIL INDIA LIMITED
(CIN L65990GJ1994PLC023444)

My secretarial Audit Report (Form MR - 3) of event date for the financial year ended 31st March, 2018 is to be read along with this letter.:

1. Maintenance of secretarial records and compliances with the provisions of corporate and applicable laws, rules, regulations and standards is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practice and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis including the compliance of the Secretarial Standards I & II to the extent applicable to ensure that correct facts are reflected in secretarial records. We believe that the process and practice, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained for reliance & reference the management representations about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

FOR ASHOK SHELAT & ASSOCIATES

Date : 27-05-2018
Place : Vadodara

CS ASHOK SHELAT
(Practicing Company Secretary)
Membership No: 3402,
COP NO : 2782.

COMPLIANCE CERTIFICATE

To,
The Members of,
Contil India Ltd.

We have examined the compliance of condition of Corporate Governance by Contil India Limited ("the Company") for the year ended on 31st March, 2018 as stipulated in clause 49 of the Listing Agreements of the said company with the stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the 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 explanation given to us and the representation made by the Directors and management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

For P. INDRAJIT & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn. No. 117488W

Date : 30-05-2018
Place : Vadodara

(CA PIYUSH I. SHAH)
PROPRIETOR
M. No. - 103665

Independent Auditor's Report

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of CONTIL INDIA LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2018, and the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information. The company does not have any branch/es.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and profit and its cash flows for the year ended on that date.

Basis for Opinion

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report that:

- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) the Balance Sheet, the Statement of Profit and Loss including, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- d) in our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) on the basis of the written representations received from the directors of the Company as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
- f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 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 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 does not have any pending litigations which would impact its financial position in its standalone financial statements.
 - ii. The Company do not have any long-term contracts including derivative contracts, which requires a provision to be made for material foreseeable losses, if any,
 - iii. There are no amounts which are required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For P. INDRAJIT & ASSOCIATES
CHARTERED ACCOUNTANTS
ICAI Firm Regn. No. 117488W

(CA PIYUSH I. SHAH)
PROPRIETOR
M. No. - 103665

Date : 30-05-2018
Place : Vadodara

Annexure A'' to the Independent Auditors' Report to in paragraph 1(f) under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the standalone financial statements of CONTIL INDIA LIMITED for the year ended March 31, 2018:

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 CONTIL INDIA LIMITED ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P. INDRAJIT & ASSOCIATES
CHARTERED ACCOUNTANTS
ICAI Firm Regn. No. 117488W

(CA PIYUSH I. SHAH)
PROPRIETOR
M. No. - 103665

Date : 30-05-2018

Place : Vadodara

“Annexure B” to the Independent Auditor’s Report to in paragraph 2 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the standalone financial statements of CONTIL INDIA LIMITED for the year ended March 31, 2018:

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

(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.

(c) The title deeds of immovable properties are held in the name of the company.

2) (a) The management has conducted the physical verification of inventory at reasonable intervals.

b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.

3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.

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 Companies Act, 2013 In respect of loans, investments, guarantees, and security.

5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable.
- b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, 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 and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) The company was having certificate of registration (CoR) No. 01.00152 Dated 28/01/2008 issued under section 45(1)A of the Reserve Bank of India Act, 1934 to carry on the business of NBFIs as an Investment company. The company has been carrying on the business of NBFC till 04/12/2017. This is in view of the voluntary surrender of the CoR by the company and the subsequent order Dated 20/11/2017 of Reserve Bank of India for its cancellation. The company has not accepted Public deposits during the year.

For P. INDRAJIT & ASSOCIATES
CHARTERED ACCOUNTANTS
ICAI Firm Regn. No. 117488W

(CA PIYUSH I. SHAH)
PROPRIETOR
M. No. - 103665

Date : 30-05-2018
Place : Vadodara

COMPANY'S OVERVIEW

Incorporation

The company was incorporated on October 27, 1994, in the name of Continental Credit & Investment Ltd. The name of the company has subsequently been changed to Contil India Ltd. Vide fresh certificate dated December 26, 2007 received under the hand of Registrar of Companies, Gujarat. The listing of the company has been done on a Bombay Stock Exchange vide security trade Name Contil India BSE Id :531067. The Company is a Non-Banking Finance Company (not accepting public deposits) registered with Reserve Bank of India as an Investment company.

NBFC Certificate

The company was having certificate of registration (Cor) No. 01.00152 Dated 28/01/2008 issued under section 45(1)A of the Reserve Bank of India Act, 1934 to carry on the business of NBFI as an investment company. However the same stands cancelled with effect from 04/12/2017.

Applicability of Prudential Regulations to NBFCs-ND with Assets less than Rs. 500 crore

Consequent to the redefining of 'systemic significance' the NBFCs-ND with asset size of less than Rs. 500 crore, are exempted from the requirement of maintaining CRAR and complying with Credit Concentration Norms. They shall not be subjected to any regulation either prudential or conduct of business regulations viz., Fair Practices Code (FPC), KYC, etc., if they have not accessed any public funds and do not have a customer interface. Accordingly this provision is not applicable to this company.

Adoption of Ind-AS is applicable w.e.f. 1-4-2019

On 30th March 2016, the Ministry of Corporate Affairs (MCA) notified the Companies (Indian Accounting Standards) (Amendment) Rules, 2016, which include a road map for implementation of Indian Accounting Standards (Ind AS) by Non Banking Financial Companies (NBFCs).

NBFCs will be required to comply with Ind AS in a phased manner, from accounting periods beginning on or after 1 April 2018 for the first phase and 1 April 2019 for the second phase. This circular confirms the timeline for Ind AS implementation by NBFCs that was specified by MCA in its press release dated 18th January 2016.

In view of the circular, the company falls in to the adoption of Ind AS in a second phase, and therefore during the current year, the financial statements are prepared based on Indian GAAP.

SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared under historical cost convention as a going concern on accrual basis and in accordance with generally accepted accounting principles in India, the relevant provisions of the Companies Act, 2013 and the guidelines issued by the Reserve Bank of India as applicable to a Non Banking Finance (Non-Deposit Accepting) Company ('NBFC-ND'). The Accounting policies are consistent with those used in the previous year.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Differences between the actual results and estimates are recognized in the year in which the results are known / materialized.

Fixed Assets and Depreciation

Tangible Fixed Assets are shown at cost less accumulated depreciation.

Depreciation on Owned Assets is provided to the extent of depreciable amount on the Straight line method (SLM) on a pro-rata basis based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013

Investments

In terms of NBFC Prudential Norms (Reserve Bank) Directions, 1998. Investments (intended to be held for more than a year are) classified as long term are generally carried at cost comprising of acquisition and incidental expenses.

Investment other than long term investments are classified as Current investments. Current investments are carried at lower of cost and market value if quoted.

Inventories

Materials / goods held for resale or trading purposes are valued at cost or net realizable value whichever is lower.

Foreign Currency Transactions

- i) Initial Recognition : Transactions denominated in foreign currencies are recorded at the rate prevailing on the date of the transaction.
- ii) Conversion : At the year-end, monetary items denominated in foreign currencies remaining unsettled are converted into rupee equivalents at the year-end exchange rates. Non monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of the transaction.
- iii) Exchange Differences : All exchange differences arising on settlement and conversion of foreign currency transactions are included in the profit and loss account.

Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of twelve months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Revenue Recognition

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate realization/collection.

- Interest Income is recognized on its accrual on the basis of the contracted rate.
- Dividend Income is accounted for on its receipt basis or where right of receipt of dividend is recognized.
- Export sales are recognized as revenue on transfer of significant risk and rewards of ownership which is generally on the basis of the dates of Bill of Lading and / or Air Way Bill.
- Export incentives benefit such as "Duty Draw back" and "GST/VAT Refund are accounted for in the year of exports on the basis of accrual.

Registration under GST and Exports of Goods under LUT

The company is registered with GST vide Registration number 24AAACC7666D1ZU w.e.f. 1/7/2017. The company is making clearance of goods as exports under the Bond/ LUT accepted on 17/07/2017 vide UT-1/Div-i/29/2017-18 by the Office of the Asstt. CIT, Central GST & Excise, Vadodara-1.

Taxation

Tax expense for the year, comprising current tax and deferred tax is included in determining the net profit for the year. A Provision is made for the current tax based on tax liability computed in accordance with relevant rates and tax laws.

A provision is made for deferred tax for all timing differences arising between taxable incomes and accounting income at currently enacted tax rates. Deferred tax assets shall recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

Compliances to MSME Act, 2006

The Company has not completed the process of collecting the information relating the small and Micro units rendering service or supplying goods to the Company. Hence we are unable to determine whether there was delay in making payment to such entities and the resultant interest for such delay as prescribed under MSME Act, 2006, thus we are unable to ascertain the impact on the loss and liabilities of the Company

Contingent Liabilities

Contingencies which are material and future outcome of which cannot be ascertained, with, reasonable certainty are treated as contingent liabilities. As reported by the management, there are no contingent liability as on 31.3.2018

**ADDITIONAL INFORMATION (ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS
FOR THE YAER ENDED 31ST MARCH, 2018)**

Requirement of Minimum NOF of Rs. 200 lakh

The minimum Net Owned Fund (NOF) requirement to be raised is Rs. 2 Crore by March 2018, in a phased manner, Minimum NOF of the company as at 31/3/2018 works out at Rs. 449.56 lacs.

The aggregate of the paid-up equity capital	309.44
Add : free reserves	176.85
Total	486.29
Less : (i) accumulated balance of loss; (ii) deferred revenue expenditure; and (iii) other intangible assets	Nil
Less : the amounts representing (1) investments of such company in shares of- (i) its subsidiaries; (ii) companies in the same group; (iii) all other non-banking financial companies; and	36.73
Less : the book value of debentures, bonds, outstanding loans and advances (including hire-purchase and lease finance) made to, and deposits with,- (i) Subsidiaries of such company; and (ii) companies in the same group, to the extent such amount exceeds ten per cent of (a) above.	Nil
NET OWNED FUNDS (NOF)	449.56

Transfer to Statutory Reserve

In terms of Section 45-IC of the RBI Act, NBFCs are required to create a reserve fund and transfer therein a sum not less than twenty per cent of its net profit every year. Accordingly Rs.2,90,357.12 has been transferred to Statutory Reserve Account.

Assets Pattern:

Sr.	Details	Amount 31/03/2018	% of Total Assets
1	Total Assets	5,37,12,139	--
2	Total Financial Assets (i.e 3 + 4 + 5)	1,90,01,597	35.37%
3	Investment (Current, Non Current and Bank FDR)	1,89,83,787	35.34%
4	Loans and Advances	17,810	0.03%
5	Assets Finance (EL & HP)	0.00	0.00 %

Income Pattern:

Sr.	Details	Amount 31/03/2018	% of Total Assets
1	Total Income	83,25,097	--
2	Income from Financial Assets (i.e 3 + 4 + 5)	11,83,295	14.21%
3	Income from Investment	10,99,295	13.20%
4	Income from Loans and Advances	84,000	1.01%
5	Total Income from (EL & HP)Assets Finance	0.00	0.00 %

Leverage Ratio

A leverage ratio of 7 is being introduced for all such NBFCs-ND to link their asset growth with the capital they hold. For this purpose, leverage ratio is defined as Total Outside Liabilities / Owned Funds. Leverage ratio of the company as at 31.3.2018 works out @ 9.89 (TOL : 48,09,575.97 / OF : 4,86,29,163.60)

Disclosure In respect of Global Venture

In terms of the Global Venture Integrated as a Corporate Alliance, The Company through the Canadian business House viz. CONTIL CANADA LTD. has embarked upon the development of export of Agro, Food, Cereals and Assorted items etc. in global arena and has subscribed 43.70% of the capital of the CONTIL CANADA LTD.

NAME	:	CONTIL CANADA LTD.
DESCRIPTION OF INTEREST	:	CORPORATE ALLIANCE
DESCRIPTION OF JOB	:	TO DEVELOP A TRADING / EXPORT BUSINESS
PROPORTION OF OWNERSHIP INTEREST	:	43.70%
COUNTRY OF INCORPORATION	:	CANADA

Note :- During the year, no income has been received or accrued from the corporate alliance abroad. The Liability of our company is limited to the fund based commitment towards equity only.

Deferred Tax: Working of Deferred Tax as per AS - 22, issued by ICAI is as follows :-

	Opening Balance 1.4.2017	Charged / (Credited) to P & L Account	Closing. Balance 31.3.2018
I. Deferred Tax Liability (arising on account of timing difference in)			
- Depreciation	2,86,813	(13,412)	2,73,400
II. Deferred Tax Assets (arising on account of timing difference in)			
- Depreciation	Nil	Nil	Nil
Total (I - II) (Net)	2,86,813	(13,412)	2,73,400

Segment Reporting

The company is engaged primarily in the business of Investment activity and there is no separate reportable segment. Accordingly, income, expenses and other financial data relating to businesses other than the business of Investments are shown under 'Unallocated Reconciling Items' as per Accounting Standard AS 17 issued by ICAI.

(` In Lacs)

Particulars	Year ended March 31, 2018			Year ended March 31, 2017		
	Investment Activity	Unallocable Items	Total	Investment Activity	Unallocable Items	Total
Segment Revenue	10.99	72.26	83.25	17.09	49.98	67.07
Net Profit before Tax	-	-	18.06	-	-	11.09
Net Profit After Tax	-	-	14.51	-	-	8.42
Segmental Assets	190.01	347.11	537.12	268.59	253.67	522.26
Segmental Liabilities	0	48.09	48.09	0	47.62	47.62

Related Party Transactions as at 31.3.2018

Name of the related party	Designation	Relationship	Nature of Transaction	Amount in lacs (₹)		Out standing Balance
				2017-18	2016-17	31/3/18
Income :						
Contil Canada Ltd.	None	Joint venture	Sale of Goods Earning in Foreign Currency (Export on FOB basis)	INR 497.94 (CDN) 1003920	INR 430.56 (CDN) 853219	232.91
Investment :						
Contil Canada Ltd.	None	Joint venture	Equity Contribution	36.73 (USD 90000)	36.73 (USD 90000)	36.73
Expenses :						
Krishna Contractor	Managing Director	Key Management personnel	Director Salary	3.06	1.83	1.37
Niranjana Contractor	Director	Key Management personnel	Director Salary	3.06	1.83	3.03
Sejal Contractor	None	Wife of MD	Staff Salary	1.92	1.80	0.70

BALANCE SHEET AS AT 31ST MARCH, 2018

PARTICULARS	Note No.	As at 31 March 2018	As at 31 March 2017
EQUITY AND LIABILITIES:			
Share Holder's Funds			
Equity Share Capital	1	30,944,000.00	30,944,000.00
Reserve and Surpluses	2	17,685,163.60	16,233,372.08
Non Current Liabilities			
Deferred tax liabilities (net)		273,400.42	286,812.92
Current Liabilities			
Trade Payable		3,784,927.47	4,480,276.77
Other current Liabilities	3	658,556.00	135,373.00
Short term Provisions	4	366,092.50	147,003.90
TOTAL		53,712,139.99	52,226,838.67
ASSETS :-			
Non-Current Assets			
Fixed Assets			
Tangible assets	5	1,546,233.00	1,539,058.12
Non-current investments	6	12,967,395.94	10,904,850.02
Long-term loans and advances	7	1,904,579.91	2,605,410.91
Current Assets			
Inventories	8	4,102,720.09	4,010,558.01
Trade receivables	9	23,291,871.55	16,096,408.55
Current Investment	10	1,016,390.97	235,747.53
Cash and cash equivalents	11	5,578,522.79	15,675,391.55
Short Term Loans and advances	12	514,124.68	1,148,391.68
Other Current Assets	13	2,790,301.06	11,022.30
TOTAL		53,712,139.99	52,226,838.67

To be read with Significant Accounting Policies and Notes on Financial Statements.
The notes referred above form and integral part of the Balance sheet.

As per our Report of even date annexed

For P. INDRAJIT & ASSOCIATES
CHARTERED ACCOUNTANTS

Firm Regn. No. 117488W

(CA PIYUSH I. SHAH)

PROPRIETOR (M. No. : 103665)

Date : 30/05/2018

Place : Vadodara

For & Behalf of the Board of Directors of
CONTIL INDIA LTD.

(K. H. Contractor)
Managing Director
(Din : 00300342)

(N. H. Contractor)
Director
(Din : 00353207)

Date : 30/05/2018

Place : Vadodara

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

PARTICULARS	Note No.	As at 31 March 2018	As at 31 March 2017
1. INCOME :-			
(a) Revenue from Operations (Net)	14	1,973,430.36	3,130,371.32
(b) Other Income	15	6,351,667.40	3,577,257.24
Total Revenue		8,325,097.76	6,707,628.56
2. EXPENDITURE :-			
(a) Employee Benefit Cost	16	1,919,769.00	1,310,898.00
(b) Other Expenses	17	4,488,613.07	4,166,824.53
Total Expenses		6,408,382.07	5,477,722.53
Earnings before Interest, Tax, Depreciation and Amortisation (EBITDA) (1-2)		1,916,715.69	1,229,906.03
Depreciation and amortisation expense		110,152.57	120,764.86
PROFIT BEFORE TAX		1,806,563.12	1,109,141.17
TAX EXPENSES			
CURRENT INCOME TAX		368,190.00	269,660.00
LESS/ (ADD) DEFERRED INCOME TAX		(13,412.50)	(2,870.00)
PROFIT FOR THE YEAR		1,451,785.62	842,351.17
Earning per equity share of face value ` 10 each			
Basic and Diluted (in `)		0.47	0.27
Net Profit / No. of Equity shares			

To be read with Significant Accounting Policies and Notes on Financial Statements.

The notes referred above form and integral part of the Balance sheet.

As per our Report of even date annexed

For P. INDRAJIT & ASSOCIATES

CHARTERED ACCOUNTANTS

Firm Regn. No. 117488W

(CA PIYUSH I. SHAH)

PROPRIETOR (M. No. : 103665)

Date : 30/05/2018

Place : Vadodara

For & Behalf of the Board of Directors of

CONTIL INDIA LTD.

(K. H. Contractor)

Managing Director

(Din : 00300342)

Date : 30/05/2018

Place : Vadodara

(N. H. Contractor)

Director

(Din : 00353207)

Notes 1 to 17 annexed to and forming part of Financial Statement for the Year ended 31st March, 2018.

The previous year figures have been regrouped/reclassified, wherever necessary to confirm to the current year presentation.

The formats which are necessary to reflect the details of the relevant account balance or transaction are only presented.

NOTE NO. 1 : EQUITY SHARE CAPITAL

PARTICULARS	As at 31 March 2018	As at 31 March 2017
AUTHORISED :		
32,00,000 Equity Shares of ` 10.00 each	32,000,000.00	32,000,000.00
ISSUED, SUBSCRIBED AND PAID-UP :		
30,94,400 Equity Shares of ` 10.00 each	30,944,000.00	30,944,000.00
Total	30,944,000.00	30,944,000.00

1(i) Details of shares held by each shareholder holding more than 5% shares :

CLASS OF SHARES/NAME OF SHARE HOLDERS	As at 31 March 2018 Number of shares held % of holding	As at 31 March 2017 No. of Shares held % of holding
Equity shares with voting rights		
Krishna Hiralal Contractor	488946 15.80%	462909 14.96%
Niranjana Hiralal Contractor	448312 14.49%	448312 14.49%
Total	937258	911221

1(ii) The reconciliation of the number of shares outstanding is set out below :

PARTICULARS	As at 31 March 2018 Number of shares held	As at 31 March 2017 No. of Shares held
Equity Shares at the beginning of the year	3,094,400	3,094,400
Add : Shares Issued	0.00	0.00
Less : Shares cancelled or Buy Back	0.00	0.00
Equity Shares at the end of the year	3,094,400	3,094,400

The company has not issued or brought back any equity shares during the year.

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company in the proportion of their shareholding.

NOTE NO. 2 : RESERVES AND SURPLUS

PARTICULARS	As at 31 March 2018	As at 31 March 2017
Statutory Reserve (Created U/s 45 IC of the RBI Act 1934)		
Opening Balance	3,345,838.27	3,177,367.67
Add : Transferred from Profit and Loss Statement *	290,357.12	168,470.60
Less : Utilised/Transfer	0.00	0.00
Closing balance	3,636,195.39	3,345,838.27
Surplus in Statement of Profit and Loss		
Opening balance	12,887,533.81	12,195,156.24
Add : Profit/(Loss) for the year	1,451,785.62	842,351.17
Add : TDS	0.00	19,263.00
Less : Transfer to Statutory Reserve	290,357.12	168,470.60
Less : Tax adjustments of previous year/s	(5.90)	766.00
Closing balance	14,048,968.20	12,887,533.81
Total	17,685,163.60	16,233,372.08

* Out of the figure of Profit for the year 20% has been transferred to Statutory Reserve

NOTE NO. 3 : OTHER CURRENT LIABILITIES

Other Payable		
(i) Tax deducted at Source on Payments	30,356.00	18,373.00
(ii) Rent Security Deposit	117,000.00	117,000.00
(iii) Directors Remuneration	511,200.00	0.00
Total	658,556.00	135,373.00

NOTE NO. 4 : SHORT TERM PROVISIONS

Provision for Current Income Tax:		
Current Year : ` 368190 (net of TDS ` 58420.50)	309,769.50	91,430.90
Previous Year ` 269660 (net of MAT 58310 and TDS ` 119919.1)		
Provision - Others :		
(i) Provision - Expenses	3,073.00	3,073.00
(ii) Provision - Audit Fees	53,250.00	52,500.00
Total	366,092.50	147,003.90

NOTE NO. 5 : FIXED ASSETS AND DEPRECIATION

NAME OF ASSETS	Useful life As per Companies Act 2013 (No. of years)	SLM Rate (Derived as per New Provision)	Residual Value@5% of the Gross Value	GROSS BLOCK				Accumulated depreciation and Impairment			NET BLOCK	
				Balance as at 1-4-2017	Add.	disposals	Balance as at 31-3-2018	Balance as at 1-4-2017	Depreciation as at 31-3-2018	Balance as at 31-3-2018	Balance as at 31-3-2018	Balance as at 31-3-2017
1. BUILDING	30	3.17%	102,930	2,058,593.00	0.00	0.00	2,058,593.00	751,911.03	65,256.97	817,168.00	1,241,425.00	1,306,681.97
2. OFFICE EQUIPMENT	5	19.00%	45,033	874,931.00	25,727.00	0.00	900,658.00	789,254.81	13,095.19	802,350.00	98,308.00	85,676.19
3. COMPUTER	3	31.67%	25,056	468,323.00	32,800.00	0.00	501,123.00	417,760.92	19,897.08	437,658.00	63,465.00	50,562.08
4. PACKING MACHINE	8	11.88%	7,783	96,863.00	58,800.45	0.00	155,663.45	725.12	11,903.33	12,628.45	143,035.00	96,137.88
TOTAL RS.				3,498,710.00	117,327.45	0.00	3,616,037.45	1,959,651.88	110,152.57	2,069,804.45	1,546,233.00	1,539,058.12

1) The assets shown are own assets. There are no assets under lease taken.

NOTE NO. 6 : NON CURRENT INVESTMENTS (Long Term Investments)

Name of the Company	Nos./ Units	As at 31.03.2018	Nos./ Units	As at 31.03.2017
A. Investments (At cost) :				
Investment in equity instruments (fully paid up)				
- Unquoted Equity shares of Contil Canada Ltd.	45,846	3,673,200.00	45,846	3,673,200.00
FV in CAD)	45,846	3,673,200.00	45,846	3,673,200.00
B. Other Investments				
(i) Other Quoted Investment in the Equity Shares of (Fully Paid Up)				
1 BHEL	1650	291,648.20	1,100	291,648.20
2 CENTURY ENKA LTD.	749	102,776.73	749	102,776.73
3 GUJARAT ALKALIES LTD.	4	550.68	4	550.68
4 JINDAL SAW LTD.	500	112,369.15	500	112,369.15
6 L&T FINANCE HOLDING LTD.	67,690	3,519,880.00	67,690	3,519,880.00
7 RELIANCE CAPITAL LTD	1,500	1,170,505.85	1,500	1,170,505.85
8 RELIANCE POWER LTD.	67	10,187.35	67	10,187.35
9 TATA INVESTMENTS CORPO. LTD.	1,010	551,666.87	1,010	551,666.87
10 TECH MAHINDRA CHEMICALS LTD	100	47,402.00	100	47,402.00
11 HEXA TRADEX LTD	100	0.00	100	0.00
12 JITF INFRA LOGISTICS LTD	40	0.00	0	0.00
13 RELIANCE HOME FINANCE LTD	1500	0.00	0	0.00
		5,806,986.83		5,806,986.83
(iii) Other Un Quoted Investment in the Mutual Funds of (fully paid up)				
1 HDFC GROWTH FUND - D	49,596.604	1,424,663.19	49,596.604	1,424,663.19
2 AXIS ENHANCED ARBITAGE FUND	101,380.917	1,062,545.92	0.000	0.00
3 RELIANCE EQUITY HYBRID FUND	65,138.093	1,000,000.00	0.000	0.00
		3,487,209.11		1,424,663.19
TOTAL INVESTMENTS		12,967,395.94		10,904,850.02
Market Value of Total Investment		19,247,174.59		15,652,072.00

NOTE NO. 7 : LONG TERM LOANS AND ADVANCES (UNSECURED, CONSIDERED GOOD)

PARTICULARS	As at 31 March 2018	As at 31 March 2017
(a) Capital advances - for Property	1,117,493.00	1,117,493.00
(b) MAT Credit Entitlement	610,323.00	610,323.00
(c) Other Loans and advance	17,810.00	718,641.00
(d) Income tax refund receivable (P.Ys)	158,953.91	158,953.91
Total	1,904,579.91	2,605,410.91

Property advance is found to be inoperative and stagnant since long. Management is advised to take suitable measures for the recovery or else necessary provision for bad debts may be made for the same.

NOTE NO. 8 : INVENTORIES

PARTICULARS	As at 31 March 2018	As at 31 March 2017
Raw Materials / Goods to be traded	4,102,720.09	4,010,558.01
Cereals, Food - Agro and Assorted items etc		
Total	4,102,720.09	4,010,558.01

NOTE NO. 9 : TRADE RECEIVABLES (Unsecured, Cosidered Good)

Trade receivables outstanding for a period exceeding six months from the date they are due for payment.	3,317,187.30	8,812,491.55
Others	19,974,684.25	7,283,917.00
Total	23,291,871.55	16,096,408.55

As per FEMA guideline, it is obligatory on the part of the exporter to realize and repatriate the full value of goods / software / services to India in freely convertible currency within nine months from the date of export. However, the terms of payment for export sales is fixed at 12 months and the payments are received accordingly by the AD Bank.

NOTE NO. 10 : CURRENT INVESTMENTS

Current portion of long-term investments (At cost)		
Investment in mutual funds - 1012.271 units of Franklin India Treasury Mgt. A/c Institutional Plan (Market Value ` 10,17,082.49)	1,016,390.97	235,747.53
Total	1,016,390.97	235,747.53

NOTE NO. 11 : CASH AND CASH EQUIVALENTS

Cash on Hand	5,828.00	11,804.00
Balance with banks on current Accounts		
(i) - ICICI Bank Ltd.	6,754.62	11,769.62
- HDFC Bank Ltd.	565,940.17	651,817.93
(ii) In Deposit accounts		
- HDFC Bank Ltd.	5,000,000.00	15,000,000.00
Total Rs.	5,578,522.79	15,675,391.55

Fixed Deposits with Banks include deposits with maturity of more than 12 months.

NOTE NO. 12 : SHORT TERM LOANS AND ADVANCES (Unsecured, Considered Good)

PARTICULARS	As at 31 March 2018	As at 31 March 2017
Sales Tax Security Deposit	10,000.00	10,000.00
Vat refund claim	364,124.68	1,138,391.68
Continental Corporation Co. (Advance)	140,000.00	0.000
Total	514,124.68	1,148,391.68

NOTE NO. 13 : OTHER CURRENT ASSETS

Accruals		
(i) Income accrued on Investment	0.00	11,022.30
(ii) GST under RCM (to be claimed)	37,716.00	0.00
(iv) GST Credit on Capital Goods (To be claimed)	9,625.00	0.00
(v) GST Refund Receivable	2,709,812.06	0.00
(vi) Duty Drawback Receivable	33,148.00	0.00
Total	2,790,301.06	11,022.30

NOTE NO. 14 : REVENUE FROM OPERATION

Principal Revenue generating Activities		
- Dividend Income	521,454.78	249,344.05
- Interest Income	581,363.00	1,199,201.00
- Profit on sale of investment	(3,522.57)	260,768.70
Other Income		
Anciliary Revenue generating Activities		
Duty Drawback Income	253,430.00	706,388.00
Foreign Exchange Rate difference account	620,705.15	714,669.57
Total	1,973,430.36	3,130,371.32

NOTE NO. 15 : OTHER INCOME

PARTICULARS	As at 31 March 2018	As at 31 March 2017
PART A:- Trading Sales		
Trading Sales-Export (Sales of Cereals, Agro & Food Grains etc.)	49,794,600.91	43,056,258.51
Sale of DGFT	1,474,659.00	0.00
Less : Ocean Freight	3,345,207.13	3,382,842.09
Total (A)	47,924,052.78	39,673,416.42

PART B:- Cost of goods traded

Opening stock	4,010,558.01	356,248.55
Add : Purchases (Including Packing Materials)	41,966,172.01	39,965,564.34
	45,976,730.02	40,321,812.89
Less : Discount / Kasar	301,624.55	215,095.70
Less : Closing stock	4,102,720.09	4,010,558.01
Total (B)	41,572,385.38	36,096,159.18

Gross Surplus on Export Activities (A-B)	6,351,667.40	3,577,257.24
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NOTE NO. 16 : EMPLOYEE BENEFIT COST

Staff Salaries	1,307,769.00	944,898.00
Working Directors' Salaries	612,000.00	366,000.00
Total	1,919,769.00	1,310,898.00

1) In opinion of the management, the provisions of Provident Fund and ESI Act are not applicable,

2) Company do not provide any retirement benefits to its employees.

3) Directors will be eligible for minimum remuneration, in view of the inadequate profits.

NOTE NO. 17 OTHER EXPENSES

PARTICULARS	As at 31 March 2018	As at 31 March 2017
(i) Details of Expenses relating to Export Activities		
Agency Charges & Certification	5,900.00	23,817.00
Fumigation Charges	75,705.00	95,068.00
Other Charges / Expenses	177,667.97	2,626.00
Custom Board(Fob) Expenses	583,591.00	1,311,421.00
Freight expenses	323,686.73	0.00
Marine Insurance	141,139.00	41,401.00
Packing Materials Expenses	998,020.00	1,031,105.00
Sample Distribution charges	22,954.00	0.00
Transportation (Export)	735,370.00	447,491.58
(ii) Details of Expenses relating to Investment Activities		
Bank Charges	53,142.93	79,359.49
Depository Charges	11,663.23	11,530.00
Registrar and Transfer Expenses	122,838.25	62,203.07
Service Tax Collection by Broker (ST/STC/TOC)	17,141.00	190,151.08
Security Transaction Tax / Demate charges	976.57	1,153.82

PARTICULARS	As at 31 March 2018	As at 31 March 2017
(iii) Details of Establishment Expenses		
Advertisement	29,192.25	56,376.00
Books and Periodicals	320.00	130.00
Consultancy / Professional / Registration Fees	190,893.00	53,650.00
Electricity Bill	40,571.39	18,815.95
Donation	3,000.00	3,000.00
Interest on TDS payment	11,295.00	1,382.00
Listing Fees / Filing Fees	287,500.00	229,000.00
Office Expenses	84,183.74	90,096.00
Postage	37,966.29	46,698.00
Professional Tax	17,790.00	2,050.00
Rent, Rates and Taxes	89,339.00	76,532.00
Repairs, Maintenance	49,387.12	39,206.00
Stationery and Printing	41,202.12	29,361.00
Telephone	40,236.48	24,257.54
Conveyance and Traveling Expenses	156,501.00	141,443.00
Discount / Kasar (Prior Period)	80,440.00	0.00
(iv) Payments to the Auditors comprises		
As Auditors - Statutory Audit fees	36,000.00	36,000.00
For taxation matters	14,000.00	14,000.00
Towards GST / Service tax	9,000.00	7,500.00
Total	4,488,613.07	4,166,824.53

As per our Report of even date annexed

For P. INDRAJIT & ASSOCIATES

CHARTERED ACCOUNTANTS

Firm Regn. No. 117488W

(CA PIYUSH I. SHAH)

PROPRIETOR (M. No. : 103665)

Date : 30/05/2018

Place : Vadodara

For & Behalf of the Board of Directors of

CONTIL INDIA LTD.

(K. H. Contractor)

Managing Director

(Din : 00300342)

(N. H. Contractor)

Director

(Din : 00353207)

Date : 30/05/2018

Place : Vadodara

Schedule to the Balance Sheet of a Non-Deposit Taking Non-Banking Financial Company

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

	Particulars	Amt. outstanding 31/03/2018	
	Liabilities side :		
(1)	Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid :	Amount Out-standing	Amount Overdue
	(a) Debentures : Secured	0.00	0.00
	: Unsecured (other than falling within the meaning public deposits*)	0.00	0.00
	(b) Deferred Credits	0.00	0.00
	(c) Term Loans	0.00	0.00
	(d) Inter-corporate loans and borrowing	0.00	0.00
	(e) Commercial paper	0.00	0.00
	(f) Other Loans (specify nature)	0.00	0.00
	* pleas see Note 1 below		
	Assets side:		
(2)	Break-up of Loans and Advances including bills receivable (other than those included in (4) below) :		
	(a) Secured		0.00
	(b) Unsecured		0.18
(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		0.00
	(b) Operating lease		0.00
	(ii) Stock on hire including hire charges under sundry debtors :		
	(a) Assets on hire		0.00
	(b) Repossessed Assets		0.00
	(iii) Other loans counting towards AFC activities		
	(a) Loans where assets have been repossessed		0.00
(4)	Break-up of Investments :		
	<u>Current Investments :</u>		
	1. Quoted :		
	(i) Shares (a) Equity		0.00
	(b) Preference		0.00
	(ii) Debentures and Bonds		0.00
	(iii) Units of Mutual Funds		10.16
	(iv) Government Securities		0.00
	(v) Other (please specify)		0.00
	2. Unquoted :		
	(i) Shares (a) Equity		0.00
	(ii) Debentures and Bonds		0.00
	(iii) Units of mutual funds		0.00
	(iv) Government Securities		0.00
	(v) Other (please specify)		0.00
	<u>Long Term Investments</u>		
	1. Quoted :		
	(i) Shares (a) Equity		58.07
	(b) Preference		0.00
	(ii) Debentures and Bonds		0.00
	(iii) Units of Mutual Funds		34.87
	(iv) Government Securities		0.00
	(V) Other (please specify)		0.00

	2. Unquoted :	
	(i) Shares (a) Equity	36.73
	(b) Preference	0.00
	(ii) Debentures and Bonds (NCD)	0.00
	(iii) Units of Mutual Funds	0.00
	(iv) Government Securities	0.00
	(v) Other (please specify)	
(5)	Borrower group-wise classification of assets financed as in (2) and (3) above Please see Note 2 below	
	Category	Amount net of provisions
		Secured Unsecured Total
	1. Related Parties **	
	(a) Subsidiaries	0.00 0.00 0.00
	(b) Companies in the same group	0.00 0.00 0.00
	(c) Other related parties	0.00 0.00 0.00
	2. Other than related parties	0.00 0.18 0.18
	TOTAL	0.00 0.18 0.18
(6)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) Please see Note 3 below	
	Category	Market Value / Break up or fair Book Value (Net of Provisional)
	1. Related Parties **	
	(a) Subsidiaries	0.00 0.00
	(b) Companies in the same group	0.00 0.00
	(c) Other related parties (Global Venture)	36.73 36.73
	2. Other than related parties	171.98 103.10
	TOTAL	208.71 139.83
	**As per Accounting Standard of ICAI (Please see Note 3)	
(7)	Other Information	
	Particulars	Amount
	Gross Non-Performing Assets	0.00
(i)	(a) Related Parties	0.00
	(b) Other Non Related Parties	0.00
	Net Non-Performing Assets	0.00
	(a) Related Parties	0.00
	(b) Other than related Parties	0.00
(ii)	Assets acquired in satisfaction of debt	0.00

Notes:

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

For And on Behalf of The Board of Directors

Date: 30/05/2018
Place : Vadodara

K. H. CONTRACTOR
Managing Director
(DIN : 00300342)

N. H. CONTRACTOR
Director
(DIN : 00353207)

CASH FLOW STATEMENT FOR THE YEAR 2017 - 2018

	As at 31 March, 2018	As at 31 March, 2017
A) CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT FOR THE YEAR ENDED 31 st MARCH	1,451,786	842,351
Adjustment for :-		
a) Depreciation	110,153	120,765
b) Income from Business Operations except Rent Income	(1,099,295)	(1,709,314)
c) Deferred Tax Liability Charged/(Credited) to profit & Loss A/c	(13,413)	(2,870)
d) Tax Adjustments	6	(766)
e) Adjustment for TDS of last year	0.00	19,263
	449,236	(730,571)
Operating Profit Before Working Capital Changes		
Adjustment for :-		
a) Increase/(Decrease) in Trade Payable/Other Liabilities	46,922	3,857,052
b) (Increase)/Decrease in Inventories	(92,162)	(3,654,309)
c) (Increase)/Decrease in Trade Receivables/Other Receivables	(7,195,463)	(509,346)
d) (Increase)/Decrease in Loans / advances	(2,145,012)	(351,885)
Net Cash From Operating Activities [A]	(8,936,478)	(1,389,059)
B) CASH FLOW FROM INVESTING ACTIVITIES		
a) (Purchase)/Sale of Fixed Assets	(117,327)	(179,054)
b) Interest Income	581,363	1,199,201
c) Dividend Income	521,455	249,344
d) Profit / (Loss) from Sale of Investment	(3,523)	260,769
e) (Increase)/Decrease in Investments	(2,843,189)	77,483
Net Cash used in Investing Activities [B]	(1,861,222)	1,607,743
C) CASH FLOW FROM FINANCING ACTIVITIES		
a) Interest Income on Loans granted	0.00	0.00
b) (Increase)/Decrease in Loans and advances	700,831	58,517
Net Cash from Financing Activities [C]	700,831	58,517
Cash and Cash Equivalents as at the beginning of the year	15,675,392	15,398,191
Net Increase in Cash and Cash equivalents (A+B+C)	(10,096,869)	277,201
Cash and Cash Equivalents as at the end of the year	5,578,523	15,675,392

Notes :-

1. The above cash flow statement has been prepared under the "Indirect Method" set out in AS-3, issued by ICAI.
2. Cash and Cash Equivalents represent Cash and Bank Balances including Time deposits.

As per our Report of even date annexed

For P. INDRAJIT & ASSOCIATES

CHARTERED ACCOUNTANTS

Firm Regn. No. 117488W

(CA PIYUSH I. SHAH)

PROPRIETOR (M. No. : 103665)

Date : 30/05/2018

Place : Vadodara

For & Behalf of the Board of Directors of
CONTIL INDIA LTD.

(K. H. Contractor)
Managing Director
(Din : 00300342)

(N. H. Contractor)
Director
(Din : 00353207)

Date : 30/05/2018

Place : Vadodara

CONTIL INDIA LTD

Regd. off. : 811, Siddharth Complex, R. C. Dutt Road, Alkapuri, Baroda. 390007.
Gujarat

ATTENDANCE SLIP

ANNUAL GENERAL MEETING - 29th September, 2018 at 11.00 A.M.

DP Id.	Client Id/ / Ben. A/c.
Folio No.	No. of Shares

I certify that I am a registered shareholder / Proxy for the registered shareholders of the Company.

I / We hereby record my / our presence at the Annual General Meeting of the Company being held on Saturday, 29th September, 2018 at 11.00 A. M. at 811, Siddharth Complex, R. C. Dutt Road, Alkapuri, Baroda - 390007.

Full Name of the Shareholder / Proxy (In Block Letter)

Signature

Form No. MGT-11

Proxy form

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

CIN: L65990GJ1994PLC023444

Name of the company: CONTIL INDIA LTD.

Registered office: 811, Siddharth Complex, R.C.Dutt Road, Alkapuri, Baroda. Gujarat 390007.

Name of the member (s)	
Registered address	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

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

1. Name:
 Address:
 E-mail Id:
 Signature:....., or failing him,

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

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 the Saturday, the 29th September, 2018 at 11.00 a.m. at 811, Siddharth Complex, R.C.Dutt Road, Alkapuri, Baroda 390007 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
1.	To receive, consider and adopt the Audited Balance Sheet as at 31st March 2018, Profit and Loss Account for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon
2.	To Appoint Director in place of Mrs. Niranjana H. Contractor (DIN N. - 00353207) who retires by rotation in terms of Sec 152(6) of the Company's Act 2013 and being offers himself as a Director
3.	To consider the appointment of the Statutory Auditors M/s. P. Indrajit & Associates, Chartered Accountants, Vadodara

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

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: 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.

To,

If Undelivered Please Return to :

CONTIL INDIA LTD.

**811, Siddharth complex,
R. C. Dutt Road, Alkapuri,
Vadodara - 390 007.**