

**25<sup>th</sup>**  
**A N N U A L**  
**R E P O R T**

**2015-2016**



**Siel Financial Services Limited**

**BOARD OF  
DIRECTORS**

MR. MADHU VRAT KAUSHIK  
MR. SANTOSH KUMAR  
MR. A.K. MITHAL

**BANKERS**

PUNJAB NATIONAL BANK  
ALLAHABAD BANK  
STATE BANK OF INDIA

**AUDITORS**

V. SAHAI TRIPATHI & CO.  
CHARTERED ACCOUNTANTS  
C-593, LGF,  
DEFENCE COLONY  
NEW DELHI – 110024

**REGISTERED OFFICE**

SONI MANSION  
12-B, RATLAM KOTHI  
INDORE – 452001 (M.P.)  
**(CIN: L65999MP1990PLC007674)**



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## NOTICE

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Notice is hereby given that the 25th Annual General Meeting of the Members of Siel Financial Services Limited will be held as scheduled below:

Day : Thursday  
Date : 29.09.2016  
Time : 10.00 A.M.  
Place : Soni Mansion, 12- B, Ratlam Kothi, Indore - 452001 (M.P.)

to transact the following business :

### ORDINARY BUSINESS:

1. To consider and adopt the Financial Statement which comprises of Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended as on that date together with the Reports of Board of Directors and Auditors thereon.
2. 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 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s V. Sahai Tripathi & Co., Chartered Accountants (ICAI Registration No. 000262N), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors or a Committee thereof.

### SPECIAL BUSINESS:

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 Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re- enactment thereof for the time being in force and SEBI (LODR) Regulations, 2015, Mr. Madhu Vrat Kaushik (DIN-07297518), who was appointed as an Additional Director on the Board of the Company w.e.f. 9.11.2015, pursuant to provisions of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as a Director on the Board of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

**By Order of the Board  
For Siel Financial Services Limited**

**(Santosh Kumar)  
Director  
DIN: 00994313**

Place : New Delhi  
Date : 30.08.2016

### Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING. A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the AGM as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 23.09.2016 to 29.09.2016 (both days inclusive).
4. In compliance of SEBI requirements, Mas Services Limited has been appointed the Registrar and Share Transfer Agent of the Company, who handle share transfer work in Physical as well as in Electronic Form and other related activities at Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi – 110020, Phone No. : 011-26387281-83, Fax No. : 011-26387384, Website: [www.masserv.com](http://www.masserv.com), E-mail: [info@masserv.com](mailto:info@masserv.com)
5. Members are requested to notify immediately any change in their address to Mas Services Ltd. quoting their folio numbers.
6. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all

# Siel Financial Services Limited

## NOTICE (Contd.)

risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Mas Services Limited for assistance in this regard.

7. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
8. Shareholders seeking any information with regard to accounts are requested to write to the Company at least ten days in advance so as to enable the Company to keep the information ready.
9. In terms of Section 72 of the Companies Act, 2013 the Shareholder of the Company may nominate a person to whom the shares held by him/her shall vest in the event of death.  
In case any member wishes to avail the nomination facility in respect of shares held by him/her, please write to the Company to obtain the nomination form.
10. The equity shares of the Company have been notified for compulsory trading in demat form by all investors and are available for trading in demat form on Central Depository Services (India) Limited (CDSL).  
Shareholders are requested to avail this facility and get their shareholding converted into dematerialized form by sending the Dematerialization Request Form (DRF) along with the share certificates to their Depository Participant (DP).
11. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Mas Services Limited /Depositories.
12. The information, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, seeking appointment/re-appointment of Directors at the forthcoming Annual General Meeting is as under:

Name of Director	Mr. Madhu Vrat Kaushik
Age	60 years
Date of Appointment	9.11.2015
Qualification	B.Com
Expertise	Having work experience of more than 40 years in the field of Account.
Shareholding of Directors in the Company	50
Directorship held in other Public Companies excluding foreign and private companies	Nil
Chairmanships/Memberships of Committee	Siel Financial Services Limited <u>Member:</u> 1. Audit Committee 2. Stakeholders Relationship committee 3. Nomination and Remuneration Committee

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 3

In terms of the provisions of Sections 149,161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Mr. Madhu Vrat Kaushik was appointed as an Additional Director (Non-Independent & Non-Executive) of the Company with effect from 9.11.2015 by the Board of Directors, who shall hold office upto the date of the ensuing Annual General Meeting of the Company.

The Company has received notice in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of director of the Company.

Brief resume of Mr. Madhu Vrat Kaushik, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships /chairmanships of Board Committees, her shareholding in the Company, relationships amongst directors' inter-se as stipulated under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, is provided in the Annual Report.

Except Mr. Madhu Vrat Kaushik and his relatives, if any, in the Company, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the said Resolution.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No.3 of this Notice for approval of the members of the Company.

**By Order of the Board  
For Siel Financial Services Limited**

**(Santosh Kumar)  
Director  
DIN: 00994313**

Place : New Delhi  
Date : 30.08.2016



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## DIRECTORS' REPORT

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Your Directors have pleasure in presenting the 25th Annual Report together with the Audited Accounts of the Company for the year ended 31st March 2016.

### OPERATIONS

The Company is lying dormant for more than ten years and there is no employee on the rolls of the Company. In view of the same, your Company is not in a position to comply with the various compliances to be made under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### FINANCIAL RESULTS

The Company incurred a net loss of Rs.4.96 lacs during the year under review.

### DIVIDEND

In view of the losses incurred during the year, your Directors expressed their inability to recommend any dividend.

### MATERIAL CHANGES AND COMMITMENTS

No material changes or commitments have occurred between the end of the financial period to which the financial statements relate and the date of this report, affecting the financial position of the company.

### SUBSIDIARY COMPANIES

The Company has no subsidiary company.

### DIRECTORS

Mr. Madhu Vrat Kaushik has been appointed as an Additional Director (under the category of Non-Executive Non-Independent Director) of the Company w.e.f. 9.11.2015, and holds office up to date of ensuing Annual General Meeting. A resolution is proposed for his appointment as director of the Company at the ensuing Annual General Meeting for seeking approval of the members.

Mr. Bhart Bhushan Mehta has resigned from the directorship of the Company w.e.f. 9.11.2015. The Board places on record the deep appreciation for the contribution made by Mr. Bharat Bhushan Mehta during his tenure as a Director of the Company.

### DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(3)(c) of the Companies Act, 2013, your Directors state that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial period and of the loss of the Company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) 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; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### KEY MANAGERIAL PERSONNEL (KMP)

The Company has no Key Managerial Personnel (KMP) in terms of provisions of Section 203 of the Companies Act, 2013.

### MEETINGS OF THE BOARD

During the financial year ended 31.3.2016, 4 Board Meetings were held. The details of the Board Meetings are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (LODR), Regulations, 2015.

### DECLARATION FROM INDEPENDENT DIRECTORS

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (LODR), Regulations, 2015.

### REDEMPTION OF 5% REDEEMABLE CUMULATIVE PREFERENCE SHARES

The Company had issued 7,30,000 - 5% Redeemable Cumulative Preference Shares (RCPS) of Rs.100/- each aggregating to

# Siel Financial Services Limited

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## DIRECTORS' REPORT (Contd.)

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Rs.7,30,00,000/-(Rupees Seven Crores Thirty Lacs only) to Mawana Sugars Limited (MSL) in the year 1998 which has been redeemed by the Company on 2.8.2016 for a consolidated amount of Rs.1,09,50,000/- (Rupees One Crore Nine Lacs and Fifty Thousand only) towards full and final redemption of the said RCPS.

### STATUTORY AUDITORS AND THEIR REPORT

M/s. V. Sahai Tripathi & Co., Chartered Accountants, (Firm Regn. No. 000262N) who are our Auditors, retire at the ensuing annual general meeting and are eligible for reappointment.

As required under the provisions of Section 139 of the Companies Act, 2013, the Company has received a written consent from the auditors to their re-appointment and a certificate to the effect that their re-appointment, if made, would be in accordance with the Companies Act, 2013 and the rules framed there under and that they have satisfied the criteria provided in Section 141 of the Companies Act, 2013.

The Board recommends the re-appointment of M/s. V. Sahai Tripathi & Co., Chartered Accountants, as the statutory auditors of the Company from the conclusion of this Annual General meeting till the conclusion of the next Annual General Meeting.

The observations of Auditors in their report read with the relevant notes to accounts are self-explanatory and therefore do not require further explanation.

### SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Nirbhay Kumar (CP No.7887), M/s Nirbhay Kumar & Associates, Company Secretaries to undertake the Secretarial Audit of the Company for the financial year 2015-16.

The Secretarial Audit Report for the financial year ended 31st March, 2016 is attached as Annexure - 1 of this Board's Report.

### FIXED DEPOSITS

The Company has neither accepted nor renewed any deposits falling within the provisions of Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 from its member and public during the Financial Year.

### NOMINATION & REMUNERATION COMMITTEE

Pursuant to the provision of section 178 of the Companies Act, 2013 read with Rules made there under, the board has constituted a nomination & remuneration committee.

There was no meeting of nomination & remuneration committee held during the year under review.

### AUDIT COMMITTEE

The Audit Committee comprises of three Directors, two directors are independent director and one is non-executive director, viz., Mr. Santosh Kumar as Chairman, and Mr. A. K. Mithal and Mr. Madhu Vrat Kaushik as Members.

The details of terms of reference of the Audit Committee, number and dates of meeting held, attendance, among others are given separately in the attached Corporate Governance Report.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company is under the business of investment and financing so the particulars of the Conservation of energy and Technology Absorption is : **NOT APPLICABLE**

Foreign Exchange Earnings and Out go: **NIL**

### PARTICULARS OF EMPLOYEES

There is no employee in the Company, therefore particulars are required to be given under Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 not attached.

### RELATED PARTY TRANSACTIONS

There is no related party transaction happen during the financial year in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

### EXTRACT OF ANNUAL RETURN

The extracts of the Annual Return (MGT-9) as per the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014 is annexed herewith and marked as Annexure – B to this Report.

### CORPORATE GOVERNANCE

In accordance with SEBI (LODR), Regulations, 2015, Corporate Governance Report along with Auditors' certificate thereon and Management Discussion and Analysis Report form part of this report are enclosed as Annexure - C and forms part of the report.



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## **DIRECTORS' REPORT (Contd.)**

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### **SHARE CAPITAL**

During the financial year ended 31.3.2016, the Company has not issued any share capital with different voting rights, sweat equity or ESOP nor provided any money to the employees or trusts for purchase of its own shares.

### **COMPLIANCES UNDER SEBI (LODR), REGULATIONS, 2015/COMPANIES ACT, 2013**

The Company has received notice from stock exchange regarding non-appointment of woman director in the board, the Company has submitted its reply to exchange that as the Company is dormant since more than ten (10) years, there are no employees in the Company, except minimum number of Directors appointed for compliance purpose and the Company has very limited cash which is placed in Fixed Deposits. The interest earned on FD is being used by the Company to meet expenses relating to various filing and other fees for statutory compliances.

Consequently, the Company has found it extremely difficult to meet even the basic requirement of the minimum strength of the Board of Directors as required under law. Given the circumstances, which are completely outside the control of the Company, it is extremely difficult to locate a woman candidate who would be willing to serve on the Board of Directors. The Company has made its best efforts in this regard but has failed to locate/identify any woman professional who express their desire to serve as director on the Board of the dormant Company.

The Securities and Exchange Board of India (SEBI) passed an order dated 26.8.2014 under Section 11(1), 11(2)(j), 11(4) and 11B of the SEBI Act, 1992 read with Section 12A of the Securities Contracts (Regulation) Act, 1956 in the matter of non-compliance with the requirement of Minimum Public Shareholding (MPS) under clause 40A of the Listing Agreement and restrained the Company, its promoters and directors from trading in company scrip.

### **ACKNOWLEDGEMENTS**

Your Directors place on record their appreciation and gratitude for the unstinted support and assistance extended by shareholders, Central/State Government and the Company Bankers. The Board also extends its heartfelt gratitude to the Creditors and Shareholders for the confidence reposed by them in the Company.

For and on behalf of the Board of Directors

Place : New Delhi  
Date : 12.08.2016

**Madhu Vrat Kaushik**  
Director  
DIN: 07297518

**Santosh Kumar**  
Director  
DIN:00994313

# Siel Financial Services Limited

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## ANNEXURE – A TO DIRECTORS' REPORT

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**Form No. MR - 3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2016**

[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,  
**SIEL FINANCIAL SERVICES LIMITED,**  
Soni Mansion  
12 B, RatlamKothi  
Indore, Madhya Pradesh  
PIN - 452001

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

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 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:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 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 Foreign Direct Investment and Overseas Direct Investment. **Not Applicable for the period under review**
  - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
    - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not applicable to the Company during the audit period**);
    - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (**Not applicable to the Company during the audit period**);
    - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not applicable to the Company during the audit period**)
    - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
    - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the Company during the audit period**); and
    - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the Company during the audit period**);
  - VI. Other laws that are applicable to the Company is Banking Regulation Act, 1949, Rules and Regulations and Guidelines issued by the Reserve Bank of India under Reserve Bank of India Act, 1934 those are applicable to Non-Banking Financial Companies.

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

- i. Listing Agreements entered into by the Company with Stock Exchange(s) and
- ii. Secretarial Standards issued by the Institute of Company Secretaries of India.





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## ANNEXURE – A TO DIRECTORS' REPORT

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

1. *Appointment of the Key Managerial Personnel under the provisions of Section 203 of Companies Act, 2013.*
2. *Appointment of Woman Director under the provisions of Section 149 of Companies Act, 2013.*
3. *Objects of the Company mentioned in its Memorandum of Association established the fact that objects of the Company are of Non-Banking Financial Company. During the period under review and also before this period Company is inoperative almost dormant. As per explanation received from the management Company has applied for registration as NBFC Company but the Certificate for the same has never been issued by Reserve Bank of India. We have been informed that replying the query raised by Company, RBI intimated Company not to do the Compliances of NBFC Companies as Company is not doing any business and almost inoperative and dormant.*

We further report that

- \* The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- \* Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- \* All the decisions at the Board Meetings and Committee Meetings have been carried out unanimously as recorded in the Minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that

- \* There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- \* **We further report that** during the audit period the company has **not** undertaken any major activities like;
  - (i) Public/Right/Preferential issue of shares/debentures/borrowing/sweat equity/ESOP etc.
  - (ii) Redemption/ buy-back of securities
  - (iii) Major decisions has not been taken by the members in pursuance to section 180 of the Companies Act, 2013
  - (iv) Merger / amalgamation / reconstruction, etc.
  - (v) Foreign technical collaborations/Joint Ventures etc.

For Nirbhay Kumar & Associates

Place: New Delhi  
Date: 12/08/2016

Nirbhay Kumar  
M. No. : 21093  
C.P. No.: 7887

# Siel Financial Services Limited

## ANNEXURE – B TO DIRECTORS’ REPORT

**FORM NO. MGT - 9**  
**EXTRACT OF ANNUAL RETURN**  
**as on the financial year ended 31.03.2016**  
**[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the**  
**Companies (Management and Administration) Rules, 2014]**

### I. REGISTRATION AND OTHER DETAILS:

1	CIN	L65999MP1990PLC007674
2	Registration Date	12.12.1990
3	Name of the Company	Siel Financial Services Limited
4	Category / Sub-Category of the Company	I. Company Limited by Shares II. Indian Non-Government Company
5	Address of the Registered Office and contact details	<b>Address:</b> Soni Mansion, 12-B, Ratlam Kothi, Indore-452 001 Madhya Pradesh <b>Contact Details:</b> 011-25739103
6	Whether listed company Yes / No	Yes
7	Name, address and contact details of Registrar and Transfer Agent, if any	Mas Services Limited T-34, Okhala Industrial Area, Phase-II, New Delhi-110 020 Phone No. 011-26387281-83 Fax 011-26387384 Website <a href="http://www.masserv.com">www.masserv.com</a> , E-mail <a href="mailto:info@masserv.com">info@masserv.com</a>

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the Business activities contributing 10% or more of the total turnover of the Company shall be stated:-)

The Company was mainly engaged in the business of leasing, advancing loan/ICDs making investments, bill discounting and other financial activities. The Company is not doing any business activities and had been dormant for last more than 10 years.

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
		Not Applicable	

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

SI. NO.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Mawana Sugars Ltd.	L74100DL1961PLC003413	Holding CO.	93.56	2 (46)
2	Siel Industrial Estate Ltd.	U45209DL1995PLC057359	Fellow Subsidiary	Nil	2 (76)
3	Siel Infrastructure & Estate Developers Pvt. Ltd.	U74899DL1985PTC021191	Fellow Subsidiary	Nil	2 (76)

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

#### 1) Category-wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2015)				No. of Shares held at the end of the year (as on 31.03.2016)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual / HUF	0	10613382	10613382	93.56	0	10613382	10613382	93.56	0
b) Central Govt.	-	-	-	-	-	-	-	-	-



## ANNEXURE – B TO DIRECTORS' REPORT

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2015)				No. of Shares held at the end of the year (as on 31.03.2016)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A) (1):</b>	0	10613382	10613382	93.56	0	10613382	10613382	93.56	0
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FIs	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(2):</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoters (A) = (A)(1)+(A)(2)</b>	0	10613382	10613382	93.56	0	10613382	10613382	93.56	0
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	0	50	50	0.00	0	50	50	0.00	0
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign VentureCapital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B)(1):</b>	0	50	50	0.00	0	50	50	0.00	0
<b>(2) Non-Institutions</b>									
<b>a) Bodies Corporate</b>									
i) Indian	9975	52700	62675	0.55	9875	52700	62575	0.55	0
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
i) Individual Shareholders holding nominalshare capital upto Rs.1 lakh	28980	586790	615770	5.43	34380	581490	615870	5.43	0
ii) Individual Shareholders holding nominalshare capital in excess of Rs.1 lakh	-	-	-	-	-	-	-	-	-
<b>c) Others (specify)</b>									
i) Shares held by Pakistani citizens vested with the Custodian of Enemy Property	-	-	-	-	-	-	-	-	-
ii) Other ForeignNationals	-	-	-	-	-	-	-	-	-

# Siel Financial Services Limited

## ANNEXURE – B TO DIRECTORS’ REPORT

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2015)				No. of Shares held at the end of the year (as on 31.03.2016)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
iii) Foreign Bodies	-	-	-	-	-	-	-	-	-
iv) NRI / OCBs	50	51825	51875	0.46	50	51825	51875	0.46	0
v) Clearing Members /Clearing House	-	-	-	-	-	-	-	-	-
vi) Trusts	-	-	-	-	-	-	-	-	-
vii) Limited LiabilityPartnership	-	-	-	-	-	-	-	-	-
viii) Foreign PortfolioInvestor (Corporate)	-	-	-	-	-	-	-	-	-
ix) Qualified ForeignInvestor	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B)(2):</b>	39005	691315	730320	6.44	44305	686015	730320	6.44	0
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	39005	691365	730370	6.44	44305	686065	730370	6.44	0
<b>C. Shares held by Custodian for GDRs &amp;ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>39005</b>	<b>11304747</b>	<b>11343752</b>	<b>100.00</b>	<b>44305</b>	<b>11299447</b>	<b>11343752</b>	<b>100.00</b>	<b>0</b>

### ii) Shareholding of promoters

SI No.	Shareholder's Name	No. of Shares held at the beginning of the year (as on 01.04.2015)			No. of Shares held at the end of the year (as on 31.03.2016)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total share	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total share	
1	Mawana Sugars Limited	10613382	93.56	0	10613382	93.56	0	0

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

There is no change in the Promoters’ Shareholding during the year under review.]

Sl. No.		Shareholding at the beginning of the year (as on 01.04.2015)		Cumulative Shareholding during the year (as on 31.03.2016)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	10613382	93.56	#	
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease(e.g. allotment/transfer/bonus/sweat equity etc):	#			
	At the End of the year	10613382	93.56	#	

**Note :** # There is no change in the Promoters Shareholding during the year under review



## ANNEXURE – B TO DIRECTORS' REPORT

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

S. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01.04.2015		Date	Increase/Decrease in Share holding	Reason for Increase/Decrease	Cumulative Shareholding during the year		Shareholding at the end of the year i.e. 31.03.2016	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	BVM Management Enterprises (P) Limited	49500	0.44	01-04-2015						
					No change in shareholding during the year					
				31-03-2016					49500	0.44
2	Nirmal Bang Securities Pvt Ltd.	7200	0.06	01-04-2015						
					No change in shareholding during the year					
				31-03-2016					7200	0.06
3	S R Batra	5800	0.05	01-04-2015						
					No change in shareholding during the year					
				31-03-2016					5800	0.05
4	Sidhant Khosla	5000	0.04	01-04-2015						
					No change in shareholding during the year					
				31-03-2016					5000	0.04
5	S R Batra	4125	0.04	01-04-2015						
					No change in shareholding during the year					
				31-03-2016					4125	0.04
6	Santosh Mittal	2950	0.03	01-04-2015						
					No change in shareholding during the year					
				31-03-2016					2950	0.03
7	D Batra	2475	0.02	01-04-2015						
					No change in shareholding during the year					
				31-03-2016					2475	0.02
8	Satish Kumar Nangia	2450	0.02	01-04-2015						
					No change in shareholding during the year					
				31-03-2016					2450	0.02
9	K Lall	2450	0.02	01-04-2015						
					No change in shareholding during the year					
				31-03-2016					2450	0.02
10	K Lall	2400	0.02	01-04-2015						
					No change in shareholding during the year					
				31-03-2016					2400	0.02

# Siel Financial Services Limited

## ANNEXURE – B TO DIRECTORS’ REPORT

### (v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Director's Name	Shareholding at the beginning of the year i.e. 01.04.2015		Date	Increase/Decrease in Share holding	Reason for Increase/Decrease	Cumulative Shareholding during the year		Shareholding at the end of the year i.e. 31.03.2016	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Mr. Santosh Kumar	50	0.00	01-04-2015						
					No change in shareholding during the year					
				31-03-2016					50	0.00
2	Mr. A K Mithal	50	0.00	01-04-2015						
					No change in shareholding during the year					
				31-03-2016					50	0.00
3	Mr.M V Kaushik*	N.A.	N.A.	01-04-2015						
					No change in shareholding during the year					
				31-03-2016					50	0.00

Note : Mr. M V Kaushik was appointed as Director of the Company w.e.f. 09.11.2015

### 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:	Nil	Nil	Nil	Nil
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
Change in Indebtedness during the financial year:	Nil	Nil	Nil	Nil
• Addition	Nil	Nil	Nil	Nil
• Reduction	Nil	Nil	Nil	Nil
<b>Net Change</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
Indebtedness at the end of the financial year:	Nil	Nil	Nil	Nil
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>



## ANNEXURE – B TO DIRECTORS' REPORT

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (in Rs.)
1.		<b>At Present No MD/WTD/Manager are employed in the Company</b>	
	Gross salary	0	0
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2.	Stock Option	0	0
3.	Sweat Equity	0	0
4.	Commission	0	
	- as % of profit	0	0
	- others, specify	0	0
5.	Others, please specify	0	0
	<b>Total (A)</b>	<b>0</b>	<b>0</b>
	Ceiling as per the Act	0	0

#### B. Remuneration to other Directors:

**No Remuneration /Sitting fee Paid to the Directors of the Company during the year under review:**

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	Independent Directors	0	0	0	0	0
	• Fee for attending board / committee meetings	0	0	0	0	0
	• Commission	0	0	0	0	0
	• Others, please specify	0	0	0	0	0
	<b>Total (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
2.	Other Non-Executive Directors	0	0	0	0	0
	• Fee for attending board / committee meetings	0	0	0	0	0
	• Commission	0	0	0	0	0
	• Others, please specify	0	0	0	0	0
	Total (2)	0	0	0	0	0
	Total (B)=(1+2)	0	0	0	0	0
	Total Managerial Remuneration	0	0	0	0	0
	Overall Ceiling as per the Act	0	0	0	0	0

# Siel Financial Services Limited

## ANNEXURE – B TO DIRECTORS’ REPORT

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

At present there are no Key Managerial Personnel other than MD/Manager/WTD in the Company.

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	Total Amount (In Rupees)
1.	Gross salary	0	0
	(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	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2.	Stock Option	0	0
3.	Sweat Equity	0	0
4.	Commission	0	0
	- as % of profit	0	0
	- others, specify.	0	0
5.	Others, please specify	0	0
	<b>Total</b>	0	0

### VII. PENALTIES / PUNISHMENT / COMPUNDING OF OFFENCES

Not Applicable

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	Nil	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	Nil	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-





## ANNEXURE – C TO DIRECTORS' REPORT

### CORPORATE GOVERNANCE REPORT 2014-15

#### 1. Company's Philosophy on Code of Corporate Governance

Good Corporate Governance act as a catalyst for consistent growth of an organization. It is the adoption of best business practices which ensure that the Company operates not only within the regulatory framework, but is also guided by ethics. The adoption of such corporate practices ensures accountability of the persons in charge of the Company on one hand and brings benefits to investors, customers, creditors, employees and the society at large on the other. The Company firmly believes in practicing good Corporate Governance in true spirit and endeavour to improve on these aspects on ongoing basis.

#### 2. Board of Directors

##### (a) Composition

The Board meets the expected composition level with all the Directors being Non-Executive Directors. The Board comprises of one Non-Independent and two Independent Directors as on March 31, 2016. The Independent Directors do not have any material pecuniary professional and/or business relationship or transactions with the Company, its promoters or management and its holding Company.

All the Directors have given necessary disclosures as required in the Companies Act, 2013 and rules made there under.

The composition of Board of Directors, their attendance at the Board Meetings held during the financial year ended March 31, 2016 and at the last Annual General Meeting held on 29.9.2015 and also the other directorship and membership/ chairmanship of Board committees are as follows:

Director	DIN	Category	No. of Board Meetings Attended (Total Meetings held 4)	Attended last AGM	No. of Directorships in other public companies#	No. of Committee positions held in other public companies@	
						Member	Chairman
1	2	3	4	5	6	7	8
• Mr. Santosh Kumar	00994313	Independent Non-Executive	4	Yes	Nil	Nil	Nil
• Mr. A.K. Mithal	06941447	Independent Non-Executive	4	Yes	Nil	Nil	Nil
• Mr. Bharat Bhushan Mehta <sup>1</sup>	06644703	Non-Independent Non-Executive	3	No	Nil	Nil	Nil
• Mr. Madhu Vrat Kaushik <sup>2</sup>	07297518	Non-Independent Non-Executive	2	N.A.	Nil	Nil	Nil

Note:

# Other directorships exclude directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013.

@ For this purpose only Audit and Stakeholders' Relationship Committees have been considered as defined under Regulation 26 of SEBI (LODR) Regulations, 2015.

1. Resigned from directorship of the Company w.e.f. 9.11.2015.

2. Appointed as an Additional Director of the Company w.e.f. 9.11.2015.

**During the Financial Year ended 31.3.2016, the Company was in non-compliance in respect of Appointment of Woman Director under the provisions of Section 149 of the Companies Act, 2013.**

##### (b). Number of Board Meetings

During the financial year ended March 31, 2016, 4 board meetings were held on 29.5.2015, 14.8.2015, 9.11.2015 & 12.2.2016. A separate meeting of the Independent Directors of the Company was convened on 30.03.2016 to overlook and review their own performance and of the Board. All the Independent Directors of the Company were attended the meeting.

# Siel Financial Services Limited

## ANNEXURE – C TO DIRECTORS' REPORT

### (c). Details of the shareholding of Non-Executive Directors

None of the Non-Executive Directors held any equity shares or convertible instrument of the Company during the financial year ended on March 31, 2016.

### 3. Audit Committee

#### (a) Terms of Reference

The Company has an Audit Committee, which is dealing with the matters prescribed by the Board of Directors. The Committee deals with accounting matters, financial reporting and internal controls. The power, role, delegations, responsibilities and terms of reference of the Audit Committee are as prescribed under Section 177 of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014 and also as provided in Regulation 18 of SEBI (LODR) Regulations, 2015.

#### (b) Composition

Presently, the Audit Committee comprises of 3 Directors. One Director is Non-Executive and Non-Independent and two directors are Non-Executive and Independent Directors. All the Committee members have sound knowledge of finance and accounting. The Chairman of the Committee had attended the last Annual General Meeting.

The statutory Auditors attend the meetings of the Committee on the invitation of the Company.

During the financial year ended 31.3.2016, the Audit Committee met 4 times on 29.5.2015, 14.8.2015, 9.11.2015 & 12.2.2016. The composition of the Committee and their attendance at the Committee meetings held during the year are as under:

Sl. No.	Name of the Director	Category	No. of Meetings Attended (Total Meetings held 4)
1.	Mr. Santosh Kumar (Chairman)	IndependentNon-Executive	4
2.	Mr. A.K. Mithal	IndependentNon-Executive	4
3.	Mr. Bharat Bhushan Mehta <sup>1</sup>	Non-IndependentNon-Executive	3
4.	Mr. Madhu Vrat Kaushik <sup>2</sup>	Non-IndependentNon-Executive	2

1. Ceased to be member of the Committee w.e.f. 9.11.2015.

2. Appointed as a member of the Committee w.e.f. 9.11.2015.

### 4. Nomination and Remuneration Committee

The Company has an Board Committee namely 'Nomination and Remuneration Committee' as required under the provisions the Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015. The Committee approves the salaries, commission, service agreements and other employment conditions of the Executive Directors, Advisors etc.

The composition of the Committee is as under:

Sl. No.	Name of the Director	Category
1.	Mr. Santosh Kumar (Chairman)	Independent/Non-Executive
2.	Mr. A.K. Mithal	Independent/Non-Executive
3.	Mr. Bharat Bhushan Mehta <sup>1</sup>	Non-Independent/Non-Executive
4.	Mr. Madhu Vrat Kaushik <sup>2</sup>	Non-Independent/Non-Executive

<sup>1</sup>Ceased to be member of the Committee w.e.f. 9.11.2015.

<sup>2</sup>Appointed as a member of the Committee w.e.f. 9.11.2015.

Since more than 15 years, there is no employee on the rolls of the Company.

Further, the Company does not have any Executive Directors and Non-Executive Directors do not draw any remuneration from the Company.

In view of above, no meeting of Nomination and Remuneration Committee was held during the year under review.



## ANNEXURE – C TO DIRECTORS' REPORT

### 5. Stakeholders Relationship Committee

#### (a) Terms of Reference

The Company has a Board Committee namely 'Stakeholders Relationship Committee', as required under the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015 to look into various issues relating to shareholders including the redressal of shareholders complaints, share transfers/transmission/issue of duplicate shares etc. The meeting of this Committee is held frequently to ensure completion of share transfer work within the stipulated period.

#### (b) Composition

Presently, the Stakeholder Relationship Committee comprises of 3 Directors. One Director is Non-Executive and Non-Independent and two directors are Non-Executive and Independent Directors.

During the financial year ended 31.3.2016, the Committee met 17 times on 8.4.2015, 22.4.2015, 1.5.2015, 28.5.2015, 24.6.2015, 8.7.2015, 15.7.2015, 30.7.2015, 14.8.2015, 31.8.2015, 10.9.2015, 22.9.2015, 23.10.2015, 18.11.2015, 4.12.2015, 17.2.2016 and 10.3.2016.

The composition of the Committee is as under:

Sl. No.	Name of the Director	Category	No. of Meetings Attended (Total Meetings held 17)
1.	Mr. Santosh Kumar (Chairman)	Independent/Non-Executive	17
2.	Mr. A.K. Mithal	Independent/Non-Executive	17
3.	Mr. Bharat Bhushan Mehta <sup>1</sup>	Non-Independent/Non-Executive	13
4.	Mr. Madhu Vrat Kaushik <sup>2</sup>	Non-Independent/Non-Executive	4

<sup>1</sup> Ceased to be member of the Committee w.e.f. 9.11.2015.

<sup>2</sup> Appointed as a member of the Committee w.e.f. 9.11.2015.

Mr. Madhu Vrat Kaushik, Director of the Company is the Compliance Officer.

During the financial year ended March 31, 2016, 6 complaints were received from the shareholders. All complaints were replied/resolved to the satisfaction of the shareholders. No complaints are pending as at the end of the financial period.

### 6. General Body Meetings

The last three Annual General Meetings were held at Indore as under:

Financial Year	Date	Venue
2014-2015	29.9.2015	Soni Mansion, 12-B, Ratlam Kothi, Indore – 452 001 (M.P.)
2013-2014	29.9.2014	- do -
2012-2013	26.9.2013	- do -

No special resolution was proposed in the above said AGMs held during the last three years.

No special resolution was put through the postal ballot in the previous year.

There is no item in the Notice for the forthcoming Annual General Meeting proposed to be passed through Postal Ballot

### 7. Means of Communication

- The Quarterly/Annual Audited Results are published in Times of India (English) and Indore Samachar (Hindi). The results are sent to the BSE Limited on which the Company is listed in the prescribed format so as to enable the stock exchange to put the same on their own Web-site.
- The Listing Centre of BSE is web based application designed by BSE for Corporates. All periodical compliances/filings are filed electronically on the Listing Centre of BSE.
- Management Discussion and Analysis report, which forms a part of the Annual Report, is given by means of a separate Annexure and is attached to the Directors' Report.

### 8. General Shareholders' Information

- Annual General Meeting is proposed to be held on 29.09.2016 at 10.00 A.M. at Soni Mansion, 12-B, Ratlam Kothi, Indore – 452 001 (M.P.)

# Siel Financial Services Limited

## ANNEXURE – C TO DIRECTORS’ REPORT

- (ii) **Financial Year:** April to March  
 (iii) **Date of Book Closure:** 23.09.2016 to 29.09.2016 (Both days inclusive)  
 (iv) **Listing on Stock Exchanges:**  
 The equity shares of the Company are listed on BSE Limited (Stock Code: 532217) Mumbai.  
 Listing fee for the financial year 2016-2017 has been paid to BSE Ltd.  
 (v) **Stock Market Data for the financial year period ended March 31, 2016**

Month	April 2015	May	June	July	Aug.	Sept.	Oct.	Nov.	Dec.	Jan.2016	Feb.	March
High	35.15	-	33.40	-	-	30.20	28.70	-	-	-	-	-
Low	35.15	-	31.75	-	-	30.20	27.30	-	-	-	-	-

BSE Index            1st April, 2015                            28260.14  
                                  31st March, 2016                            25341.86

- (vi) **Registrar and Share Transfer Agent**  
 In compliance of SEBI requirements, Mas Services Limited has been appointed as the Registrar and Share Transfer Agent of the Company who handles share transfer work in Physical as well as in Electronic Form and other related activities at Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020, Phone No.:011-26387281-83, Fax No.:011-26387384, Website: [www.masserv.com](http://www.masserv.com), E-mail: [info@masserv.com](mailto:info@masserv.com)
- (vii) **Share Transfer System**  
 All valid share transfers are registered and duly transferred share certificates are dispatched within a period of 15 days from the date of receipt.
- (viii) **Investors’ Service**  
 The Company has a system of attending and redressing all investors’ grievances/ correspondence within a period of 10 days from the date of receipt of the same.  
 No complaints/grievances are pending as on date.
- (ix) **Distribution of shareholding as on March 31, 2016**

No. of Equity Shares held	Folios		Shares	
	Numbers	%	Numbers	%
Up to 500	20006	99.83	629395	5.55
501-1000	18	0.09	14350	0.13
1001-2000	2	0.01	2475	0.02
2001-3000	5	0.03	12725	0.11
3001-4000	0	0	0	0
4001-5000	2	0.01	9125	0.08
5001-10000	2	0.01	13000	0.12
10001 and above	4	0.02	10662682	93.99
<b>TOTAL</b>	<b>20039</b>	<b>100.00</b>	<b>11343752</b>	<b>100.00</b>

- (x) **Categories of shareholders as on March 31, 2016**

Sl. No.	Category	No. of Shares held	% of shareholding
1.	Promoters’ Shareholding	10613382	93.56
2.	Non-Promoter shareholding		
	(a) Mutual Funds/UTI/ Financial Institutions/ Banks/Insurance Companies/FIs etc.	50	0.00
	(b) Bodies Corporate	62575	0.54
	(c) Individuals	615870	5.44
	(d) NRIs/OCBs/ GDRs	51875	0.46
	<b>Total</b>	<b>11343752</b>	<b>100.00</b>



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## ANNEXURE – C TO DIRECTORS' REPORT

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(xi) **Dematerialization of shares and liquidity**

The shares of the Company are compulsorily traded in dematerialized form and are available for trading on Central Depository Services (India) Ltd. (CDSL). The Company's application for admission of its shares on National Securities Depository Limited (NSDL) is still pending.

As on 31st March, 2016, a total of 44,305 equity shares of the Company, which form 0.39% of the Equity Share Capital, stand dematerialised. Under the depository system, the ISIN allotted to the Company's equity shares by CDSL is INE027F01014.

(xii) **Plant Locations**

The Company is a financial Company.

(xiii) **Investors' correspondence may be address to:**

Mr. N.K. Rastogi, M/s Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi –110020, Phone No.: 011-26387281-83, Fax No. : 011-26387384, ebsite:www.masserv.com, E-mail: info@masserv.com

The address of Delhi Office is 5th Floor, Kirti Mahal, 19, Rajendra Place, New Delhi – 110125, Phone: 011-25739103, Fax : 011-25743659

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

9. **Disclosures**

- (a) There is no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of Company at large.
- (b) There were no instances of penalties, strictures imposed on the Company by stock exchange or SEBI or any statutory authority on any matter related to the capital markets, during the last three years.
- (c) The Company has adopted Code of Conduct for Directors and Senior Management and Code of Internal Procedures and Conduct framed under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended to, inter alia, prevent insider trading in the shares of the Company.
- (d) The Company has not adopted any of the non-mandatory requirements as specified in SEBI (LODR) Requirements, 2015.

For and on behalf of the Board of Directors

Place : New Delhi

Date : 12.08.2016

**Madhu Vrat Kaushik**

**Director**

**DIN: 07297518**

**Santosh Kumar**

**Director**

**DIN:00994313**

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### **DECLARATION**

We, Santosh Kumar and Mr. A.K. Mithal, Independent Directors hereby declare that the Code of Conduct adopted by SIEL Financial Services Limited for its Board Members and Senior Management Personnel has been duly complied by all Board Members and Senior Management Personnel of the Company.

For and on behalf of the Board of Directors

Place : New Delhi

Date : 12.08.2016

**Santosh Kumar**

**Director**

**DIN: 00994313**

**A.K. Mithal**

**Director**

**DIN: 06941447**

# Siel Financial Services Limited

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## AUDITOR'S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the members of  
Siel Financial Services Limited

We have examined the compliance of the conditions of Corporate Governance by Siel Financial Services Limited for the year ended on 31st March, 2016 as stipulated in Clause 49 of the Listing Agreement and Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said company with the Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the clause 49 of the Listing Agreement and Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, except that:

- (i) Requirement of having at least one woman director on the Board.
- (ii) A Company Secretary has not been appointed by the Company and hence requirement of acting as Secretary of the Audit Committee has not been complied with.
- (iii) Code of Conduct and Quarterly Result are not posted on the website of the Company. Presently the Company does not maintain any website. It is suggested to have & regularize the website of the Company.

We state that in respect of investor grievances during the year ended 31st March, 2016, grievances were received & resolved by the Company. There were no grievances which were pending with the Company as at 31st March, 2016 as per records maintained by the Company.

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 V. Sahai Tripathi & Co.**  
Chartered Accountants  
Firm Registration Number: 000262N

**(Manish Mohan)**  
Partner  
Membership No. 091607

Place: New Delhi  
Dated: 12.08.2016



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## **ANNEXURE – D TO DIRECTORS' REPORT**

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### **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Siel Financial Services Limited was mainly engaged in the business of leasing, advancing loan/ICDs, making investments, bill discounting and other financial activities. The Company is not doing any business activities and had been lying dormant for the last more than ten years.

The Company has received notice from stock exchange regarding non-appointment of woman director in the board. The Company has submitted its reply to exchange that as the Company is dormant since more than ten (10) years, there are no employees in the Company, except minimum number of Directors appointed for compliance purpose and the Company has very limited cash which is placed in Fixed Deposits. The interest earned on FD is being used by the Company to meet expenses relating to various filing and other fees for statutory compliances.

Consequently, the Company has found it extremely difficult to meet even the basic requirement of the minimum strength of the Board of Directors as required under law. Given the above circumstances, which are completely outside the control of the Company, it is extremely difficult to locate a woman candidate who would be willing to serve on the Board of Directors. The Company has made its best efforts in this regard but has failed to locate/identify any woman professional who express their desire to serve as director on the Board of the dormant Company.

The Securities and Exchange Board of India (SEBI) passed an order dated 26.8.2014 under Section 11(1), 11(2)(j), 11(4) and 11B of the SEBI Act, 1992 read with Section 12A of the Securities Contracts (Regulation) Act, 1956 in the matter of non-compliance with the requirement of Minimum Public Shareholding (MPS) under clause 40A of the Listing Agreement and restrained the Company, its promoters and directors from trading in company scrip.

The financial performance of the Company is covered in the Directors' Report.

As there is no employee on the rolls of the Company, there is nothing to report on the development of human resources.

# Siel Financial Services Limited

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## INDEPENDENT AUDITOR'S REPORT

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### TO MEMBERS OF SIEL FINANCIAL SERVICES LIMITED

#### Report on the Standalone Financial Statements

We have audited the accompanying financial statements of **Siel Financial Services Limited** (*"the Company"*), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### **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 referred specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

#### **Basis for Qualified Opinion**

- (i) The 5% Cumulative Redeemable Preference Shares of Rs 7,30,00,000 were due for redemption on 12th January, 2007. As per Section 55 of the Companies Act, 2013 (in read with Section 80 of the earlier applicable Companies Act, 1956), as applicable, such preference shares shall be redeemed either out of profits of the company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of the redemption. The Company has yet not created Capital Redemption Reserve due to insufficient profits, required for the redemption of 5% Cumulative Redeemable Preference Shares of Rs 7,30,00,000 on 12th January, 2007 nor it redeemed the same by issuing fresh capital as per applicable new promulgated Section 55 of the Companies Act, 2013 (in read with Section 80 of the earlier applicable Companies Act, 1956). In view of above, there is contravention of Section 55 of the Companies Act, 2013. The same has also been explained in **Note-1(vii)** to the financial statements.
- (ii) We have analyzed following factors :-
  - (a) The Company is not carrying on any business from considerable time due to paucity of funds. The operations of the Company are restricted to realization of debtors or advances. Besides, the Company has invested its surplus deposits with banks which are yielding interest income. There is no employee in the company.
  - (b) Reserve Bank of India has already rejected the Non Banking Financial Companies (NBFC) License and is Company accordingly is not allowed to carry Non Banking Financial Business; and





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## INDEPENDENT AUDITOR'S REPORT (Contd.)

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- (c) The Company incurred a net loss of Rs. 4,96,393/- for the year ended 31st March, 2016 (Previous year Rs. 3,58,693/-) and accumulated loss as on 31st March, 2016 stands to Rs. 22,39,05,611/-(Previous year Rs. 22,34,09,218/-). As on 31st March, 2016, the Company's current liabilities exceeded its current assets by Rs. 1,52,79,976/- (Previous year Rs. 1,48,02,721/-) and its total liabilities exceeded to its total assets by Rs. 3,76,75,716/— (Previous year Rs. 3,71,79,323/-). In view of these, the Company had been reporting negative operating cash flows for few years which have also contributed to constraints of working capital. These conditions have resulted into acute working capital deficit & have casted material uncertainty on functioning of Company.

As stated by the management the accounts of the company have been prepared on a "going concern" basis on an assumption & premises made by the management that adequate finances and opportunities would be available in the foreseeable future to enable the company to start operating on a profitable basis. In view of the above, the accounts of the Company have been prepared on a going concern basis. **Refer Note-17.**

Appropriateness of the "going concern basis" is dependent on the ability of the company to generate adequate finances to meet its obligations and to operate profitably which in our opinion after considering aforesaid factors indicate material uncertainty which further raises significant and substantial doubt on the ability of the Company to continue as a going concern and therefore, it may be unable to realize its assets and discharge its liabilities in the normal course of business. If the Company is treated not to be a going concern, then the valuation of assets has to be not merely on the basis of historical cost less depreciation or impairment but at a value which the assets would fetch, if the same are lower than the value presently shown. The Company has not attempted to assess the realizable value of the assets and therefore financial results for the year ended 31st March, 2016 have been prepared on a going concern basis and do not include any adjustments relating to the recoverability and classification of recorded asset amounts or to amounts or classification of liabilities that may be necessary if the Company is unable to continue as a going concern.

### **Qualified Opinion**

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the **Basis for Qualified Opinion paragraph**, 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 31st March 2016, and its profit/loss and its cash flows for the year ended on that date

### **Emphasis of Matter**

We draw your attention to **Note No-16** to the financial statements on Contingent Liability for non-payment of Cumulative Preference Dividend of Rs. 6,64,70,000. Our opinion is not qualified in respect of this matter.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit except for the matters described in the Basis for Qualified Opinion paragraph;
  - b) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.;
  - e) The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
  - f) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164(2) of the Companies Act, 2013.

# Siel Financial Services Limited

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## INDEPENDENT AUDITOR'S REPORT (Contd.)

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- g) 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".
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2016, 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 statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For V Sahai Tripathi & Co.**  
**Chartered Accountants**  
*Firm's Registration Number : 000262N*

Place : New Delhi  
Dated : 10th May, 2016

**(Manish Mohan)**  
**Partner**  
**Membership No. 91607**

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SEIL FINANCIAL SERVICES LTD.

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### 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 Seil Financial Services Ltd. ("the Company") as of March 31, 2016 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



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## **INDEPENDENT AUDITOR'S REPORT (Contd.)**

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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 and 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.

### **Qualified Opinion**

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2016:

The Company did not have an appropriate internal control system in relation to repayment of its liabilities, confirmation of its balances with the bank, customer acceptance.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2016 standalone financial statements of the Company, and these material weaknesses does not affect our opinion on the standalone financial statements of the Company.

**For and on behalf of  
V Sahai Tripathi & Co.  
Chartered Accountants**

*Firm's Registration Number : 000262N*

**Place : New Delhi  
Dated : 10th May, 2016**

**(Manish Mohan)  
Partner  
Membership No. 91607**

# Siel Financial Services Limited

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## INDEPENDENT AUDITOR'S REPORT (Contd.)

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### ANNEXURE TO AUDITORS' REPORT

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(Referred to in paragraph (1) of our report on other legal and regulatory requirements of Independent Auditor's Report of even date)

*Annexure referred to in paragraph (1) of the report on other legal and regulatory requirements of Independent Auditor's Report to the members of Siel Financial Services Limited on the financial statements for the year ended March 31, 2016*

- 1) In respect of Fixed Assets:-
  - a) During the year, there were no fixed assets in the company. Hence, there was no requirement of maintaining any fixed assets record during the year.
  - b) As there were no fixed assets during the year, physical verification was not required.
  - c) There are no immovable properties in the name of the company. So, this clause is not applicable.
- 2) In respect of Inventories:-

During the year, physical verification of the inventories comprising of shares, debentures and other securities has been conducted by the management. In our opinion, the frequency of verification is reasonable. Also, according to the information and explanations given to us, no material discrepancies were noticed.
- 3) The Company has not granted loans to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013,
- 4) The company has not granted any loans, investments, guarantees and securities during the year in terms of provisions of section 185 and 186 of Companies Act, 2013.
- 5) The company has not accepted any deposits in terms of the directives issued by Reserve Bank of India and as per the provisions of section 73 to 76 of the Companies Act, 2013 and rules framed under are not applicable during the year ended 31st March, 2016.
- 6) According to information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013, in respect of business carried out by the Company.
- 7) In respect of statutory dues:
  - a) According to the information and explanations given to us and the records of the company examined by us, in our opinion, the company is generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amount payable in respect of the aforesaid dues were outstanding as at 31st March, 2016 for a period of more than six months from the date of becoming payable.
  - b) According to the information and explanations given to us and the records of the company produced before us, there were no dues in respect of Sales Tax, Income-tax, Custom Duty, Wealth Tax, Excise Duty, and Cess as at March 31, 2016, which have not been deposited on account of a dispute pending before appropriate authorities.
- 8) The company has not taken any loan or borrowing from any financial institution, bank or Government so this clause is not applicable and no need to comment on the same.
- 9) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans. Hence, this clause is not applicable and no need to comment on the same.
- 10) According to the information and explanations given to us, no fraud by or on the company has been noticed or reported during the year.
- 11) According to the information and explanations given to us, no 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, 2013. Accordingly this clause is not applicable.
- 12) The company is not a Nidhi Company and it is not required to maintain ten percent unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability.



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## **INDEPENDENT AUDITOR'S REPORT (Contd.)**

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- 13) According to the information and explanations given to us and the records of the company examined by us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
- 14) According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence section 42 of the Companies Act, 2013 is not applicable.
- 15) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him and hence the provisions of section 192 of Companies Act, 2013 are not applicable.
- 16) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and hence this clause is not applicable.

**For V Sahai Tripathi & Co.**  
**Chartered Accountants**  
*Firm's Registration Number : 000262N*

**Place : New Delhi**  
**Dated : 10th May, 2016**

**(Manish Mohan)**  
**Partner**  
**Membership No. 91607**

# Siel Financial Services Limited

## BALANCE SHEET AS AT MARCH 31, 2016

PARTICULARS	Notes	As at 31.03.2016 Rs.	As at 31.03.2015 Rs.
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	1	186,229,895	186,229,895
Reserves and surplus	2	<u>(223,905,611)</u>	<u>(223,409,218)</u>
		<b>(37,675,716)</b>	<b>(37,179,323)</b>
<b>Non-Current Liabilities</b>			
Long term borrowing	3	<u>36,587,613</u>	<u>36,587,613</u>
		<b>36,587,613</b>	<b>36,587,613</b>
<b>Current Liabilities</b>			
Short term borrowing	4	15,700,000	15,700,000
Other Current Liabilities	5	<u>87,447</u>	<u>381,233</u>
		<b>15,787,447</b>	<b>16,081,233</b>
<b>Total</b>		<b><u>14,699,344</u></b>	<b><u>15,489,523</u></b>
<b>ASSETS</b>			
<b>Non-current Assets</b>			
Non-current Investments	6	-	-
Long term loans and advances	7	<u>14,191,873</u>	<u>14,211,011</u>
		<b>14,191,873</b>	<b>14,211,011</b>
<b>Current assets</b>			
Inventories	8	18,348	18,348
Trade receivables	9	-	-
Cash and cash equivalents	10	489,123	1,212,568
Short Term Loan and Advances	11	-	200
Other Current assets	12	<u>-</u>	<u>47,396</u>
		<b>507,471</b>	<b>1,278,512</b>
<b>Total</b>		<b><u>14,699,344</u></b>	<b><u>15,489,523</u></b>
<b>Notes to accounts are the part of Financials</b>	1-26	-	-

As per our report attached to the Financial Statements

**For V.Sahai Tripathi & Co.**

Firm Registration Number : 000262N

Chartered Accountants

For and on behalf of Board of Directors

**(MANISH MOHAN)**

Partner  
M. N.-091607

**Madhu Vrat Kaushik**

Director  
DIN: 07297518

**Santosh Kumar**

Director  
DIN: 00994313

Place : New Delhi

Dated: 10th May, 2016



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**STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2016**

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<b>PARTICULARS</b>	<b>Notes</b>	<b>Year ended 31.03.2016 Rs.</b>	<b>Year ended 31.03.2015 Rs.</b>
<b>Income</b>			
Other income	13	<u>347,749</u>	<u>93,383</u>
Total Income		<u>347,749</u>	<u>93,383</u>
<b>Expenditure</b>			
Depreciation and amortization expense	6	-	2,653
Other expenses	14	<u>844,142</u>	<u>449,423</u>
		<u>844,142</u>	<u>452,076</u>
<b>Profit/ (Loss) before exceptional and extraordinary items and tax</b>		<b>(496,393)</b>	<b>(358,693)</b>
Exceptional Items		-	-
<b>Profit / (Loss) before tax</b>		<b>(496,393)</b>	<b>(358,693)</b>
Less : Current tax		-	-
Less : Prior Period Tax Adjustments		-	-
		<u>-</u>	<u>-</u>
<b>Profit/ (Loss) from continuing operations</b>		<b>(496,393)</b>	<b>(358,693)</b>
<b>Basic and Diluted earning per share (Rs.)</b>		<b>(0.43)</b>	<b>(0.42)</b>
<b>Notes to accounts are the part of Financials</b>	1-26		

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As per our report attached to the Financial Statements

**For V.Sahai Tripathi & Co.**

Firm Registration Number : 000262N

Chartered Accountants

For and on behalf of Board of Directors

**(MANISH MOHAN)**

Partner  
M. N.-091607

**Madhu Vrat Kaushik**

Director  
DIN: 07297518

**Santosh Kumar**

Director  
DIN: 00994313

Place : New Delhi

Dated: 10th May, 2016

# Siel Financial Services Limited

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

PARTICULARS	Year ended 31.03.2016 Rs.	Year ended 31.03.2015 Rs.
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit / (loss) before extra-ordinary items and tax	(496,393)	(358,693)
Extra ordinary Items(income)	-	-
<b>Net profit / (loss) after extra-ordinary items but before tax</b>	<b>(496,393)</b>	<b>(358,693)</b>
<b>Add:-</b>		
Depreciation	-	2,653
Decrease in value of Stock in Trade	-	-
Loss on sale of Investment	-	-
<b>Less:-</b>		
Provision/Liability no longer required written back	-	-
Interest/Dividend income	(347,749)	(93,383)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>(844,142)</b>	<b>(449,423)</b>
<b>Adjustment for :-</b>		
(Increase)/ Decrease in trade and other receivables	47,396	17,197
(Increase) / Decrease in stock in trade	-	-
Increase / (Decrease) in trade / other payables	(293,786)	(101,358)
<b>Cash generated from operations</b>	<b>(1,090,532)</b>	<b>(533,584)</b>
Direct taxes paid	-	-
<b>NET CASH INFLOW/OUTFLOW FROM OPERATIONS</b>	<b>(1,090,532)</b>	<b>(533,584)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of non trade long term investments	-	-
(Increase)/ Decrease in Investment	-	-
Interest/Dividend income	347,749	93,383
(Increase)/Decrease in Long term loans & Advances	19,138	20,628
(Increase)/Decrease in Short term loans & Advances	200	(200)
Decrease in Fixed Assets	-	5,607
<b>NET CASH INFLOW FROM INVESTING ACTIVITIES</b>	<b>367,087</b>	<b>119,418</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
<b>NET CASH OUTFLOW FROM FINANCING ACTIVITIES</b>	<b>-</b>	<b>-</b>
<b>NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(723,445)</b>	<b>(414,166)</b>
<b>CASH AND CASH EQUIVALENTS AS AT OPENING</b>	<b>1,212,568</b>	<b>1,626,734</b>
<b>CASH AND CASH EQUIVALENTS AS AT CLOSING</b>	<b>489,123</b>	<b>1,212,568</b>

Notes to accounts

1-26

As per our report attached to the Financial Statements

**For V.Sahai Tripathi & Co.**

Firm Registration Number : 000262N

Chartered Accountants

For and on behalf of Board of Directors

**(MANISH MOHAN)**

Partner

M. N.-091607

**Madhu Vrat Kaushik**

Director

DIN: 07297518

**Santosh Kumar**

Director

DIN: 00994313

Place : New Delhi

Dated: 10th May, 2016





## NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2016

### NOTE 1 - SHARE CAPITAL

PARTICULARS	As at 31.03.2016 Rs.	As at 31.03.2015 Rs.
<b>Authorised</b>		
- 2,00,00,000 Equity Shares of Rs. 10 each	200,000,000	200,000,000
- 10,00,000 5% Redeemable Cumulative Preference shares of Rs. 100 each	100,000,000	100,000,000
<b>TOTAL</b>	<b>300,000,000</b>	<b>300,000,000</b>
<b>Issued, subscribed and fully paid up</b>		
- 11,343,752 Equity Shares of Rs. 10 each	113,437,520	113,437,520
Less: Calls in arrears	207,625	207,625
	<b>113,229,895</b>	<b>113,229,895</b>
- 7,30,000 5% Redeemable Cumulative Preference shares of Rs. 100 each	73,000,000	73,000,000
<b>TOTAL</b>	<b>186,229,895</b>	<b>186,229,895</b>
(i) <b>Reconciliation of equity shares :</b>	<b>Nos.</b>	<b>Nos.</b>
Number of outstanding shares at the beginning of the year/period	11,343,752	11,343,752
Shares issued/ bought back during the year/period	-	-
<b>Number of outstanding shares as at the end of the year/period</b>	<b>11,343,752</b>	<b>11,343,752</b>
(ii) <b>Reconciliation of preference shares :</b>	<b>Nos.</b>	<b>Nos.</b>
Number of outstanding shares at the beginning of the year/period	730,000	730,000
Shares issued/ bought back during the year/period	-	-
<b>Number of outstanding shares as at the end of the year/period</b>	<b>730,000</b>	<b>730,000</b>
iii) Equity Shares:- The company has only one class of equity shares having a face value of Rs 10 each. Each holder of equity share is entitled to one vote per share. Share holders are entitled to dividend if any declared by the company. The dividend is payable in Indian rupees. The dividend, if any, declared by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.. Re-payment of equity share capital shall be made at the time of winding-up of the company in accordance with the provisions of Companies Act, 2013. In event of liquidation of the Company, holder of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportionate to the number of equity shares held by the shareholders.		
(iv) <b>Shares held by its holding company and their subsidiary:</b>		
Out of the equity shares issued by the Company, shares held by its holding and their subsidiaries are as below:		
	<b>As at 31.03.2016 No. of Shares held</b>	<b>As at 31.03.2015 No. of Shares held</b>
<b>Mawana Sugars Limited (Formerly known as Siel Limited), the holding company</b>		
Equity shares of Rs. 10 each fully partly paid	10,613,382	10,613,382
5% Redeemable cumulative preference share of Rs. 100 each fully paid up	730,000	730,000

# Siel Financial Services Limited

## NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2016

### (v) Details of shareholders holding more than 5% equity shares in the Company:

Name of shareholders	As at	As at	As at	As at
	31.03.2016	31.03.2016	31.03.2015	31.03.2015
	No. of Shares held	%age of holding	No. of Shares held	%age of holding
Mawana Sugars Limited	10,613,382	93.56	10,613,382	93.56
Others (Less than 5% holding)	730,370	6.44	730,370	6.44
<b>Total</b>	<b>11,343,752</b>	<b>100</b>	<b>11,343,752</b>	<b>100</b>

### (vi) Details of shareholders holding more than 5% preference shares in the Company:

Name of shareholders	As at	As at	As at	As at
	31.03.2016	31.03.2016	31.03.2015	31.03.2015
	No. of Shares held	%age of holding	No. of Shares held	%age of holding
Mawana Sugars Limited	730,000	100	730,000	100
<b>Total</b>	<b>730,000</b>	<b>100</b>	<b>730,000</b>	<b>100</b>

- (vii) The 5% Cumulative Redeemable Preference Shares of Rs. 100 each, allotted on January 13, 1998 are redeemable at par at the option of the Company at any time not later than the ninth year from the date of the issue. So, these shares are overdue for repayment on 12-January, 2007. However, due to losses & paucity of funds, capital redemption reserve could not be created & appropriate number of equity capital could not be brought in & accordingly the said shares could not be redeemed. The management of the Company intends to redeem it & efforts are being made to redeem the same.

### NOTE 2 - RESERVES AND SURPLUS

Particulars	As at	Additions	Deductions	As at
	31.03.2015	During the Period (Rs.)	During the Period (Rs.)	31.03.2016
General Reserve	5,053,989	-	-	5,053,989
Profit /(Loss)	(228,463,207)	(496,393)	-	(228,959,600)
<b>Total</b>	<b>(223,409,218)</b>	<b>(496,393)</b>	<b>-</b>	<b>(223,905,611)</b>

### NOTE 3 - LONG TERM BORROWING

PARTICULARS	As at	As at
	31.03.2016	31.03.2015
	Rs.	Rs.
<b>Unsecured</b>		
Loans and advances from related parties (Refer Note 3A)	36,587,613	36,587,613
<b>Total</b>	<b>36,587,613</b>	<b>36,587,613</b>

**Notes 3A** Company has obtained interest free corporate deposit of Rs 1,20,00,000 & unsecured advance on current account of Rs 2,45,87,613 from Mawana Sugars Limited (formerly known as SIEL Limited) which is its Holding Company. The same shall be adjusted or paid as per mutually agreed terms. The same is not payable within 12 months from date of balance sheet (i.e. 31-March-2016)

### NOTE - 4 SHORT TERM BORROWING

PARTICULARS	As at	As at
	31.03.2016	31.03.2015
	Rs.	Rs.
<b>Unsecured</b>		
Other loans and advances (short term) (Refer Note 4A)	15,700,000	15,700,000
<b>Total</b>	<b>15,700,000</b>	<b>15,700,000</b>



## NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2016

**Notes 4A** The Company had obtained interest bearing Inter Corporate Deposit of Rs 1,57,00,000 from **SFSL Investments Limited** which was step down subsidiary of its holding company. SFSL Investments Limited had been disposed off by holding company on 31st January, 2011 and is no longer a step down subsidiary of its holding company from 31st January, 2011. The Company is not paying interest from last few years and had taken letter for waiver of interest amount from SFSL Investments Limited vide letter dt. 02.09.2012 for previous periods as well as for future periods till company the net worth of the Company remains negative. Hence no provision / liability has been provided for interest amount. Since the said amount is payable on demand, the same in the absence of any confirmation, categorized as Short Term Borrowings.

### NOTE 5 OTHER CURRENT LIABILITIES

PARTICULARS	As at 31.03.2016 Rs.	As at 31.03.2015 Rs.
<b>Other payables</b>		
- Statutory Dues	5,627	7,817
- Other Payables	81,820	373,416
<b>Total</b>	<b>87,447</b>	<b>381,233</b>

### Note 6 NON CURRENT INVESTMENTS LONG TERM INVESTMENTS - AT COST Non Trade Investments

#### 6 (a)

PARTICULARS	As at 31.03.2016 Rs.	As at 31.03.2015 Rs.
<b>Others (Refer Note 6 (b) )</b>		
Investments in Equity Shares	10,823,160	10,823,160
Investments in Government Securities	-	-
Less : Provision for diminution in value	10,823,160	10,823,160
<b>Total</b>	<b>-</b>	<b>-</b>

Non current investments consist of the following :

#### 6 (b) Details of Other Investments (Non Trade Investments)

Sr. No.	Particulars	Subsidiary/ Associate/ JV/Controlled Special Purpose Entity/ Others	No. of Shares / Units		Quoted/ Unquoted	Partly Paid/ Fully paid	Amount in Rs.		Basis of Valuation
			As at 31st March 2016	As at 31st March 2015			As at 31st March 2016	As at 31st March 2015	
<b>(a) Investments in Equity Shares</b>									
i	MSD Industrial Enterprises Limited of Rs. 10/- each	Other	295,700	295,700	Unquoted	Fully Paid	10,822,620	10,822,620	At Cost
ii	SFSL Investments Limited of Rs. 10/- each	Other	54	54	Unquoted	Fully Paid	540	540	At Cost
<b>Total</b>							<b>10,823,160</b>	<b>10,823,160</b>	

# Siel Financial Services Limited

## NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2016

### NOTE 7 - LONG TERM LOANS AND ADVANCES

PARTICULARS	As at 31.03.2016 Rs.	As at 31.03.2015 Rs.
Security Deposits		
- Considered Good	-	12,000
Other Loans & Advances		
Considered Good		
- Advance Tax/TDS receivable	14,191,873	14,199,011
Doubtful		
- ICD	9,250,150	9,250,150
<b>Sub - Total</b>	<b>23,442,023</b>	<b>23,461,161</b>
<b>Less: Provision for doubtful advances</b>	<b>9,250,150</b>	<b>9,250,150</b>
<b>Total</b>	<b>14,191,873</b>	<b>14,211,011</b>

### NOTE - 8 INVENTORIES

PARTICULARS	As at 31.03.2016 Rs.	As at 31.03.2015 Rs.
Stock in Trade	18,348	18,348
Total	18,348	18,348

#### Stock in Trade : Shares

Equity Shares of Rs. 10 each Fully Paid	Cost	Market Value	Inventory Value
<b>Quoted</b>			
Nagarjuna Fertilizers and Chemicals Ltd - 110 shares	2,820.00	110.00	110.00
Nagarjuna Oil Refineries - 100 shares	-	370.00	-
Spice Mobility Ltd - 700 shares	4,470.00	9,835.00	4,470.00
Asian Hotels Ltd (North)- 140 shares	4,590.00	15,358.00	4,590.00
Asian Hotels Ltd(East) - 140 shares	4,589.00	21,196.00	4,589.00
Asian Hotels Ltd (West)- 140 shares	4,589.00	15,680.00	4,589.00
	<b>21,058.00</b>	62,549.00	18,348.00



## NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2016

### NOTE - 9 TRADE RECEIVABLE

PARTICULARS	As at 31.03.2016 Rs.	As at 31.03.2015 Rs.
<b>Receivable outstanding for a period exceeding six months from the due date</b>		
Unsecured - Considered Good	-	-
- Doubtful	2,134,418	2,134,418
	<u>2,134,418</u>	<u>2,134,418</u>
Less : Provision for doubtful debts	2,134,418	2,134,418
	<u>2,134,418</u>	<u>2,134,418</u>
	(A)	
	<u>-</u>	<u>-</u>
<b>Other Receivable</b>		
Secured - good	-	-
Unsecured - considered good	-	-
- Doubtful	-	-
	<u>-</u>	<u>-</u>
Less : Provision for doubtful debts	-	-
	<u>-</u>	<u>-</u>
	(B)	
	<u>-</u>	<u>-</u>
<b>Total (A+B)</b>	<u>-</u>	<u>-</u>

### NOTE 10 - CASH AND BANK BALANCES

PARTICULARS	As at 31.03.2016 Rs.	As at 31.03.2015 Rs.
<b>Cash and cash equivalents</b>		
Cash in hand	466	134
Balance with banks		
On current accounts	488,657	424,704
<b>Other Bank Balances</b>		
Bank Deposit	-	787,730
	<u>489,123</u>	<u>1,212,568</u>

### NOTE - 11 SHORT TERM LOAN AND ADVANCES

PARTICULARS	As at 31.03.2016 Rs.	As at 31.03.2015 Rs.
Loan and Advances	-	200
Prepaid Expenses	-	-
<b>Total</b>	<u>-</u>	<u>200</u>

# Siel Financial Services Limited

## NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2016

### NOTE - 12 OTHER CURRENT ASSETS

PARTICULARS	As at 31.03.2016 Rs.	As at 31.03.2015 Rs.
Interest accrued on investment and deposits	-	47,396
<b>Total</b>	<b>-</b>	<b>47,396</b>

### NOTE 13 : OTHER INCOME

PARTICULARS	Year ended on 31.03.2016 Rs.	Year ended on 31.03.2015 Rs.
Interest received on deposits etc.(Gross)	1,273	93,383
Dividend income on long term investment	-	-
Liabilities No Longer Payable Written Back	346,476	-
<b>Total</b>	<b>347,749</b>	<b>93,383</b>

### NOTE 14 : OTHER EXPENSES

PARTICULARS	Year ended on 31.03.2016 Rs.	Year ended on 31.03.2015 Rs.
Rent	24,000	24,000
Auditors' remuneration		
As auditors		
- Audit fee	51,311	28,090
- Out -of-pocket expenses	-	-
Advertisement	88,795	71,626
Bank Charges	772	818
Printing and stationery	24,406	1,502
Postage expenses	61,203	3,854
Listing fee	224,720	146,068
Bad Debts written off	12,000	-
Rate and taxes	7,368	13,255
Legal & Professional exp	277,432	154,603
Prior Period Expenses*	72,135	-
Sundry Balance W/off	-	5,607
<b>Total</b>	<b>844,142</b>	<b>449,423</b>

\*Prior Period Expenses are on account of Printing Charges of Rs.30135 and Postage Charges of Rs.42000.



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## NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2016

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### NOTE 15 - SIGNIFICANT ACCOUNTING POLICIES

#### a) **Basis of Preparation of Financial Statements**

The Financial statements have been prepared in accordance with Indian generally Accepted Accounting Principles ("GAAP") under the historical cost convention on accrual basis and are in accordance with the applicable accounting standards prescribed in the Companies (Accounting Standards) Rules, 2006. These Accounting policies have been consistently applied, except where a newly issued accounting standard is initially adopted by the company. Management evaluates the effect of accounting standards issued on a going basis and ensures that they are adopted as mandated by the said rules.

As required & mandated by relevant guidelines prescribed under Companies Act, 2013. Company has prepared its financials as per Revised Schedule VI. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the revised Schedule III to the Companies Act 2013. Based on the nature of products/services and the time between the acquisition of assets/services for processing and their realization in cash and cash equivalents, the Company has considered a period of fifteen months for the purposes of classification of assets and liabilities as current and non-current.

#### b) **Investment**

Investments are classified into current and non current (long term) investments. Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non current (long term) investments. Current investments are stated at the lower of cost and fair value determined on an individual basis. A provision for diminution in value is made to recognize a decline other than temporary in the value of long term investments. Profit/loss on sale of investments is computed with reference to their average cost.

#### c) **Inventories**

Stock in trade- shares, debentures and other securities are valued at lower of cost or market price/break-up value determined for each category of stock-in-trade. The cost is ascertained on the basis of annual weighted average purchase price of each security.

#### d) **Revenue Recognition**

- i) Revenue is being recognized on accrual basis in accordance with the Accounting Standard-9 on 'Revenue Recognition'.
- ii) Dividend income is recognized if the right to receive the payment is established by the Balance Sheet date.
- iii) Interest is recognized on a time proportion basis in accordance with agreement taking into account the amount outstanding and the rate applicable.

#### e) **Employees Benefits**

- a) There were no employees in the company during the previous year. Accordingly, no provision for Short term employee benefit and Post employment benefits such as provident fund, gratuity, superannuation schemes and leave encashment has been made during the reporting period.
- b) The aforesaid staff benefit scheme will be provided according to respective laws as and when these will be applicable on the company.

#### f) **Taxes on Income**

The current charge for Income Tax is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income Tax act, 1961.

Minimum Alternative Tax ("MAT") paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an Asset if there is convincing evidence that company will pay normal tax in future. MAT Credit entitlement can be carried forward and utilized for a period of Ten years from the year in which the same is availed. Accordingly, it is recognized as an asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the company and the asset can be measured reliably.

#### g) **Provisions and Contingencies**

Provisions are recognized when the Company has a present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle are reviewed regularly and are adjusted where necessary to reflect the current best estimates of the obligation. Where the Company expects a provision to be reimbursed, the reimbursement is recognized as a separate Asset, only when such reimbursement is virtually certain. Contingent Liabilities are disclosed after an evaluation of the facts and legal aspects of the matters involved. Contingent Assets are neither recognized, nor disclosed. Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet.

# Siel Financial Services Limited

## NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2016

### 16. Contingent liabilities

	As at 31.03.2016 Rs.	As at 31.03.2015 Rs.
(i) Unpaid preference dividend	6,64,70,000	6,28,20,000

17. The Company has severely curtailed its operations due to paucity of funds and adverse market conditions. The operations of the Company are restricted to realization of debtors or advances. The management is negotiating with certain parties for realizing some of the assets and is hopeful of generating funds for this business. The accounts of the company have been prepared on a "going concern" basis on an assumption & premises made by the management that adequate finances and opportunities would be available in the foreseeable future to enable the company to start operating on a profitable basis. In view of the above, the accounts of the Company have been prepared on a going concern basis.
18. The Company is a Non-Small and Medium Sized Company (Non-SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 2013. Accordingly, Company has complied with the Accounting Standards as applicable to a Non-Small and Medium Sized Company.
19. During the period 12 month ended 31st March 2016, Company has not received any confirmation or intimation from any party that it is covered under the Micro, Small & Medium Enterprises Development Act, 2006 (MSMED) accordingly there are no Micro, Small and Medium Enterprises to whom the company owes dues which are outstanding for more than 45 days as on the Balance Sheet date. The information required to be disclosed under the Micro, Small & Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the company. Accordingly information as required under Micro, Small & Medium Enterprises Development Act, 2006, has not been provided.
20. There were no employees in the company for the period 12 month ended 31st March 2016,. No Employee Benefits Schemes such as Gratuity, Provident Fund & other staff welfare schemes are applicable on the Company during the reporting period. Accordingly no provision has been made during the reporting period as mandated by "**Accounting Standard-15 on Employees Benefits**", issued by Institute of Chartered Accountants of India.
21. As the Company's business activity falls within a single primary business segment "Financing Operations viz., inter corporate deposits and investments", the disclosure requirements of Accounting Standard (AS 17) "**Segment Reporting**" issued by Institute of Chartered Accountants of India are not required to be furnished.
22. As the Company has substantial unabsorbed depreciation and carry forward losses under the Income Tax Act, 1961 and is unlikely to have taxable income in the foreseeable future. Deferred tax assets in situation where unabsorbed depreciation and carry forward business loss exists, are recognized only if there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax asset can be realized. In the absence of virtual certainty, Deferred Tax Assets on Unabsorbed Business Losses and Unabsorbed Depreciation Loss is not recognized in accordance with Accounting Standard (AS) 22 issued by the Companies (Accounting Standards) Rules, 2006,. No Deferred Tax Liabilities has been determined during the year ending 31st -March -2016.





## NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2016

23. Earnings per Share (EPS) :	(Amount in Rs.)	
	12 Month ended on 31.03.2016	12 Month ended on 31.03.2015
(a) Net Profit/ (Loss) for the year attributable to Equity Shares	(4,96,393)	(3,58,693)
Less: Preference dividend and dividend tax thereon.	43,93,067	43,79,785
(b) Profit/(loss) attributable to equity shareholders.	(48,89,460)	(47,38,478)
(c) Number of Shares at the beginning of the year	1,13,22,989	1,13,22,989
Number of Shares at the close of the period	1,13,22,989	1,13,22,989
Weighted average number of shares	1,13,22,989	1,13,22,989
Outstanding during the year		
(d) Nominal value of each equity shares	10	10
(e) Earning per share - Basic (Rs.)	(0.43)	(0.42)
(f) Earning per share - Diluted (Rs.)	(0.43)	(0.42)
(After Considering the Calls in Arrears)		

### 24. Related party transaction :-

#### A. List of Related Parties

Holding Company	:	Mawana Sugars Ltd. (formerly known as SIEL Limited)*
Fellow Subsidiary	:	a. Siel Industrial Estate Limited b. Siel Infrastructure & Estate Developers Private Limited

#### B. Transactions with related parties

Transactions with related party are set out below:-

Particulars	(In Rupees)	
	Year ended on 31.03.2016	Year ended on 31.03.2015
TDS Deposited by Mawana Sugars Ltd on behalf of Siel Financial Services Ltd.	55,647	26,888
Reimbursement to Mawana Sugars Limited	55,647	1,26,888
<b>Balance outstanding</b>		
Unsecured loan Payable to Mawana Sugars Limited	3,65,87,613	3,65,87,613

25. Fixed assets has been depleted due to ageing, pilferage and are not in working condition. Accordingly, the same has been retired or removed from the assets block.

### 26. Comparative Figures

Previous Period's figures have been re-grouped/reclassified, wherever necessary. The figures of previous period consisting of 12 months (i.e. starting from 1st April, 2014 to 31st March, 2015) are comparable with current reporting period which consists of 12 months ( i.e. starting from 1st April 2015 to on 31st March 2016).

For V.Sahai Tripathi & Co.

Firm Registration Number : 000262N  
Chartered Accountants

For and on behalf of Board of Directors

(MANISH MOHAN)

Partner  
M. N.-091607

Madhu Vrat Kaushik

Director  
DIN: 07297518

Santosh Kumar

Director  
DIN: 00994313

Place : New Delhi  
Dated: 10th May, 2016





# Siel FINANCIAL SERVICES LIMITED

(CIN No.L65999MP1990PLC007674)

Regd. Office: Soni Mansion, 12-B, Ratlam Kothi, Indore – 452001 (M.P.)

## PROXY FORM

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

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

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

1.	Name			
	Address			
	E-mail Id	Signature		
	or failing him/her			
2.	Name			
	Address			
	E-mail Id	Signature		
	or failing him/her			
3.	Name			
	Address			
	E-mail Id	Signature		
	or failing him/her			

as my/ our Proxy to attend and vote (on a poll) for me/us on my/our behalf at the 25th Annual General Meeting of the Company to be held on Thursday, the 29th September, 2016 at 10.00 AM at Soni Mansion, 12-B, Ratlam Kothi, Indore-452001 (M.P.) and any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No	Resolution No.	Resolutions	Optional*
	<b>Ordinary Business:</b>	<b>FOR</b>	<b>AGAINST</b>
1.	Adoption of Audited Financial Statements for the financial year ended 31st March, 2016 together with reports of the Auditors and Board of Directors thereon.		
2.	Appointment of Statutory Auditors for 2016-17		
	<b>Special Business:</b>		
3.	Appointment of Mr. Madhu Vrat Kaushik as an Additional Director		

Signed this ..... day of ..... 2016

Signature of Member(s) .....

Email ID of Member .....

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



- Note:
1. This form of proxy in order to be effective should be duly completed and deposited at the Regd. office of the Company not less than 48 hours before the commencement of the Meeting.
  2. For Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 25th Annual General meeting.
  - 3\*. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



# Siel Financial Services Limited

(CIN No.L65999MP1990PLC007674)

Regd. Office: Soni Mansion, 12-B, Ratlam Kothi, Indore – 452001 (M.P.)

Registered Folio No. /DP ID No. / Client ID No.	:	
Name of Sole/first named Member	:	
Address	:	

## REMOTE ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PAN NO.	NO. OF SHARES

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	From 09:00 a.m. (IST) on September 26, 2016
End of remote e-voting	Upto 05:00 p.m. (IST) on September 28, 2016

The cut-off date (i.e. the relevant date) for the purpose of remote e-voting is September 22, 2016.

..... TEAR HERE .....



# Siel Financial Services Limited

(CIN No.L65999MP1990PLC007674)

Regd. Office: Soni Mansion, 12-B, Ratlam Kothi, Indore – 452001 (M.P.)

## ATTENDANCE SLIP

Regd. Folio No./DP ID – Client ID : .....

Name & Address of First/Sole Shareholder : .....

No. of Shares held : .....

I hereby record my presence at the 25th Annual General Meeting of the Company to be held on Thursday, the 29th September, 2016 at 10.00 a.m. at Soni Mansion, 12-B, Ratlam Kothi, Indore–452001 (M.P.)

.....  
Signature of the Member/Proxy

Notes:

- a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- b) Member/Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.

**Instructions and other information relating to remote e-voting are as under:**

- i. The remote e-voting facility can be availed by typing the link [www.evotingindia.com](http://www.evotingindia.com) in the internet browser.
- ii. Click on the "shareholders" tab.
- iii. Now select the Company name from the drop down menu and click on "SUBMIT"
- iv. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. 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 already registered with CDSL for remote e-voting than you can use your existing user Id and password for casting your vote
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) as given in the box.
DOB	DOB Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio respectively in dd/mm/yyyy format.
Bank Account Details	Enter the Bank Account Details as recorded in your demat account or in the company records for the said demat account or folio respectively. Please enter the DOB or Bank Account Details in order to login. If the both details are not recorded with the depository or company please enter the member id / folio number in the Bank Account Details field.

- 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 remote 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 remote e-voting on the resolutions contained in this Notice.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. 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.
- xvii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates and custodians respectively.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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 and e-mail to [nirbhaykumar77@gmail.com](mailto:nirbhaykumar77@gmail.com).

**General Instructions:**

- (A) The remote e-voting period commences on September 26, 2016 (9.00 a.m.) and ends on September 28, 2016 (5.00 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 (record date) of September 22, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (B) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (C) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date (i.e. the relevant date) of September 22, 2016.
- (D) M/s Nirbhay Kumar and Associates has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- (E) The Results shall be declared on or after the AGM of the Company. The Results declared Along with the Scrutinizer's Report shall be placed on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the stock exchange/s.

## Annual General Meeting Route Map



If undelivered, please return to :

**Siel Financial Services Limited**

Regd. Office: Soni Mansion, 12-B, Ratlam Kothi, Indore - 452001 (M.P.)