



**SAVANI FINANCIALS LIMITED**

*32nd Annual Report 2015-16*

<b>BOARD OF DIRECTORS</b>	MRS. DEEPA TRACY (M.D.) MR. MANISH CHAUDHARI MR. SAMIR MEHTA MR. SURESH MHATRE
<b>AUDITORS</b>	SCA AND ASSOCIATES <i>Chartered Accountants</i>
<b>BANKERS</b>	BANK OF INDIA
<b>REGISTERED OFFICE</b>	91, MANTRA HOUSE, MAROL CO-OP INDUSTRIAL ESTATE, M. V. ROAD, ANDHERI (EAST), MUMBAI – 400 059. MAHARASHTRA, INDIA TEL: 67604100
<b>REGISTRAR AND SHARE TRANSFER AGENT</b>	BIGSHARE SERVICES PRIVATE LIMITED E-2/3, ANSA INDUSTRIAL ESTATE, SAKI VIHAR ROAD, ANDHERI (E), MUMBAI – 400 072. MAHARASHTRA, INDIA TEL: 40430200
<b>COMPANY SECRETARY &amp; COMPLIANCE OFFICER</b>	MR. PRAFUL SHETH
<b>CIN NO.</b>	L67120MH1983PLC031614
<b>E-MAIL</b>	info@savanifinancials.co.in
<b>WEBSITE</b>	www.savanifinancials.co.in

## NOTICE

Notice is hereby given that the Thirty-Second Annual General Meeting of the members of Savani Financials Limited will be held on Wednesday, the 28th September, 2016 at 11.15 am at 21, Marol Co-Op. Industrial Estate, M.V. Road, Andheri (East), Mumbai – 400059, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Deepa Tracy (DIN:00516615), who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of Auditors of the Company and to fix their remuneration and for the purpose, to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. SCA and Associates, Chartered Accountants (Firm Reg. No. 101174W) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the calendar year 2017, to examine and audit the accounts of the Company for the financial year 2016-17 at such remuneration plus service tax, out of pocket expenses etc. as may be mutually agreed between the Auditors and the Board of Directors.”

### SPECIAL BUSINESS:

4. 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 20 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the consent of the Company be and is hereby accorded to charge from a member in advance, Rs. 50/- (Rupees Fifty only) per document plus a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

RESOLVED FURTHER THAT the directors or key managerial personnel of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and also to settle any question, difficulty or doubt that may arise in respect of the matter aforesaid including determination of fees for delivery of the document to be paid in advance.”

By Order of the Board  
For Savani Financials Limited

DEEPA TRACY  
Managing Director

(DIN: 00516615)

Place: Mumbai

Date: 27th May, 2016

Registered Office:

91, Mantra House,  
Marol Co-Op Industrial Estate,  
M. V. Road, Andheri (East),  
Mumbai – 400 059.

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument(s) appointing the proxy, if any, shall be deposited at the Registered Office of the Company at 91, Mantra House, Marol Co-op. Industrial Estate, M.V. Road, Andheri (East), Mumbai – 400059, not less than Forty Eight (48) hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxies shall not have any right to speak at the meeting.

A person can act as a proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than Ten percent (10%) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than Ten percent (10%) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto. Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Director seeking re-appointment at the Annual General Meeting is furnished as Annexure to the Notice.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 21<sup>st</sup> September, 2016 to 28<sup>th</sup> September, 2016 (both days inclusive).
5. Members are requested to intimate the Registrar & Share Transfer Agent of the Company- Bigshare Services Private Limited, E-2/3, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East), Mumbai- 400072, immediately of any change in their address in respect of Equity Shares held in physical mode and to their Depository Participants (DPs) in respect of Equity Shares held in Dematerialised Form.
6. Members holding share certificates under different folio numbers but in the same order of names are requested to apply for Consolidation of such folios and send relevant share certificates to the Registrars & Share Transfer Agent of the Company.
7. The Notice of Annual General Meeting along with the Annual Report for the financial year 2015-16 is being sent through electronic mode to all members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report are being sent through permitted mode. Members may also note that this Notice and the Annual Report will also be available for download on the Company's website [www.savanifinancials.co.in](http://www.savanifinancials.co.in)
8. Members/proxies/authorised representatives are requested to bring the Attendance Slip duly filled in for attending the meeting.
9. Members, desirous of getting any information about the accounts and operations of the Company, are requested to write to the Company at an early date to enable the management to keep the information ready at the meeting.
10. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report at the Meeting.
11. As per the provisions of the Companies Act, 2013, facility for making nomination is available to the members in respect of the shares held by them. Nomination Forms can be obtained from the Company's Registrars & Share Transfer Agents by the members holding shares in physical form. Members holding shares in electronic form may write to their Depository Participants (DPs) for the purpose.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar & Share Transfer Agents.

13. All the documents referred to in the accompanying Notice are open for inspection at the Company's Registered Office at 91, Mantra House, Marol Co-op. Industrial Estate, M.V. Road, Andheri (East), Mumbai – 400059 on all working days of the Company between 9.30 a.m. to 11.30 a.m. upto the date of the Annual General Meeting.

14. The instructions and information for shareholders voting electronically are as under:

- (a) In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by the Institute of Companies Secretaries of India, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by Central Depository Services (India) Limited ("CDSL"). The members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting ("remote e-voting"). Instructions for e-voting are given herein below.
- (b) The facility for voting through electronic voting system or ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- (c) The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.

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

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

For Members holding shares in Demat Form and Physical Form

- Enter your 10 digit alpha-numeric PAN number issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
  - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio/client id number in the PAN field.
  - In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
  - Enter the Date of Birth (DOB) as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
  - Please enter the DOB in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.
- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN - SAVANI FINANCIALS LIMITED on which you choose to vote.
- (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 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for Non – Individual Shareholders and Custodians:**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create a Compliance User using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts 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.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xiv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**Other Instructions :**

- a) The e-voting portal will be open for remote e-voting from 25<sup>th</sup> September, 2016 at 9 a.m. to 27<sup>th</sup> September, 2016 at 5.00 p.m. During this period, members of the Company holding shares either in physical form or in dematerialized form as on 21<sup>st</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by a member, he shall not be allowed to change it subsequently.
- b) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut off date i.e. 21<sup>st</sup> September, 2016.
- c) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the vote cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- d) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website: [savanifinancials.co.in](http://savanifinancials.co.in) and on the website of CDSL immediately after the Result is declared by the Chairman or

any person authorised by the Chairman and the same shall also be communicated to the Stock Exchanges, where the shares of the Company are listed.

- e) The Resolutions proposed will be deemed to have been passed on the date of Annual General Meeting subject to the receipt of the requisite number of the votes in favour of the Resolutions.
- f) Mr. Sanjay Sangani of M/s. Sanjay Sangani & Co., Practicing Company Secretary, (Membership Number – FCS 4090) has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the Annual General Meeting in a fair and transparent manner.

**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4**

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed. It is further provided that a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the company in its annual general meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode.

Accordingly, the Board of Directors recommends the resolution for your approval by an Ordinary Resolution. None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the accompanying Notice.

Place: Mumbai

Date: 27th May, 2016

Registered Office:  
91, Mantra House,  
Marol Co-Op Industrial Estate,  
M. V. Road, Andheri (East),  
Mumbai – 400 059.

By Order of the Board

For Savani Financials Limited

DEEPA TRACY  
Managing Director  
(DIN: 00516615)

**ANNEXURE TO THE AGM NOTICE**

**Details of the Director seeking re-appointment in the forthcoming Annual General Meeting**

Name	Mrs. Deepa Tracy
Age	63 Years
Date of Appointment	11th May, 2012
Educational Qualification	B.Sc.
Experience and Expertise in specific functional areas	She has wide entrepreneurial experience of varied industries and rich experience in general management over 20 years.
Remuneration last drawn	Nil
List of companies in which outside directorship is held	Mantra Exports Private Limited Mantra Fashions Private Limited Mantra-Runaway Entertainment Private Limited One Tree Media Private Limited
Membership/ Chairmanship of Committee of other Boards	Nil
No. of shares held in the Company as on 31.03.2016	10,45,525 Equity Shares
No. of Board Meetings attended	5
Relationship with other Directors & KMP of the Company	She is Relative of Mr. Manish Chaudhari, Director.

## DIRECTORS' REPORT

The Members

SAVANI FINANCIALS LIMITED

Your Directors have pleasure in presenting their Thirty-Second Annual Report on the business and operations of the Company and the Audited Financial Statements for the financial year ended March 31, 2016.

### 1. FINANCIAL RESULTS

(Rs. in lacs)

	2015-2016	2014-2015
Revenue from Operations & Other Income	19.57	16.30
Profit before Depreciation, Finance Cost & Taxation	9.44	7.12
Less: Finance Cost	—	—
Less: Depreciation	—	—
Less: Income Tax	—	—
Profit after Tax	9.44	7.12
Balance brought forward from previous year	(551.73)	(558.85)
Available for appropriation	(542.29)	(551.73)
<b>Appropriations</b>		
Transfer to General Reserve	—	—
Balance carried to Balance Sheet	(542.29)	(551.73)

### 2. DIVIDEND

In view of accumulated losses, your Directors do not propose any dividend for the year ended 31st March, 2016.

### 3. TRANSFER TO RESERVES

During the current financial year, there were no transfers made to reserves.

### 4. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/ STATE OF COMPANY'S AFFAIR

During the year, the Company has earned operating income aggregating to Rs. 19.57 lacs (Previous Year Rs. 16.30 lacs). The Company has registered net profit after tax of Rs. 9.44 lacs (Previous Year Rs. 7.12 lacs). The management is looking for opportunities to identify niche segments in which the Company can look for better business possibilities. The management is also exploring possibility of identifying new business opportunities to augment its resources.

The Company is engaged only in the business of providing financial services and accordingly there are no separate reportable segments as per Accounting Standard-17 dealing with Segment Reporting.

### 5. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There has been no change in nature of business of the Company.

### 6. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND DATE OF THE REPORT.

There is no material change and commitment affecting the financial position of the Company which has occurred between end of the financial year under review and the date of this Report.

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

There are no significant and material orders passed by the regulators or courts or tribunals that will impact the going concern status and the Company's operations in future.

### 8. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS



Your Company has in place adequate internal financial controls with reference to financial statements, commensurate with the size, scale and complexity of its operations, which also ensures that all assets are safeguarded and transactions are authorized, recorded and reported correctly.

**9. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES**

The Company does not have any Subsidiary, Joint Venture or an Associate Company.

**10. DEPOSITS**

The Company is a Non-deposit accepting company. The Company has not accepted any deposits from public.

**11. AUDITORS****Statutory Auditor :**

At the 30th Annual General Meeting (AGM) held on 29th September, 2014, the shareholders had approved the appointment of M/s. SCA and Associates, Chartered Accountants, as Statutory Auditors of the Company to audit the accounts of the Company for three consecutive financial years, between 2014-15 and 2016-17, subject to ratification at every Annual General Meeting. The approval of members is being sought for ratification of appointment of M/s. SCA and Associates as Statutory Auditors from the conclusion of the 32<sup>nd</sup> AGM till the conclusion of the 33<sup>rd</sup> AGM to be held in 2017, to examine and audit the accounts of the Company for the financial year 2016-17.

**Secretarial Auditor :**

The Board of Directors appointed M/s. Sanjay Sangani & Co., Practicing Company Secretaries, as Secretarial Auditor to conduct Secretarial Audit of the Company for the financial year 2015-16. The Secretarial Audit Report in prescribed Form No. MR-3 is annexed to the Directors' Report.

**12. THE EXPLANATIONS OF THE BOARD ON EVERY QUALIFICATION / RESERVATION / ADVERSE REMARK / DISCLAIMER MADE IN THE AUDIT REPORT AND THE SECRETARIAL AUDIT REPORT.****Audit Report :**

There is no adverse remark, reservation or qualification in the Audit Report for the year under review.

**Secretarial Audit Report :**

- a) With regard to registering the Company with at least one Credit Information Company as required by Reserve Bank of India, the Company has been advised that since the Company is a non-deposit accepting Company and has neither lending portfolio nor does it intend to do so in the coming financial year, the provisions of circular DNBS.(PD).CC.No.200/03.10.001/2010-11 dated September 17, 2010 is currently not applicable to the Company and hence the Company has not registered itself with any Credit Information Company.
- b) Considering the current scale of operations of the Company and since it does not have any other income apart from interest earned on fixed deposits, it does not presently have a Chief Financial Officer and an Internal Auditor as required under the Companies Act, 2013.
- c) The Code of practices and procedures for fair disclosure of unpublished price sensitive information was not submitted to the Stock Exchanges due to inadvertence.

**13. SHARE CAPITAL**

The Paid up Equity Share Capital as on March 31, 2016 was Rs. 4,00,00,000/-. The Company has not issued shares with differential voting rights nor sweat equity shares, nor offered any shares under Employee Stock Option Scheme. The Company has not bought back any of its securities during the year under review.

**14. LISTING FEES**

The Company has paid necessary Listing Fees to BSE Ltd. The Company has not received any intimation from Ahmedabad Stock Exchange regarding amount payable towards Listing Fees for the year 2016-17 and the Company is following up the matter with the Exchange.

**15. EXTRACT OF THE ANNUAL RETURN**

The extract of the Annual Return in Form No. MGT – 9 is annexed to the Directors' Report.

**16. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The provisions relating to the disclosure of particulars relating to conservation of energy and technology absorption do not apply to the Company since it is engaged in the business of financial services. The Company had no foreign exchange earnings and outgo during the year.

**17. CORPORATE SOCIAL RESPONSIBILITY:**

The provisions of Section 135 of the Companies Act, 2013, relating to Corporate Social Responsibility are presently not applicable to the Company.

**18. DIRECTORS**

**A) Change in Directors and key managerial personnel**

Mrs. Deepa Tracy holds position of Managing Director of the Company for the period of five years with effect from 14th August, 2014. Mr. Samir Mehta and Mr. Suresh Mhatre hold position as Independent Directors of the Company for a period of five years till 31st March, 2019. There is no change in the above position

Mrs. Deepa Tracy retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. Mr. Manish Chaudhari, Director of the Company who retired by rotation, was re-appointed at the Annual General Meeting held on 28th September 2015.

**B) Declaration of independence by Independent Directors**

The Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**C) Formal Annual Evaluation**

The Board of Directors of the Company has carried out annual performance evaluation of its own performance, its committees and individual directors. The results of the evaluation are satisfactory and adequate and meet the requirement of the Company.

**19. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS AND COMMITTEE MEETINGS:**

**Board Meetings**

Five Meetings of the Board of Directors of the Company were held during the year under consideration. The dates of the said Meetings are 03/04/2015, 19/05/2015, 06/08/2015, 09/11/2015 and 09/02/2016. The details of composition of the Board and attendance of Directors at the Board Meetings are given below :

Name of the Directors	Number of meetings attended/number of meetings held during the tenure of 2015-16
Mrs. Deepa Tracy	5/5
Mr. Manish Chaudhari	5/5
Mr. Suresh Mhatre	5/5
Mr. Samir Mehta	2/5

Independent Directors met once during the year on 06/02/2016.

**Audit Committee Meetings**

Four Audit Committee Meetings were held during the year under consideration. The dates of the said Meetings are 19/05/2015, 04/08/2015, 06/11/2015 and 06/02/2016. The details of composition of the Audit Committee and attendance of the Directors at the Audit Committee Meetings are given below :

Name of the Directors	Number of meetings attended/number of meetings held during the tenure of 2015-16
Mr. Samir Mehta	4/4
Mrs. Deepa Tracy	4/4
Mr. Suresh Mhatre	4/4

### Nomination & Remuneration Committee Meetings

One Nomination & Remuneration Committee Meeting was held during the year under consideration on 04/08/2015. The details of composition of the Nomination & Remuneration Committee and attendance of the Directors at the Nomination & Remuneration Committee Meetings are given below :

Name of the Directors	Number of meetings attended/number of meetings held during the tenure of 2015-16
Mr. Manish Chaudhari	1/1
Mrs. Samir Mehta	1/1
Mr. Suresh Mhatre	1/1

### Stakeholder Relation & Share Transfer Committee Meetings

Shareholder Grievance & Share Transfer Committee was renamed and reconstituted as Stakeholder Relation & Share Transfer Committee on 03/04/2015. Four Stakeholder Relation & Share Transfer Committee Meetings were held during the year under consideration. The dates of the said Meetings are 19/05/2015, 04/08/2015, 06/11/2015 and 06/02/2016. The details of composition of the Audit Committee and attendance of the Directors at the Audit Committee Meetings are given below :

Name of the Directors	Number of meetings attended/number of meetings held during the tenure of 2015-16
Mr. Samir Mehta	4/4
Mrs. Deepa Tracy	4/4
Mr. Suresh Mhatre	4/4

## 20. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

The Company has a vigil mechanism in place to report genuine concerns.

## 21. NOMINATION & REMUNERATION POLICY

The Board has adopted, on the recommendation of the Nomination & Remuneration Committee, a policy for selection and appointment of Directors, Senior Management and their remuneration.

## 22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year, there is no loan given, investment made, guarantee given or security provided by the Company covered under Section 186 of the Companies Act, 2013.

## 23. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

There is no contract or arrangements made during the year with related parties which requires disclosure under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

## 24. MANAGERIAL REMUNERATION

No remuneration has been paid to the Directors during the year under review and accordingly, relevant disclosures are not applicable to the Company.

## 25. PARTICULARS OF EMPLOYEES

None of employees, during the year under review or part of it, has drawn salary above the limits specified under the Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## 26. MANAGEMENT DISCUSSION & ANALYSIS

Management Discussion & Analysis Report for the year under review, as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Report.

**27. CORPORATE GOVERNANCE REPORT**

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance Report are presently not applicable to the Company as Paid up Equity Share Capital of the Company does not exceed Rs. 10 Crores and Net Worth of the Company does not exceed Rs. 25 Crores as on the last day of the previous financial year i.e. 31st March, 2015.

**28. RISK MANAGEMENT POLICY**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. In the Board's view, there are no material risks, which may threaten the existence of the Company.

**29. DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to the requirement under section 134(3)(c) of the Companies Act, 2013, the Directors confirm that:

- (i) In preparation of the annual accounts for the financial year ended March 31, 2016, the applicable accounting standards have been followed.
- (ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year.
- (iii) The Directors have taken proper and sufficient care towards 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.
- (iv) The Directors have prepared the annual accounts on a going concern basis.
- (v) The Directors have laid down internal financial controls, which were adequate and operating effectively.
- (vi) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

**30. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

The Company is committed to provide a safe and conducive work environment to its employees. During the year under review, no case of sexual harassment was reported.

**31. ACKNOWLEDGEMENT**

Acknowledgement to all, with whose help, cooperation and hard work the Company is able to achieve its results.

For and on behalf of the Board of Directors  
SAVANI FINANCIALS LIMITED

<b>Deepa Tracy</b> Managing Director Din 00516615	<b>Suresh Mhatre</b> Director Din 00002856
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Place : Mumbai

Date : 27th May, 2016

**Form No. MGT-9****EXTRACT OF ANNUAL RETURN****As on the financial year ended on March 31, 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:**

i) CIN	L67120MH1983PLC031614
ii) Registration Date	21 <sup>st</sup> December 1983
iii) Name of the Company	SAVANI FINANCIALS LIMITED
iv) Category / Sub-Category of the Company	Company limited by shares/Indian Non Government Company
v) Address of the Registered office and contact details	91, Mantra House, Marol Co-Op. Industrial Estate M V Road, Andheri (East), Mumbai - 400059. Tel.: 022-67604100
vi) Whether listed company	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Private Limited E-2/3, Ansa Industrial Estate, Saki Vihar Road, Andheri (E), Mumbai – 400 072, Maharashtra, India Tel: 022-40430200

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

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

**III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares Held	Applicable Section
1	Not Applicable	—	—	—	—

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

##### i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
1) <b>Indian</b>									
a) Individual/HUF	20,91,050	—	20,91,050	52.28	20,91,050	—	20,91,050	52.28	Nil
b) Central Govt									
c) State Govt (s)									
d) Bodies Corp.	—	—	—	—	—	—	—	—	—
e) Banks / FI									
f) Any Other....									
<b>Sub-total (A) (1)</b>	<b>20,91,050</b>	<b>—</b>	<b>20,91,050</b>	<b>52.28</b>	<b>20,91,050</b>	<b>—</b>	<b>20,91,050</b>	<b>52.28</b>	<b>Nil</b>
2) <b>Foreign</b>									
a) NRIs – Individuals									
b) Other – Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any Other....									
<b>Sub-total (A) (2)</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>20,91,050</b>	<b>—</b>	<b>20,91,050</b>	<b>52.28</b>	<b>20,91,050</b>	<b>—</b>	<b>20,91,050</b>	<b>52.28</b>	<b>Nil</b>
<b>B. Public Shareholding</b>									
1. <b>Institutions</b>									
a) Mutual Funds	—	—	—	—	—	—	—	—	—
b) Banks / FI	—	—	—	—	—	—	—	—	—
c) Central Govt	—	—	—	—	—	—	—	—	—
d) State Govt(s)	—	—	—	—	—	—	—	—	—
e) Venture Capital Funds	—	—	—	—	—	—	—	—	—
f) Insurance Companies	—	—	—	—	—	—	—	—	—

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
g) FII's	—	—	—	—	—	—	—	—	—
h) Foreign Venture Capital Funds	—	—	—	—	—	—	—	—	—
i) Others (specify)	—	—	—	—	—	—	—	—	—
<b>Sub-total (B)(1):-</b>									
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	13,951	8,100	22,051	0.55	13,100	8,100	21,200	0.53	-0.02
ii) Overseas	—	—	—	—	—	—	—	—	—
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3,21,891	12,55,150	15,77,041	39.43	4,16,772	12,58,550	16,75,322	41.88	2.45
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1,12,958	55,000	1,67,958	4.20	26,408	44,000	70,408	1.76	-2.44
c) Others (specify)	21,500	1,20,400	1,41,900	3.54	21,620	1,20,400	1,42,020	3.55	0.01
<b>Sub-total (B)(2):-</b>									
<b>Total Public Shareholding (B)= (B)(1)+ (B)(2)</b>	<b>4,70,300</b>	<b>14,38,650</b>	<b>19,08,950</b>	<b>47.72</b>	<b>4,77,900</b>	<b>14,31,050</b>	<b>19,08,950</b>	<b>47.72</b>	<b>0.00</b>
<b>C) Shares held by Custodian for GDRs &amp; ADRs</b>	—	—	—	—	—	—	—	—	—
<b>Grand Total (A+B+C)</b>	<b>25,61,350</b>	<b>14,38,650</b>	<b>40,00,000</b>	<b>100.00</b>	<b>25,68,950</b>	<b>14,31,050</b>	<b>40,00,000</b>	<b>100.00</b>	<b>0.00</b>

## ii. Shareholding of Promoters

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Share holding at the end of the year			% Change during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1.	Deepa Kishor Tracy	10,45,525	26.14	0%	10,45,525	26.14	0%	0%
2.	Manish Jagdish Chaudhari	10,45,525	26.14	0%	10,45,525	26.14	0%	0%

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

Sl.		Shareholding at the beginning of the year		Cumulative Share holding of the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of Company
1.	At the beginning of the year	20,91,050	52.28%	20,91,050	52.28%
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer / bonus/ sweat equity etc.):	Nil		Nil	
3.	At the End of the year	20,91,050	52.28%	20,91,050	52.28%

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

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 01.04.2015		Date wise Increase/Decrease in Shareholding during the year				Cumulative Shareholding during the year		Shareholding at the end of the year 31.03.2016	
	No. of shares	% of total shares of the Company	Date	No. of shares	% of total shares of the Company	Reason	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1. Chandrakant M. Shah	44,000	1.1000	-	-	-	-	-	-	44,000	1.1000
2. Rahul Anantrai Mehta	25,458	0.6365	08.01.16	350	0.0087	Purchase	25808	0.6452	26,408	0.6602
			29.01.16	400	0.01	Purchase	26208	0.6552		
			12.02.16	200	0.005	Purchase	26408	0.6602		



For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 01.04.2015		Date wise Increase/Decrease in Shareholding during the year				Cumulative Shareholding during the year		Shareholding at the end of the year 31.03.2016	
	No. of shares	% of total shares of the Company	Date	No. of shares	% of total shares of the Company	Reason	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
3. Pramodbhai B. Goradia	20,000	0.5000	-	-	-	-	-	-	20,000	0.5000
4. Harshadbhai P. Goradia	20,000	0.5000	-	-	-	-	-	-	20,000	0.5000
5. Nainaben P. Goradia	17,500	0.4375	-	-	-	-	-	-	17,500	0.4375
6. Kiranbhai H. Goradia	17,500	0.4375	-	-	-	-	-	-	17,500	0.4375
7. Jitesh Shah	12,500	0.3125	-	-	-	-	-	-	12,500	0.3125
8. Nilesh Mohanbhai Patel	12,500	0.3125	-	-	-	-	-	-	12,500	0.3125
9. Chandrakant M. Shah	11,000	0.2750	-	-	-	-	-	-	11,000	0.2750
10. Kalpana Rajnikant Shah	10,000	0.2500	-	-	-	-	-	-	10,000	0.2500

**V. Shareholding of Directors and Key Managerial Personnel :**

Sl.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Share holding of the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of Company
1.	<b>Deepa Kishor Tracy</b>				
	At the beginning of the year	<b>10,45,525</b>	<b>26.14</b>	<b>10,45,525</b>	<b>26.14</b>
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase / Decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil		Nil	
	At the End of the year	<b>10,45,525</b>	<b>26.14</b>	<b>10,45,525</b>	<b>26.14</b>
2.	<b>Manish Jagdish Chaudhari</b>				
	At the beginning of the year	<b>10,45,525</b>	<b>26.14</b>	<b>10,45,525</b>	<b>26.14</b>
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase / Decrease (e.g.allotment/transfer / bonus/ sweat equity etc.)	Nil		Nil	
	At the End of the year	<b>10,45,525</b>	<b>26.14</b>	<b>10,45,525</b>	<b>26.14</b>

None of the other Directors and Key Managerial Personnel of the company were / are holding any shares in the company. Hence their names have not been included in the above table.

**V. INDEBTEDNESS**

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

The Company has no amounts outstanding / accrued in respect of Principal / Interest during the year under review.

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

The Company has not paid any remuneration to its Managing Director, Whole-Time Directors and/or Manager, Other Directors and key managerial personnel other than MD/Manager/WTD.

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES**

There have been no penalties/punishments/compounding of offences under Companies Act, 2013.

Place: Mumbai

Date: 27th May, 2016

For and on behalf of the Board of Directors

**Deepa Tracy**  
Managing Director

**Suresh Mhatre**  
Director

DIN: 00516615

DIN: 00002856

## MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

### 1. INDIAN ECONOMY AND OUR BUSINESS OPERATIONS:

It is believed that the Indian Economy has started healing itself in the Financial Year 2014-15 and the financial sector is likely to register growth rate of over 7%. India's financial sector is diversified comprising of entities such as commercial banks, co-operatives, mutual funds, non-banking finance companies etc.

Our Company is a medium size Non-Banking Financial Services Company engaged in the sole business segment of financials services. The regulatory changes for NBFCs by the Reserve Bank of India and the decline in interest rates will be an important trigger for the markets.

During the year, the Company has earned interest income on its investments aggregating to Rs. 19.50 lacs. The Company is looking for various opportunities and avenues to consolidate its business plan and making its best efforts to explore new opportunities and avenues..

### 2. BUSINESS SEGMENTS:

The Company is engaged only in business of financial services and accordingly there are no separate reportable segments.

### 3. THREATS, RISKS AND CONCERNS:

In financial services business, effective risk management has become very crucial. As an NBFC, your Company is exposed to various risks. Globalization, increased competition, market volatility and an increasingly stringent regulatory framework have exposed the companies to newer threats and risks. The Company has in place suitable mechanisms to effectively reduce such risks. All these risks are continuously analysed and reviewed by the management through an effective information system.

### 4. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACIES:

The Company has in place adequate internal control systems and procedures commensurate with its size and nature of business. The systems are designed to ensure that the financial and other records are reliable for preparing financial statements. The internal control systems are supplemented by periodical reviews. The review includes adherence to the management policies, safeguarding the assets of the Company and ensuring preparation of timely and accurate financial information.

### 5. COMPANY FINANCIAL PERFORMANCE AND ANALYSIS:

	Year ended 31 <sup>st</sup> March, 2016	(Rs. in lacs) Year ended 31 <sup>st</sup> March, 2015
Gross Profit after interest but before depreciation, taxation and exceptional item	9.44	7.12
Depreciation	—	—
Net Profit before tax	9.44	7.12
Less : Income Tax	—	—
Net Profit after tax	9.44	7.12
Add : Balance brought forward	<b>(551.73)</b>	<b>(558.85)</b>
Balance Carried Forward	<b>(542.29)</b>	<b>(551.73)</b>

### 6. CAUTIONARY STATEMENTS:

In this report on management discussion and analysis describing the Company positions and expectations may be "forward looking statements" within the meaning of applicable laws or regulation. These statements are based on certain assumptions and expectations of future events. Actual results could defer materially from those expressed or implied. The Company assures no responsibility in respect of forward looking statements herein which may undergo changes in future on the basis of subsequent development, information or events.

For and on behalf of the Board of Directors

**Deepa Tracy**  
Managing Director  
DIN: 00516615

**Suresh Mhatre**  
Director  
DIN: 00002856

Place: Mumbai

Date: 27th May, 2016

FORM NO. MR-3  
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016

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

To

The Members of Savani Financials Limited  
91, Mantra House,  
Marol Co-Op Industrial Estate,  
M. V. Road, Andheri (East),  
Mumbai – 400 059.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Savani Financials 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, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 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.

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:

- 1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not Applicable to the Company during the Audit Period)**;
- 5) 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 (upto 14th May 2015) and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective 15th May 2015);
  - 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/ the Securities and Exchange Board of India (Share

- Based Employee Benefits) Regulations, 2014 (effective 28th October 2014) **(Not Applicable to the Company during the Audit Period)**;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company during the Audit Period)**;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(Not Applicable to the Company during the Audit Period)**;
  - 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)**;
- 6) NBFC Rules, Regulations, guidelines and directions issued by the Reserve Bank of India as are applicable to Non deposit taking NBFC, which are specifically applicable to the Company.

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

- a) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (effective from 1st July 2015)
- b) The Listing Agreements entered into by the Company with Stock Exchanges / the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective from 1st December 2015);

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

- 1) The Company is yet to register with at least one Credit Information Company as mandated in Circular DNBS(PD).CC.No. 200/03.10.001/ 2010-11 dated September 17, 2010 read with Circulars DNBS(PD).CC.No. 407/03.10.01/ 2014-15 dated August 20, 2014 and DNBR(PD).CC.No. 019/03.10.01/ 2014-15 dated February 6, 2015.
- 2) The Company does not have a Chief Financial Officer as mandated under Section 203 of the Companies Act, 2013.
- 3) The Company does not have an Internal Auditor as mandated under Section 138 of the Companies Act, 2013.
- 4) The Company has not intimated to the Stock Exchanges about the Code of practices and procedures for fair disclosure of unpublished price sensitive information.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director. There were no changes in the composition of the Board of Directors during the period under review.

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.

Majority decisions are carried through. There is no dissenting view of members to capture and record as part of the minutes.

We further report that based on review of compliance mechanism established by the Company and on the basis of Management Representation Letter received from the Company, we are of the opinion 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, no major action having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. has taken place.

**For Sanjay Sangani & Co.  
Company Secretaries**

**Sanjay H. Sangani**

Proprietor

M.No. : FCS 4090

C.P. No.: 3847

Mumbai, 27th May 2016

**Note:**

This report is to be read with Annexure - A to this report which forms an integral part of this report.

**ANNEXURE - A**

To

The Members of Savani Financials Limited  
91, Mantra House,  
Marol Co-Op Industrial Estate,  
M. V. Road, Andheri (East),  
Mumbai – 400 059.

Our report of even date is to be read along with this Annexure:

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Sanjay Sangani & Co.  
Company Secretaries**

**Sanjay H. Sangani**

Proprietor

M.No. : FCS 4090

C.P. No.: 3847

Mumbai, 27th May 2016

**INDEPENDENT AUDITORS' REPORT**

TO THE MEMBERS OF  
SAVANI FINANCIALS LIMITED

**Report on the Standalone Financial Statements**

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

**Management's Responsibility for the Standalone Financial Statements.**

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. 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 thereunder.
5. 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.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the 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.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Opinion**

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

9. 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" - a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has no pending litigations as at 31<sup>st</sup> March, 2016;
  - 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 SCA AND ASSOCIATES  
Chartered Accountants  
Firm Regn. No. 101174W**

**Samir Gaglani**

Partner

(Membership No.117496)

Place : Mumbai

Date : 27<sup>th</sup> May, 2016

**"ANNEXURE A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SAVANI FINANCIALS LIMITED**

- i) The company has no Fixed Assets during the year hence, the requirements of clause 3(i) (a) to (c) are not applicable to the company.
- ii) In respect of its inventories:

The company has not carried any inventory during the year. Accordingly clauses 3(ii) of the Order are not applicable.
- iii) According to the information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act. Accordingly the clauses 3(iii) (a) to (c) of the Order are not applicable;
- iv) According to the information and explanations given to us, the Company has no loans, investments and guarantees covered by the provisions of section 185 and 186 of the Companies Act 2013. Accordingly the clause 3(iv) is not applicable to the company.



- v) The Company has not accepted any deposit from public. We are informed by the management that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal.
- vi) We are informed that the Central Government has not prescribed the maintenance of Cost records pursuant to the rules made under section 148 (1) of the Act, 2013.
- vii) a) The company is regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales-Tax, Wealth Tax, Service Tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with appropriate authorities, where applicable. According to the information and explanations given to us, there are no undisputed amounts payable in respect of such statutory dues which have remained outstanding as at 31st March, 2016 for a period of more than six months from the date they became payable.
- b) According to the records of the company, there are no dues outstanding in respect of income-tax, sales-tax, wealth-tax, service tax, duty of customs, duty of excise, value added tax and cess on account of any dispute.
- viii) The company does not have any borrowings from Financial Institutions or bank or by way of debentures.
- ix) The Company has neither raised money by way of initial public offer nor the Company has obtained any term loans. Accordingly, the clauses 3(ix) of the Order is not applicable.
- x) On the basis of our examination and according to the information and explanations given to us, no fraud by the Company or any fraud on the company by its officers or employees has been noticed or reported during the year, nor have we been informed of any such case by the management.
- xi) On the basis of our examination and according to the information and explanations given to us, the company has not paid managerial remuneration, accordingly the provisions of section 197 read with schedule V of the Companies Act, 2013 are not applicable.
- xii) In our opinion, the company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the company.
- xiii) According to the information and explanations given to us, the Company has not dealt in any transactions with the related parties, therefore provisions of Section 188 and 177 of the Companies Act 2013 are not applicable to the Company.
- xiv) According to the information and explanations given to us, the Company has not made any preferential allotment / private placement of shares or fully or partly convertible debenture during the year under review. Accordingly, the requirements of Section 42 of the Companies Act, 2013 are not applicable.
- xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with the directors or persons connected with him. Accordingly, provisions of Section 192 of the Companies Act 2013 are not applicable.
- xvi) The Company being a Non-Banking Financial Company (NBFC), is registered with Reserve Bank of India (RBI), as per the requirements of Section 45-IA of the Reserve Bank of India Act, 1934.

**For SCA AND ASSOCIATES**  
Chartered Accountants  
Firm Regn. No. 101174W

(Samir Gaglani)  
Partner  
Mem. No. 117496

Place : Mumbai  
Date : 27th May, 2016

**“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SAVANI FINANCIALS LIMITED**

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

We have audited the internal financial controls over financial reporting of **SAVANI FINANCIALS LIMITED** (“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 Institute of Chartered accountants of India and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

**Meaning of Internal Financial Controls Over Financial Reporting**

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

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

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

**For SCA AND ASSOCIATES**

Chartered Accountants  
Firm Regn. No. 101174W

(Samir Gaglani)  
Partner

Mem. No. 117496

Place : Mumbai  
Date : 27th May, 2016

**BALANCE SHEET AS AT 31ST MARCH, 2016**

Rupees

	Note No.	March 31, 2016	March 31, 2015
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	40,000,000	40,000,000
Reserves & Surplus	3	(20,370,737)	(21,314,765)
		<u>19,629,263</u>	<u>18,685,235</u>
<b>Current Liabilities</b>			
Other Current Liabilities	4	38,902	35,773
Total		<u>19,668,165</u>	<u>18,721,008</u>
<b>ASSETS</b>			
<b>Non -Current Assets</b>			
Long Term Loans and Advances	5	152,466	157,506
<b>Current Assets</b>			
Cash and Bank Balances	6	19,311,017	18,359,125
Other Current Assets	7	204,682	204,377
		<u>19,515,699</u>	<u>18,563,502</u>
Total		<u>19,668,165</u>	<u>18,721,008</u>

See Accompanying Notes to the Financial Statements

This is the Balance Sheet referred to in our report of even date

**For SCA and Associates**

Chartered Accountants

**(SAMIR GAGLANI)**

Partner

Mumbai, Dated 27th May, 2016

**Deepa Tracy**

Managing Director

Mumbai, Dated 27th May, 2016

**Suresh Mhatre**

Director

**Prafal Sheth**

Company Secretary

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

		Rupees	
	Note No.	2015-2016	2014-2015
<b>INCOME</b>			
Revenue from Operations	8	1,949,657	1,575,056
Other Income	9	7,084	55,223
<b>Total Revenue</b>		<b>1,956,741</b>	1,630,279
<b>EXPENSES</b>			
Other Expenses	10	1,012,713	918,364
<b>Total Expenses</b>		<b>1,012,713</b>	918,364
<b>PROFIT BEFORE TAXATION</b>		<b>944,028</b>	711,915
Tax Expense:			
Current Tax		-	-
Excess Provision of Earlier Years		-	-
		-	-
<b>PROFIT FOR THE YEAR</b>		<b>944,028</b>	711,915
<b>Earnings Per Equity Share in Rupees</b>			
Basic and Diluted		<b>0.24</b>	0.18
See Accompanying Notes to the Financial Statements			

This is the Statement of Profit and Loss referred to in our report of even date

**For SCA and Associates**  
Chartered Accountants

**(SAMIR GAGLANI)**  
Partner

Mumbai, Dated 27th May, 2016

**Deepa Tracy**  
Managing Director

Mumbai, Dated 27th May, 2016

**Suresh Mhatre**  
Director

**Praful Sheth**  
Company Secretary

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

	Rupees	
	2015-2016	2014-2015
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
NET PROFIT BEFORE TAX	944,028	711,915
Adjustments for :		
Trade and Other Receivables	(305)	19,940
Trade and Other Payables	3,129	(103,973)
	<u>2,824</u>	(84,033)
	<u>946,852</u>	627,882
Less: Direct Taxes paid	5,040	139,344
<b>CASH GENERATED FROM OPERATIONS</b>	<u>951,892</u>	767,226
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>	-	-
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES</b>	-	-
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	<u>951,892</u>	767,226
CASH AND CASH EQUIVALENTS AT THE CLOSE OF THE YEAR	<u>19,311,017</u>	18,359,125
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>18,359,125</u>	17,591,899
	<u><u>951,892</u></u>	<u><u>767,226</u></u>

This is the Cash Flow statement referred to in our report of even date

### For SCA and Associates

Chartered Accountants

**(SAMIR GAGLANI)**

Partner

Mumbai, Dated 27th May, 2016

**Deepa Tracy**

Managing Director

Mumbai, Dated 27th May, 2016

**Suresh Mhatre**

Director

**Praful Sheth**

Company Secretary

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016****NOTE 1: SIGNIFICANT ACCOUNTING POLICIES****Basis of Accounting**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on accrual basis under the historical cost convention.

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 Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company has determined its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

**Use of Estimates**

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and reported amount of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognised in the period in which the results are known / materialised.

**Revenue Recognition**

- a) Lease Rentals and Lease Management Fees arising out of Lease Agreements and Hire Charges and Documentation Fees arising out of the Hire Purchase Agreements are recognized as income in accordance with the terms of the agreements entered into with the lessees / hirers or as rescheduled from time to time.

Lease rental income on Lease Agreements executed on or after 1st April, 1995 is recognized on the basis of the implicit rate of return, the difference between the capital recovery and the depreciation being accounted as Lease Adjustment Account.

However, income on non-performing assets identified in accordance with the guidelines issued by the Reserve Bank of India is recognized on realization in cash or in kind.

- b) Delayed payment charges are recognised on realisation.
- c) Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.
- d) All other incomes and expenditures are accounted on accrual basis.

**Fixed Assets**

Tangible Fixed Assets are stated at cost or revalued amounts, as the case may be, less accumulated depreciation, lease adjustment account and provision for impairment, if any. The cost includes expenditure incurred in the acquisition and construction / installation and other related expenses in bringing the asset to working condition for its intended use. In respect of qualifying assets, related pre operational expenses including borrowing costs are also capitalised. In case of revaluation of fixed assets, the original cost as written up by the valuer, is considered in the account and the differential amount is transferred to revaluation reserve.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016****Depreciation**

Depreciation on Tangible Fixed Assets has been provided on Straight Line Method based on the revised useful life of the asset at the rates and in the manner prescribed in Schedule II to the Companies Act, 2013 on prorata basis from the date of additions and/or disposal.

**Investments**

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at lower of cost or fair value. Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

**Provision for Doubtful Debts**

All receivables, loans and advances including assets under lease/hire purchase agreements are classified and provision for doubtful debts is made in accordance with the guidelines issued by the Reserve Bank of India.

**Income Taxes**

Tax expense comprises both current and deferred taxes. Current Tax is provided on the taxable income using the applicable tax rates and tax laws. Deferred tax assets and liabilities arising on account of timing difference and which are capable of reversal in subsequent periods are recognised using the tax rates and tax laws that have been enacted or substantively enacted. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. If the company has carry forward unabsorbed depreciation and tax losses, deferred Tax assets are recognised only to the extent there is a virtual certainty supported by convincing evidence that sufficient taxable income will be available against which such deferred tax assets can be realised.

Minimum Alternative Tax credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period.

**Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

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

**Provisions and Contingent Liabilities**

The Company recognises a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognised nor disclosed in the financial statements.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

	Rupees	
	March 31, 2016	March 31, 2015
<b>NOTE 2: SHARE CAPITAL</b>		
Authorised		
1,00,00,000 Equity Shares of Rs.10 each	100,000,000	100,000,000
25,00,000 Redeemable Preference Shares of Rs.10 each	25,000,000	25,000,000
	<u>125,000,000</u>	<u>125,000,000</u>
<b>Issued, Subscribed and Fully Paid-up</b>		
40,00,000 Equity Shares of Rs.10 each, fully paid up	40,000,000	40,000,000
	<u>40,000,000</u>	<u>40,000,000</u>
<b>Reconciliation of Equity shares outstanding as at the end of the year;</b>	<b>No. of shares</b>	<b>No. of shares</b>
As at the beginning of the year	4,000,000	4,000,000
As at the end of the year	4,000,000	4,000,000
<b>Terms/ Rights attached to the Share Capital;</b>		
The company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.		
<b>Details of Shareholders holding more than 5 percent of the shares;</b>		
<b>In respect of Equity Shares;</b>	<b>March 31, 2016</b>	<b>March 31, 2015</b>
<b>Name of the Shareholder</b>	<b>No. of Shares held</b>	<b>No. of Shares held</b>
Mrs. Deepa Tracy	1,045,525	1,045,525
Mr. Manish Chaudhari	1,045,525	1,045,525
<b>NOTE 3: RESERVES AND SURPLUS</b>		
<b>Share Premium Account</b>		
As per last Account	33,208,100	33,208,100
<b>Special Reserve (under Section 45 - IC of the Reserve Bank of India Act, 1934)</b>		
As per last Account	650,000	650,000
<b>Surplus / (Deficit) in the Statement of Profit &amp; Loss</b>		
As per last Account	(55,172,865)	(55,884,780)
Profit/(Loss) for the year	944,028	711,915
<b>Net surplus/deficit in the Statement of Profit &amp; Loss</b>	<u>(54,228,837)</u>	<u>(55,172,865)</u>
	<u>(20,370,737)</u>	<u>(21,314,765)</u>

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

	Rupees	
	March 31, 2016	March 31, 2015
<b>NOTE 4: OTHER CURRENT LIABILITIES</b>		
Other Payables:		
Sundry Creditors For Expenses	28,725	28,310
Withholding taxes	10,177	7,463
(There are no amounts due and payable to the Investor Education and Protection Fund)	<u>38,902</u>	<u>35,773</u>
<b>NOTE 5: LONG TERM LOANS AND ADVANCES</b>		
Income-tax (Net of Provision)	152,466	157,506
	<u>152,466</u>	<u>157,506</u>
<b>NOTE 6: CASH AND BANK BALANCES</b>		
<b>Cash and Cash Equivalents</b>		
Cash on hand	31,405	47,252
Balances with Bank		
In Current Accounts	4,729,613	1,511,873
	<u>4,761,018</u>	1,559,125
Other Bank Balances:		
In Deposit Accounts	14,549,999	16,800,000
	<u>19,311,017</u>	<u>18,359,125</u>
<b>NOTE 7 : OTHER CURRENT ASSETS</b>		
(Unsecured - Considered Good)		
Prepaid Expenses	39	8,561
Accrued Interest on Fixed Deposits	204,643	195,816
	<u>204,682</u>	<u>204,377</u>

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

	Rupees	
	2015-16	2014-2015
<b>NOTE 8: REVENUE FROM OPERATIONS</b>		
Interest on Bank Deposits	1,524,657	1,575,056
Other Operating Income		
Legal Compensation/Settlement Claims	425,000	—
	<u>1,949,657</u>	<u>1,575,056</u>
<b>NOTE 9: OTHER INCOME</b>		
Interest on Income Tax Refund	7,084	17,160
Sundry balances written back	—	38,063
	<u>7,084</u>	<u>55,223</u>
<b>NOTE 10: OTHER EXPENSES</b>		
Rates and Taxes	1,640	120
Printing and stationery	98,321	105,374
Travelling and conveyance	11,750	6,135
Advertisement	59,376	83,376
Communication expenses	242,744	288,871
Listing and Registration Fees	310,167	185,999
Demat charges	545	365
Membership and Subscription	20,610	20,773
Legal & Professional Charges	170,990	127,236
Filing fees	11,400	23,400
Auditors' Remuneration:		
Audit fee	23,228	22,472
Other Services (certification fees)	5,807	5,618
	<u>29,035</u>	<u>28,090</u>
Miscellaneous Expenses	56,135	48,625
	<u>1,012,713</u>	<u>918,364</u>

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

## NOTE 11: OTHER ADDITIONAL NOTES / INFORMATION

A The Company has unabsorbed depreciation and carried forward losses under tax laws. In absence of virtual certainty of sufficient future taxable income, net deferred tax asset has not been recognized by way of prudence in accordance with Accounting Standard (AS – 22) “Accounting for Taxes on Income” issued by Institute of Chartered Accountants of India.

		Rupees	
		March 31, 2016	March 31, 2015
B Earnings Per Share:			
Profit after taxation, refund of income tax and before Exceptional Item	(Rs.)	<b>944,028</b>	711,915
Profit after taxation, refund of income tax and Exceptional Item	(Rs.)	<b>944,028</b>	711,915
Number of Equity Shares (Face Value Rs.10/-)		<b>4,000,000</b>	4,000,000
Earning Per Share in Rupees - Basic and Diluted			
Before Exceptional Item		<b>0.24</b>	0.18
After Exceptional Item		<b>0.24</b>	0.18

C The Company does not have any foreign currency exposures

D In the opinion of the management the company is engaged only in the business of providing financials services and accordingly there are no separate reportable segments as per Accounting Standard-17 dealing with segment reporting.

E The Company does not have any transactions with related parties as per the Accounting Standard-18 ‘Related Party Disclosures’.

F Previous years figures have been regrouped/ reclassified wherever necessary to conform to the current years’ presentation.

Signatures to the Notes to the Financial Statements which form an integral part of the Financial Statements.

As per our attached Report of even date

**For SCA and Associates**  
Chartered Accountants

**(SAMIR GAGLANI)**  
Partner

Mumbai, Dated 27th May, 2016

**Deepa Tracy**  
Managing Director

Mumbai, Dated 27th May, 2016

**Suresh Mhatre**  
Director

**Praful Sheth**  
Company Secretary

**Schedule to the Balance Sheet of a Non-Banking Financial Company**  
(as required in terms of Paragraph 9BB of Non-Banking Financial Companies  
Prudential Norms (Reserve Bank) Directions, 1998)

Rs. in Lacs

Particulars	Amount Outstanding	Amount Overdue
<b>LIABILITIES SIDE:</b>		
1) Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid :		
(a) Debentures : Secured	-	-
: Unsecured (Other than falling within the meaning of public deposits*)	-	-
(b) Deferred Credits	-	-
(c) Term Loans <i>from Banks</i> #	-	-
(d) Inter-corporate loans and borrowing	-	-
(e) Commercial Paper	-	-
(f) Public Deposits*	-	-
(g) Other Loans (specify nature)		
Security Deposits Against Lease/Hire Purchase Agreements	-	-
* please see Note 1 below		
2) Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):		
(a) In the form of Unsecured debentures	-	-
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security.	-	-
(c) Other public deposits	-	-
* please see Note 1 below		
<b>ASSETS SIDE :</b>		
	Amount Outstanding	
3) Break-up of Loans and Advances including bill receivables (other than those included in (4) below):		
(a) Secured	-	
(b) UnSecured	-	

**Schedule to the Balance Sheet of a Non-Banking Financial Company**  
(as required in terms of Paragraph 9BB of Non-Banking Financial Companies  
Prudential Norms (Reserve Bank) Directions, 1998)

	Amount Outstanding
4) Break-up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities	
(i) Lease assets including lease rentals under sundry debtors:	
(a) Financial lease	—
(b) Operating lease	—
(ii) Stock on hire including hire charges under sundry debtors:	
(a) Assets on hire	—
(b) Repossessed Assets	—
(iii) Hypothecation loans counting towards EL/HP activities :	
(a) Loans where assets have been repossessed	—
(b) Loans other than (a) above	—
5) Break-up of Investments :	
<i>Current Investments :</i>	
(i) Quoted :	
(i) Shares : (a) Equity	—
(b) Preference	—
(ii) Debentures and Bonds	—
(iii) Units of mutual funds	—
(iv) Government securities	—
(v) Others (please specify)	—
(ii) Unquoted :	
(i) Shares : (a) Equity	—
(b) Preference	—
(ii) Debentures and Bonds	—
(iii) Units of mutual funds	—
(iv) Government securities	—
(v) Others (please specify)	—

**Schedule to the Balance Sheet of a Non-Banking Financial Company**  
(as required in terms of Paragraph 9BB of Non-Banking Financial Companies  
Prudential Norms (Reserve Bank) Directions,1998)

	Amount Outstanding
<i>Long Term Investments :</i>	
(i) Quoted :	
(i) Shares : (a) Equity	—
(b) Preference	—
(ii) Debentures and Bonds	—
(iii) Units of mutual funds	—
(iv) Government securities	—
(v) Others (please specify)	—
(ii) Unquoted :	
(i) Shares : (a) Equity	—
(b) Preference	—
(ii) Debentures and Bonds	—
(iii) Units of mutual funds	—
(iv) Government securities	—
(v) Others (please specify)	—

6) Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances :  
Please see Note 2 below

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties **			
(a) Subsidiaries	—	—	—
(b) Companies in the same group	—	—	—
(c) other related parties	—	—	—
2. Other than Related Parties	—	—	—
<b>Total</b>	—	—	—

**Schedule to the Balance Sheet of a Non-Banking Financial Company**  
(as required in terms of Paragraph 9BB of Non-Banking Financial Companies  
Prudential Norms (Reserve Bank) Directions, 1998)

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

Please see Note 3 below

Category	Market value/Break-up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties **		
(a) Subsidiaries	–	–
(b) Companies in the same group	–	–
(c) other related parties	–	–
2. Other than Related Parties	–	–
<b>Total</b>	<b>–</b>	<b>–</b>

**8) Other information**

Particulars	Amount
(i) Gross Non-Performing Assets	–
(a) Related Parties	–
(b) Other than related Parties	–
(ii) Net Non-Performing Assets	–
(a) Related Parties	–
(b) Other than related Parties	–
(iii) Asset acquired in satisfaction of debt	–

**Notes:**

- As defined in Paragraph 2(1) (xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (5) above.

For and on behalf of the Board of Directors

Deepa Tracy  
Managing Director

Suresh Mhatre  
Director

Praful Sheth  
Company Secretary

Mumbai, Dated 27th May, 2016





**SAVANI FINANCIALS LIMITED**

Corporate Identification No. (CIN) - L67120MH1983PLC031614

**Registered Office:** 91, Mantra House, Marol Co-Op. Industrial Estate M.V. Road, Andheri (E), Mumbai-400 059.  
Tel: 67604100 • Fax : 28561540 • Email :info@savanifinancials.co.in • www.savanifinancials.co.in

**ATTENDANCE SLIP**

Regd. Folio No. \_\_\_\_\_

\*\*D.P. I.D. \_\_\_\_\_

\*\*Client I.D. \_\_\_\_\_

**THIRTY-SECOND ANNUAL GENERAL MEETING - 28<sup>TH</sup> SEPTEMBER, 2016**

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the Thirty-Second Annual General Meeting of the Company held on Wednesday, 28<sup>th</sup> September, 2016 at 11.15 a.m. at 21, Marol Co-Op. Industrial Estate, M.V. Road, Andheri (East), Mumbai – 400059.

\_\_\_\_\_  
\*Member's/Proxy's Name in Block Letter

\_\_\_\_\_  
Member's/Proxy's Signature

**Note:**

- 1. Member/Proxy must bring the Attendance Slip to the Meeting and hand it over, duly signed, at the registration counter.
- 2. The Copy of the Notice may please be brought to the Meeting Hall.
- \* **Strike out whichever is not applicable.**
- \*\* **Applicable only in case of investors holding shares in Electronic form.**



**SAVANI FINANCIALS LIMITED**

Corporate Identification No. (CIN) - L67120MH1983PLC031614

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**PROXY FORM**

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

Name of the Member(s) : \_\_\_\_\_

Registered address : \_\_\_\_\_

Email ID : \_\_\_\_\_ Folio No. /Client ID no. : \_\_\_\_\_ D.P. ID No. \_\_\_\_\_

I/We being a member(s) of \_\_\_\_\_ (no. of shares) shares of Savani Financials Limited, hereby appoint:

1. Name : \_\_\_\_\_ Email Id : \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

Or failing him

2. Name : \_\_\_\_\_ Email Id : \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

Or failing him

3. Name : \_\_\_\_\_ Email Id : \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

As my/our Proxy to attend and vote (on a poll) for me/us as on my/our behalf at the **Thirty-Second Annual General Meeting** of the Company to be held on Wednesday, 28<sup>th</sup> September 2016, at 11.15 a.m. at 21, Marol Co-operative Industrial Estate, M.V. Road, Andheri (East), Mumbai 400 059 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against
<b>Ordinary Business</b>			
1.	Adoption of Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2016, and the Reports of the Board of Directors and the Auditors thereon.		
2.	To appoint a director in place of Mrs. Deepa Tracy (DIN 00516615), who retires by rotation and being eligible, offers herself for re-appointment.		
3.	Ratifying appointment of M/S. SCA and Associates, Chartered Accountants as Statutory Auditors.		
<b>Special Business</b>			
4.	Determining fees for delivery of documents through particular mode to any member.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

**Note:**

1. Appointing Proxy does not prevent a member from attending in person if he so wishes.
2. Proxy form, complete in all respects, should reach the Company's Registered Office at 91, Mantra House, Marol Co. Op Industrial Estate M.V. Road, Andheri(E), Mumbai – 400059, not less than 48 hours before the scheduled time of the meeting.
3. This is only optional. Please put '✓' in the appropriate column against the resolutions indicated in the box. If you leave the For or Against column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

\*\* Applicable only in case of investors holding shares in Electronic form.

Affix Revenue Stamp
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\_\_\_\_\_  
Signature of  
Shareholder

# ROAD MAP TO REACH THE VENUE OF AGM



