

SHARP INVESTMENTS LIMITED

Regd Office: 33/1, N.S. ROAD, MARSHALL HOUSE, ROOM NO.863,8TH FLOOR, KOLKATA – 700001

CIN: L65993WB1977PLC031241

Phone: 033-40669225

Email: smn1098@rediffmail.com, Website: www.sharpinvestmentsltd.com

(ANNEXURE TO THE NOTICE FOR THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 25TH SEPTEMBER, 2017)

1. Name & Registered Address
of Sole/First named Member:
2. Joint Holders Name (If any) :
3. Folio No. / DP ID & Client ID :
4. No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of 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 Requirement) Regulation, 2015 , the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Monday, 25th September, 2017 at 10.30 A.M. at Sardarshahr Parishad, 11, Dr. Rajendra Prasad Sarani, 5th Floor, Kolkata - 700001 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No./Password
170829025		

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

Remote e-Voting Start On	Remote e-Voting End On
22 nd September, 2017 at 10.00 A.M.	24 th September, 2017 at 05.00 P.M.

Please read the instructions mentioned in the Notice before exercising your vote.

By Order of the Board
For Sharp Investments Limited
Sagarmal Nahata
Managing Director
(DIN: 00307611)

Place: Kolkata

Date : 21.08.2017

Encl: AGM Notice/Attendance Slip/Proxy Form/Ballot-Form/Annual Report

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NOTICE

Notice is hereby given that the Annual General Meeting of the SHARP INVESTMENTS LIMITED will be held on 25th September, 2017 at 10.30 A.M. at Sardarshahr Parishad, 11, Dr. Rajendra Prasad Sarani, 5th Floor, Kolkata – 700001 to transact the following business:

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ORDINARY BUSINESS:

1. To receive, consider and adopt Financial Statements of the Company for the year ended March 31, 2017 including the Audited Balance Sheet as March 31, 2017, the statement of Profit & Loss for the Year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sujit Kumar Panda (DIN 06873319), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) Messrs A. Balasaria & Co. (FRN:319300E) be and are hereby appointed as Statutory Auditors of the Company in place of Messrs C. Ghatak & Co., the retiring Auditors, for a period of 5 consecutive years from the conclusion of the Annual General Meeting for the year 2017 till the conclusion of Annual General Meeting for the year 2022 to audit the Financial Statements of the Company from Financial Year 2017-18, subject to ratification of their appointment at every intervening Annual General Meeting held after this Annual General Meeting on such remuneration excluding applicable taxes and out of pocket expenses as may be mutually agreed between Messrs A. Balasaria & Co. and the Board of Directors of the Company.”

Regd. Office:
33/1, N.S. Road,
Marshall House,
Room No. 863,
Kolkata – 700001
Date: 30.05.2017

By order of the Board of Directors
For Sharp Investments Ltd.
Sd/- Sagarmal Nahata
MANAGING DIRECTOR

SHARP INVESTMENTS LIMITED

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NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself and such proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) who are holding, in the aggregate, not more than ten percent of the total share capital of the Company.

The enclosed proxy form, if intended to be used, should reach the registered office of the Company duly completed not less than forty eight hours before the scheduled time of the meeting.

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

3. The Register of Members and Share Transfer Books shall remain closed from 19th September, 2017 to 25th September, 2017 (both days inclusive).

4. Please bring your copy of the annual report to the meeting as the Company would not provide any copy at the venue of the AGM.

5. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses, if any, set out above is annexed hereto.

6. All documents referred to in the notice are open for inspection at the registered office of the Company between 11.00 am to 1.00 pm on any working day prior to the date of the meeting and will also be available at the meeting venue on the date of the meeting.

7. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least ten days in advance of the Annual General Meeting.

8. Information under SEBI new Listing Agreement with the Stock Exchanges in respect of Directors seeking appointment/re-appointment at the Annual General Meeting is given hereinafter.

9. Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their Depository Participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the members.

10. Members holding shares in physical form are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company/RTA.

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11. Members who have not so encashed their dividend warrants for the past financial years are requested to approach the Registrars for revalidation of unclaimed dividend warrants.

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 are requested to submit their PAN details to the Company.

13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.

14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

15. The Ministry of Corporate Affairs (MCA) has come out with a Circular Nos 17/2011 dated 21/04/2011 & 18/2011 dated 29/04/2011 propagating "Green Initiative " encouraging Corporate to serve documents through electronic mode. In order to above, those shareholders, who want the Annual Report in electronic mode, are requested to send their e- mail address.

16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e- mail address either with the company or with the Depository. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant (s) only. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email ids are registered with the Company or the Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM Payment of dividend, if any approved by the members of ensuing Annual General Meeting will be made through ECS/ NECS mandatory, and the dividend amount would be directly credited to the Member's respective bank accounts.

17. Shareholders are requested to give us their valuable suggestions for improvement of our investor services.

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18. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of 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 Requirement) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The process and manner for remote e-voting are as under:
 - (i) The remote e-voting period commences on 22nd September, 2017 (10:00 am) and ends on 24th September, 2017 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (iii) Click on “Shareholders” tab.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• 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 sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none">• Please Enter the DOB or Bank Account Number in order to Login.• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant Company Name i.e. < SHARP INVESTMENTS LIMITED> on which you choose to vote.

(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

19. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at cschetnagupta@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 23rd September, 2017 upto 5:00 pm without which the vote shall not be treated as valid.

20. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th September, 2017.

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21. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 11th August, 2017.
22. The shareholders shall have one vote per equity share held by them as on the cut-off date of 18th September, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
23. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2017. and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
24. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
25. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 18th September, 2017 are requested to send the written / email communication to the Company at smn1098@rediffmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
26. Chetna Gupta & Associates, practicing company secretary firm (Certificate of Practice Number 10067) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 2 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
27. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sharpinvestmentsltd.com and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. Bombay Stock Exchange (BSE) and Calcutta Stock Exchange (CSE)

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PROFILE OF DIRECTORS BEING APPOINTED

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be appointed are given below.

Name : Mr. Sujit Kumar Panda

Age : 41 years

Qualifications : Bachelors of Commerce

Experience : Mr. Sujit Kumar Panda has vast experience in the field of finance. He held various roles in the financial decisions and managing shareholders grievances.

The Board of Directors of the Company has, by a resolution passed at its meeting held on 15th December, 2014, recommended to the shareholders that Mr. Sujit Kumar Panda be appointed as an Non Executive – Non Independent Director .

He does not hold any shares in the Company.

Other Directorships:

Name of the company & Position held:

RGF Capital Markets Limited - Non Executive Non Independent Director.

Memberships of Committees:

Name of Company

Committees

RGF Capital Markets Limited

Audit Committee - Member

Nomination & Remuneration Committee- Member

Stakeholder Relationship Committee - Chairman

SHARP INVESTMENTS LIMITED

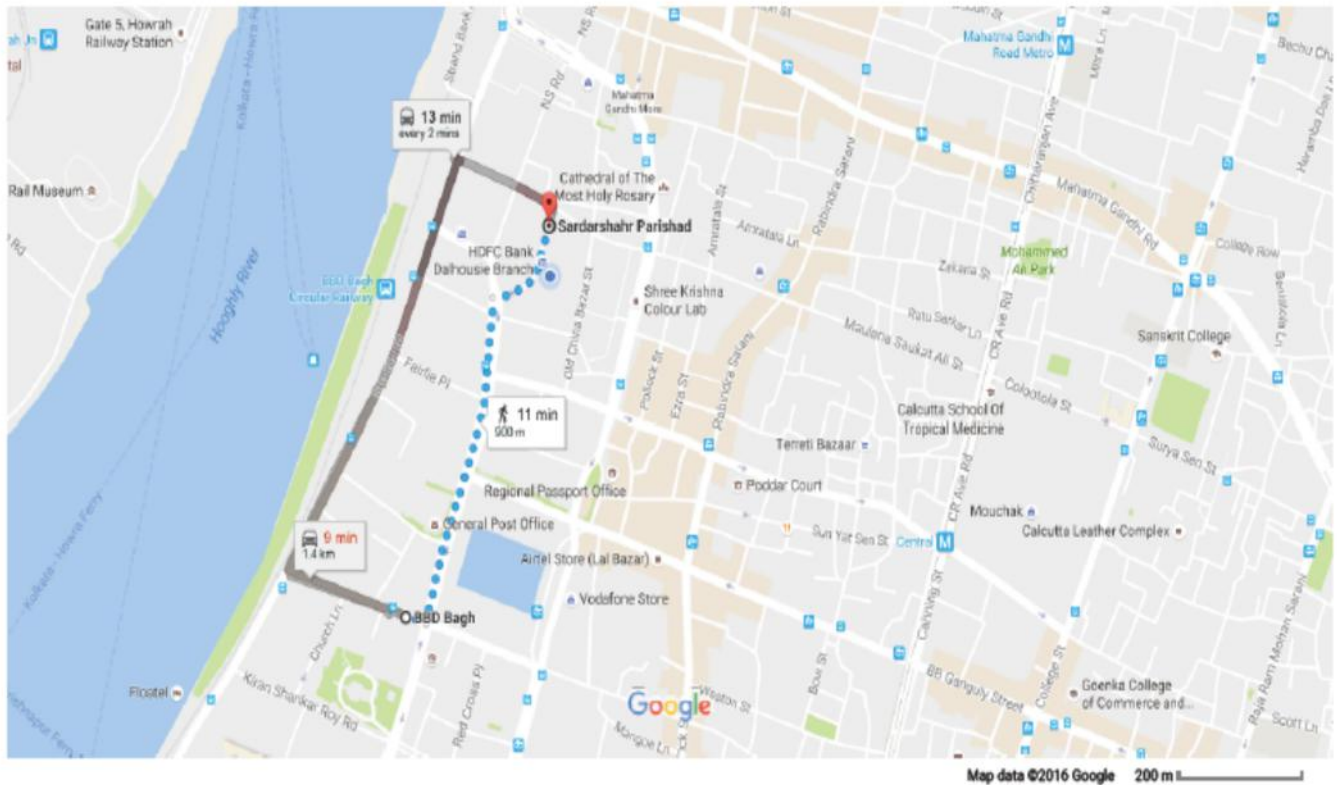
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ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING OF SHARP INVESTMENTS LIMITED TO BE HELD ON 25TH SEPTEMBER, 2017



NOT TO SCALE

SHARP INVESTMENTS LIMITED

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ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

(Annual General Meeting – 25th September, 2017)

I/We hereby record my/our presence at the **Annual General Meeting of “SHARP INVESTMENTS LIMITED”** held on Monday, 25th September, 2017 at 10:30 AM at Sardarshahr Parishad. 11, Dr. Rajendra Prasad Sarani, 5th Floor, Kolkata - 700001

Full Name of the member (in BLOCK LETTERS): _____

Folio No. _____, DP ID No. _____, Client ID No. _____

Full Name of Proxy (in BLOCK LETTERS): _____

Member/ Proxy(s) Signature: _____

(Please cut here and bring the Attendance Slip duly Signed, to the meeting and hand it over the entrance. Duplicate slips will not be issued at the venue of the meeting.)

PROXY FORM
SHARP INVESTMENTS LIMITED
Regd Office: 33/1, N.S. ROAD, MARSHALL HOUSE, ROOM NO.863,8TH FLOOR, KOLKATA – 700001
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(Annual General Meeting – 25th September, 2017)

FORM NO. MGT - 11

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

CIN : L65993WB1977PLC031241
Name of the Company : Sharp Investments Limited
Registered Office : 33/1, N.S. Road, Marshall House, Room No. 863, Kolkata - 700001
Name of the Members :
Registered Address :
E – Mail ID :
Folio No./ Client No. :
DP ID :

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

1. Name: _____ Address: _____
E – Mail ID: _____ Signature: _____ Or failing him

2. Name: _____ Address: _____
E – Mail ID: _____ Signature: _____ Or failing him

3. Name: _____ Address: _____
E – Mail ID: _____ Signature: _____ Or failing him

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the AGM of the Company, to be held on Monday, 25th day of September, 2017 at 10.30 AM at Sardarshahr Parishad, 11, Dr. Rajendra Prasad Sarani, 5th Floor, Kolkata - 700001 and at any adjournment thereof in respect of such resolution(s) as are indicated below.

Resolution No.	Resolution	Optional	
Ordinary Business:		For	Against
1	To consider and adopt the Audited Financial Statements, Reports of the Board of Directors and Auditors.		
2	To appoint a Director in place of Mr. Sujit Kumar Panda (DIN 06873319), who retires by rotation and being eligible, offers himself for re-appointment.		
3	For appointment of Auditors.		

Signed this _____ day of _____, 2017

Signature of the Shareholder(s) _____ Signature of Proxy(s) _____

Affix
Revenue
Stamp

Notes: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company not less than 48 hours before the commencement of the meeting.

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting their Annual Report together with the Audited Accounts of the Company for the Year ended March 31, 2017.

1. FINANCIAL RESULTS: (Rs. in Lacs)

Particulars	March 31, 2017	March 31, 2016
Revenue from Operations	95.86	112.84
Other Income	0.36	0.12
Total	96.22	112.96
Profit before depreciation & taxation & exceptional item	2.21	25.41
Less: Depreciation	Nil	Nil
Add : exceptional Item	Nil	Nil
Profit Before Tax	2.21	25.41
Less: Provision for taxation	0.68	4.84
Add: Prior period adjustment	Nil	Nil
Profit after taxation	1.53	20.57
Add: Balance brought forward from previous year	(147.24)	(167.86)
Less : Fixed Assets Written Off	Nil	Nil
Less : Provision for Standard Assets	-	(0.06)
Surplus available for appropriation	1.53	20.56
Balance carried to Balance sheet	(145.71)	(147.24)

Due to the accumulated loss in the balance Sheet, the company proposes to retain the Balance in the profit and loss account without any making any appropriation.

OPERATIONAL REVIEW:

During the year under review the turnover declined to 95.86 Lacs in comparison to that of the previous year 112.84 Lacs . Profit before depreciation and taxation was Rs. 2.21 lacs against Rs. 25.41 Lacs in the previous year. After providing for taxation of Rs. 0.68 Lacs & Rs 4.84 Lacs respectively, the net profit of the Company for the year under review after considering income from exceptional item was placed at Rs. 1.53 Lacs as against Rs. 20.57 , lacs in the previous year.

SHARP INVESTMENTS LIMITED
Annual Report 2016-2017

DIVIDEND:

In view of Accumulated Loss in the Balance Sheet your directors do not recommend any dividend for the year under operation.

SHARE CAPITAL:

The paid up equity capital as on March 31, 2017 was Rs 2420.97 Lakhs. The company has not issued shares with differential voting rights nor granted stock options nor sweat equity. As on 31ST March, 2017 none of the Directors hold any instrument convertible into equity shares of the company .

FINANCE:

Cash and cash equivalents as at March 31, 2017 was Rs. 11.52 lakhs. The company continues to focus on judicious management of its working capital, Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

FIXED DEPOSITS:

The Company being a Non Banking Financial Corporation (NBFC) has not accepted deposits and as such no amount on account of principal or interest on Public Deposits was outstanding as on the date of Balance Sheet.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Being a NBFC Company Section 186 of Companies Act, 2013 is not applicable to the Company.

The details of the investments made by company is given in the notes to the financial statements.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined by the Audit Committee in consultation with the Statutory Auditor of the Company. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

SHARP INVESTMENTS LIMITED
Annual Report 2016-2017

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Your Company does not have the requisite Net Worth nor has it achieved the requisite turnover nor it has the requisite net profit for the year for triggering the implementation of "corporate social responsibility" (CSR) .

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:

Your Company is a Non Banking Finance Company hence information regarding disclosure of conservation of energy is not applicable to it. However as a part of national interest it ensures that energy consumption is kept at minimum.

There are no technology involved as the Company is a Non Banking Finance Company.

FOREIGN EXCHANGE EARNINGS AND OUT-GO :

During the period under review the Company has NIL foreign exchange earnings/foreign exchange out flow.

INDUSTRIAL RELATIONS:

During the year under review, your Company enjoyed cordial relationship with employees at all levels.

DIRECTORS:

There was no change in the composition of the Board during the financial year 2016-17.

Based on the Confirmation received none of the Director of the Company is disqualified for appointment under the applicable provisions of the Companies Act , 2013 .

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and of the Listing Agreement and applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act and Regulation 17 of the SEBI (LODR) Regulations, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the Board Committees. The evaluation process considered the effectiveness of the Board and the committees with special emphasis on the performance and functioning of the Board and the Committees. The evaluation of the Directors was based on the time spent by each of the Board Members, core competencies, expertise and contribution to the effectiveness and functioning of the Board and the Committees.

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Four (4) Board Meetings and Four (4) Audit Committee & Three (3) Stakeholder Relationship Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

DIRECTOR'S RESPONSIBILITY STATEMENT:

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

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

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- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

RELATED PARTY TRANSACTIONS:

All Related party transactions that were entered into during the financial year were on an arms length basis and in the ordinary course of business. There are no material significant related party transactions made by the Company during the year that would have required shareholder approval under applicable clauses and regulations of the Listing Agreement. All related party transactions are reported to the Audit Committee. Prior approval of the Audit Committee is obtained on a yearly basis for the transactions which are planned and/ or repetitive in nature and omnibus approvals are taken within limits laid down for unforeseen transactions. The disclosure under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is not applicable.

The details of the transactions with related parties during 2016-17 are provided in the accompanying financial statements.

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None of the Directors had any pecuniary relationship or transactions with the Company during the year under review.

SUBSIDIARY COMPANIES:

The Company does not have any subsidiary.

CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website .

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any. In staying true to our values of Strength, Performance and Passion and in line with our vision of being the respected companies in Corporate World, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Framed a Risk and Management Policy to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

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A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

AUDITOR'S REPORT/ SECRETARIAL AUDIT REPORT:

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

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a secretarial audit report. Certain observations made in the report. However, the company would ensure in future that all the provisions are complied to the fullest extent.

AUDITORS:

In terms of the provisions of Section 139 of the Companies Act, 2013, the term of office of C. Ghatak & Co. will end at the conclusion of the forthcoming Annual General Meeting. The Board places on record its appreciation for services rendered by C. Ghatak & Co. Statutory Auditors of the Company.

The Board has recommended appointment of M/s. A.Balasaria & Co. (FRN: 319300E) as Statutory Auditors of the Company. The aforementioned appointment is subject to approval of the shareholders at the forthcoming Annual General Meeting. Accordingly, resolution for appointment of M/s. A.Balasaria & Co. as Statutory Auditors of the Company for a period of 5

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consecutive years from the conclusion of the Annual General Meeting to held in the year 2017 till the conclusion of the Annual General Meeting to be held in the year 2022.

SECRETARIAL AUDIT:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Chetna Gupta & Associates a firm of company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as "Annexure A"

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as " Annexure B".

CHANGE IN NATURE OF BUSINESS, IF ANY:

The details of change in nature of business is provided under Management Discussion and Analysis Report forming part of this Annual Report.

DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has implemented a prevention of sexual harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (SHWWA). A Complaints desk has been set up to redress complaints received regarding sexual harassment and ongoing training is provided to employees as required by the SHWWA. During the financial year 2016-17 no complaint was received.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

No amount was due for the transfer to Investor Education & Protection Fund.

LISTING OF SHARES OF THE COMPANY

The equity shares of your Company continue to be listed with the BSE Limited and the Calcutta Stock Exchange (CSE). The listing fees due as on date have been paid to the respective stock exchanges.

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PARTICULARS OF EMPLOYEES: (Rule 5(2) & Rule 5(1))

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

- a. The ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year

NON EXECUTIVE DIRECTORS	RATIO TO MEDIAN REMUNERATION
Mr. Sandip Kumar Bej	--
Mr. Radha Kant Tiwari	--
Mr. Sujit Kumar Panja	--
Mrs. Anushri Pal	
EXECUTIVE DIRECTOR	
Mr. Sagarmal Nahata	1

- b. The Percentage increase in remuneration of each Director , chief executive officer , chief financial officer , company secretary in the company .

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Director , chief executive officer , chief financial officer and company secretary	% increase in remuneration in the financial year
There was an increase in the remuneration of Managing Director by 14.54 % during the financial year.	

c. The Percentage increase in the remuneration of employees in the financial year

There was no increase in the remuneration of employees in the financial year 2016-2017

d. The Number of permanent employees in the rolls of the Company other than KMP is 5. The Employees has joined the company during the FY 16-17 is still under probation period, they are not considered as the permanent employees for the FY 16-17.

e. The explanation on the relationship between average increase in remuneration and company performances :

On an average the employees received an annual increase of 10% in India. The increase in remuneration will be in line with the market trend . In order to ensure that remuneration reflects company performance, the performance pay is also linked to organization performance, apart from an individual's performance.

f. Comparison of remuneration of the key managerial personnel against the performance of the company

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	Sagarmal Nahata (Managing Director)
REMUNERATION IN FY 16-17 (RS IN LACS)	3.15
REVENUE	96.22
REMUNERATION AS A % OF REVENUE	3.27
PROFIT BEFORE TAX (PBT) (RS IN LACS)	2.21
REMUNERATION AS % OF PBT	142.53

- g. Variation in the market capitalization of the Company , price earnings ratio as at the closing date of the current financial year and previous financial year**

Financial Year	Market Capitalization	P/E Ratio
15-16	204.81 Cr	8.46
16-17	49.63 Cr	1.74

- h. Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer**

The Company Share has been decreased 16% since the Company came out with last public offer

- i. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration**

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and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration :

There was no increase in the remuneration of employees in the financial year 2016-2017

- j. Comparison of each remuneration of the managerial personnel against the performance of the company

	Mr. Sagarmal Nahata (Managing Director)
REMUNERATION IN FY 16-17 (RS IN LACS)	3.15
REVENUE	96.22
REMUNERATION AS A % OF REVENUE	3.27
PROFIT BEFORE TAX (PBT) (RS IN LACS)	2.21
REMUNERATION AS % OF PBT	142.53

- k. The key parameters for any variable component of remuneration availed by the Directors Apart from remuneration paid to the executive directors
 No remuneration is paid to the non executive directors of the company .
- l. The ratio of remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year
NONE
- m. Affirmation that the remuneration is as per the remuneration policy of the company
 The Company affirms remuneration is as per the remuneration policy of the company.

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CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexure, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in SEBI (Listing Obligations and disclosure Requirement) Regulation, 2015

ACKNOWLEDGEMENTS:

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous cooperation and assistance.

30th, May, 2017

**For and on behalf of the
Board of Directors**

**Sagarmal Nahata
Managing Director**

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ANNEXURE A TO BOARDS REPORT
SECRETARIAL AUDIT REPORT
For The Financial Year Ended On 31st March, 2017
(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of
the Companies (Appointment and Remuneration Personnel) Rules, 2014)

To,
The Members,
SHARP INVESTMENTS LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SHARP INVESTMENTS 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 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, 2017, 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 SHARP INVESTMENTS LIMITED for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;**
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made there under**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;**
- (iv) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:**
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;**

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- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
- (v) OTHER APPLICABLE ACTS,
- (a) Reserve Bank of India Act, 1934 .
 - (b) Amendments and notifications issued by Ministry of Corporate Affairs, New Delhi in regards with the Companies Act, 2013.

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

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (b) The Listing Agreements entered into by the Company with Bombay Stock Exchange and Calcutta Stock Exchange.

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

- (a) The "Key Managerial Personnel" i.e Chief Financial Officer as required to be appointed by companies listed on stock exchanges in India, pursuant to the provision of section 203(1) of the Companies Act, 2013 have not been appointed by the Company during the period under scrutiny. However, it has been represented to us by the management of

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the Company that the Board of Directors of the Company is in the process of searching of a suitable candidate for the same.

- (b) The Company Secretary of the Company has resigned from the post with effect from 30th October, 2015. Till the date of this certificate the Company has not appointed Company Secretary. The Company is in search of suitable candidate to fill the vacancy caused by Ms Sonia Jain's resignation.

We further report that:

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company except for the listing of the equity shares at BSE Limited, there were no other specific events/ actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

Place:Kolkata

Date: 30.05.2017

For Chetna Gupta & Associates

Sd/- Chetna Gupta

Practising Company Secretary

COP No.: 10067

Note : This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

'ANNEXURE A'

**To,
The Members,
SHARP INVESTMENTS LIMITED**

Our report of even date is to be read along with this letter.

- 1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.**
- 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 processes and practices, we followed provide a reasonable basis for our opinion.**
- 3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.**
- 4. Where ever 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 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.**

**PLACE : KOLKATA
DATE : May 30, 2017**

**For Chetna Gupta & Associates
Sd/- Chetna Gupta
Practising Company Secretary
COP No.: 10067**

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ANNEXURE B TO BOARDS REPORT
FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on ,31st March, 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: L65993WB1977PLC031241**
- ii) Registration Date: 28/11/1977**
- iii) Name of the Company: SHARP INVESTMENTS LIMITED**
- iv) Category / Sub-Category of the Company: Company Limited by Shares**
- v) Address of the Registered office and contact details:**
33/1,N.S.ROAD,MARSHALL HOUSE, ROOM NO. 863,KOLKATA – 700001
- vi) Whether listed company: YES**
- vii) Name, Address and Contact details of Registrar and Transfer Agent:**
NICHE TECHNOLOGIES PVT. LTD.
UNIT – SHARP INVESTMENTS LIMITED ,
D-511, BAGREE MARKET, 71, B.R.B.BASU ROAD,
KOLKATA – 700 001
PHONE: 2235 7270 , 7271 FAX : 2215 6823
Email : nichetechpl@nichetechpl.com

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	Other financial service activities, except insurance and pension funding activities	649	99.63

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III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

SI. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
The Company has no , SUBSIDIARY AND ASSOCIATE COMPANIES.					

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	
A. Promoters									
INDIAN									
INDIVIDUALS/ HINDU UNDIVIDED FAMILY	49595000	0	49595000	20.49	49595000	0	49595000	20.49	NIL
CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0	0	0	0	0	0
BODIES CORPORATE	62041130	0	62041130	25.62	62041130	0	62041130	25.62	NIL
FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0	0	0	0	0	0
ANY OTHER (SPECIFY)	0	0	0	0	0	0	0	0	0
SUB-TOTAL (A)(1)	111636130	0	111636130	46.11	111636130	0	111636130	46.11	NIL
FOREIGN									
NRIs – Individuals	0	0	0	0	0	0	0	0	0
Other – Individuals	0	0	0	0	0	0	0	0	0
BODIES CORPORATE	0	0	0	0	0	0	0	0	0
INSTITUTIONS	0	0	0	0	0	0	0	0	0
ANY OTHER (SPECIFY)	0	0	0	0	0	0	0	0	0
SUB-TOTAL (A)(2)	0	0	0	0	0	0	0	0	0
TOTAL	111636130	0	111636130	46.11	111636130	0	111636130	46.11	NIL

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CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED									
GRAND TOTAL (A)+(B)+(C)	242097500	0	242097500	100.00	242097500	0	242097500	100.00	0

(ii) SHAREHOLDING OF PROMOTERS

Sl.No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			Shares of % change in share holding during the year
		No. of Shares	% of total Shares of company	%of Shares Pledged / encumber ed to total shares	No. of Shares	% of total Shares of company	%of Shares Pledged / encumber ed to total shares	
1	SAGAR MAL NAHATA	12775000	5.28	0	12775000	5.28	0	0
2	KANAK NAHATA	12500000	5.16	0	12500000	5.16	0	0
3	SIDDHARTH NAHATA	12275000	5.07	0	12275000	5.07	0	0
4	S.M NAHATA HUF	12045000	4.98	0	12045000	4.98	0	0
5	RGF CAPITAL MARKETS LTD	8250000	3.40	0	8250000	3.40	0	0
6	FORTUNE VYAPAAR PVT LTD	7300000	3.02	0	7300000	3.02	0	0
7	MISSION VYAPAAR PVT LTD	10105000	4.17	0	10105000	4.17	0	0
8	CARAVAN VYAPAAR PVT LTD	11218000	4.63	0	11218000	4.63	0	0
9	BUDDLEIA TRADERS PVT LTD	14134860	5.84	0	14134860	5.84	0	0
10	SYNOSY AUTOMOTIVE PVT LTD	11033270	4.56	0	11033270	4.56	0	0
		111636130	46.11	0	111636130	46.11	0	0

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (please specify, if there is no change) – NOT APPLICABLE

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Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
	At the beginning of the year	There is no change in the promoter's Shareholding between 01.04.2016 to 31.03.2017			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):				
	At the End of the year				

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
1	CASTLE COMMODITIES PVT LTD	4558870	1.88	8758870	3.62
2	MANI MARKETING & HOLDINGS PVT LTD	3470000	1.43	3470000	1.43
3	JAHANGIRABAD FINANCE CO PVT LTD	2100000	0.86	-	-
4	MULTIPLIER ENTERPRISES PVT LTD	1650000	0.68	-	-
5	AMARJIT BANTHIA	1500000	0.62	1500000	0.62
6	MAMTA BANTHIA	1500000	0.62	1500000	0.62
7	GUINNESS SECURITIES PVT LTD	1420000	0.59	1420000	0.59
8	RAJEEV AGGARWAL	1350000	0.56	1350000	0.56
9	SANJAY KR AGGARWAL	1350000	0.56	1350000	0.56
10	KAMAL AGGARWAL	1350000	0.56	1350000	0.56
11	SHALLOT VINCOM PVT LTD	-	-	1310000	0.54
12	KARVA AUTOMART LIMITED	-	-	1250005	0.51

The shares of the company are traded on the Bombay Stock Exchange and hence the date wise increase / decrease in the shareholding is not indicated . Shareholding is consolidated based on the PAN of the Shareholders.

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(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
1	SAGAR MAL NAHATA				
	At the beginning of the year	12775000	5.28	12775000	5.28
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	12775000	5.28	12775000	5.28
2	RADHA KANT TIWARI				
	At the beginning of the year	328000	0.13	328000	0.13
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	328000	0.13	328000	0.13

V. INDEBTEDNESS (Rs. In Lakhs)

INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT

	Secured Loans excluding deposits	Unsecured Loans	Deposits *	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest	NIL	NIL	NIL	NIL

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due but not paid				
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year				
Addition	NIL	NIL	NIL	NIL
Reduction	NIL	NIL	NIL	NIL
Net Change Indebtedness	NIL	NIL	NIL	NIL
At the end of the financial year	NIL	NIL	NIL	NIL
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:
(Rs. In Lakhs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager @@@	Total Amount
1	Gross salary	MD	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3.15	3.15
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)	3.15	3.15

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B. REMUNERATION TO OTHER DIRECTORS: (Amount in Rs.)

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

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/MTD (Rs. In Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (C)	Nil	Nil

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VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2016-17

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE :

Your Company is committed to good corporate governance and adheres to the tenets of integrity, accountability, fairness and transparency in all its operations. The Company continuously endeavors to improve upon these aspects on an ongoing basis and adopts innovative approaches for leveraging resources, converting opportunities into achievements through proper empowerment and motivation, fostering a healthy growth and development of human resources to take the Company forward. Your Company pursues growth by adopting best corporate practices and timely disclosures, which will enhance the long term value to all stakeholders and also inspires us to follow best practices which not only meet applicable legislation but go beyond in many areas of our functioning. We are committed to doing things the right way that is ethical and is in compliance with applicable legislation. Our code of corporate governance is an extension of our values and reflects our continued commitment to ethical business practices across our operations.

II. BOARD OF DIRECTORS

- i. As on March 31, 2017, the Company has 5 directors. Of the 5 Directors, 1 (i.e. 20%) is executive director and 3 (i.e. 60.00 %) are independent directors and 1 Director (i.e 20.00%) is a non executive non independent director.
- ii. None of the directors on the board hold directorships in more than ten public Companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2017 have been made by the directors. None of the directors are related to each other.
- iii. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.
- iv. The names and categories of the directors on the board, their attendance at board meetings held during the year and the number of directorships and committee chairmanships / memberships held by them in other public companies as on March 31, 2017 are given herein below. Other directorships do not include directorships of private limited companies, Section 8 companies and of companies incorporated outside India. Chairmanships / memberships of board committees shall include only audit committee and stakeholders' relationship committee.

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NAME OF THE DIRECTOR	CATEGORY	NUMBER OF BOARD MEETINGS DURING THE YEAR 2016-17		WHETHER ATTENDED LAST AGM HELD ON SEPTEMBER 29TH , 2016	NUMBER OF DIRECTORSHIPS IN OTHER PUBLIC COMPANIES		NUMBER OF COMMITTEE POSITIONS HELD IN OTHER PUBLIC COMPANIES	
		Held	Attended		Chairman	Member	Chairman	Member
Sagar Mal Nahata	Executive	4	3	Yes	1	-	-	-
Sandip Kumar Bej	Independent Director	4	4	Yes	-	1	1	1
Radha Kant Tiwari	Independent Director	4	4	Yes	-	-	-	-
Sujit Kumar Panda	Non Executive	4	4	Yes	-	1	1	1
Anushri Pal	Independent Director	4	4	Yes	-	1	-	-

The Chairmanship of Committees are as on 31st March, 2017

- v. Four (4) board meetings were held during the year and the gap between two meetings did not exceed one hundred twenty days. The dates on which the said meetings were held: 30th May, 2016; 14th August, 2016; 14th November, 2016; 13th February, 2017.

The necessary quorum was present for all the meetings.

During the year 2016-17, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.

- vi. During the year under review, the Independent Directors met on March 31, 2017, inter alia, to discuss:
- Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole;
 - Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
 - Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties. All the Independent Directors were present for this Meeting.
- vii. The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company.

III COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE

1. The audit committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Act.
2. The terms of reference of the audit committee are broadly as under:
 - a. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
 - b. Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
 - c. Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:
 - i. Major accounting entries based on exercise of judgment by management;
 - ii. Qualifications in draft audit report;
 - iii. Significant adjustments arising out of audit; and
 - iv. Disclosure of any related party transactions.
 - d. Reviewing with the management, performance of statutory and internal auditors, external and internal auditors, the adequacy of internal control systems, risk management systems.
 - e. Reviewing the adequacy of internal audit function including the structure of the internal audit department, reporting structure coverage and frequency of internal audit.
 - f. Discussion with internal auditors on any significant findings and follow up thereon.
 - g. Reviewing the findings of any internal investigations by the internal auditors and external consultants into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 - h. Discussion with statutory auditors before the audit commences, nature and scope of audit as well as postaudit discussions to ascertain any area of concern.
3. The previous annual general meeting (AGM) of the Company was held on September , 29TH , 2016 and was attended by Mr. Sandip Kumar Bej, Chairman of the audit committee.
4. The composition of the audit committee and the details of meetings attended by its members are given below:

NAME	CATEGORY	NUMBER OF MEETINGS DURING THE FINANCIAL YEAR 2016-17	
		HELD	ATTENDED
Sandip Kumar Bej	Chairman	4	4
Radha Kant Tiwari	Member	4	4
Sujit Kumar Panda	Member	4	4

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5. Four (4) audit committee meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows:
30th May, 2016; 14th August,, 2016; 14th November, 2016; and 13th February, 2017.

The necessary quorum was present for all the meetings.

B. NOMINATION AND REMUNERATION COMMITTEE

- i. The nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Act.
- ii. The broad terms of reference of the nomination and Remuneration Committee are as under:
 - a. Assist the Board of Directors of the Company to:
 - i. determine, review and propose compensation principles and policy of the Company
 - ii. assess and review compensation plans recommended by the management;
 - iii. recommend the compensation packages of the Company's Executive Directors.
 - b. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance.
 - c. Approve and recommend matters relating to compensation by way of salary, perquisites, benefits, etc., to the Managing/Whole Time/ Executive Directors of the Company.
 - d. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy, relating to the remuneration for the directors including Independent directors, key managerial personnel and other employees. The policy shall, inter alia, cover termination payments to the Executive Committee members and other Senior Executives and oversight of the same by the Committee. The remuneration policy shall set guidelines for the Executive Committee/ Managing Director to approve remuneration to the Managing Committee members and their direct reports and other executives.
 - e. Review and recommend to the Board of Directors for approval any mandatory disclosures of the Management compensation.
 - f. Review and reassess the adequacy of the charter and perform annual self evaluation of the performance of the Committee.

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g. Carry out any other acts and deeds as may be delegated by the Board of Directors and deal with such other matters as may be prescribed under the Companies Act, the SEBI (LODR) Regulations and other statutory enactments.

h. Approve any share incentive or other plans for the employees of the Company.

The composition of the nomination and remuneration committee and the details of meetings attended by its members are given below:

NAME	CATEGORY	NUMBER OF MEETINGS DURING THE FINANCIAL YEAR 2016-17	
		HELD	ATTENDED
Sandip Kumar Bej	Chairman	1	1
Radha Kant Tiwari	Member	1	1
Sujit Kumar Panda	Member	1	1

During the year, One (1) meeting of the nomination and remuneration committee were held on ; 14th August, 2016.

i. The Company does not have any employee stock option scheme.

ii. Remuneration policy:

Remuneration policy in the Company is designed to create a high performance culture. It enables the Company to attract, retain and motivate employees to achieve results. Our business model promotes customer centricity and requires employee mobility to address project needs. The remuneration policy supports such mobility through pay models that are compliant to local regulations. Annual increments are decided by the nomination and remuneration committee (NRC) within the salary scale approved by the members of the Company and are effective April 1 each year.

NRC decides on the commission payable to the managing director and the executive directors out of the profits for the financial year and within the ceilings prescribed under the Act based on the performance of the Company as well as that of the managing director and each executive director.

During the year 2016-17, the Company has not paid sitting fees to its non-executive directors for attending meetings of the board and meetings of committees of the board.

iii. Details of commission and sitting fees for the year ended March 31, 2017

No commission and sitting fees was paid to any Director for the year ended March 31, 2017

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- iv. Details of equity shares of the Company held by the directors as on March 31, 2017 are given below:

NAME	NUMBER OF EQUITY SHARES
SAGAR MAL NAHATA	12775000
RADHA KANT TIWARI	328000

- v. DETAILS OF REMUNERATION PAID TO DIRECTORS FOR THE YEAR ENDED MARCH 31, 2017

- NON EXECUTIVE DIRECTORS - NIL
- EXECUTIVE DIRECTORS

PARTICULARS	MR. Sagarmal Nahata
TERMS OF APPOINTMENT	3YRS
SALARY	3,15,000
SITTING FEES	NIL
MINIMUM REMUNERATION	-
NOTICE PERIOD OF SEVERANCE	1 MONTH

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulations of the new Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. The performance evaluation of the Chairman and Managing Director and the Non-Independent Directors was carried out by the Independent Directors, The Directors express their satisfaction with the evaluation process

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE :

- i. The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Act.

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- ii. The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below

NAME	CATEGORY	NUMBER OF MEETINGS DURING THE FINANCIAL YEAR 2016-17	
		HELD	ATTENDED
Mr. Sujit Kumar Panda	Chairman	3	3
Mr. Sandip Kumar Bej	Member	3	3
Mr. Radha Kant Tiwari	Member	3	3

During the year, Three (3) meetings of the Stakeholders' Relationship committee were held on 14th August, 2016; 14th November, 2016; and 13th February, 2017.

- iii The Board has clearly defined the terms of reference for this committee which generally meets once Quarterly. The Committee looks into the matters of shareholders :

- approval of transfer of shares/debentures and issue of duplicate/split/consolidation/sub-division of share/ debenture certificates
- opening/modification of operation and closing of bank accounts;
- grant of special/general Power of Attorney in favour of employees of the Company from time to time in connection with the conduct of the business of the Company particularly with Government and Quasi-Government Institutions
- to fix record date/book closure of share/debenture transfer book of the Company from time to time; to appoint representatives to attend the General Meeting of other companies in which the Company is holding shares
- to change the signatories for availment of various facility from Banks/Financial Institutions;
- to grant authority to execute and sign foreign exchange contracts and derivative transactions;
- to carry out any other duties that may be delegated to the Committee by the Board of Directors from time-to-time.

- viii. Name, designation and address of Compliance Officer:

Mr. SUJIT KUMAR PANDA
33/1, N.S. ROAD,
MARSHALL HOUSE,
ROOM NO. 863
KOLKATA-700001
PH : 033-40669225
FAX : NIL
EMAIL : SMN1098@REDIFFMAIL.COM

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ix. Details of investor complaints received and redressed during the year 2016-17 are as follows:

OPENING BALANCE	RECEIVED DURING THE YEAR	RESOLVED DURING THE YEAR	CLOSING BALANCE
NIL	NIL	NIL	NIL

The above table includes Complaints received from SEBI SCORES by the Company.

Complaints and other correspondence are normally attended to within seven working days except where constrained by disputes or legal impediments, No investor grievances remained unattended/pending for more than thirty days as on March 31, 2017.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent NICHE TECHNOLOGIES PVT LTD attend to all grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Minutes of the Stakeholders Relationship Committee Meetings are circulated to the Board and noted by the Board of Directors at the Board Meetings.

D. OTHER COMMITTEE :

i. ETHICS AND COMPLIANCE COMMITTEE:

In terms of the Code of Conduct for prevention of insider trading and code of corporate disclosure practices ("Insider Trading Code") adopted by the Company, applicable to the directors, officers and other employees, the Company has an ethics and compliance committee of directors. The Committee considers matters relating to the Insider Trading Code and the Company's Code of Conduct ("CoC").

The Company has also formulated an anti bribery and anti corruption policy and gifts policy which are monitored by the ethics and compliance committee.

Monthly reports are sent to the members of the committee on matters relating to the Insider Trading Code and the CoC. One meeting of the ethics and compliance committee was held during the year on 13th February, 2017.

The composition of the ethics and compliance committee and details of the meetings attended by its members are given below:

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NAME	CATEGORY	NUMBER OF MEETINGS DURING THE FINANCIAL YEAR 2016-17	
		HELD	ATTENDED
Mr. Radha Kant Tiwari	Chairman	1	1
Mr. Sandip Kumar Bej	Member	1	1
Mr. Sujit Kumar Panda	Member	1	1

**AFFIRMATIONS AND DISCLOSURES
COMPLIANCE WITH GOVERNANCE FRAMEWORK**

The Company is in compliance with all mandatory requirements of Regulations of the new Listing Agreement

RELATED PARTY TRANSACTIONS

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and regulations of the new Listing Agreement during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year. Related party transactions have been disclosed under the notes forming part of the financial statements in accordance with Account Standard AS – 18 . A statement in summary form of transactions with related parties in ordinary course of business and arm's length basis is periodically placed before the Audit Committee for review and recommendation to the Board for their approval.

None of the transactions with related parties were in conflict with the interest of the Company. All the transactions are in the normal course of business and have no potential conflict with the interest of the Company at large and are carried out on an arm's length basis or fair value

**DETAIL OF NON-COMPLIANCE BY THE COMPANY, PENALTIES, AND
STRICTURES IMPOSED ON THE COMPANY BY STOCK EXCHANGES OR SEBI
OR ANY STATUTORY AUTHORITY, ON ANY MATTER RELATED TO CAPITAL
MARKETS, DURING THE LAST THREE YEARS**

The Company has complied with all requirements of the Listing Agreements entered into with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three years.

WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations for

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directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the audit committee.

DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements

RISK MANAGEMENT BUSINESS

Risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.

NON-MANDATORY REQUIREMENTS

Adoption of non-mandatory requirements of the Listing Agreement is being reviewed by the Board from time-to-time.

RECONCILIATION OF SHARE CAPITAL AUDIT:

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the national securities depository limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

CODE OF CONDUCT

The members of the board and senior management personnel have affirmed the compliance with the Code applicable to them during the year ended March 31, 2017. The Annual Report of the Company contains a Certificate by the CEO / Managing Director in terms of the SEBI listing agreement based on the compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management.

SHARE TRANSFER SYSTEM:

100% of the equity shares of the Company are in electronic form. Transfers of these shares are done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form the transfer documents can be lodged with the Company at its Registered office or with Registrar and Transfer Agent .

Transfer of shares in physical form is normally processed within ten to twelve days from the date of receipt, if the documents are complete in all respects. The Directors and certain Company officials (including Company Secretary), under the authority of

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the board, severally approve transfers, which are noted at subsequent board meetings.

DEMATERIALIZATION OF SHARES AND LIQUIDITY:

The Company's shares are also traded in dematerialized form. Equity shares of the Company representing 100% of the Company's equity share capital are dematerialised as on March 31, 2017.

Under the depository system, the international securities identification number (ISIN) allotted to the Company's shares is **INE909D01026**.

OUTSTANDING GDRS / ADRS / WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2017, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

EQUITY SHARES IN THE SUSPENSE ACCOUNT:

There are no equity shares in suspense account as on 31ST March , 2017

TRANSFER OF UNCLAIMED / UNPAID AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Pursuant to applicable sections of the Companies Act, 2013 and other applicable provisions, if any, of the Act, all unclaimed / unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, in relation to the Company have been transferred to the IEPF established by the Central Government.

ADDRESS FOR CORRESPONDENCE:
SHARP INVESTMENTS LTD
33/1, N.S. Road, Marshall House,
Room No. 863,
Kolkata – 700 001.
Email: SMN1098@REDIFFMAIL.COM

COMPLIANCE CERTIFICATE

Compliance Certificate on Corporate Governance from the Auditors of the Company is annexed with this Report .

GENERAL BODY MEETINGS

The date and time of Company's Annual General Meetings during the last three years are as follows:

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AGM for the Financial Year	Date	Time	Venue for all the three AGMs
2013-2014	29.09.2014	11.30 A.M	2, Clive Ghat Street, 2 nd Floor, R.No.16 Kolkata – 700 001.
2014-2015	30.09.2015	10.30 AM	Sardarshahr Prarishad, 11, Dr. Rajendra Prasad Sarani, 5th Floor, Kolkata – 700001
2015-2016	29.09.2016	10.30 AM	Sardarshahr Prarishad, 11, Dr. Rajendra Prasad Sarani, 5th Floor, Kolkata – 700001

No extra-ordinary general meeting of the shareholders was held during the year.

None of the Resolution proposed at the Annual General Meeting held was required to be passed by postal ballot

GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting	
Date and Time	: 25th September, 2017 at 10.30 A.M
Venue	: Sardarshahr Parishad, 11, Dr. Rajendra Prasad Sarani, 5 th Floor, Kolkata - 700001
Financial Calendar (Tentative) for the Financial Year 2016-2017	: 1 st April, 2017 to 31 st March, 2018 First Quarter Results 2nd week of August, 2017 Second Quarter Results 2nd week of November, 2017 Third Quarter Results 2nd week of February, 2018 Fourth Quarter Results 4 th week of May, 2018
Date of Book Closure	: 19 th September, 2017 to 25 th September, 2017 (both days inclusive)
Dividend payment date	: No dividend is being recommended
Listing on stock exchange	: The Calcutta Stock Exchange Ltd. Bombay Stock Exchange Limited.
The Company has paid listing fees as applicable to the stock exchange.	
Annual listing fee for the year 2017-18 was paid to NSDL and CDSL on receipt of the invoices.	

The ISIN Number of the Company on both NSDL and CDSL is **INE909D01026**

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Total No. of Shares dematerialized up to 31.03.2017 is 2,42,09,7500.

MARKET PRICE DATA

Share price Data High/Low and Volume during each month of 2016-17 at BSE & CSE

Month	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover	Deliverable Quantity	% Deli. Qty to Trade d Qty	* Spread	
										H-L	C-O
Apr 16	7.50	9.00	7.50	8.65	2,368	15	19,614	2,368	100.00	1.50	1.15
May 16	8.22	11.45	8.22	10.88	4,671	32	50,125	4,671	100.00	3.23	2.66
Jun 16	11.42	11.42	10.90	10.90	107	6	1,192	107	100.00	0.52	-0.52
Jul 16	11.44	11.44	8.90	8.90	2,404	9	22,965	2,401	99.88	2.54	-2.54
Aug 16	8.46	8.46	8.46	8.46	2,100	1	17,766	2,100	100.00	0.00	0.00
Sep 16	8.04	8.04	8.04	8.04	14	2	112	14	100.00	0.00	0.00
Oct 16	7.64	8.26	7.26	8.26	30	7	233	30	100.00	1.00	0.62
Nov 16	8.67	8.67	8.67	8.67	2	1	17	2	100.00	0.00	0.00
Jan 17	9.10	11.27	9.10	10.18	4,660	32	47,121	4,641	99.59	2.17	1.08
Feb 17	9.68	9.68	7.90	7.90	287	8	2,531	287	100.00	1.78	-1.78
Mar 17	7.51	7.51	5.84	5.84	1,061	9	6,935	1,061	100.00	1.67	-1.67

REGISTRAR & SHARE TRANSFER AGENT :

M/s Niche Technologies Pvt. Ltd.
D-511, Bagree Market, 71, B.R.B.Basu Road,
Kolkata – 700 001
PHONE- (033) 2235 -7270/7271

DISTRIBUTION OF SHAREHOLDINGS:

SRL	No. of Shares		No. of Shareholder	% to Total	Total Shares	% to Total
1.	UPTO	500	537	47.78	40346	0.01
2.	501	1000	16	1.42	12447	0.01
3.	1001	5000	20	1.78	58553	0.02
4.	5001	10000	3	0.27	22576	0.01

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5.	10001	AND ABOVE	548	48.75	241963578	99.95
		TOTAL	558	100.00	242097500	100.00

Categories of equity shareholders as on March 31, 2017:

SL.NO	PARTICULARS	NO OF SHARES	% OF HOLDING
A	PROMOTER HOLDING		
	a) Individual	49595000	20.49
	b) Bodies Corporate	62041130	25.62
	Total (A)	111636130	46.11
B	PUBLIC SHARE HOLDING	130461370	53.89

Top ten equity shareholders apart from promoter/promoter group of the Company as on March 31, 2017:

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
1	CASTLE COMMODITIES PVT LTD	4558870	1.88	8758870	3.62
2	MANI MARKETING & HOLDINGS PVT LTD	3470000	1.43	3470000	1.43
3	JAHANGIRABAD FINANCE CO PVT LTD	2100000	0.86	-	-
4	MULTIPLIER ENTERPRISES PVT LTD	1650000	0.68	-	-
5	AMARJIT BANTHIA	1500000	0.62	1500000	0.62
6	MAMTA BANTHIA	1500000	0.62	1500000	0.62
7	GUINNESS SECURITIES PVT LTD	1420000	0.59	1420000	0.59
8	RAJEEV AGGARWAL	1350000	0.56	1350000	0.56
9	SANJAY KR AGGARWAL	1350000	0.56	1350000	0.56
10	KAMAL AGGARWAL	1350000	0.56	1350000	0.56
11	SHALLOT VINCOM PVT LTD	-	-	1310000	0.54
12	KARVA AUTOMART LIMITED	-	-	1250005	0.51

PERMANENT ACCOUNT NUMBER :

The Securities and Exchange Board of India 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 there PAN to the Depository Participants with whom they are maintaining their Demat accounts . Member holding

SHARP INVESTMENTS LIMITED
Annual Report 2016-2017

shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agent .

NOMINATION FACILITY :

Shareholders holding shares in physical form and desirous of submitting / changing nomination in respect of their shareholding in the Company may submit Form SH-13 (in duplicate) as per the provision of Sec 72 of the Companies Act , 2013 to the Company's Registrar and Transfer Agent .

BANK DETAILS :

Shareholders holding shares in physical form are requested to notify / send the following information to the Registrar and Share Transfer Agent of the Company .:

1. Any change in their address / mandate / bank details etc ; and
2. Particulars of the bank account in which they wish their dividend to be credited (in cas the same has not been furnished earlier) and shall include the following particulars namely , Bank Name , Branch Name , Account Type , Account Number and MICR code (9 digit) .

SHARP INVESTMENTS LIMITED
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CEO / MANAGING DIRECTOR CERTIFICATION

To,
The Board of Directors
Sharp Investments Limited

Re: Financial Statement for the Financial Year 2016-2017 – Certification by Managing Director

I, Sagar Mal Nahata, Managing Director of **M/s Sharp Investments Limited** on the review of Financial Statements and Cash Flow Statement for the year ended 31st March, 2017 and to the best of my knowledge and belief, hereby certify that:

1. These statement do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2017 which are fraudulent, illegal or violative of Company's Code of Conduct.
4. I accept responsibility of establishing and maintaining internal control systems of the Company pertaining the financial reporting and I have disclosed to the auditors and the Audit Committee those deficiencies in the design and operation of such internal controls of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
5. I have indicated to the Auditors and the Audit Committee:
 - i. There have been no significant changes in internal control over financial reporting during the period.

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- ii. There have been no significant changes in accounting policies during the period.
- iii. There have been no instances of significant fraud of which I have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems over financial reporting.

Declaration affirming compliance of Code of Conduct

A declaration by the Managing Director affirming compliance of Board members and senior Management Personnel to the Code is mentioned herewith:

Declaration signed by the Executive Director

As provided under the SEBI Listing Agreement with the Stock Exchanges, the Board Members and the Senior Personnel have confirmed compliance with the Code of Conduct for the year ended 31st March, 2017.

Place: Kolkata
Date: 30.05.2017

For Sharp Investments Ltd

Sagar Mal Nahata
Managing Director
(DIN: 00307611)

DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

In terms of the requirement of Regulation 26(3) read with Schedule V Para D of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, code of conduct of the Company has been displayed at the Company's website. All the members of the Board and the senior management personnel had affirmed compliance with the code for the year ended March 31, 2017.

Sagarmal Nahata
(Managing Director)
DIN: 00307611

Date: 30.05.2017
Place: Kolkata

MANAGEMENT DISCUSSION & ANALYSIS

ABOUT THE INDUSTRY:

So far, non-banking finance companies (NBFCs) have scripted a great success story. Their contribution to the economy has grown in leaps and bounds. With the ongoing stress in the public sector banks due to mounting bad debt, their appetite to lend (especially in rural areas) is only going to deteriorate, thereby providing NBFCs with the opportunity to increase their presence. The success of NBFCs can be clearly attributed to their better product lines, lower cost, wider and effective reach, strong risk management capabilities to check and control bad debts, and better understanding of their customer segments.

Going forward, the latent credit demand of an emerging India will allow NBFCs to fill the gap, especially where traditional banks have been wary to serve. Additionally, improving macroeconomic conditions, higher credit penetration, increased consumption and disruptive digital trends will allow NBFC's credit to grow at a healthy rate over the next five years. Clearly, NBFCs are here to stay.

NBFC REGULATIONS:

Over the past several decades, NBFCs have emerged as important financial intermediaries, particularly for the small-scale and retail sectors, in underserved areas and unbanked sectors. NBFCs have turned out to be growth engines in an arena where increased importance is assigned to financial inclusion. The growing importance of the NBFC segment in the Indian financial system has led to a changing landscape of the NBFC framework. The evolution of the regulatory framework for NBFCs in India has gone through a cyclical phase—from simplified regulations to stringent and extensive regulations and finally towards rationalisation as part of the recently revised NBFC regulatory framework.

Non-systemically important non-deposit accepting NBFCs (NBFCs-ND) - Limited prudential norms:

Capital adequacy norms and credit concentration norms have been done away with for all NBFCs-ND. This change will bring greater operational flexibility to over 11,500 NBFCs, who have an asset size of more than 100 crore INR but less than 500 crore INR, as they were earlier subjected to these norms. The regulations are further customised depending on whether the NBFC-ND has access to public funds and/or has a customer interface.

ABOUT THE SHARP INVESTMENTS LIMITED:

Business Overview:

Our Company is a non deposit taking NBFC, registered with the RBI. Our Company has been in the business of providing financial services since inception.

Our Company is primarily focused in providing inter corporate loans, personal loans, loans against shares & securities, loans against properties, trading in shares & securities and arbitrage business in stock and commodity market. Being an, NBFC our Company has positioned itself between the organized banking sector and local money lenders, offering the customers competitive, flexible and timely lending services.

SHARP INVESTMENTS LIMITED
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Products & Services:

Our Company offers financial services to commercial, industrial and financial clients with a one stop financial solution:-

- ✓ Working capital loans
- ✓ Loan

FINANCIAL PERFORMANCE:

During the fiscal 2017, Total income of the Company stood at Rs.96.22 Lacs as compared to previous fiscal of Rs. 112.95 Lacs. This fiscal, Company profits have been Rs.2.21 Lacs as compared to Rs 25.40 Lacs of fiscal 2016.

Financial Highlights:

- Income stood at Rs.96.22 Lacs for fiscal 2017
- Profit After Taxes of fiscal 2017 was Rs.1.52 Lacs
- Earning per share for fiscal 2017 was Rs.0.001 per share.
- Net Worth of company stood at Rs. 2852.31 Lacs as on March 31,2017

SWOT ANALYSIS:

Strengths:

An integrated financial services platform: We offer our clients an integrated financial services platform by offering lending against demat shares, finance consultancy, loan against immovable properties and allied products. Our integrated service platform allows us to leverage relationships across the lines of businesses and our industry and product knowledge by providing multi-channel delivery systems to our client base, thereby increasing our ability to cross-sell our services.

Experienced Management: We believe that our senior management and our talented and experienced Team are the principal reason for the growth of our Company. We believe that the extensive experience and financial acumen of our management and staff facilitates us with a significant competitive advantage.

Weakness:

Branding: Our Company is not a well established brand among large NBFC players who have access to larger financial resources.

Accessibility: We do not have branches so we are unable to explore the business opportunities in other areas.

Opportunities:

Large Market: The players in the NBFC sector still have a lot of scope to cover larger market and the rural markets are still untapped.

SHARP INVESTMENTS LIMITED
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Desire for Status: With increased desire of individuals to improve their standard of living, the NBFC industry is getting exposed to new category of client (individuals) in a big way with large share of business coming from this segment apart from corporate clients.

Threats:

Economic Downturn: If the economic downturn is prolonged it can reduce the financing need of people due to shrinking business opportunities.

Private Banks: Private Banks are also working on the similar business model as the NBFCs do, thereby giving a very strong competition to the NBFC's.

RBI and Government restrictions: With more stringent norms governing the functioning of NBFC and certain government restrictions act as a hindrance in smooth functioning of NBFC.

FUTURE STRATEGY:

- Expansion of existing activities: Our Company intends to expand its financial services by enhancing its focus on loan against shares and securities, loan against properties and corporate loan and working capital loan.
- Differentiated Services: In the growing economy, the corporate clients will be requiring funds for further expansions. Our Company would be providing all diversified service portfolio under one umbrella to cater most of the customer needs and demands.
- Brand recognition: We are in such a business where we are facing lot of competition. Our Company is not a well established brand among large NBFC players. We will be making the necessary arrangements for our brand reorganization.

INTERNAL CONTROL SYSTEM AND ADEQUACY:

Internal Control Systems has been designed to provide reasonable assurance that assets are safeguarded, transactions are executed in accordance with management's authorization and properly recorded and accounting records are adequate for preparation of financial statements and other financial information. Internal check is conducted on a periodical basis to ascertain the adequacy and effectiveness of internal control systems. The management has put in place internal systems for review and monitoring of non performing assets of the company and to indicate corrective action for effecting recoveries.

CAUTIONARY:

Statement in the Management Discussion & Analysis, describing the company's objectives, projections and estimates are forward looking statement and progressive within the meaning of applicable laws & regulations. Actual result may vary from those expressed or implied. Important developments that could affect the company's operations are significant changes in political and economic environment in India, tax laws, RBI regulations, exchange rate fluctuation and other incidental factors.

Place: Kolkata

Date: 30.05.2017

**DECLARATION IN RESPECT OF AUDIT REPORT WITH UNMODIFIED
OPINION PURSUANT TO REGULATION 33 OF SEBI (LISTING OBLIGATIONS
AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Pursuant to regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby confirm and declare that the Statutory Auditor of the Company have issued Audit Report with unmodified opinion on standalone financial statements of the Company for the financial year ended 31st March, 2017.

Kindly take the above on the record.

Thanking You,

Yours Faithfully,

For Sharp Investments Limited
Sagarmal Nahata
(Managing Director)
DIN:00307611

C GHATAK & CO

CHINMAY GHATAK

CHARTERED ACCOUNTANTS
107, NSC BOSE ROAD
KOLKATA-700 040

CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
Sharp Investments Limited

We have examined the compliance of conditions of corporate governance, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by Sharp Investments Limited (the Company) for the year ended on March 31, 2017.

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

In our opinion and to the best of my information and according to the explanations given to us, we certify that the company has complied with all the applicable conditions of Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Place: Kolkata
Date: 30.05.2017

For C.GHATAK & CO
Chartered Accountants
CHINMAY GHATAK
(Partner)
M.No.003591
FIRM REG NO: 302162E

C GHATAK & CO

CHINMAY GHATAK

CHARTERED ACCOUNTANTS
107, NSC BOSE ROAD
KOLKATA-700 040

INDEPENDENT AUDITOR'S REPORT

To
The Members of
SHARP INVESTMENTS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **M/S SHARP INVESTMENTS LIMITED**, which comprise the Balance Sheet as at **March 31, 2017**, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the matters stated in section 134(5) of the companies act 2013 ("the Act") with respect to the preparation & presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards referred under Section 133 of the act. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgements and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

C GHATAK & CO

CHINMAY GHATAK

CHARTERED ACCOUNTANTS
107, NSC BOSE ROAD
KOLKATA-700 040

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- b) In the case of the Statement of Profit and Loss, of the **Profit** for the year ended on that date.
- c) In the case of the Cash Flow Statement, of the cash flows for the period ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, to report on the matters Specified in paragraphs 3 and 4 of the said Order, we annex annexure B hereto a statement on the matters specified therein.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, 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 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 written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of section 164(2) of the Companies Act, 2013.
 - f. With respect to adequacy of internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in " Annexure A"

C GHATAK & CO

CHINMAY GHATAK

CHARTERED ACCOUNTANTS
107, NSC BOSE ROAD
KOLKATA-700 040

g. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:

(i) The Company does not have any pending litigations which would impact its financial position,

(ii) The Company does not have any long term contracts including derivatives contracts for which there were any material foreseeable losses;

(iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

(iv) The Company has provided requisite disclosures in the financial statements as to dealing in specified bank notes during the period from November 8, 2016 to December 30, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by Company and as produced to us by the management. Refer note no. 18

Place: Kolkata

Date: 30.05.2017

For C.GHATAK & CO
Chartered Accountants
(CHINMAY GHATAK)
Partner
M.No.003591
FIRM REG NO: 302162E

Annexure A to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of SHARP INVESTMENTS LIMITED ("the Company") as of 31 March, 2017 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, 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.

Place: Kolkata

Date: 30.05.2017

For C.GHATAK & CO
Chartered Accountants
(CHINMAY GHATAK)
Partner
M.No.003591
FIRM REG NO: 302162E

C GHATAK & CO

CHINMAY GHATAK

CHARTERED ACCOUNTANTS
107, NSC BOSE ROAD
KOLKATA-700 040

Annexure B to the Auditors' Report

[Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our Report of even date to the members of M/s SHARP INVESTMENTS LIMITED on the accounts of the company for the year ended 31st March, 2017]

Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and in our opinion and in terms of the information and explanations given to us and the books and records examined by us in the normal course of audit, we report that :-

(i) In respect of its fixed assets :

The Company has no fixed assets as on 31st March, 2017.

(ii) In respect of its inventory :

The Company has no inventory as on 31st March, 2017.

(iii) There are no Companies covered in the register maintained under section 189 of the Act for the purpose of loans granted by the Company.

(iv) In our opinion and according to the information and explanations given to us, the company is a NBFC and the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantees and security does not applicable to the Company.

(v) In our opinion and according to the information and explanation given to us, the company has not accepted any deposits during the year under audit hence clause 3(v) of the said order is not applicable to the company.

(vi) In our opinion and according to the information and explanation given to us, the Central Government has not prescribed any maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company; hence clause 3(vi) of the said order is not applicable to the company.

C GHATAK & CO

CHINMAY GHATAK

CHARTERED ACCOUNTANTS
107, NSC BOSE ROAD
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(vii) In respect of statutory dues :

(a) In our opinion and according to the information and explanation given to us, the Company has generally been regular in depositing undisputed statutory dues, including Income-tax and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March 2017 for a period of more than six months from the date of becoming payable.

(b) According to the information and explanations given to us, there were no amounts payable in respect of Income-tax, or Cess which have not been deposited on account of any dispute.

(viii) In our opinion and according to the information and explanation given to us, the company does not have any loans or borrowings from the financial institution, bank, Government or debenture holders during the year under audit .

(ix) In our opinion and according to the information and the explanation given to us, the company has not raised money by way of initial public offer or further public offer (including debt instruments) and term loans during the year.

(x) In our opinion and according to the information and the explanation 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 course of our audit.

(xi) In our opinion and according to the information and the explanation given to us, no managerial remuneration has been paid or provided by the Company.

(xii) In our opinion and according to the information and the explanation given to us, the company is not a nidhi company and hence clause 3(xii) of the said order is not applicable to the company.

(xiii) In our opinion and according to the information and the explanation given to us, transactions with the related party are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

C GHATAK & CO

CHINMAY GHATAK

CHARTERED ACCOUNTANTS
107, NSC BOSE ROAD
KOLKATA-700 040

- (xiv) In our opinion and according to the information and the explanation given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and hence clause 3(xv) of the said order is not applicable to the company.
- (xvi) In our opinion and according to the information and explanations given to us, the company is registered under section 45IA of the Reserve Bank Of India Act, 1934 and the registration Certificate of the same has been obtained by the Company. The Certificate of Registration No is.: B-05.06565 Dated 11.07.2005.

Place: Kolkata

Date: 30.05.2017

For C.GHATAK & CO
Chartered Accountants
(CHINMAY GHATAK)
Partner
M.No.003591
FIRM REG NO: 302162E

SHARP INVESTMENTS LIMITED			
BALANCE SHEET AS AT 31ST MARCH, 2017			
	Note No	31ST MARCH, 2017	31ST MARCH, 2016
		Rs.	Rs.
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	24,20,97,500	24,20,97,500
(b) Reserves and Surplus	2	(1,45,70,929)	(1,47,23,896)
(c) Security Premium	3	5,77,04,500	5,77,04,500
(d) Provision on Standard Assets	4	3,32,488	3,32,488
(2) Current Liabilities			
(a) Other current liabilities	5	1,25,000	79,000
(b) Short-term provisions	6	6,81,572	10,97,272
TOTAL		28,63,70,131	28,65,86,864
II.Assets			
(1) Non-current assets			
(a) Non-current investments	7	13,69,90,845	14,90,28,345
(b) Loan & Advances	8	11,37,80,071	13,29,95,088
(2) Current assets			
(a) Sundry Debtors	9	3,27,50,000	-
(b) Cash and cash equivalents	10	11,52,433	26,21,743
(c) Other Current Assets	11	16,96,782	19,41,688
TOTAL		28,63,70,131	28,65,86,864

SIGNIFICANT ACCOUNTING POLICIES
OTHER NOTES ON ACCOUNTS

17
18

DATE : 30.05.2017
Place : Kolkata

For Sharp Investemnts Ltd
SAGARMAL NAHATA
SANDIP KUMAR BEJ
SUJIT KUMAR PANDA

In terms of our report of even date

C. GHATAK & CO.
(Chartered Accountants)
(CHINMAY GHATAK)
(Partner)
M.No : 003591
Firm Reg No : 302162E

SHARP INVESTMENTS LIMITED

STATEMENT OF PROFIT & LOSS ACCOUNTS FOR THE YEAR ENDED ON 31ST MARCH, 2017

	PARTICULARS	Note No	31ST MARCH , 2017 Rs.	31ST MARCH , 2016 Rs.
I	REVENUE FROM OPERATIONS	12	95,86,267	1,12,83,569
II	OTHER INCOME	13	35,670	11,500
	III TOTAL REVENUE (I + II)		96,21,937	1,12,95,069
IV	EXPENSES			
	Employee Benefit Expenses	14	9,84,500	33,53,800
	Other Expenses	15	84,16,067	54,00,714
	TOTAL EXPENSES		94,00,567	87,54,514
V	Profit Before Tax		2,21,370	25,40,555
VI	TAX EXPENSES			
	a Current Tax		(68,403)	(4,84,103)
	b MAT Tax Credit Receivable		-	-
	c Deferred Tax		-	-
XV	PROFIT / (LOSS) FOR THE PERIOD		1,52,967	20,56,452
XVI	Earning Per Equity Share	16		
	a Basic		0.001	0.008
	b Diluted		0.001	0.008

SIGNIFICANT ACCOUNTING POLICIES

17

OTHER NOTES ON ACCOUNTS

18

Date : 30.05.2017

Place : Kolkata

For Sharp Investemnts Ltd

SAGARMAL NAHATA

SANDIP KUMAR BEJ

SUJIT KUMAR PANDA

In terms of our report of even date

FOR C. GHATAK & CO.

(Chartered Accountants)

(CHINMAY GHATAK)

(Partner)

M.No : 003591

Firm Reg No : 302162E

SHARP INVESTMENTS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2017

		<u>31.03.2017</u>	<u>31.03.2016</u>
1. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit/(Loss) before Tax (a)		2,21,370	25,40,555
Add :			
Preliminary Expenses W/O.			
Sub Total - (b)		-	-
Operating Profit before Working Capital Changes (a)+(b)		2,21,370	25,40,555
Adjustments			
Decrease/(Increase) in Loan & Advance		1,92,15,017	(24,81,224)
Decrease/(Increase) in T.D.S		2,44,906	(8,92,658)
Decrease/(Increase) in Sundry Debtors		(3,27,50,000)	-
Increase in Current Liabilities		(4,38,103)	3,30,531
Sub Total - (c)		(1,37,28,180)	(32,99,882)
Net Cash from Operating Activities A		(1,35,06,810)	(7,59,327)
2. CASH FLOW FROM INVESTING ACTIVITIES			
Increase / (Decrease) in Investments		1,20,37,500	11,88,391
Net Cash from Investing Activities B		1,20,37,500	11,88,391
3. CASH FLOW FROM FINANCING ACTIVITIES			
Capital raised during the year		-	-
Profit/(Loss) of Tranferor Companies		-	-
Amalgamation Resreve		-	-
Preliminary Expenses		-	-
Loan Raised during the year		-	-
Net Cash from Financing Activities C			
Net Increase in Cash/Cash Equivalent	A+B+C	(14,69,310)	4,29,064
Cash/Cash Equivalents (Opening)		26,21,743	21,92,679
Cash/Cash Equivalents (Closing)		11,52,433	26,21,743

Note :

1 The above cash flow statement has been prepared under the indirect Method as set out in the Accounting Standard - 3 on Cash Flow Statements

2 Cash & Cash Equivalents Comprise

Cash on Hand

Balance With Schedule Banks in current Account

Total

31-03-2017 31-03-2016

7,72,788

83,988

3,79,645

25,37,755

11,52,433

26,21,743

For Sharp Investemnts Ltd

SAGARMAL NAHATA

SANDIP KUMAR BEJ

SUJIT KUMAR PANDA

In terms of our report of even date

For C. GHATAK & CO.

(CHARTERED ACCOUNTANTS)

CHINMAY GHATAK

(Partner)

M. No. 003591

Place : Kolkata

Date : 30.05.2017

Firm Reg No : 302162E

SHARP INVESTMENTS LIMITED				
NOTE FORMING PART OF THE BALANCE SHEET AS AT & STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017				
NOTE - 1 SHARE CAPITAL Authorised 2,42,50,0000 Equity Shares of Rs.1/- each Issued, Subscribed & Paid up 2,42,09,7500 Equity Share of Rs.1/- each	31ST MARCH , 2017 Rs.		31ST MARCH , 2016 Rs.	
	24,25,00,000		24,25,00,000	
	24,20,97,500		24,20,97,500	
	24,20,97,500		24,20,97,500	
A. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period				
	31ST MARCH, 2017		31ST MARCH, 2016	
	Nos	Amount	Nos	Amount
Shares outstanding at the beginning of the year	24,20,97,500	24,20,97,500	24,20,97,500	24,20,97,500
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	24,20,97,500	24,20,97,500	24,20,97,500	24,20,97,500
B TERMS/ RIGHTS ATTACHED TO EQUITY SHARES				
The Company has only one class of equity share having par value of Rs 1 /- per share . Each holder of Equity share is entitled to one vote per share In the event of liquidation of the company , the holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts . The Distribution will be in proportion to the number of equity share held by the shareholders				
C Details of shareholders holding more than 5% shares of the Company				
NAME OF THE SHAREHOLDER	31ST MARCH , 2017		31ST MARCH, 2016	
(EQUITY SHARES OF RS 1/ EACH FULLY PAID UP)	Nos	%	Nos	%
SAGARMAL NAHATA	1,27,75,000	5.28	1,27,75,000	5.28
SAGARMAL NAHATA	1,25,00,000	5.16	1,25,00,000	5.16
SANDIP KUMAR BEJ	1,22,75,000	5.07	1,22,75,000	5.07
SUJIT KUMAR PANDA				
As per the records of the Company , including its Register of Members and other declarations received from the shareholders regarding beneficial interest , the above shareholders represents legal ownership of shares				
D. SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH Equity shares have not been issued for consideration other than cash				

SHARP INVESTMENTS LIMITED

NOTE FORMING PART OF THE BALANCE SHEET AS AT & STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

	31ST MARCH , 2017	31ST MARCH , 2016
	Rs.	Rs.
NOTE - 2		
<u>RESERVES & SURPLUS</u>		
Special Reserve		
Opening Balance	7,54,197	3,42,907
Add: Transfer During the year	30,593	4,11,290
A	7,84,790	7,54,197
Profit & Loss Account		
OP. Balance	(1,54,78,093)	(1,71,17,052)
Add: Profit for the year	1,52,967	20,56,452
Less: Provision on Standard Assets	-	(6,203)
Less: Transfer to Special Reserve	(30,593)	(4,11,290)
B	(1,53,55,719)	(1,54,78,093)
TOTAL (A+B)	(1,45,70,929)	(1,47,23,896)
NOTE - 3		
<u>SECURITY PREMIUM</u>		
Share Premium	5,77,04,500	5,77,04,500
	5,77,04,500	5,77,04,500
NOTE - 4		
<u>PROVISION ON STANDARD ASSETS</u>		
PROVISION ON STANDARD ASSETS	3,32,488	3,32,488
	3,32,488	3,32,488
NOTE - 5		
<u>OTHER CURRENT LIABILITIES</u>		
Liabilities For Expenses	1,25,000	79,000
	1,25,000	79,000
NOTE - 6		
<u>SHORT TERM PROVISION</u>		
Provision for Taxation	6,81,572	10,97,272
	6,81,572	10,97,272

SHARP INVESTMENTS LIMITED

NOTE - 7

NON CURRENT INVESTMENTS

(AT COST)

(in fully paid up Equity Shares other than trade)

QUOTED (Long Term other than Trade)	<u>2016-17</u>		<u>2015-16</u>	
	<u>Qty.</u>	<u>Rs.</u>	<u>Qty.</u>	<u>Rs.</u>
RGF CAPITAL MARKETS LTD.	3979130	13,40,40,845	3979130	13,40,40,845
TOTAL : A	3979130	13,40,40,845	3979130	13,40,40,845
UNQUOTED				
CBK Estate Developers Ltd	-	-	131500	13,15,000
Diligent Buildcon Pvt Ltd	-	-	70000	7,00,000
Ganesh Hire Purchase&Leasing Finance(P) Ltd	-	-	150000	15,00,000
God Gift Motor General Finance Pvt. Ltd.	-	-	10000	50,000
Kaizen Capital Services Pvt Ltd	-	-	229000	22,90,000
Kanak Securities Pvt. Ltd.	-	-	90000	90,000
MkJ Properties Pvt. Ltd.	-	-	20000	1,00,000
Muskan Buildwell Pvt. Ltd.	-	-	7500	37,500
Nachiketa Buildwell Pvt Ltd	-	-	30000	3,00,000
Neo Star Builders Pvt Ltd	-	-	70000	7,00,000
Parv Buildtech Pvt. Ltd.	-	-	16000	80,000
Popular Capfin Lease Pvt Ltd	-	-	209000	20,90,000
Sach Housing Pvt. Ltd.	-	-	23000	1,15,000
Sachin Promoters Pvt. Ltd.	-	-	20000	1,00,000
Score Leasing Finance Pvt. Ltd.	-	-	34000	1,70,000
Seven Star Infra Projects Pvt. Ltd.	-	-	20000	1,00,000
Silicon Mercating Pvt Ltd	-	-	40000	4,00,000
Sunstar Realcon Pvt Ltd	-	-	70000	7,00,000
Tribute Developers Pvt Ltd	-	-	70000	7,00,000
Vaishali Infratech Pvt Ltd	295000	29,50,000	295000	29,50,000
Vishnu Propbuild Pvt. Ltd.	-	-	30000	3,00,000
Xenium Compu Services Pvt. Ltd.	-	-	40000	2,00,000
TOTAL : B	295000	29,50,000	1675000	1,49,87,500
SAGARMAL NAHATA				
SANDIP KUMAR BEJ	42,74,130	13,69,90,845	56,54,130	14,90,28,345
SUJIT KUMAR PANDA		13,92,69,550		13,92,69,550

SHARP INVESTMENTS LIMITED

	31ST MARCH , 2017 Rs.	31ST MARCH , 2016 Rs.
<u>NOTE - 8</u> <u>LONG TERM LOANS & ADVANCES</u> (Unsecured , Considered Good) Loans & Advance	11,37,80,071	13,29,95,088
	11,37,80,071	13,29,95,088
<u>NOTE - 9</u> Sundry Debtors	3,27,50,000	-
<u>NOTE - 10</u> <u>CASH & CASH EQUIVALENTS</u> Cash in hand (As certified) Balances with Schedule Bank in Current Account	7,72,788 3,79,645 11,52,433	83,988 25,37,755 26,21,743
<u>NOTE - 11</u> <u>OTHER CURRENT ASSETS</u> T.D.S	16,96,782 16,96,782	19,41,688 19,41,688
<u>NOTE - 12</u> <u>REVENUE FROM OPERATIONS</u> Interest on Loan	95,86,267 95,86,267	1,12,83,569 1,12,83,569
<u>NOTE - 13</u> <u>OTHER INCOME</u> Interest on Income Tax/TDS	35,670 35,670	11,500 11,500
<u>NOTE - 14</u> <u>EMPLOYEE BENEFIT EXPENSES</u> Remuneration of Managing Director Remuneration of Company Secretary Salary & Bonus of Staff	3,15,000 - 6,69,500 9,84,500	2,75,000 80,000 29,98,800 33,53,800

SHARP INVESTMENTS LIMITED

	31ST MARCH , 2017 Rs.	31ST MARCH , 2016 Rs.
<u>NOTE - 15</u>		
<u>OTHER EXPENSES</u>		
Audit Fees	5,000	5,000
Bank Charges	1,988	794
Demat Expenses	2,983	-
Professional Fees	-	9,400
Filing Fees	6,200	3,600
General Expenses	17,648	32,858
Printing & Stationery	500	7,200
Annual Listing Fees	2,76,000	2,68,398
Loss on F & O & Share	74,15,893	49,29,090
Advertisement Expenses	7,700	12,880
Annual Custodial Charges	4,16,155	57,494
Rent	1,66,000	74,000
Donation	1,00,000	-
	84,16,067	54,00,714
<u>NOTE - 16</u>		
<u>EARNING PER SHARE</u>		
Net Profit after tax as per Statement of Profit and Loss (A)	1,52,967	20,56,452
weighted Average number of equity shares outstanding (B)	24,20,97,500	24,20,97,500
Basic and Diluted Earnings per share (`)	0.001	0.008
Face value per equity share (`)	1	1

SHARP INVESTMENTS LIMITED
Annual Report 2016-2017

NOTE – 17

SIGNIFICANT ACCOUNTING POLICY :

Basis of Accounting :

The financial statements are prepared under historical cost convention, on an accrual basis and in accordance with relevant presentational requirements of the Companies Act, 2013 and the applicable mandatory Accounting Standards as prescribed under section 133 of Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.

Investment :

In accordance with Accounting Standard (AS13) on " Accounting for Investments" and the guidelines issued by Reserve Bank of India, Investments are either classified as current or long term based on management's intention at the time of purchase. Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as Non Current / Long term Investments. Current investments are stated at lower cost and market rate on an individual investment basis, unless there is decline other than temporary in the value, in which case adequate provision is made.

Earnings per share:

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

Provision and Deferred Tax:

The Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

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

SHARP INVESTMENTS LIMITED
Annual Report 2016-2017

Contingencies:

These are disclosed by way of notes on the Balance sheet. Provisions is made in the accounts in respect of those contingencies which are likely to materialize into liabilities after the year end , till the finalization of accounts and material effect on the position stated in the Balance Sheet .

PROVISIONING FOR STANDARD ASSETS :

The Reserve Bank Of India vide their notification has issued direction to NBFC-ND-SI & NBFC-SI to make provision of 0.35% on STANDARD ASSETS for the financial year 2016-2017. Since the Company does not come under the current definition of NBFC-ND-SI the Company has made provision @ 0.25% in the previous year. Since the Amount of Standard assets during the financial year 2016-17 is less than the previous financial year, the company has not made provision on standard asset for the financial year 2016-17.

NOTE 18 OTHER NOTES ON ACCOUNTS

- i Based on the information / documents available with the Company, no creditor is covered under Micro, Small and Medium Enterprise Development Act, 2006. As a result, no interest provision/payments have been made by the Company to such creditors for the year ended 31st March 2017.
- ii Loans & advances balances are subject to confirmation by the respective parties .
- iii **Segment Report :**
The Company is engaged in the business of Non-Banking Financial Services and there are no separate reportable segments as per Accounting Standard 17.
- iv **Related Party Disclosure :**
As per accounting standard 18 no information for related parties.

KEY MANAGEMENT PERSONNEL (KMP)

1. Sagar Mal Nahata - Managing Director

RELATIVES OF (KMP) - None

ENTERPRISE IN WHICH KMP AND THEIR RELATIVES HAS SUBSTANTIAL INTEREST - None

RELATED PARTY TRANSACTION

Sl. No.	Nature Of Transaction	Relation	31/03/2017 (Rs)	31/03/2016 (Rs)
	Directors' Remuneration paid			
1	Sagar Mal Nahata	Managing Director	3,15,000	2,75,000
	Rent			
2	S.M.Nahata & Co.	Managing Director's Proprietorship Firm	1,66,000	74,000
	Investments			
3	RGF Capital Markets Ltd.	S.M.Nahata is Managing Director of RGF Capital Markets Ltd.	13,40,40,845	13,40,40,845
	Donation			
4	S.M.Nahata Foundation	Managing Director Trustee of the Foundation	1,00,000	-

- v SAGARMAL NAHATA
SANDIP KUMAR BEJ
SUJIT KUMAR PANDA

Particulars	Specified Bank Notes	Other Denomination Notes	Total
Closing cash in hand as at 08.11.2016	-	78,987	78,987
(+) Permitted receipts*	-	3,50,000	3,50,000
(-) Permitted payments	-	6,200	6,200
(-) Amount deposited in Banks	-	-	-
Closing cash in hand as on 30.12.2016	-	4,22,787	4,22,787

* permitted receipts consist of cash withdrawal from bank

- vi The Company has Complied this information based on the current information in its possession. As at 31.03.2015, Amount due to Micro Small and Medium Enterprises as on 31.03.2017 Rs. NIL (PY Rs. NIL)
- vii The Financial Statements and Notes on Accounts has been prepared as per the Companies Act, 2013 with their Schedule as the same is effective from 1st April, 2014
- viii Provision for taxation on Income for the year has been made under the tax calculated on income under normal computation as per income tax act being higher than the tax computed under section 115JB of the income tax act.
- ix No Provision has been made on account of gratuity as none of the employees have put in completed years of Service as required by the payment of Gratuity Act.
- x The Leave Salary for the Financial Year 2016-2017 has been paid to the employees during the Financial Year 2016-2017.
- xi Previous Year figures have been regrouped, rearranged or recasted wherever considered necessary.
- xii Informations required to be furnished under paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998 is given in separate Annexure.

Date: 30.05.2017

Place : Kolkata

For Sharp Investemnts Ltd

SAGARMAL NAHATA
SANDIP KUMAR BEJ
SUJIT KUMAR PANDA

In terms of our report of even date

For C.GHATAK & CO.
(CHARTERED ACCOUNTANTS)
(CHINMAY GHATAK)
(Partner)

M.No : 003591
Firm Reg No : 302162E

C GHATAK & CO

CHINMAY GHATAK

CHARTERED ACCOUNTANTS
107, NSC BOSE ROAD
KOLKATA-700 040

TO WHOM IT MAY CONCERN

We have examined the books of accounts and other records of **M/s SHARP INVESTMENTS.** for the Financial Year ending March 31, 2017. On the basis of information submitted to us, we certify the following:

<u>Sl</u>	<u>Particulars</u>	<u>Details</u>
1	Name of the Company	SHARP INVESTMENTS LTD
2	Certificate of Registration No.	B.05.6565 Dt. 11.07.2005
3	Registered Office Address	33/1, N.S. ROAD, MARSHALL HOUSE, ROOM NO. 863, KOLKATA-700001
4	Corporate Office Address	NA
5	The Company has been classified by RBI as: <i>(Investment Company/Loan Company/AFC/NBFC-MFI/NBFC-Factor/IFC/IDF-NBFC)</i>	Investment/Loan Company
6	Net Owned Fund (in Rs. Crore) <i>(Calculation of the same is given in the Annexure)</i>	17.97
7	Total Assets (in Rs. Crore)	28.63
8	Asset-Income Pattern: <i>(In terms of RBI Press Release 1998-99/1296 dated April 8, 1999)</i> (a) % of Financial Assets to Total Assets (b) % of Financial Income to Gross Income <i>(NBFC-Factor/NBFC-MFI/AFC/IFC may also report separately below)</i>	99.01 % 99.63 %
9	Whether the Company was holding any Public Deposits, as on March 31, 2017? <i>(If Yes, the amount in Rs. Crore)</i>	No

C GHATAK & CO

CHINMAY GHATAK

CHARTERED ACCOUNTANTS
107, NSC BOSE ROAD
KOLKATA-700 040

10	Has the Company transferred a sum not less than 20% of its Net Profit for the year to Reserve Fund? <i>(In terms of Section 45-IC of the RBI Act, 1934)</i>	Yes
11	Has the Company received any FDI? <i>If Yes, did the Company comply with the minimum capitalisation norms for the FDI?</i>	No
12	If the Company is classified as an NBFC-Factor: (a) % of Factoring Assets to Total Assets (b) % of Factoring Income to Gross Income	NA
13	If the Company is classified as an NBFC-MFI: % of Qualifying Assets to Net Assets <i>(refer to <u>Notification DNBS.PD.No.234 CGM(US) 2011 dated December 02, 2011</u>)</i>	NA
14	If the Company is classified as an AFC; (a) % of Advances given for creation of physical/real assets supporting economic activity to Total Assets (b) % of Income generated out of these assets to Total Income	NA
15	If the Company is classifies as an NBFC-IFC % Infrastructure Loans to Total Assets	NA
16	Has there been any takeover/acquisition of control/change in shareholding/Management during the year, which require prior approval from RBI? <i>(please refer to per <u>DNBR (PD) CC. No. 065/03.10.001-2015-16 dated July 09, 2015 on the subject for details</u>)</i>	NA

C GHATAK & CO

CHINMAY GHATAK

CHARTERED ACCOUNTANTS
107, NSC BOSE ROAD
KOLKATA-700 040

In terms of Paragraph 2 of Notification No. DNBS.201/DG(VL)-2008 dated September 18, 2008, a separate report to the Board of Directors of the company has been made.

We have read and understood Paragraph 5 of Notification No. DNBS.201/DG(VL)-2008 dated September 18, 2008.

Place: Kolkata

Date: 30.05.2017

C.GHATAK & CO
Chartered Accountants
(CHINMAY GHATAK)
Partner
M.No.003591
FIRM REG NO: 302162E

C GHATAK & CO

CHINMAY GHATAK

CHARTERED ACCOUNTANTS
107, NSC BOSE ROAD
KOLKATA-700 040

TO WHOM SOEVER IT MAY CONCERN

We, C. GHATAK & CO. Chartered Accountants are the statutory auditor of the Company, **M/S. SHARP INVESTMENTS LIMITED.** having its registered office at 33/1, N.S. ROAD, MARSHALL HOUSE, ROOM NO. 863, KOLKATA – 700 001. We have verified the records for the Financial Year 31st March, 2017 as produced before us and certify that the said Company has carried on NBFC business during the Financial Year as on 31.03.2017, thereby requiring to hold **Certificate of Registration No.: B-05.06565 Dated 11.07.2005** issued to them by Reserve Bank of India, Kolkata under section 45-IA of the RBI Act, 1934 with reference to the position of the Company as at the end of the Financial Year ending on 31st March, 2017 wherein the Company is holding financial assets more than 50% of its total assets and the income from the financial assets is more than 50% of its gross income.

Further as per calculation sheet of assets & income for the financial year as on 31st March 2017 as enclosed as per Annexure “A” shows that the Company investing 99.01% in Financial Assets (Such as Investments in shares and Loans & Advances) and 99.63% of income (Such as Interest on Loan) coming from the Financial Assets.

Place : Kolkata
Date : 30.05.2017

For C. GHATAK & CO.
Chartered Accountants
Firm Regd. No. 302162E

CHINMAY GHATAK
(Partner)
Membership No. 003591

ANNEXURE 'A'

SHARP INVESTMENTS LIMITED

Calculation of Financial & Nonfinancial Assets (Rs. in Lacs) :

PARTICULARS	ASSETS AS	% OF TOTAL ASSETS
	ON 31ST MARCH	AS ON 31ST MARCH
	2017	2017
A. FINANCIAL :		
I. ASSETS :		
1. Investments in Shares	1,369.91	47.84
2. Loans and Advances	1,137.80	39.73
3. Sundry Debtors	327.50	11.44
TOTAL(A) :	2,835.21	99.01
B. NONFINANCIAL :		
I. ASSETS :		
1. TDS	16.97	0.59
2. Cash & Bank Balance	11.52	0.40
TOTAL(B) :	28.49	0.99
TOTAL(A + B) :	2,863.70	100.00

Calculation of Financial & Nonfinancial Income (Rs. in Lacs) :

PARTICULARS	INCOME AS	% OF TOTAL INCOME
	ON 31ST MARCH	AS ON 31ST MARCH
	2017	2017
A. FINANCIAL :		
I. INCOME :		
1. Interest on Loan	95.86	99.63
TOTAL(A) :	95.86	99.63
B. NONFINANCIAL :		
I. INCOME :		
1. Income Tax Refund	0.36	0.37
TOTAL(B) :	0.36	0.37
TOTAL(A+B) :	96.22	100.00

Place : KOLKATA
Date : 30.05.2017

For C. GHATAK & Co.
Chartered Accountants
Firm Regd. No. 302162E

CHINMAY GHATAK
(PARTNER)
Memb. No.003591

C GHATAK & CO

CHINMAY GHATAK

CHARTERED ACCOUNTANTS
107, NSC BOSE ROAD
KOLKATA-700 040

To
The Board of Directors,
M/s. SHARP INVESTMENTS LIMITED

As required under Non Banking Financial Companies Auditors Report (Reserve Bank) Directions, 2008 and on the basis of information and explanation given to us, we report that:

3A)

1. The Company is engaged in the Business of Non Banking Financial Institution and it has obtained a certificate of Registration from the Reserve Bank of India.
2. On the basis of Balance Sheet & Profit & Loss account for the year ended 31.03.2017 in our opinion the Company is entitled to continue to hold such certificate of Registration in terms of its asset / income pattern.
3. On the basis of Balance Sheet and Profit & Loss A/c for the year ended 31.03.2017 in our opinion the Company may be classified as **INVESTMENT/LOAN COMPANY.**

3C)

1. The Board of Directors has passed a resolution for Non Acceptance of any Public Deposits.
2. The Company has not accepted any deposit from the public during the year ended 31ST March, 2017.
3. The Company has complied with the prudential Norm relating to the Income Recognition, Accounting Standards, assets classification and provisioning for bad and doubtful debts as applicable to it in terms of Non Banking Financial (Non Deposits Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions – 2007.
4. The Company is not a systematically Important Company as defined in Paragraph 2(1)(XIX) of the Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

Place : Kolkata
Date : 30.05.2017

For C.GHATAK & CO.
(CHARTERED ACCOUNTANTS)
(CHINMAY GHATAK)
(PARTNER)
M.NO:003591
FIRM REG NO: 302162E

Annexure I

Name of the Company: **SHARP INVESTMENTS LIMITED**

RBI Certificate No.: **B.05.06565 dated 11.07.2005**

	Item Name	Item Code	As on 31.03.2017
	<i>Capital Fund - Tier I</i>		
(i)	Paid up Equity Capital	001	242097500.00
(ii)	Preference share to be compulsorily convertible into equity	002	0.00
(iii)	Free Reserves		0.00
a)	General Reserve	003	0.00
b)	Share Premium	004	57704500.00
c)	Capital Reserve(Representing surplus on sale of assets)	005	0.00
d)	Debenture Redemption Reserve	006	0.00
e)	Capital Redemption Reserve	007	0.00
f)	Credit Balance in P & L Account	008	0.00
g)	Other free Reserves (Statutory Reserve)	009	0.00
	Total (001 to 009)	010	29,98,02,000.00
(iv)	Accumulated loss	011	14570929.00
(v)	Deferred Revenue Expenditure	012	0.00
(vi)	Other intangible assets	013	0.00
(vii)	Short provisioning against NPA/diminution in value of Investments.	014	0.00
	Total (011 to 014)	015	14570929.00
(viii)	Owned Fund (010 minus 015)	016	28,52,31,071.00
(ix)	Investment in shares of:		
a)	Subsidiaries	017	0.00
b)	Companies in the same group	018	134040845.00
c)	Other NBFCs	019	
(x)	The book value of debentures, bonds, Outstanding loans and advances, bills purchased and discounted(HP & lease) made to and deposits with:		
a)	Subsidiaries	020	0.00
b)	Companies in the same group	021	0.00
(xi)	Total (017 to 021)	022	134040845.00
(xii)	Amount of item 022 in excess of 10% of item 016 above.	023	105517737.90
(xiii)	Net Owned Fund (016 minus 023)	024	17,97,13,333.10

Sd/- Sagarmal Nahata

Signature of the Director with seal

Sd/- Chinmay Ghatak

Signature of Auditor with seal

ANNEXURE REFERRED TO IN NOTE NO 24(11) TO ACCOUNTS
ANNEXED AS PER RESERVE BANK OF INDIA PRUDENTIAL NORMS

SCHEDULE TO THE BALANCE SHEET OF A NON BANKING FINANCIAL COMPANY
AS ON 31.03.2017 AS REQUIRED IN TERMS OF PARAGRAPH 13 OF A NON BANKING
FINANCIAL (NON DEPOSIT ACCEPTING OR HOLDING) COMPANIES PRUDENTIAL
NORMS (RESERVE BANK) DIRECTIONS, 2007

PARTICULARS

(RS IN LACS)

LIABILITIES SIDE

LOANS AND ADVANCES AVAILED BY THE NBFCS INCLUSIVE OF INTEREST ACCRUED THEREON BUT NOT PAID		<u>AMOUNT OUTSTANDING</u>	<u>AMOUNT OVERDUE</u>
a	DEBENTURES		
	• SECURED	NIL	NIL
	• UNSECURED (OTHER THAN FALLING WITHIN THE MEANING OF PUBLIC DEPOSIT)	NIL	NIL
b	DEFERRED CREDITS	NIL	NIL
c	TERM LOANS	NIL	NIL
d	INTER – CORPORATE LOANS AND BORROWINGS	NIL	NIL
e	COMMERCIAL PAPER	NIL	NIL
f	PUBLIC DEPOSIT	NIL	NIL
g	OTHER LOANS (SPECIFY NATURE)	NIL	NIL

ASSET SIDE

	BREAK UP OF LOANS AND ADVANCES INCLUDING BILLS RECEIVABLES OTHER THAN THOSE INCLUDED IN (4) BELOW	<u>AMOUNT OUTSTANDING</u>	<u>AMOUNT OUTSTANDING</u>
	• SECURED	NIL	NIL
	• UNSECURED	1137.80	-
	BREAK UP OF LEASED ASSETS AND STOCK ON HIRE AND HYPOTHECATION LOANS COUNTING TOWARDS EL / HP ACTIVITIES	NIL	NIL
1	LEASE ASSETS INCLUDING LEASE RENTALS UNDER SUNDRY DEBTORS		
	• FINANCIAL LEASE	NIL	NIL
	• OPERATING LEASE	NIL	NIL
2	STOCK ON HIRE INCLUDING HIRE CHARGES UNDER SUNDRY DEBTORS		
	• ASSETS ON HIRE	NIL	NIL
	• REPOSSESSED ASSETS	NIL	NIL
3	HYPOTHECATION LOANS COUNTING		

	TOWARDS EL / HP ACTIVITIES		
	• LOANS WHERE ASSETS HAVE BEEN REPOSSESSED	NIL	NIL
	• LOANS OTHER THAN ABOVE	NIL	NIL

BREAK UP OF INVESTMENTS

	• CURRENT INVESTMENTS (STOCK IN TRADE)		
1	QUOTED		
	• SHARES		
	EQUITY	NIL	NIL
	PREFERENCE	NIL	NIL
	• DEBENTURES AND BONDS	NIL	NIL
	• UNITS OF MUTUAL FUNDS	NIL	NIL
	• GOVERNMENT SECURITIES	NIL	NIL
	• OTHERS	NIL	NIL
2	UNQUOTED		
	• SHARES		
	EQUITY	NIL	NIL
	PREFERENCE	NIL	NIL
	• DEBENTURES AND BONDS	NIL	NIL
	• UNITS OF MUTUAL FUNDS	NIL	NIL
	• GOVERNMENT SECURITIES	NIL	NIL
	• OTHERS	NIL	NIL
	• LONG TERM INVESTMENTS		
1	QUOTED		
	• SHARES		
	EQUITY	1340.00	-
	PREFERENCE	NIL	NIL
	• DEBENTURES AND BONDS	NIL	NIL
	• UNITS OF MUTUAL FUNDS	NIL	NIL
	• GOVERNMENT SECURITIES	NIL	NIL
	• OTHERS	NIL	NIL
2	UNQUOTED		
	• SHARES	29.50	-
	EQUITY	NIL	NIL
	PREFERENCE	NIL	NIL
	• DEBENTURES AND BONDS	NIL	NIL
	• UNITS OF MUTUAL FUNDS	NIL	NIL
	• GOVERNMENT SECURITIES	NIL	NIL
	• OTHERS	NIL	NIL

BORROWER GROUP WISE CLASSIFICATION OF ALL LEASED ASSETS , STOCK ON HIRE AND LOANS AND ADVANCES

CATEGORY		AMOUNT NET OF PROVISIONS				
1		RELATED PARTIES		SECURED	UNSECURED	TOTAL
	a	SUBSIDIARIES		NIL	NIL	NIL
	b	COMPANIES IN THE SAME GROUP		NIL	NIL	NIL
	c	OTHER RELATED PARTIES		NIL	NIL	NIL
2		OTHER THAN RELATED PARTIES		NIL	1137.80	1137.80
		TOTAL		NIL	1137.80	1137.80

INVESTOR GROUP WISE CLASSIFICATION OF ALL INVESTMENTS (CURRENT AND LONG TERM) IN SHARES AND SECURITIES (BOTH QUOTED AND UNQUOTED

<u>CATEGORY</u>		<u>MARKET VALUE /BREAK UP OF FAIR VALUE OR NAV</u>	<u>BOOK VALUE (NET OF PROVISION)</u>
1		RELATED PARTIES	
	a	SUBSIDIARIES	NIL
	b	COMPANIES IN THE SAME GROUP	1340.00
	c	OTHER RELATED PARTIES	NIL
2		OTHER THAN RELATED PARTIES	NIL
		TOTAL	1340.00

7.

OTHER INFORMATION			
		PARICULARS	AMOUNT
I)		GROSS NON- PERFORMING ASSETS	
	A	RELATED PARTIES	NIL
	B	OTHER THAN RELATED PARTIES	NIL
II)		NET NON- PERFORMING ASSETS	
	A	RELATED PARTIES	NIL
	B	OTHER THAN RELATED PARTIES	NIL
III)		ASSETS ACQUIRED IN SATISFACTION OF DEBTS	NIL

Date: 30.05.2017

**For C.GHATAK & CO.
(CHARTERED ACCOUNTANTS)
(CHINMAY GHATAK)
(PARTNER)
M.NO:003591
FIRM REG NO: 302162E**