

36th ANNUAL REPORT 2016-2017

TILAK VENTURES LIMITED

[Formerly Tilak Finance Limited]



FY 2016-17



| <i>Particulars</i> | <i>Page No.</i> |
|--|------------------------|
| Corporate Information | 3 |
| Notice of 36 th AGM | 4 |
| Procedure and Instruction for E-voting | 6 |
| Explanatory Statement to Resolutions | 8 |
| Additional information of Directors seeking Re-Appointment/Appointment | 10 |
| Board of Directors' Report | 11 |
| Report on Corporate Governance | 28 |
| Management Discussion and Analysis Report | 38 |
| Auditors' Report | 40 |
| Annexure to Auditors' Report | 42 |
| Balance Sheet | 46 |
| Profit & Loss A/c | 47 |
| Cash Flow Statement | 48 |
| Notes forming part of Financial Statement | 49 |
| Attendance Slip | 59 |
| Proxy Form | 59 |
| Ballot Paper | 60 |
| Route Map | 62 |

CORPORATE INFORMATION

BOARD OF DIRECTORS & KMPs

| | |
|---------------------------|--|
| Mr. Girraj Kishor Agrawal | : Director & Chief Executive Officer (CEO) |
| Ms. Tanu Giriraj Agarwal | : Non Independent & Non Executive Director |
| Mr. Hardik Kabariya | : Independent & Non Executive Director |
| Ms. Seema Sidhu | : Independent & Non Executive Director |
| Ms. Hiteshi Shah | : Chief Financial Officer (CFO) |

COMPANY SECRETARY & COMPLIANCE OFFICER

Prajna Prakash Naik

BANKERS

Kotak Mahindra Bank Limited
Axis Bank Limited
DCB Bank Limited
RBL Bank Limited

REGISTERED OFFICE

E/109, Crystal Plaza, New Link Road,
Opp. Infinity Mall, Andheri (West),
Mumbai - 400053
Tel: 022-61522222 Fax: 022-61522234
Email Id: tilakfin@gmail.com
Website: www.tilakfinance.com

CORPORATE IDENTIFICATION NUMBER (CIN)

L65910MH1980PLC023000

LISTING

Bombay Stock Exchange

STATUTORY AUDITORS

M/s Pravin Chandak & Associates
Chartered Accountants
Mumbai

SECRETARIAL AUDITOR

Sonal Oza, Practicing Company Secretary
Mumbai

INTERNAL AUDITOR

M/s. A. M. Gohel & Associates
Mumbai

REGISTRARS & SHARE TRANSFER AGENT

Sharex Dynamic (India) Pvt Ltd
Unit 1, Luthra Indl. Premises,
Safed Pool, Andheri Kurla Road,
Andheri East, Mumbai – 400072
Tel: 022-28515606
Email Id: sharex@vsnl.com

Notice of 36th Annual General Meeting

Notice is hereby given that the 36th Annual General Meeting of the Members of M/s. Tilak Ventures Limited (Formerly known as M/s. Tilak Finance Limited) will be held on Thursday, 28th September, 2017 at 10:30 A.M. at Registered Office of the Company at E-109, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West), Mumbai- 400053 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements for the financial year ended 31st March, 2017, and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Girraj Kishor Agrawal Director (DIN: 00290959), who retire by rotation in compliance of the provisions of Section 152 of the Companies Act, 2013 (hereinafter called "the Act") and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. Pravin Chandak & Associates, Chartered Accountants, Mumbai (Registration No. 116627W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 37th Annual General Meeting and to authorize the Board of Directors to fix their remuneration for the Financial Year 2017-18.

SPECIAL BUSINESS

4. **To regularize the appointment of Mrs. Tanu Giriraj Agarwal (DIN: 00290966) as an Non- Executive-Non Independent Director**

To consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with any other applicable provisions of The Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulations of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 Mrs. Tanu Giriraj Agarwal (DIN: 00290966), who was appointed as an Additional Director pursuant to the Provisions of section 161(1) of The Companies Act, 2013 and the Articles of association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of The Companies Act, 2013 proposing her candidature for the office of the Director, be and is hereby appointed as an Director of the Company liable to retire by rotation.”

5. **Determination of fee for delivery of any documents through a particular mode to a member**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 20(2) and all other applicable provisions of the Companies Act, 2013 read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby given to the Board of Directors of the Company (the 'Board' which term shall include its Committee(s) constituted / to be constituted by it to exercise its powers including the powers conferred by this resolution) to levy amount of Rs. 25/- (Rupees Twenty Five Only) per such document as a fee to member to enable recovery of expenses incurred by the Company towards complying with such request for delivery of any documents through a particular mode;

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance.”

6. **Ratification by shareholders for alteration/variation of utilization of proceeds of Preferential Allotment of 1,09,95,000 Equity Shares**

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 27 and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all the applicable laws and regulations for the time being in force, in respect of Preferential Allotment of 1,09,95,000 Equity Shares of Face Value of Rs. 10/- each issued at a premium of Rs. 5/- per share allotted by the Board of Directors at their meeting held on 21st July, 2010, the ratification and approval of the Shareholders be and is hereby accorded to all acts, deeds and things done by the Company in entering into and giving effect to the utilization of proceeds as received in the said Preferential issue which is in variation to the objects as stated out in the Notice of Annual General Meeting held on 14th July, 2010.”

7. Ratification by shareholders for alteration/ variation of utilization of proceeds of Preferential Allotment of 62,80,000 Equity Shares

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 27 and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all the applicable laws and regulations for the time being in force, in respect of Preferential Allotment of 62,80,000 equity shares of Face Value of Re.1/- each issued at premium of Rs. 22/- per share by the Board of Directors at their meeting held on 18th October, 2012, the ratification and approval of the Shareholders be and is hereby accorded to all acts, deeds and things done by the Company in entering into and giving effect to the utilization of proceeds as received in the said Preferential issue which is in variation to the objects as stated out in the Notice of Annual General Meeting held on 28th September, 2012.”

REGISTERED OFFICE:

**E/109, Crystal Plaza,
New Link Road, Andheri (West),
Mumbai - 400053
Date: 19/08/2017**

By Order of the Board

**Sd/-
Girraj Kishor Agrawal
(Director & CEO)**

IMPORTANT COMMUNICATION TO MEMBERS – GREEN INITIATIVE IN CORPORATE GOVERNANCE

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the Companies and has issued a Circular stating that service of all documents including Annual Reports can be sent by e-mail to its Members. Your Company believes that this is a remarkable and environment friendly initiative by MCA and requests all Members to support in this noble cause.

The Company has already embarked on this initiative and proposes to send documents including Annual Reports in electronic form to the Members on the email address provided by them to the R&T Agent/the Depositories.

The Members who hold shares in physical form are requested to intimate/update their email address to the Company/R&T Agent while Members holding shares in demat form can intimate/update their email address to their respective Depository Participants.

Members are requested to further note that they will be entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail, upon receipt of a requisition from them, any time, as a Member of the Company.

Notes:

A MEMBER IS ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE VALID MUST BE DULY FILLED IN ALL RESPECTS AND SHOULD BE DEPOSITED AT THE REGISTERD OFFICE OF THE COMPNAY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent of the total issued and paid up share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A member holding more than 10% of the total issued and paid up share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

1. The relevant explanatory Statements to be annexed to the Notice pursuant to Section 102 of the Companies Act, 2013 (hereinafter called “the Act”), which sets out details relating to the Special Business to be transacted at the meeting is annexed hereto.
2. Members are requested to:
 - i. Bring their copies of the annual report and the attendance slip duly completed and signed at the meeting.
 - ii. Quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the meeting.
3. Bodies Corporate, who are the members of the Company, are requested to send in advance duly certified copy of Board Resolution authorizing their representative to attend and vote at the annual general meeting.
4. The Register of Members and the Transfer Book of the Company will remain closed from 25/09/2017 to 28/09/2017 (both days inclusive).

5. The Securities & Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Account. Members holding their shares in Physical Form can submit their PAN details to the share transfer agent (M/s. Sharex Dynamic (India) Private Limited) of the Company.
6. Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form at: M/s. Sharex Dynamic (India) Private Limited, at Unit 1, Luthra Indl Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400072.
7. Pursuant to the provisions of Sections 101 and 136 of the Act read with 'The Companies (Accounts) Rules, 2014' electronic copy of the Annual Report for financial year 2016-17 is being sent to those members whose email IDs are registered with their respective Depository Participant(s) (DPs), the company or Sharex Dynamic (India) Pvt. Ltd. unless any member has requested for a hard copy of the same. For members who have not registered their email address so far, are requested to promptly intimate the same to their respective DPs or to the Company/ Sharex Dynamic (India) Pvt. Ltd., as the case maybe. Physical copies of the Annual Report for the year 2016-17 will be sent in the permitted mode in cases where the email addresses are not available with the Company.
8. Electronic copy of the Notice convening the 36th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialized mode and whose email addresses are registered with their respective Depository Participants. For those members who have not registered their email address, physical copies of the said Notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.
9. Members may also note that the Notice of the 36th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website www.tilakfinance.com, which can be downloaded from the site. The physical copies of the aforesaid documents will also be available at the Company's registered office in Mumbai for inspection during normal business hours on all the working days except Saturdays and Sundays.

10. Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulation, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the Thirty Sixth Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.
- III. The members who have casted 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.

Process and manner for remote e-voting are as under:

1. In case a member receives an e-mail from NSDL [for members whose email addresses are registered with the Company/Depository Participant(s)]:
 - a) Open e-mail and open PDF file viz; "TVL e-voting.pdf" with your client ID or Folio No. as password. The said pdf file contains your User ID and password / PIN for remote e-voting. Please note that the password is an initial password.
 - b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - c) Click on member- Login
 - d) Insert user ID and password as initial password noted in step 1 above. Click Login
 - e) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digit / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f) Home page of e-voting opens. Click on e-voting. Active e-voting cycles.

- g) Select “EVEN” of Tilak Ventures Limited.
 - h) Now you are ready for e-voting and cast vote page opens.
 - i) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - j) Upon confirmation, the message “Vote caste successfully” will be displayed.
 - k) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l) Institutional shareholder(s) i.e. other than individuals, HUF, NRI, etc. are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution /authorization letter etc. together with attested specimen signature of the authorized signatory /signatories who are authorized to vote, to the scrutinizer via e-mail tilakfin@gmail.com with a copy marked to evoting@nsdl.co.in.
2. For members whose email IDs are not registered with the company/ Depository participant(s) who receive physical ballot forms, the following instructions may be noted:
- a. The initial password is provided at the bottom of the Postal Ballot Form.
 - b. Please follow all the steps from i to xii mentioned above, to cast your vote.
- IV. In case of any queries you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the ‘Downloads’ section of www.evoting.nsdl.com or contact NSDL by email at evoting@nsdl.co.in. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘Forgot password’ option available on the site to reset the password.
- V. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
- VI. The e-voting period commences on Monday 25/09/2017 at 10:00 A.M. and ends on Wednesday, 27/09/2017 at 5:00 P.M. During this period, members of the company holding shares either in physical form or in dematerialized form, as on the cutoff / relevant date i.e. Friday, 22/09/2017 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
- VII. Any person, who becomes a member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e., September 22, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or tilakfin@gmail.com. However, if such member is already registered with NSDL for remote e-voting then he/she/it can use his/her/its existing user ID and password for casting the vote. The facility to reset the forgotten password is also provided by NSDL by using “Forgot User Details/Password” option available on www.evoting.nsdl.com.
- VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, viz., September 22, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- IX. Mr. Pravin Chandak, Chartered Accountant, (Membership No. 049391), Partner of M/s. Pravin Chandak & Associates, Chartered Accountants, Mumbai has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the voting and e-voting process in a fair and transparent manner.
- X. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- XI. The Results declared along with the report of the Scrutinizer will be placed on the website of the Company www.tilakfinance.com and on the website of NSDL immediately after the declaration of results by the Chairman or by a person duly authorised. The results shall also be immediately forwarded to the BSE Limited, where the equity shares of the Company are listed.

Explanatory Statement Pursuant to Section 102 of the companies Act, 2013**Item No. 4**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors, at its meeting appointed **Mrs. Tanu Giriraj Agarwal (DIN: 00290966)** as an Additional Director (Non-Independent) under Section 161(1) of the Act. Accordingly, **Mrs. Tanu Giriraj Agarwal** holds office as a director up to the date of the forthcoming Annual General Meeting. It is proposed to appoint her as a Non-executive, Non-Independent Director of the Company in terms of Section 149 of the Act.

The Company has received a notice along with the deposit of requisite amount under Section 160 of the Act from a member proposing **Mrs. Tanu Giriraj Agarwal (DIN: 00290966)** as a candidate for the office of a director of the Company. **Mrs. Tanu Giriraj Agarwal (DIN: 00290966)** as confirmed to the Board that she qualifies to be director within the meaning of Regulations of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 and Section 152 of the Act read with Rules of the Companies (Appointment and Qualification of Directors) Rules, 2014. In the opinion of the Board, **Mrs. Tanu Giriraj Agarwal (DIN: 00290966)** fulfils the conditions specified in the Act and Rules made there under for her appointment as a Non Executive, Non-Independent of the Company.

The Directors are of the view that **Mrs. Tanu Giriraj Agarwal (DIN: 00290966)**, possesses requisite skills and experience, which will be beneficial to the Company and this would benefit from her appointment as Director.

Accordingly, the Board commends the passing of the Ordinary Resolution proposed at item no. 4 of the Notice.

Brief profile of **Mrs. Tanu Giriraj Agarwal** and the disclosures required under Regulation 36 of the Listing Regulation are given as additional information about the directors, which forms part of the Notice.

None of the Directors/Key Managerial Personnel of the Company/ their relatives, except **Mrs. Tanu Giriraj Agarwal**, is in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the Notice.

Item No. 5

Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014 provides the mode of service of documents inter-alia to the members of the Company. Further, proviso to sub-section (2) of that Section states that where a member requests for delivery of any document through a particular mode, he shall pay such fees as may be determined by the company in its Annual General Meeting ('AGM').

Accordingly, approval of shareholders is sought, to authorize the Board of Directors to determine the fee to be charged from a member who requests delivery of any documents through a particular mode. The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 6

The Company had passed a Special Resolution on 14th July, 2010 for 1st Preferential Issue of 1,10,00,000 Equity shares of Face Value of Rs. 10/- each. However, the Board of the Directors of the Company at their meeting held on 21st July, 2010 had allotted of 1,09,95,000 Equity Shares of Face Value of Rs. 10/- each at a premium of Rs. 5/- per share (Issue Price Rs. 15/- each = Face Value Rs. 10/- each + Premium Rs. 5/- each) and the Company collected Rs. 16,49,25,000/- from the allottees.

The main object for raising funds through preferential issue was :

The object of the issue is to fulfill the additional fund requirements for capital expenditure including acquisition of companies /business, funding long term working capital requirements, marketing, setting up of offices abroad and for other approved corporate purposes.

The total proceeds of Rs 16,49,25,000/- was utilized as follows:

- | | |
|---|------------------|
| 1. Loans provided to different entities | -Rs. 8,25,44,944 |
| 2. Investment Rs. | -Rs. 3,30,40,000 |
| 3. Working Capital | -Rs. 4,93,40,056 |

To confirm and ratify the decision of the Board w.e.f. 21st July, 2010 i.e. the date of allotment of Equity shares to vary/ alter the utilization of the funds as and when considered advantageous compared to the proposed utilization as disclosed in

the Notice of General Meeting held on 14th July, 2010. To further confirm and ratify the resolution passed by the shareholders through Annual General Meeting held on 14th July, 2010, the consent of the members is required pursuant to the provisions of Section 27 of the Companies Act, 2013.

Your Board recommend passing of the above resolution as set out in the Notice.

None of the Directors of the Company is interested/ concerned in the resolution except as members of the Company.

Item No. 7

The Company had passed a Special Resolution on 28th September, 2012 for Preferential Issue of 80,30,000 Equity shares of Face Value of Rs. 1/- each. However, the Board of the Directors of the Company at their meeting held on 18th October, 2012 had allotted of 62,80,000 Equity Shares of Face Value of Rs. 1/- each at a premium of Rs. 22/- per share (Issue Price Rs. 23/- each = Face Value Rs. 1/- each + Premium Rs. 22/- each) and the Company collected Rs. 14,44,40,000/- from the allottees.

The main object for raising funds through preferential issue was :

The object of the issue is to fulfill the additional fund requirements for capital expenditure including acquisition of companies /business, funding long term working capital requirements, marketing, setting up of offices abroad and for other approved corporate purposes.

The total proceeds of Rs 14,44,40,000/- was utilized as follows:

- | | |
|---|------------------|
| 1. Loans provided to different entities | -Rs. 4,62,32,353 |
| 2. Investment Rs. | -Rs. 7,84,31,941 |
| 3. Working Capital | -Rs. 1,97,75,706 |

To confirm and ratify the decision of the Board w.e.f. 18th October, 2012 i.e. the date of allotment of Equity shares to vary/ alter the utilization of the funds as and when considered advantageous compared to the proposed utilization as disclosed in the Notice of General Meeting held on 28th September, 2012 respectively. To further confirm and ratify the resolution passed by the shareholders through Annual General Meeting held on 28th September, 2012, the consent of the members is required pursuant to the provisions of Section 27 of the Companies Act, 2013.

Your Board recommend passing of the above resolution as set out in the Notice.

None of the Directors of the Company is interested/ concerned in the resolution except as members of the Company.

**DETAILS OF THE DIRECTOR SEEKING APPOINTMENT/
REAPPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL
MEETING (IN PURSUANCE OF Regulation 36(3) of the Listing Regulation)**

| Sr. No. | Name of the Directors | Mrs. Tanu Agarwal | Mr. Girraj Kishor Agrawal |
|---------|---|---|--|
| 1 | Date of Birth | 04/10/1968 | 19/05/1964 |
| 2 | Age | 48 Years | 52 years |
| 3 | Date of Appointment | 13/10/2016 | 23/12/2009 |
| 4 | Permanent Account Number (PAN) | AADPA7003J | AABPA4928N |
| 5 | Director Identification Number (DIN) | 00290966 | 00290959 |
| 6 | No. of equity shares held in the Company | - | - |
| 7 | Qualifications | B.SC. | Chartered Accountant |
| 8 | Brief Profile | Mrs. Tanu Agrawal is the Director of the Company. She is a Science Graduate, has done B.Sc. She is handling Business Activities of the group companies for the last 18 years and also involve in routine operations of the Group Companies. She has good interpersonal and communication skills and ability required to lead as a Director. | He is a Chartered Accountant and the navigator who drove the Company from a modest consultancy company to a well renowned and prominent Company. His vast experience is backed by astute and dynamic leadership qualities. He has expertise in Taxation, Corporate Laws and Merchant Banking. He has wide and vast experience in Corporate Finance like ICD's, Bill Discounting, Project financing, Hire-Purchase, finance, and investment banking as he had been instrumental in syndicating such services to the clients . He was also associated in providing Technical and Project Consultancy to some companies for setting up the plant. |
| 9 | Directorship held in other companies | 1. Handful Investrade Pvt Ltd 2. Agrawal Bullion Ltd 3. Rockon Capital Market Pvt Ltd 4. Kayaguru Capital Market Pvt Ltd 5. Rockon Enterprises Limited 6. Proaim Enterprises Limited 7. Five X Tradecom Limited 8. Axon Ventures Limited 9. Banas Finance Limited | 1. Handful Investrade Pvt Ltd 2. Agrawal Bullion Ltd 3. Rockon Capital Market Pvt Ltd 4. Kayaguru Capital Market Pvt Ltd 5. Rockon Enterprises Limited 6. Proaim Enterprises Limited 7. Five X Tradecom Limited 8. Axon Ventures Limited 9. Banas Finance Limited |
| 10 | Membership/Chairmanship of Public Companies (includes Audit Committee and Stakeholder Relationship Committee) | Membership of audit and Stakeholder committee of the following companies: 1. Proaim Enterprises Ltd 2. Rockon Enterprises Ltd 3. Five X Tradecom Ltd Chairmanship of audit and Stakeholder committee of the following companies: Nil | Membership of audit and Stakeholder committee of the following companies: 1. Tilak Ventures Limited 2. Axon Ventures Limited 3. Banas Finance Limited Chairmanship of audit and Stakeholder committee of the following companies: 1. Five x Tradecom limited |
| 11 | Relationships, if any between Directors, inter -se. | Spouse of Mr. Girraj Kishor Agrawal, Director of the Company. | Spouse of Mrs. Tanu Agarwal, Director of the Company. |

Directors' Report

To,
The Members of
TILAK VENTURES LIMITED,

Your Directors have pleasure in presenting their 36th Annual Report on the business and operations of your Company together with Audited Financial Statements for the year ended 31st March, 2017.

1. FINANCIAL RESULTS

The summary of the Company's financial performance for the financial year 2016-17 as compared to the previous financial year 2015-16 is given below:

| (In Lakhs) | | |
|---|----------|---------|
| Particulars | 2016-17 | 2015-16 |
| Revenue from Operations | 1033.672 | 396.25 |
| Profit/Loss before Dep. & Int. | 2.705 | (36.83) |
| Depreciation | 0.066 | 0.00054 |
| Interest | 2.86 | 0.095 |
| Profit/Loss after Depreciation & Interest | 5.631 | (36.73) |
| Provision for Taxation | 0 | 0 |
| Provision for Tax (deferred) | (0.078) | (0.087) |
| Exception Item | 0 | 0 |
| Profit after Tax | 5.553 | (36.82) |
| Net profit/ (Loss) | 5.553 | (36.82) |
| Balance carried to Balance Sheet | 5.553 | (36.82) |

2. REVIEW OF OPERATIONS

During the year under review, Company achieved revenue from operations of Rs. 1033.672 Lakhs as against Rs. 396.25 lakhs in the previous year. The net profit of the Company is Rs. 5.553 lakhs as against Rs. (36.82) Lakhs in the previous year.

3. SHARE CAPITAL

The paid up equity share capital of the Company as on March 31, 2017 was Rs. 12, 84, 80,000. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares. As on March 31, 2017, none of the Directors of the Company holds shares of the Company.

4. DIRECTORS / KEY MANAGERIAL PERSONNEL (KMPS)

During the year under review, the following changes occurred in the position of Directors/KMPs of the Company.

| S. No. | Name of Director/KMPs | Date of Event | Event |
|--------|---------------------------------|---------------|--|
| 1. | Hardikkumar Bharatbhai Kabariya | 30/05/2016 | Appointment as Additional Director under Independent Category. |
| 2. | Ms. Swati Shinde | 13/10/2016 | Resignation from the post of Directorship. |
| 3. | Ms. Shruti Shah | 13/10/2016 | Resignation from the post of Company Secretary. |
| 4. | Mrs. Tanu Agarwal | 13/10/2016 | Appointed as Additional Director under Non Executive Category. |

5. DIVIDEND

During the year, your Directors do not propose any dividend for the Financial Year ended 31st March, 2017.

6. DEPOSITS

During the year under review the Company did not invite or accept any Deposits within the meaning of Section 73 of the Companies Act, 2013.

7. AMOUNTS TO BE TRANSFERRED TO RESERVES

During the year the company has not proposed to transfer any amount to the General Reserve.

8. SUBSIDIARIES/ JOINT VENTURE/ASSOCIATES

During the year under review, there were no such companies which have become Subsidiaries/ Joint Venture/ Associate Companies.

9. LISTING OF SHARES

Shares of the Company are listed on the Bombay Stock Exchange Limited (BSE), Mumbai, which provide the wider access to the investor's national wide.

The Company has made all the compliances of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the Payment of Listing fees upto 31st March, 2018 to the BSE.

10. SUSPENSION OF TRADING IN SECURITIES

Bombay Stock Exchange informed company vides Notice No. 20160328-15 Notice Dated 28th March, 2016 about suspension of trading in securities with effect from 31st March, 2016.

Company has made application for revocation of suspension of trading in securities to Bombay Stock Exchange, for revocation of suspension of the trading of securities as before.

11. DEMATERIALISATION AND ELECTRONIC REGISTRAR

The equity shares of your Company are dematerialization with both NSDL and CDSL under ISIN INE026L01022. As on 31st March 2017, 100.00 % equity shares are in demat form.

Our registrar for electronic connectivity with the National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) is M/s Sharex Dynamic (India) Private Limited, Mumbai (SEBI Reg. No: INR000002102).

12. POSTAL BALLOT

During Financial Year 2016-17, postal ballot was conducted by Company to obtain members' approval with respect to:

- a) To make investment, give loan, guarantees and provide securities beyond the prescribed limits u/s 186 of the Companies Act, 2013.
- b) Creation of security u/s 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company up to Rs. 100 Crores.

13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under Section 186 of the Companies Act, 2013 will be produced for verification to the members on their specific request.

14. MEETINGS OF THE BOARD

The Board of Directors of the Company met 9 (Nine) Times during the year under review. The gap between two Meetings did not exceed 120 days (one hundred and twenty). Detailed information on the meetings of the Board, its Committees and the AGM is included in the Report on Corporate Governance, which forms part of this Annual Report.

15. BOARD COMMITTEES

As per the requirement of Companies Act, 2013 and relevant Regulation of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Your Company has the following mandatory committees:

- Audit Committee
- Nomination and Remuneration Committee (NRC)
- Stakeholders Relationship Committee (SRC)

The details of committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

16. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, a structured questionnaire was prepared after taking into consideration of the various aspects of the Board & its Committees, execution and performance of specific roles, duties, obligations and governance.

The performance evaluation of Committees, Executive Directors, Non-Executive Directors and Independent Directors was completed. The Performance evaluation of the Chairman, Non-Executive Directors & Board as a whole was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

Directors of the Company has carried their own performance evaluation too known as “Self Assessment”

17. INDEPENDENT DIRECTORS

- a) **Disclosure:** The Independent Directors have confirmed and declared that they are not disqualified to act as an Independent Director in compliance with the provisions of Section 149 of the Companies Act, 2013 and the Board is also the opinion that the Independent Directors fulfills all the conditions specified in the Companies Act, 2013 making them eligible to act as Independent Directors.
- b) **Familiarization Programme:** As per Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the familiarization programme for Independent Directors have been detailed out in the Corporate Governance Report forming part of the Annual Report and are also disclosed on the website of the Company at www.tilakfinance.com.
- c) **Meeting:** The details of the meeting of Independent Directors are given in Corporate Governance Report forming part of the Annual Report.

18. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- They have prepared annual accounts on a going concern basis;
- They have laid down internal financial controls to be followed by the Company and such internal financial Controls are adequate and operating effectively;
- They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

19. COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS

The Company has been following well laid down policy on appointment and remuneration of Directors and Key Managerial Personnel (KMP).

The appointment of Directors is made by the Board pursuant to the recommendation of Nomination and Remuneration Committee (NRC) the policy for appointment of directors is on the website of the Company on the below link: <https://tilakfinance.files.wordpress.com/2016/04/terms-and-conditions-of-independent-director.pdf>

The remuneration of Non-Executive Directors comprises of sitting fees and commission in accordance with the provisions of Companies Act, 2013.

The remuneration of Executive Directors comprises of Basic Salary, Perquisites & Allowances and Commission. The remuneration is within the limits prescribed under the Companies Act, 2013 and is recommended by NRC. Approval of

Board, Shareholders and the Central Government, if required, for payment of remuneration to Executive Directors is sought, from time to time.

Nomination & Remuneration Policy is available on the website of the Company on the below link: https://tilakfinance.files.wordpress.com/2016/04/remuneration-policy_tilak.pdf.

20. AUDITORS

a) **STATUTORY AUDITORS**

The Company's Auditors, M/s Pravin Chandak & Associates, Chartered Accountants hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment as per Section 139 of the Companies Act, 2013.

M/s Pravin Chandak & Associates have expressed their willingness to get appointed as the Statutory Auditors of the Company and have furnished a certificate of their eligibility and consent under Section 141 of the Companies Act, 2013. In terms of the Listing Regulations, the Auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The Board, based on the recommendation of the Audit Committee, has recommended their appointment as Auditors of the Company till the conclusion of the next Annual General Meeting of the Company.

The members are requested to consider the reappointment of M/s. Pravin Chandak & Associates, Chartered Accountants as Auditors from the conclusion of this Annual General Meeting till the conclusion of the forthcoming Annual General Meeting.

b) **SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed Ms. Sonal Oza, Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2016-17. The Secretarial Auditor Report is annexed as "**Annexure A**" and forms an integral part of this Report.

c) **INTERNAL AUDITOR**

Ms. A.M. Gohel & Co. (FRN: 136626W), Chartered Accountants were appointed to conduct the Internal audit of the Company for the Financial Year 2016-17, as required under Section 138 of the Companies Act, 2013 and rules made there-under.

Further, the Board has appointed M/s A.M. Gohel & Co. (FRN: 136626W), Chartered Accountants as Internal Auditor of the Company for the Financial Year 2017-18.

21. RISK MANAGEMENT AND INTERNAL CONTROLS:

The Company has the risk management and internal control framework in place commensurate with the size of the Company. However Company is trying to strengthen the same. The details of the risks faced by the Company and the mitigation thereof are discussed in detail in the Management Discussion and Analysis report that forms part of the Annual Report.

Explanation on observations made by the statutory auditors

The Statutory Auditors of the company have drawn the attention of the management on some Non Compliances which marked as qualification in their report. In connection with the same, management herewith giving the explanations as follows:

With regards to appropriateness of internal control system is concerned, management is having views that the company has effective and sufficient internal control system in place for granting loans and over purchase and sales. The management grants demand loan only either to the parties known to the Company or by references which are governed by the Board policies. The Loan and Advances granted by the Company is considered as good and recoverable and do not required any significant provisions and same has been closely supervised and monitored on regular basis therefore no appraisal, renewal, Policies, procedures, committee or documents have been prescribed and executed. It's difficult to establish any standard or fixed policy and procedure for granting loans, as it depends up on emergency of funds and other requirements of the clients. Further the control over purchase and sales of commodities is concerned company has reasonable internal controls system according to the size of the company and scale of operations. However, as per recommendation of Auditors, the Company is under process to strengthen its controls procedures.

During the year auditor have observed that the company has granted loans & advances which contravene the limit prescribed under section 186 of the Companies Act, 2013.-Refer Note No. 28 to Notes to Accounts. However the company has complied with the provisions of section 185 as on 31st March 2017.

Comments / explanations / qualification made by secretarial auditors

The Secretarial Auditors of the Company have drawn the attention of the management on some Non Compliances which marked as qualification in their audit report. In connection with the same, management herewith giving the explanations as follows:

It's a matter of fact that the BSE vide its notice no. 20160328-15 dated March 28, 2016 and In continuation of the Exchange notice no. 20160304 – 28 dated March 04, 2016, the company has been suspended from trading in the shares of the Company. However the Company in the interest of its member has already filed its reply to BSE for revocation of suspension of trading in securities.

With respect to appointment of Managing Director (MD) Girraj Kishor Agrawal; MD was appointed in the Annual General Meeting for the year 2012 vide special resolution dated 28/09/2012 and the order imposing penalty was passed dated 04/02/2013 vide its power under Section 15H(ii) of the SEBI Act, which had imposed an individual monetary penalty; the order was passed after his appointment as MD. Mr. Girraj Kishor Agrawal has paid the penalty. From the date of appointment to till date, MD has not drawn any salary for his position in the company. There was no malafide intention for the same. The company in future will apply to Central Government approval for making good of said default.

The Company is not registered under Maharashtra State Tax on Professions, Trades, callings and Employments Tax, Act 1975 (Profession Tax Act). The Company will soon obtain valid Profession Tax number and will comply the same in future.

As far as utilistion of allotment money is concerned, the company has raised fund to fulfill the additional fund requirements for capital expenditure including acquisition of companies / funding long term working capital requirements, marketing, setting up offices abroad and for other approved corporate purposes which includes giving of loans and advances. The main object of the company at the time of raising of funds was finance and investment only and even if the same was not specifically mentioned the company can use the money so raised for its main object.

As pointed out by the secretarial auditors that Company has failed to appoint Whole Time Company Secretary; The Company is of view that though the Company has tried to appoint the CS but did not found the desired candidate as per company's requirement. But in the month of May 2017, it appointed CS for the company.

22. CORPORATE SOCIAL RESPONSIBILITY

Pursuant to Section 135 of the Companies Act, 2013 and the relevant rules, the Company is not required to spend any amount towards CSR Expenditure as none of the thresholds limits as specified in Section 135 is crossed.

23. DISCLOSURE REQUIREMENTS

Corporate Governance Report and Management Discussion and Analysis form part of this Annual Report for the year ended 31st March, 2017.

The Company has a whistle blower policy/vigil mechanism to report genuine concerns or grievances. The Whistle Blower Policy/vigil mechanism has been posted on the website of the Company (www.tilakfinance.com).

The Board has laid down a code of conduct for Board members & Senior Management Personnel as per Regulation 17 & 26 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 & has been posted on the website of the Company www.tilakfinance.com

All the Board members & Senior Management Personnel have affirmed compliance with the said code of conduct for the year ended on 31st March, 2017.

A declaration to this effect, signed by the CEO, forms part of this Annual Report.

The Board has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider trading Policy of the Company covering code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information and Code of Conduct for the prevention of Insider Trading has been posted on the website of the Company (www.tilakfinance.com).

All the Board members & KMPs have affirmed compliance with the said code of conduct for the year ended on 31st March, 2017.

24. MATERIAL CHANGES AND COMMITMENTS

- No material changes have occurred and commitments made, affecting the financial position of the Company, between the end of the financial year of the Company and the date of this report.
- There is no order is passed by regulator or court or tribunal against the Company, impacting the going concern concept or future operations of the Company.

25. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC - 2 are appended as “Annexure B”.

26. REPORTS ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. In compliance with Regulation 34 and Schedule V of SEBI Listing Regulations 2015, report on the Corporate Governance, along with a certificate from the Statutory Auditors of the Company on compliance with the provisions is annexed and forms part of the Annual Report.

27. PARTICULARS OF EMPLOYEES AND RELATED INFORMATION

In terms of the provisions of Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing the disclosures pertaining to remuneration and other details as required under the Act and the above Rules are provided as under.

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2016-17, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

| Sr. No | Name of Director/KMP | Remuneration Received | % increase in Remuneration in the Financial year 2016-17 | Ratio of remuneration of each Director to median remuneration of employees |
|--------|---|-----------------------|--|--|
| 1 | Mr. Girraj Kishor Agrawal (Director) | NIL | NIL | NIL |
| 2 | Mrs. Tanu Agarwal (Additional Director) | NIL | NIL | NIL |
| 3 | Ms. Seema Sidhu (Non-Executive Independent Director) | NIL | NIL | NIL |
| 4 | Mr. Hardik Kabariya (Non-Executive Independent Director) | NIL | NIL | NIL |
| 5 | Ms. Hiteshi Shah (Chief Financial Officer) | 1,55,773 | 29.17% | 1.006 |
| 6 | *Ms. Shruti Shah (Company Secretary) | 1,54,839 | 25% | NIL |

Note: - * **resigned w.e.f.13/10/2016.**

- All appointments are / were non-contractual.
- There were 9 employees on the roll of Company as on March 31, 2017.
- The median remuneration of employees of the Company during the financial year was Rs. 1,54,839/-
- Remuneration as shown above comprises of Salary, Leave Salary, Bonus, Leave Travel Assistance, Medical Benefit, House Rent Allowance, Perquisites and Remuneration on Cash basis

28. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 as required under Section 92 of the Companies Act, 2013 is included in this report as “Annexure C” and forms an integral part of this report.

29. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

In view of the nature of activities which are being carried on by the Company, the particulars as prescribed under Section 134(3)(m) of the Act read with Companies’ (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption, and research and development are not applicable to the Company.

30. FOREIGN EXCHANGE

There is no inflow and outflow of Foreign Exchange.

31. POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules there under.

During the year under review, the company has not received any complaint of sexual harassment.

APPRECIATION & ACKNOWLEDGEMENTS

Your Directors take this opportunity to place on record their sincere gratitude for assistance and cooperation received from banks, financial institutions, shareholders, business associates and esteemed customers for their continued support and assistance during the year.

Your Directors also place on record their appreciation for the excellent contribution made by all employees of Tilak Ventures Limited through their commitment, competence, co-operation and diligence to duty in achieving consistent growth of the Company.

On behalf of the Board of Directors

Sd/-
Girraj Kishor Agrawal
(Director)
(DIN: 00290959)

Sd/-
Tanu Agarwal
(Director)
(DIN: 00290966)

Date: 19/08/2017
Place: Mumbai

Annexure to the Board's Report

“ANNEXURE - A”

FORM NO. MR-3 **SECRETARIAL AUDIT REPORT**

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

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2017

TO,
THE MEMBERS,
TILAK VENTURES LIMITED
(Formerly known as Tilak Finance Limited)
E/109, Crystal Plaza, New Link Road,
Opp. Infinity Mall, Andheri (West),
Mumbai-400053

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

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 ('SEBI Act');
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 – Not applicable as the company has not issued any shares during the year under review;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - Not applicable as the Company has not issued any shares/options to directors/employees under the said guidelines / regulations during the year under review;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – Not applicable as the Company has not issued any debt securities which were listed during the year under review;
 - f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993 – Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable as the Company has not delisted / propose to delist its equity shares from any Stock Exchange during the year under review;
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable as the Company has not bought back or propose to buy-back any of its securities during the year under review;
6. Having regards to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the following laws are also applicable on company;

- i. Textiles (Development and Regulation) Order, 2001;
- ii. Maharashtra state Tax on Professions, Trades, Callings and Employments Act 1975;
- iii. The Equal Remuneration Act, 1976;

I have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

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

- I. Company has not paid Professional Tax for employees employed under Maharashtra state Tax on Professions, Trades, Callings and Employments Act 1975.
- II. Company has done preferential allotment in past and major part of money has given in loans and advances to other entities as such deviation of purpose for utilization of money required prior shareholders approval but company failed to take any such approval also no quarterly statement of deviation of fund been filled to BSE.
- III. Company during the year has not complied section 203 of the Act for appointment of Whole Time Company Secretary.

I further report that:-

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes.
- Company has been suspended by BSE under Surveillance vide Notice No. 20160304 dated 04th March, 2016 due to surveillance measure as it is found that there is substantial increase and manipulation/ abrupt movement in the price of securities and also company is violation of Securities and Exchange Board of India Act (SEBI Act), Securities and Exchange Board of India (Prohibition of fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations;
- Mr. GK Agrawal who is an Managing Director of the company cannot hold this position because SEBI in a matter of M/s Axon InfoTech Ltd has passed an order dated 04/02/2013 vide its power under Section 15H(ii) of the SEBI Act, has imposed an individual monetary penalty on Mr. G K Agrawal. Hence as per Schedule V of Company Act he cannot be appointed as a Managing Director unless prior approval of Central Government.

I 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.

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

For Sonal Oza
Practicing Company Secretary
C P No.: 14856

Sd/-
Proprietor
ACS No.: A37874

Place: Mumbai
Date: 22/05/2017

Annexure to the Secretarial Audit Report:

To,
The Member,
TILAK VENTURES LIMITED
(Formerly known as Tilak Finance Limited)
E/109, Crystal Plaza, New Link Road,
Opp. Infinity Mall, Andheri (West),
Mumbai-400053

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

Management's Responsibility

- 1) It is the Responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

- 2) I 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 the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
- 3) I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- 4) Where ever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
- 5) The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

Disclaimer

- 6) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Sonal Oza
Practicing Company Secretary
C P No.: 14856

Sd/-
Proprietor
ACS No.: A37874

Place: Mumbai
Date: 22/05/2017

“ANNEXURE – B”

Form AOC – 2**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Act including certain arm's length transactions under third proviso thereto

1. Details of material contracts or arrangements or transactions not at arm's length basis:

All contracts/arrangements/transactions entered into during the year ended March 31, 2017, were at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:

| Name(s) of the related party and nature of relationship | Nature of contracts/ arrangements/ transactions | Duration of the contracts / arrangements / transactions | Salient terms of the contracts or arrangements or transactions including the value, if any | Date(s) of Approval by the Board, if any. | Amount paid as advances, if any. |
|---|---|---|--|---|----------------------------------|
| Agrawal Bullion Limited | Share Purchase | Ongoing | 88,00,000/- | 04/04/2015 | N.A. |
| Five X Tradecom Limited | Textile Sales | Ongoing | 6,34,690/- | 04/04/2015 | N.A. |
| Banas Finance Limited | Share Purchase | Ongoing | 1,92,00,000/- | 04/04/2015 | N.A. |

On behalf of the Board of Directors

Sd/-
Girraj Kishor Agrawal
(Director)
(DIN: 00290959)

Sd/-
Tanu Agarwal
(Director)
(DIN: 00290966)

Date: 19/08/2017
Place: Mumbai

“ANNEXURE – D”

Form No. MGT – 9
EXTRACT OF ANNUAL RETURN

As on financial year ended 31.03.2017

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

| I REGISTRATION & OTHER DETAILS: | | |
|--|---|--|
| i | CIN | L65910MH1980PLC023000 |
| ii | Registration Date | 18/08/1980 |
| iii | Name of the Company | Tilak Ventures Limited (Formerly Tilak Finance Limited) |
| iv | Category/Sub-category of the Company | Company limited by Shares/Indian Non Government Company |
| v | Address of the Registered office & contact details | E-109, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West), Mumbai-400053 Tel: 022-61522222 Fax: 022-61522234 Email: tilakfin@gmail.com Web Site: www.tilakfinance.wordpress.com |
| vi | Whether listed company | Yes, Bombay Stock Exchange |
| vii | Name , Address & contact details of the Registrar & Transfer Agent, if any. | Sharex Dynamic (India) Pvt. Ltd , Unit 1, Luthra Indl Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai-400072. Tel: 022-28515606 Fax: 022-28512885 Email: investor@sharexindia.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 & Description of main products/services | NIC Code of the Product /service | % to total turnover of the company |
| 1 | Share Trading, Finance & Investments | 9971 | 43.68 |
| 2 | Commodity Trading | 9962 | 56.32 |

| III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES | | | | | |
|--|-------------------------------|---------|--------------------------------|------------------|--------------------|
| Sr. No | Name & Address of the Company | CIN/GLN | Holding/Subsidiary / Associate | % of Shares Held | Applicable Section |
| 1 | Nil | - | - | - | - |

| IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY) | | | | | | | | | | |
|---|---|----------|-----------------|-------------------|--|----------|-----------------|-------------------|--------------------------|----------|
| A) <u>Category-wise Share Holding</u> | No. of Shares held at the beginning of the year (As on 1 st April, 2016) | | | | No. of Shares held at the end of the year (As on 31 st March, 2017) | | | | % change during the year | |
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | | |
| A. Promoters | | | | | | | | | | |
| (1) Indian | | | | | | | | | | |
| a) Individual/HUF | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Central Got | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) State Got(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Bank/FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Any other | 74195577 | 0 | 74195577 | 57.57 | 74195577 | 0 | 74195577 | 57.75 | 0 | 0 |
| Subtotal(A)(1): | 74195577 | 0 | 74195577 | 57.57 | 74195577 | 0 | 74195577 | 57.75 | 0 | 0 |
| (2) Foreign | | | | | | | | | | |
| a) NRIs Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Other Individual | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | | | | |
|--|------------------|----------|------------------|---------------|------------------|----------|------------------|--------------|-------------|
| c) Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Banks/FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Any other... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Subtotal(A)(2): | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total Shareholding of Promoter (A)= (A)(1)+(A)(2) | 74195577 | 0 | 74195577 | 57.57 | 74195577 | 0 | 74195577 | 57.75 | 0 |
| B. Public Shareholding | | | | | | | | | |
| (1) Institutions | | | | | | | | | |
| a) Mutual Funds/UTI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Banks/FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| C) Central Got | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) State Got | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| g) FIIS | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| i) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Subtotal(B)(1): | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (2) Non Institutions | | | | | | | | | |
| A) Bodies Corp. | | | | | | | | | |
| i) Indian | 17532476 | 0 | 17532476 | 13.65 | 17087143 | 0 | 17087143 | 13.30 | (0.35) |
| ii) Overseas | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs.1 lakh | 5756687 | 0 | 5756687 | 4.48 | 6016023 | 0 | 6016023 | 4.68 | 0.201 |
| ii) Individuals shareholders holding nominal share capital in excess of Rs.1 lakhs | 30978450 | 0 | 30978450 | 24.11 | 31164176 | 0 | 31164176 | 24.26 | 0.145 |
| c) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Clearing Members | 150 | 0 | 150 | 0 | 401 | 0 | 401 | 0 | 0 |
| HUF | | | | | | | | | |
| NRI | 16660 | 0 | 16660 | 0.013 | 16680 | 0 | 16680 | 0.013 | 0 |
| Subtotal(B)(2): | 54284423 | 0 | 54284423 | 42.251 | 54284423 | 0 | 54284423 | 42.25 | 0 |
| Total Public Shareholding (B)= (B)(1)+(B)(2) | 54284423 | 0 | 54284423 | 42.251 | 54284423 | 0 | 54284423 | 0 | 0 |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Grand Total (A+B+C) | 128480000 | 0 | 128480000 | 100.00 | 128480000 | 0 | 128480000 | 100 | 0.00 |

| (ii) SHARE HOLDING OF PROMOTERS | | | | | | | | |
|--|----------------------------|--|----------------------------------|--|--|----------------------------------|--|---|
| Sl. No | Shareholders Name | Shareholding at the beginning of the year 01/04/2016 | | | Shareholding at the end of the year 31/03/2017 | | | % change in share holding during the year |
| | | No. of Shares | % of total shares of the company | % of shares pledged encumbered to total shares | No. of Shares | % of total shares of the company | % of shares pledged encumbered to total shares | |
| 1 | Agrawal Bullion Ltd | 2,17,50,439 | 16.93 | 0 | 2,17,50,439 | 16.93 | 0 | 0 |
| 2 | Axon Ventures Ltd | 2,30,00,000 | 17.90 | 0 | 2,30,00,000 | 17.90 | 0 | 0 |
| 3 | Proaim Enterprises Ltd | 2,06,00,000 | 16.03 | 0 | 2,06,00,000 | 16.03 | 0 | 0 |
| 4 | Handful Investrade Pvt Ltd | 88,45,138 | 6.88 | 0 | 88,45,138 | 6.88 | 0 | 0 |

| (iii) CHANGE IN PROMOTERS' SHAREHOLDING | | | | | | | | |
|--|--------------------|--|----------------------------------|------|---|--------|---------------|----------------------------------|
| Sr. No | Shareholder's Name | Shareholding at the beginning of the year 01/04/2016 | | | Share holding at the end of the Year 31/03/2017 | | | % of total Shares of the company |
| | | No. of Shares at the beginning (01-04-2016) | % of total Shares of the company | Date | Increasing / Decreasing in shareholding | Reason | No. of Shares | |
| 1 | N.A. | | | | | | | |

| (iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS): | | | | | |
|--|--|--|------------------------------|---|------------------------------|
| Sr. No. | Shareholders Name | Shareholding at the Beginning/ Transactions During the year 01/04/2016 | | Cumulative Shareholding at the end of the Year 31/03/2017 | |
| | | No. of shares | % of total shares of the Co. | No. of shares | % of total shares of the Co. |
| 1 | GLOBE CAPITAL MARKET LTD | | | | |
| | Opening Balance | 3196338 | 2.48 | - | - |
| | Transactions during the year | - | - | - | - |
| | Closing Balance | - | - | 3196338 | 2.48 |
| 2 | HEMANGINI VINITKUMAR PARIKH | | | | |
| | Opening Balance | - | - | - | - |
| | Transactions during the year | 6360364 | 4.95 | - | - |
| | Closing Balance | - | - | 6360364 | 4.95 |
| 3 | DESTIMONEY SECURITIES PRIVATE LTD | | | | |
| | Opening Balance | 2393000 | 1.86 | - | - |
| | Transactions during the year | - | - | - | - |
| | Closing Balance | - | - | 2393000 | 1.86 |
| 4 | CHIRAG SHANTILAL SHAH (HUF) | | | | |
| | Opening Balance | 1040000 | 0.80 | - | - |
| | Transactions during the year | - | - | - | - |
| | Closing Balance | - | - | 1040000 | 0.80 |
| 5 | ISAIRIS TRADING PRIVATE LIMITED | | | | |
| | Opening Balance | 2639693 | 2.05 | - | - |
| | Transactions during the year | 2639693 | 2.05 | - | - |
| | Closing Balance | - | - | 2639693 | 2.05 |
| 6 | RAKESH PADMAKAR NALAWADE | | | | |
| | Opening Balance | 1772200 | 1.37 | - | - |
| | Transactions during the year | (1772200) | 1.37 | - | - |
| | Closing Balance | - | - | 0 | 0 |

| | | | | | |
|-----------|-----------------------------------|-----------|------|---------|------|
| 7 | HIMMAT VINODCHANDRA BHATT | | | | |
| | Opening Balance | 1185934 | 0.92 | - | - |
| | Transactions during the year | - | - | - | - |
| | Closing Balance | - | - | 1185934 | 0.92 |
| 8 | KAMLESH BHIKHABHAI SHAH | | | | |
| | Opening Balance | 190597 | - | - | - |
| | Transactions during the year | 1394085 | 1.08 | - | - |
| | Closing Balance | - | - | 1394085 | 1.08 |
| 9 | WAKIL RAJBHAR | | | | |
| | Opening Balance | 2261600 | 1.76 | - | - |
| | Transactions during the year | - | - | - | - |
| | Closing Balance | - | - | 2261600 | 1.76 |
| 10 | PRASHANT SHASHIKANT SAWANT | | | | |
| | Opening Balance | 1204049 | 0.93 | - | - |
| | Transactions during the year | - | - | - | - |
| | Closing Balance | - | - | 1204049 | 0.93 |
| 11 | RAJU DEVI SHARWAN AGARWAL | | | | |
| | Opening Balance | 1599805 | 1.24 | - | - |
| | Transactions during the year | - | - | - | - |
| | Closing Balance | - | - | 1599805 | 1.24 |
| 12 | SANGEETA ASHWIN SHAH | | | | |
| | Opening Balance | 3766006 | 2.93 | | |
| | Transactions during the year | (3766006) | 2.93 | | |
| | Closing Balance | - | - | 0 | 0 |

(V) SHAREHOLDING PATTERN OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

| Sr. No. | Name of Director/KMP and Designation | Shareholding at the beginning of the year | | Cumulative Shareholding during the Year | |
|---------|--------------------------------------|---|---|---|----------------------------------|
| | | | | No. of Shares | % of total shares of the Company |
| 1 | Nil | 0 | 0 | 0 | 0 |

(VII) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

| Sr. No. | Particulars Of Remuneration | Name of MD/WTD/Manager | Total Amount |
|----------|--|--|--------------|
| | | Mr. Girraj Kishor Agrawal (Managing Director*) | |
| 1 | Gross salary | - | - |
| | a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | - | - |
| | b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - |
| | c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | - | - |
| 2 | Stock Option | - | - |
| 3 | Sweat Equity | - | - |
| 4 | Commission | - | - |
| | - as % of profit | - | - |
| | - others, specify... | - | - |
| 5 | Others, please specify - | - | - |
| | Total (A) | - | - |
| | Ceiling as per the Act | N.A. | N.A |

*Change in designation from Managing Director to Director w.e.f. 22/05/2017.

| B. Remuneration to Other Directors | | | | | | |
|---|--|---------------------|-----------------|---------------------|----------------------|---------------|
| Sr. No. | Particulars of Remuneration | Directors | | | | Total Amount |
| | | Mrs. Tanu Agarwal** | Ms. Seema Sidhu | Ms. Swati Shinde*** | Mr. Hardik Kabariya# | |
| 1 | Independent Directors | - | - | - | - | - |
| | Fee for attending board committee meetings | - | - | 17,800 | - | 17,800 |
| | Commission | - | - | - | - | - |
| | Others (Fee for attending Independent Directors meeting) | - | - | - | - | - |
| | Total (1) | - | - | - | - | - |
| 2 | Other Non-Executive Directors | - | - | - | - | - |
| | Fee for attending board committee meetings | - | - | - | - | - |
| | Commission | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - |
| | Total (2) | - | - | - | - | - |
| | Total (B)=(1+2) | - | - | - | - | - |
| | Total Managerial Remuneration | - | - | 17,800 | - | 17,800 |

Appointed w.e.f. 13/10/2016. *Resigned w.e.f. 13/10/2016. #Appointed w.e.f. 30/05/2016.

| C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD: | | | | |
|---|--|-------------------|-------------------------|-----------------|
| Sr. No. | Particulars Of Remuneration | Company Secretary | Chief Financial Officer | Total Amount |
| | | Ms. Shruti Shah* | Ms. Hiteshi Shah | |
| 1 | Gross salary | 1,54,839 | 1,55,773 | 3,10,612 |
| | 1. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | - | - | - |
| | 2. Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - | - |
| | 3. Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | - | - | - |
| 2 | Stock Option | - | - | - |
| 3 | Sweat Equity | - | - | - |
| 4 | Commission | - | - | - |
| | - as % of profit | - | - | - |
| | - others, specify... | - | - | - |
| 5 | Others, please specify - | - | - | - |
| | Total | 1,54,839 | 1,55,773 | 3,10,612 |

*resigned w.e.f.13/10/2017.

| (VII) INDEBTEDNESS | | | | |
|---|---|------------------------|-----------------|---------------------------|
| Indebtedness of the Company including interest outstanding/accrued but not due for payment | | | | |
| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | - | - | - | - |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | - | - | - |
| Change in Indebtedness during the financial year | | | | |
| Additions | - | 2,20,85,612 | - | 2,20,85,612 |
| Reduction | - | 18,30,406 | - | 18,30,406 |
| Net Change | - | 2,02,55,206 | - | 2,02,55,206 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | - | 2,00,00,000 | - | 2,00,00,000 |
| ii) Interest due but not paid | - | 2,55,206 | - | 2,55,206 |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | 2,02,55,206 | - | 2,02,55,206 |

| (VIII) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES | | | | | |
|--|-------------------------------------|--------------------------|---|----------------------------------|---|
| Type | Section of the Companies Act | Brief Description | Details of Penalties/Punishment/Compounding fees imposed | Authority (RD/NCLT/Court) | Appeal made, if any (give details) |
| COMPANY | | | | | |
| Penalty | | | None | | |
| Punishment | | | | | |
| Compounding | | | | | |
| DIRECTORS | | | | | |
| Penalty | | | None | | |
| Punishment | | | | | |
| Punishment | | | | | |
| OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | | | None | | |
| Punishment | | | | | |
| Compounding | | | | | |

On behalf of the Board of Directors

Sd/-
Girraj Kishor Agrawal
(Director)
(DIN: 00290959)

Sd/-
Tanu Agarwal
(Director)
(DIN: 00290966)

Date: 19/08/2017
Place: Mumbai

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2016-17

1. COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended 31st March, 2017, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Tilak Ventures Limited (herein after referred to as "the Company") looks upon good Corporate Governance practices as a key driver of sustainable corporate growth and long-term stakeholder value creation. Good Corporate Governance Practices enable a Company to attract high quality financial and human capital. In turn these resources are leveraged to maximize long-term stakeholder value while preserving the interest of multiple stakeholders including the society at large. In the conduct of your Company's business and its dealings, it abides by the principle of honesty, openness and doing what is right which means taking business decisions and acting in way that is ethical and is in compliances with the applicable legislation. Sound corporate governance is critical to enhance and retain trust of stakeholders. The Board of Directors fully supports corporate governance practices in your Company with appropriate checks and balances at right places and at right intervals.

The Company's policies on Corporate Governance and compliance thereof in respect of specific areas, as applicable for the year ended 31st March, 2017, are set out below for the information of shareholders and investors of the Company.

2. BOARD OF DIRECTORS

| Name of Director | Date of Appointment | Category | No. of Board meetings attended during the year 2016-17 | Attendance at last AGM | No of Directorship in Companies excluding Private Limited companies | Member (M) /Chairmanship (C) |
|------------------------------|---------------------|----------|--|------------------------|---|------------------------------|
| Mr. Girraj Kishor Agrawal* | 23/12/2009 | E | 9 | Yes | 6 | 7 M & 1 C |
| Mrs. Tanu Giriraj Agarwal** | 13/10/2016 | NE | 4 | No | 6 | 6 M |
| Ms. Seema Sidhu | 24/03/2015 | NE/I | 9 | No | 5 | 8 M & 3 C |
| Mr. Hardik Kumar Kabariya*** | 30/05/2016 | NE/I | 5 | Yes | 6 | 7 M & 1 C |
| Ms. Swati Shinde# | 21/09/2015 | NE/I | 2 | Yes | - | - |

* Change in designation from Managing Director to Director w.e.f. 22/05/2017.

Appointed w.e.f. 13/10/2016.*Appointed w.e.f. 30.05.2016. #resigned w.e.f.13/10/2016

Chairmanship and membership included Audit and Stakeholders' Relationship Committee

C: Chairman, P: Promoter, E: Executive Director, NE: Non Executive Director, I: Independent Director, W: Whole Time Director, MD: Managing Director, CCP-ND: CCP Nominated Director, IND: Investor Nominated Director, BND: Bondholder Nominated Director

A. As on the report of the date your Board of Directors is comprised of 4 (four) directors. In compliance with the requirements of Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, your Company has 1 (one) Executive Director, 3 (three) Non-Executive Directors of whom 2 (two) are Independent Directors and 1(one) is Non Executive, Non – independent Director. None of the Non-Executive Directors are responsible for the day to day affairs of the Company.

B. None of the Directors on the Board is 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 their position in various Committees across other public companies as on March 31, 2017, have been made by the directors.

C. The details of the composition, nature of directorship, number of Board Meeting attended, attendance at last AGM, directorships held in other companies by the directors of the Company and their shareholding are detailed below. Other directorships do not include alternate directorships, directorships of private limited companies, section 8 companies and of companies incorporated outside India. Chairmanships/ Memberships of Board Committees include only Audit and Stakeholders' Relationship Committee (formerly known as Shareholders/Investors Grievance Committee).

D. During the year, 9 (Nine) Board Meetings were held and the gap between two meetings does not exceed 120 (one hundred twenty) days. The dates on which the said meetings were held:

04/04/2016, 30/05/2016, 19/07/2016, 13/08/2016, 13/10/2016, 10/11/2016, 27/12/2016, 06/02/2017 and 27/03/2017.

The necessary quorum was present for all the meetings.

E. The terms and conditions of appointment of Independent Directors is disclosed on the website of the Company (www.tilakfinance.com)

- F. During the year, a separate meeting of Independent Directors was held inter-alia to review the performance of Chairperson, Non-Independent Directors and the Board as a whole etc
- G. The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by various departments of the Company.
- H. The details of familiarization programme is available on the website of the Company at the following link:
https://tilakfinance.files.wordpress.com/2016/04/familiarisation-programme-for-id_tilak.pdf
- I. None of our directors is holding shares & convertible instruments of the Company.
- J. There is no relationship between the Directors of the Company except Mr. Girraj Kishor Agrawal is spouse of Mrs. Tanu Giriraj Agarwal.
- K. The previous Annual General Meeting (AGM) of the Company was held on September 30, 2016.

3. COMMITTEES OF THE BOARD

Currently, the Board has three mandatory committees:

- Audit Committee,
- Stakeholders' Relationship Committee,
- Nomination & Remuneration Committee.

Meeting of each of these Committee are administered by the respective Chairman of the Committee. The minutes of the Committee meetings are sent to all directors individual & tabled at the Board Meetings.

I. AUDIT COMMITTEES

- A. The audit committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.
- B. The terms of reference of the Audit Committee are broadly as per Part C of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 & Section 177 of Companies Act, 2013.
- C. The audit committee invites executives, as it considers appropriate (particularly the head of the finance function, Chief Executive Officer & Chief Financial Officer), and representatives of the statutory auditors to be present at its meetings.
- D. The composition of the audit committee and the details of meetings attended by its members are given below:

| Name of director | Category | No. of meetings during the Financial Year 2016-17 | |
|----------------------------|-------------------|---|----------|
| | | Held | Attended |
| Mr. Girraj Kishor Agrawal | Member | 05 | 05 |
| Ms. Seema Sidhu | Chairman & Member | 05 | 05 |
| Mr. Hardik Kumar Kabariya* | Member | 05 | 01 |
| Ms. Swati Shinde** | Member | 05 | 03 |

*Appointed w.e.f. 30.05.2016. **resigned w.e.f.13/10/2016.

During the year, the Committee was reconstituted on 13/10/2016.

During the year, Company Secretary of the Company has acted as the secretary of the Committee.

- E. During the year, 5 (five) Audit Committee Meetings were held and the gap between two meetings did not exceed 120 days. The dates on which the said meetings were held are 01/04/2016, 26/05/2016, 11/08/2016, 09/11/2016, and 03/02/2017.

The necessary quorum was present for all the meetings.

II. NOMINATION AND REMUNERATION COMMITTEE

- A. The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.
- B. The terms of reference of the Nomination and Remuneration Committee are broadly as per Part D of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 & Section 178 of Companies Act, 2013.

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

| Name of director | Category | No. of meetings during the Financial Year 2016-17 | |
|----------------------------|-------------------|---|----------|
| | | Held | Attended |
| Ms. Swati Shinde | Member | 02 | 01 |
| Ms. Seema Sidhu** | Member | 02 | 02 |
| Mrs. Tanu Agrawal | Chairman & Member | 02 | 0 |
| Mr. Hardik Kumar Kabariya* | Member | 02 | 01 |
| Mr. Girraj Kishor Agrawal | Member | 02 | 02 |

*Appointed w.e.f. 30.05.2016. **resigned w.e.f.13/10/2016.

During the year, Company Secretary of the Company has acted as the secretary of the Committee.

During the year, the Committee was reconstituted on 13/10/2016.

D. During the year, 2 (two) Nomination and Remuneration Committee meetings were held. The dates on which the said meetings were held are on 16/05/2016, 10/10/2016

E. The necessary quorum was present for all the meetings.

F. Nomination and Remuneration Committee has set criteria for evaluation of performance of Independent Director which broadly covers their participation in board meeting/other committee meeting, knowledge & skill, adherence to the applicable code of conduct for independent directors and maintenance of confidentiality etc.

III. STAKEHOLDERS' RELATIONSHIP COMMITTEE

A. The Company had a Shareholders / Investors Grievance Committee of directors to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend /notices / annual reports, etc.

B. The constitution of the Committee is in line with Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

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

| Name of director | Category | No. of meetings during the Financial Year 2016-17 | |
|----------------------------|-------------------|---|----------|
| | | Held | Attended |
| Ms. Swati Shinde** | Member | 04 | 02 |
| Ms. Seema Sidhu | Member | 04 | 03 |
| Mr. Hardik Kumar Kabariya* | Chairman & Member | 04 | 02 |
| Mr. Girraj Kishor Agrawal | Member | 04 | 04 |

*Appointed w.e.f. 30.05.2016. **resigned w.e.f.13/10/2016

During the year, Company Secretary of the Company has acted as the secretary of the Committee.

During the year, the Committee was reconstituted on 13/10/2016.

D. The necessary quorum was present for all the meetings.

E. 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 |

F. Name, Designation and Address of Compliance officer:

Ms. Prajna Prakash Naik:

Company Secretary & Compliance Officer of

M/s. Tilak Ventures Limited

E/109, Crystal Plaza, New Link Road,

Opp. Infinity Mall, Andheri (West), Mumbai City MH 400053

Email- tilakfin@gmail.com ;Contact No.: 022-61522222

4. GENERAL BODY MEETINGS**i. General meeting****a) Annual General Meeting:**

| AGM | Financial Year | Date | Time | Venue |
|------------------|----------------|----------------------------------|----------|--|
| 33 rd | 2013-14 | 29 th September, 2014 | 4:30 P.M | E/109, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (W), Mumbai- 400053 |
| 34 th | 2014-15 | 29 th September, 2015 | 1:30 P.M | |
| 35 th | 2015-16 | 30 th September, 2016 | 2:00 P.M | |

b) The Following Special Resolutions are passed in the previous three Annual General Meetings:

| AGM | Financial Year | Special Resolutions passed |
|------------------|----------------|---|
| 33 rd | 2013-14 | 1. To increase Borrowing Powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 upto Rs. 100 Crore 2. Creation of Security under Section 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company |
| 34 th | 2014-15 | 1. To adopt the new set of AOA of the company in conformity with the companies act, 2013. 2. To change the name of the company from M/s. Tilak Finance Limited to M/s. Tilak Ventures Limited 3. To carry on the business mentioned in the other objects of the Company 4. To make Investments, give Loans, Guarantees and provide Securities beyond the prescribed limits. 5. Approval for Related Party Transaction |
| 35 th | 2015-16 | 1. Approval of related party transactions. |

c) Extraordinary General Meeting: No extraordinary general meeting was held during the financial year 2016-17.**ii. Details of special resolution passed through postal ballot, the person who conducted the postal ballot exercise and details of the voting pattern:**

Pursuant to provision of Section 110 and 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the voting conducted through postal ballot (including remote E-voting) for seeking approval of shareholders by way of special resolution for following items;

| Item No. of the Notice | Particulars | Type of Resolution | % of Votes cast in favour | % of Votes cast in against | % of Invalid Votes | Result |
|------------------------|---|--------------------|---------------------------|----------------------------|--------------------|--------------------------------|
| 1. | To make investments, give loans, guarantees and provide securities beyond the prescribed limits under section 186 of the Companies Act, 2013. | Special Resolution | 100.00 | 0.00 | 0.00 | Passed with requisite majority |
| 2. | Creation of Security under Section 180(1) (a) of the Companies Act, 2013 in connection with the borrowings of the Company. | Special Resolution | 100.00 | 0.00 | 0.00 | Passed with requisite majority |

Mr. Pravin Chandak, Chartered Accountant and Partner M/s. Pravin Chandak & Associates were appointed as scrutinizer for the postal ballot process in a fair and transparent manner.

The Company has complied proper procedure for postal ballot.

5. DISCLOSURES**a) Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchanges or the securities and exchange board of India or any statutory authority, on any matter related to capital markets, during the last three years 2014-15, 2015-16 and 2016-17 respectively: NIL****b) 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.

c) Proceeds from Public Issue, Right Issues, and Preferential Issues etc.

During the year there is no such public issue, right issue and preferential issue.

d) Code of Conduct

The Company has adopted Code of Conduct for members of the Board and Senior Management personnel. The code has been circulated to all the members of the Board and Senior Management and the same has been put on the Company's website www.tilakfinance.com

The Board Members and Senior Management have affirmed their compliance with the code and a declaration signed by the Chief Executive Officer of the Company is annexed to this report.

e) Disclosure of compliance with corporate governance specified in regulation 17 to 27 and clause (B) to (I) of sub-regulation 2 of regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has fully complied with the applicable requirements in regulation 17 to 27 and clause (B) to (I) of sub-regulation 2 of regulation 46. Further, there has been no instance of non compliance of any requirements of Corporate Governance Report.

f) Disclosures

The Whistle Blower Policy/vigil mechanism has been posted on the website of the Company on link given below & affirming that no personnel has been denied access to the Audit Committee.
https://tilakfinance.files.wordpress.com/2015/06/whistle_blower_policy_tilak.pdf

The policy for determining material subsidiaries has been posted on the website of the Company under below link:
https://tilakfinance.files.wordpress.com/2016/04/policy-on-material-subsidiaries_tilak.pdf

The policy on dealing Related Party Transactions has been posted on the website of the Company under below link:
https://tilakfinance.wordpress.com/?attachment_id=303

g) Remuneration & Sitting Fees of Directors

- i. During the year, No pecuniary transaction was held between Company & its Non-Executive director
- ii. Criteria for making payment to Non-Executive Directors has been posted on the website of the Company under below link:
https://tilakfinance.files.wordpress.com/2016/04/remuneration-policy_tilak.pdf

h) Executive Directors:

The details of remuneration paid to the Executive Directors during the financial year 2016-17 are as under:

| Particulars | MR. Girraj Kishor Agrawal (Period from 1 st April, 2016 to 31 st March, 2017) |
|--------------------|--|
| Salary & Allowance | - |
| Other benefits | - |
| Stock options | - |
| Notice Period | - |

i) Non-Executive Directors

The sitting fees paid to Independent Directors & Non-executive Directors was within the limit as prescribed under Companies Act, 2013.

During the year, following amount was paid to Independent Directors & Non-Executive Directors, details of which are as below:

| Sr. No. | Name of Director | Amount |
|---------|---------------------------|--------|
| 1 | Ms. Seema Sidhu | - |
| 2 | Mr. Hardikkumar Kabariya | - |
| 3 | Mrs. Tanu Giriraj Agarwal | - |

Company has a policy to reimburse expenses incurred by Non-Executive Directors for the purpose of Board Meeting, if claimed.

6. CERTIFICATE ON CORPORATE GOVERNANCE

As required by Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Certificate on Corporate Governance is annexed to this Annual Report.

7. CEO AND CFO CERTIFICATION

As required by SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the CEO and CFO Certification are provided in this Annual Report.

8. MEANS OF COMMUNICATION

The quarterly, half-yearly and annual results duly approved by the Board of Directors are sent immediately after the Board Meeting to both the Stock Exchanges where the Company's shares are listed. The same are published in English and Regional News Papers in terms of Listing Agreement or SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Secretarial Standards in the format as prescribed by the Stock Exchange. The Company also posts its financial results on its website i.e. www.tilakfinance.com

9. GENERAL SHAREHOLDER INFORMATION**i. Annual General Meeting:**

Date: 28th September, 2017

Day: Thursday

Time: 10:30 A.M.

Venue: E-109, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West), Mumbai- 400053

As required under Regulation 36 (3) of the SEBI (Listing obligation and disclosure requirements) Regulations, 2016, particulars of directors seeking appointment / re-appointment at the forthcoming AGM are given in the Annexure to the notice of the AGM.

ii. Financial Calendar:

Year ending : March 31, 2017

AGM in : September

Dividend payment : Nil

| Dividend for the year | Total Amount of Dividend (Rs. In lakhs) | Amount of Unpaid Dividend as on 31.03.2017 (Amount in Rs.) | % of Dividend Unpaid | Due date of transfer to IEPF |
|-----------------------|---|--|----------------------|------------------------------|
| 2013-14 | - | - | - | - |
| 2014-15 | - | - | - | - |
| 2015-16 | - | - | - | - |

iii. Date of book closure / record date: As mentioned in the notice of the AGM to be from 25/09/2017 to 28/09/2017 (Both days inclusive)

iv. Listing on stock exchanges: Company's shares are listed on the Bombay Stock Exchange Ltd. The Company has made payment of listing fees to the Stock Exchanges on time.

v. Stock Code: 503663, **Demat ISIN:** INE026L01022

vi. Corporate Identification Number (CIN) : L65910MH1980PLC023000

vii. Registrar and Share Transfer Agent

Sharex Dynamic (India) Pvt Ltd Unit 1, Luthra Idl. Premises, Safed Pool,

Andheri Kurla Road, Andheri East, Mumbai – 400072

Tel: 022-28515606

Email Id: sharex@vsnl.com

viii. Share Transfer system:

The transfer system is with the registrar & transfer agent. As on 31st March, 2017 100% of the equity shares are in the electronic form and transfer of these shares is done through the depository with no involvement of the Company. As regards to the transfer of shares in the physical form, if the documents are complete in all respects, transfer is normally processed within stipulated time period.

ix. Distribution of equity shareholding as on 31st March, 2017

| Shareholders | | | Shareholding | |
|------------------|-------------|---------------|---------------------|---------------|
| No. of Shares | Nos. | % | Holding in Rs. | % |
| upto 5000 | 1803 | 85.73 | 1245616.00 | 0.97 |
| 5001 to 10000 | 73 | 3.47 | 550211.00 | 0.43 |
| 10001 to 20000 | 53 | 2.52 | 786888.00 | 0.61 |
| 20001 to 30000 | 18 | .86 | 457407.00 | 0.36 |
| 30001 to 40000 | 15 | .71 | 528527.00 | 0.41 |
| 40001 to 50000 | 18 | .86 | 826596.00 | 0.64 |
| 50001 to 100000 | 44 | 2.09 | 3385781.00 | 2.64 |
| 100001 to above | 79 | 3.76 | 120698974.00 | 93.94 |
| T O T A L | 2103 | 100.00 | 128480000.00 | 100.00 |

Categories of equity shareholders as on 31st March, 2017

| Category | No. of Equity Shares held | Percentage of holding |
|--|---------------------------|-----------------------|
| Indian Promoters | 7,41,95,577 | 57.75 |
| Foreign Promoters | - | - |
| Mutual Funds & UTI | - | - |
| Banks, FIs, Insurance Companies | - | - |
| Central/State Govt. Institutions/ Non-Govt. Institutions | - | - |
| Foreign Institutional Investors | - | - |
| Bodies Corporate | 1,70,87,143 | 13.299 |
| Foreign Companies | - | - |
| Non Resident | 16,680 | .013 |
| Clearing Members | 401 | 0 |
| Hindu Undivided Family | - | - |
| Indian Public | 3,71,80,199 | 28.939 |
| Grand Total | 12,84,80,000 | 100 |

x. Dematerialization of Shares and Liquidity

The equity shares of your Company are available for dematerialization with both NSDL and CDSL under ISIN INE026L01022. As on 31st March 2017, 100% equity shares are in Demat form. Our registrar for electronic connectivity with the National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) is Sharex Dynamic (India) Pvt Ltd Unit 1, Luthra Idl. Premises, Safed Pool, Andheri Kurla Road, Andheri East, Mumbai – 400072

xi. Address for Correspondence

Shareholder's correspondence should be addressed to the Company's RTA at the Address mentioned below:

Sharex Dynamic (India) Pvt Ltd

Unit 1, Luthra Idl. Premises, Safed Pool, Andheri Kurla Road, Andheri East, Mumbai – 400072

Tel: 022-28515606 | Email Id: sharex@vsnl.com

For any further assistance, the shareholder's may Contact:

Registered Office:**M/s. Tilak Finance Limited**

E/109, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (West), Mumbai- 400053

Corporate Identification Number of The Company (CIN)

L65910MH1980PLC023000

Website www.tilakfinance.com **EMAIL ID** tilakfin@gmail.com

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants. Email ID for redressal of Investor Grievances i.e. tilakfin@gmail.com

**For and On Behalf of the Board of Directors of
Tilak Ventures Limited**

Place: Mumbai

Date: 19/08/2017

Sd/-
Girraj Kishor Agrawal
(Director)

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of,
Tilak Ventures Limited

We have examined the Compliance of conditions of Corporate Governance by Tilak Ventures Limited (“the Company”), for the year ended on March 31, 2017, as stipulated in regulation 17 to 27 clause (b) to (i) of Sub regulation (2) of regulation 46 and Paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (‘Listing regulations’) with Stock Exchanges in India.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement/Listing Regulations, as applicable.

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

For Pravin Chandak & Associates
Chartered Accountants
(FRN: 116627W)

Sd/-
Pravin Chandak
Partner (M. No.: 049391)

Place: Mumbai
Date: 22/05/2017

CEO & CFO CERTIFICATION

We here by certify that:

- a) We have reviewed the Financial Statement for the year ended on 31st March, 2017 and to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
 - ii. 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.
- b) To the best of our knowledge and belief, no transaction entered into by the company during the year ended on 31st March, 2017 are fraudulent, illegal or violative of the company’s code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee, and steps have been taken to rectify these deficiencies.
- d) i) There has not been any significant change in internal control over financial reporting during the period under reference;
- ii) There has not been any significant change in accounting policies during the period; and
- iii) We are not aware of any instance during the period of significant fraud with involvement therein of the management or any employee having a significant role in the company’s internal control system over financial reporting.

For Tilak Ventures Limited

Sd/-
Hiteshi Rajendra Shah
(Chief Executive Officer)

Sd/-
Girraj Kishor Agrawal
(Managing Director)

Place: Mumbai
Date: 22/05/2017

DECLARATION ON CODE OF CONDUCT

To,
The Members of,
Tilak Ventures Limited

I Girraj Kishor Agrawal, Chief Executive officer (CEO) of the Tilak Ventures Limited (“the Company”) affirms that members of the Board of Directors and Senior Management personnel have compliance with the code of conduct of Boards of Directors and Senior Management for the Financial Year 2016-17.

Tilak Ventures Ltd

Place: Mumbai
Date: 19/08/2017

Sd/-
Girraj Kishor Agrawal
(Director & CEO)

Disclosures of compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of the Listing Regulations:

| Sr. No. | Particulars | Regulation | Compliance status Yes/No/N.A. | Compliance observed for the following: |
|---------|---|------------|----------------------------------|---|
| 1. | Board of Directors | 17 | Yes | <ul style="list-style-type: none"> Board Composition Meeting of Board of Directors Review of compliance reports Plans for orderly succession for appointments Code of Conduct Fees / compensation Minimum information to be placed before the Board Compliance Certificate Risk Assessment & Management Performance Evaluation of Independent Directors |
| 2. | Audit Committee | 18 | Yes | <ul style="list-style-type: none"> Composition Meeting of Audit Committee Role of Audit Committee and review of information by the Committee |
| 3. | Nomination and Remuneration Committee | 19 | Yes | <ul style="list-style-type: none"> Composition Role of the Committee |
| 4. | Stakeholders Relationship Committee | 20 | Yes | <ul style="list-style-type: none"> Composition Role of the Committee |
| 5. | Risk Management Committee | 21 | Not Applicable | <ul style="list-style-type: none"> The Company is not in the list of top 100 listed entities by market capitalization |
| 6. | Vigil Mechanism | 22 | Yes | <ul style="list-style-type: none"> Formulation of Vigil Mechanism for Directors and employees Direct access to Chairperson of Audit Committee |
| 7. | Related Party Transactions | 23 | Yes | <ul style="list-style-type: none"> Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions Related Party Transactions of the Company are pursuant to contracts duly approved by the Audit Committee, Board of Directors and Shareholders of the Company Review of transactions pursuant to aforesaid contracts |
| 8. | Corporate Governance requirements with respect to subsidiary of listed entity | 24 | Not Applicable | <ul style="list-style-type: none"> The Company does not have any subsidiary |
| 9. | Obligations with respect to Independent Directors | 25 | Yes | <ul style="list-style-type: none"> Maximum Directorship and Tenure Meeting of Independent Directors Familiarisation of Independent Directors |

| | | | | |
|-----|---|-----------------|-----|---|
| 10. | Obligations with respect to Directors and Senior Management | 26 | Yes | <ul style="list-style-type: none"> • Memberships / Chairmanships in Committees • affirmation with compliance to Code of Business Conduct and Ethics from Directors and Management Personnel • Disclosure of shareholding by Non-executive Directors • Disclosures by Senior Management about potential conflicts of interest |
| 11. | Other Corporate Governance requirements | 27 | Yes | <ul style="list-style-type: none"> • Compliance with discretionary requirements • Filing of quarterly compliance report on Corporate Governance |
| 12. | Website | 46(2)(b) to (i) | Yes | <ul style="list-style-type: none"> • Terms and conditions of appointment of Independent Directors • Composition of various Committees of Board of Directors • Code of Business Conduct and Ethics for Directors and Management Personnel • Details of establishment of Vigil Mechanism/ Whistle Blower Policy • Policy on dealing with Related Party Transactions • Details of familiarization programmes imparted to Independent Directors |

Address of Registered office

**E/109, Crystal Plaza, Opp. Infinity Mall,
New Link Road, Andheri (West),
Mumbai- 400053
Email: tialkfin@gmail.com
Tel: 022-61522222**

Tilak Ventures Limited

**Place: Mumbai
Date: 19/08/2017**

**Sd/-
Girraj Kishor Agrawal
(Director)**

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORTS

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2017.

The Management Discussion and Analysis have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

➤ INDUSTRY STRUCTURE & DEVELOPMENT

The Indian Textile and Apparel industry has been a significant contributor to the Indian economy and continues to play a pivotal role in India's growth story through its contribution to industrial output, employment generation and export earnings. India is one of the few countries with a complete and integrated textile value chain having production at each level of textile manufacturing.

➤ OVERVIEW

The Company operates in two reportable segments i.e. Dealers in commodity and Finance and Investment Activities. The business Segments has been identified as separate segment in accordance with Accounting standard 17 'Segment Reporting'. The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, guidelines issued by the Securities and Exchange Board of India (SEBI) and Generally Accepted Accounting Principles (GAAP) in India.

➤ OPPORTUNITIES AND THREAT

Some of the key trends of the industry that are favourable to the company to exploit these emerging opportunities are:

Clients are more comfortable with uniform high quality and quick service and process across the enterprise. There are good prospects for expanding further activities in this direction.

Some of the key changes in the industry unfavourable to the company are:

- Heightened competition
- Increasing Compliances
- Attraction and retention of human capital.
- Regulatory changes

➤ RISKS AND CONCERNS

Risk is an inherent part of any business. There are various types of risks that threaten the existence of a company like Credit Risk, Market Risk, Operational Risk, Liquidity Risk, Interest Rate Risk, Strategic Risk, Regulation Risk etc. Your Company aims at enhancing and maximizing shareholders value by achieving appropriate trade-off between risk & returns. There is the risk of loss from inadequate or failed systems, processes or procedures. These may be attributed to human failure or technical problems given the increase use of technology and staff turnover. Your company has in place suitable mechanisms to effectively reduce such risks. All these risks are continuously analyzed and reviewed at various levels of management through an effective information system.

➤ INTERNAL CONTROL SYSTEM

The Company has an adequate internal control system commensurate with the size of the company and the nature of its business which ensures that functioning of the Company is managed efficiently and effectively, assets are safeguarded, regulatory compliances are complied with and transactions are recorded after appropriate authorization.

➤ HUMAN RELATIONS

Human resources have always been most valuable assets for Tilak Ventures Ltd. During the year the company has once again gained the confidence of its Human Resource as well and company constantly seeks to attract and retain the best available talent. The Company continued to enjoy healthy industrial relations during the year.

➤ FORWARD LOOKING AND CAUTIONARY STATEMENTS

Management Discussion and Analysis contains forward-looking statements concerning the Company's future plans, strategies, and performance. These forward-looking statements are not historical facts; rather, they represent assumptions and beliefs based on economic, financial, and competitive data currently available. Furthermore, they are subject to a number of risks and uncertainties that, without limitation, relate to economic conditions, fierce competition in the information service industry, customer demand, tax rules, regulations, and other factors. Readers of this annual report are cautioned not to place undue reliance on these forward-looking statements. The Company therefore wishes to caution readers that actual results may differ materially.

On behalf of the Board of Directors**Sd/-****Girraj Kishor Agrawal
(Director)
(DIN: 00290959)****Sd/-****Tanu Agarwal
(Director)
(DIN: 00290966)****Date: 19/08/2017****Place: Mumbai**

Independent Auditor's Report

To the Members of
Tilak Ventures Limited (Formerly known as Tilak Finance Limited)

Report on the Financial Statements

We have audited the accompanying financial statements of Tilak Ventures Limited (Formerly known as Tilak Finance Limited) ("the Company"), which comprise the balance sheet as at 31 March 2017, the statement of profit and loss and the 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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and 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 specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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, of the state of affairs of the Company as at 31 March 2017 and its profit and its cash flows for the year 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, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:

- i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - ii. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - iii. 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;
 - iv. 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;
 - v. On the basis of the written representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - vi. With respect to adequacy of internal financial control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in “Annexure B” and
3. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note no. 19 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. The company is not liable to transfer any amounts to the Investor Education and Protection Fund. Therefore, there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. The company has provided requisite disclosure in its financial statements as to holding as well as dealings in specified bank notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company.

For Pravin Chandak & Associates
Chartered Accountants
Firm’s registration number: 116627W

Sd/-
Pravin Chandak
Partner
Membership number: 049391
Mumbai
22nd May, 2017

Annexure A to the Independent Auditors' Report-31st March, 2017

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2017, we report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) The company has a regular programme of physical verification of fixed assets. No material discrepancy was noticed during physical verification.
(c) The company does not have any immovable property hence the clause is not applicable.
- ii. As informed to us, the equity shares held as inventories in dematerialized form have been verified by the management with supportive evidence during the year. And for other unquoted equity shares held as inventories the procedures performed by the management for physical verification were found to be satisfactory. No material discrepancy was found.
- iii. (a) The Company has not granted loans to party covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
(b) In the case of the loans granted to any parties in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the interest as stipulated. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 3(ii)(b) of the order is not applicable to the Company in respect of repayment of the principal amount.
(c) There are no overdue amounts for period of more than ninety days in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act.
- iv. The company has complied with the provisions of section 185. However with regards to section 186 of the Companies Act, 2013, the company has contravened the provision of section 186(7) of the Companies Act, 2013 as it was observed that in certain cases company has charged the interest at the rate other than minimum rate as mentioned under section 186(7) of the companies Act, 2013. Refer Note No. 28 to Notes to Accounts.
- v. During the year, Company has not accepted any deposits from the public hence the clause is not applicable.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2017 for a period of more than six months from the date they became payable. However, company is subject to deduct Professional Tax being a statutory requirement but no such dues have been deducted till reporting date.
- viii. The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
- ix. The Company has not raised any money by way of initial public offer or further public offer during the year. The company has not taken any term loans during the year.
- x. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.
- xi. The company has paid managerial remuneration in accordance with provisions of the section 197 read with Schedule V of the Companies Act.
- xii. The company is not a Nidhi Company hence the clause is not applicable.
- xiii. All the transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and the necessary details have been disclosed in the Financial Statements etc as required by the applicable accounting standards.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible

debentures during the year,

- xv. The company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi. As per provisions of section 45-IA of RBI Act 1934, a company is classified under various categories of Finance company if the company's financial assets are more than 50% of the total assets of the company and Gross Income from Financial activities constitute more than 50% of the gross income. Accordingly, the company is required to get registered with provision of RBI as A NBFC company i.e .Finance Company. Though the company is engaged in Finance activity and its financial assets are more than 50% of total assets but the income relating to finance activity constitutes less than 50% of gross total Income of the company in our opinion it satisfies only one test and as such is not required to get registered under section 45-IA of the RBI Act, 1934. Thus we are of the opinion that NBFC provisions are not applicable in the current financial year.

For Pravin Chandak & Associates
Chartered Accountants
Firm's registration number: 116627W

Sd/-
Pravin Chandak
Partner
Membership number: 049391
Mumbai
22nd May, 2017

Annexure B to the Auditor's Report**Report on the Internal Financial Controls under Clause (i) of sub-section 3 of the Section 143 of the Companies Act, 2013 (the Act)**

We have audited the internal financial controls over financial reporting **Tilak Ventures Limited (Formerly Known as Tilak Finance Limited)** (the company) as of 31st March, 2017 in conjunction with our audit of the financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountant 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 the 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.

Auditor's 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 were 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 authorization of the 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.

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2017.

- a) The Company did not have an appropriate internal control system for granting Loans. Demand and other loans given are governed by the Board policies. Considering the close monitoring of Board no appraisal, renewal, Policies, Procedure, Committee or documents have been prescribed and executed.
- b) The Company's internal control system is not commensurate to the size and scale of operation over purchase and sale of trading division and for expenses incurred.

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

In our opinion, except for the effects / possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of March 31, 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 Chartered Accountants of India.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2017 financial statements of the Company, and the material weakness does not affect our opinion on the financial statements of the Company.

For Pravin Chandak & Associates
Chartered Accountants
Firm's registration number: 116627W

Sd/-
Pravin Chandak
Partner
Membership number: 049391
Mumbai
22nd May, 2017

| TILAK VENTURES LIMITED | | | |
|--|------------------------------|--|-----------------------------|
| (FORMERLY KNOWN AS TILAK FINANCE LTD) | | | |
| BALANCE SHEET AS ON 31ST MARCH, 2017 | | | |
| (Amount in Indian Rupees) | | | |
| PARTICULARS | NOTES | 31ST MARCH, 2017 | 31ST MARCH, 2016 |
| <u>EQUITY & LIABILITIES</u> | | | |
| <u>SHAREHOLDERS' FUNDS</u> | | | |
| Share Capital | 2 | 128,480,000 | 128,480,000 |
| Reserves and Surplus | 3 | 143,279,571 | 142,724,278 |
| <u>NON-CURRENT LIABILITIES</u> | | | |
| Unsecured Loans | 3A | 20,255,206 | - |
| <u>CURRENT LIABILITIES</u> | | | |
| Trade Payables | 4 | 34,350,346 | - |
| Other Current Liabilities | 5 | 116,114 | 126,889 |
| Short Term Provisions | 6 | 93,017 | 4,075 |
| TOTAL | | 326,574,254 | 271,335,243 |
| <u>ASSETS</u> | | | |
| <u>NON CURRENT ASSETS</u> | | | |
| Fixed Assets | | | |
| Tangible Assets | 6A | 17,846 | 24,456 |
| Deferred Tax Asset (Net) | | 2,708,992 | 2,716,835 |
| <u>CURRENT ASSETS</u> | | | |
| Inventories | 7 | 94,708,308 | 88,114,179 |
| Trade Receivables | 8 | 61,332,811 | 1,294,656 |
| Cash and Cash Equivalents | 9 | 9,884,035 | 5,289,367 |
| Short Term Loans and Advances | 10 | 157,922,262 | 173,895,750 |
| TOTAL | | 326,574,254 | 271,335,243 |
| Notes Forming Part Of Financial Statement | 1 - 34 | | |
| As per our Report of Even Date | | | |
| For Pravin Chandak & Associates | | For and on behalf of the Board of Directors | |
| Chartered Accountants | | of TILAK VENTURES LIMITED | |
| (Firm Registration No.116627W) | | (Formerly Known as Tilak Finance Ltd.) | |
| | Sd/- | | Sd/- |
| | Girraj Kishor Agrawal | | Tanu Giriraj Agarwal |
| Sd/- | (Director) | | (Director) |
| Pravin Chandak | DIN: 00290959 | | DIN: 00290966 |
| Partner | | | |
| Membership No. 049391 | | | |
| Place : Mumbai | Sd/- | | Sd/- |
| Date: 22.05.2017 | Hiteshi Shah | | Prajna Naik |
| | (CFO) | | (Company secretary) |

TILAK VENTURES LIMITED

(FORMERLY KNOWN AS TILAK FINANCE LTD)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in Indian Rupees)

| Particulars | NOTES | 31ST MARCH, 2017 | 31ST MARCH, 2016 |
|--|---------------|---------------------|---------------------|
| <u>INCOME</u> | | | |
| Revenue from Operations | 11 | 103,330,281 | 39,525,040 |
| Other Income | 12 | 36,880 | 100,576 |
| Total Income (I) | | 103,367,161 | 39,625,616 |
| <u>EXPENSES</u> | | | |
| Purchase of Traded goods | 13 | 105,729,405 | 93,981,693 |
| (Increase)/decrease in inventories of Traded goods | | (6,594,128.83) | (53,082,399) |
| Employee Benefits Expense | 14 | 1,339,998 | 1,380,384 |
| Finance Costs | 15 | 285,715 | 9,515 |
| Depreciation & Impairment | 6A | 6,612 | 54 |
| Other Expenses | 16 | 2,036,425 | 1,009,477 |
| Total Expenses (II) | | 102,804,026 | 43,298,724 |
| Profit for the year before exceptional & extraordinary | (I - II) | 563,135 | (3,673,109) |
| Exceptional and Extraordinary items | | - | - |
| Profit for the year before Tax | | 563,135 | (3,673,109) |
| Tax Expenses | | | |
| Current Tax | | - | - |
| Taxes of Earlier Years | | - | - |
| Deferred Tax | | (7,843) | (8,699) |
| Profit/(Loss) for the period | | 555,292 | (3,681,808) |
| Earning per equity share | | | |
| Basic | | 0.004 | (0.029) |
| Diluted | | 0.004 | (0.029) |
| Notes Forming Part Of Financial Statement | 1 - 34 | | |

As per our Report of Even Date

For Pravin Chandak & Associates
Chartered Accountants
(Firm Registration No.116627W)

For and on behalf of the Board of Directors
of TILAK VENTURES LIMITED
(Formerly Known as Tilak Finance Ltd.)

Sd/-
Pravin Chandak
Partner
Membership No. 049391

Sd/-
Girraj Kishor Agrawal
(Director)
DIN: 00290959

Sd/-
Tanu Giriraj Agarwal
(Director)
DIN: 00290966

Place : Mumbai
Date: 22.05.2017

Sd/-
Hiteshi Shah
(CFO)

Sd/-
Prajna Naik
(Company secretary)

TILAK VENTURES LIMITED

(FORMERLY KNOWN AS TILAK FINANCE LIMITED)

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

(Amount in Indian Rupees)

| Particulars | Year Ended 31st March, 2017 | | Year Ended 31st March, 2016 | |
|--|-----------------------------|---------------------|-----------------------------|--------------|
| Cash Flow from Operating Activities | | | | |
| Profit Before Tax and Extraordinary items | | 563,135 | | (3,673,109) |
| (As per Profit and Loss Account) | | | | |
| Adjustments for: | | | | |
| Depreciation | 6,612 | | 54 | |
| Fixed Assets Written off | - | | - | |
| Interest income | (36,880) | | | |
| Loss on Sale of Investment | - | | 76,117 | |
| Sundry creditors Written off | (17,512.21) | (47,781) | 433 | 76,604 |
| Operating Profit before Working Capital Changes | | 515,355 | | (3,596,504) |
| Adjustments for: | | | | |
| (Increase)/Decrease in Inventories | (6,594,130.83) | | (53,082,399) | |
| (Increase)/Decrease in Trade Receivables | (60,038,154) | | 29,919,179 | |
| (Increase)/Decrease in Other Receivable | 15,973,488 | | (5,463,327) | |
| Increase/(Decrease) in Trade Payables | 34,367,858 | | (17,893,294) | |
| Increase/(Decrease) in Current Liabilities & Provision | 78,167 | (16,212,773) | 70,750 | (46,449,091) |
| Cash Generated From Operations | | (15,697,418) | | (50,045,595) |
| Less: Income Tax Paid | | - | | - |
| Net Cash from Operating Activities A | | (15,697,418) | | (50,045,595) |
| Cash Flow from Investing Activities | | | | |
| Loss on sale of Investments | - | | (76,117) | |
| Interest income | 36,880 | | - | |
| Sale of investment | - | | 43,946,740 | |
| Purchase of of Fixed Assets | - | | (19,835) | |
| Loss on Sale of Fixed Asset | - | 36,880 | - | 43,850,788 |
| Net Cash from Investing Activities B | | 36,880 | | 43,850,788 |
| Cash Flow from Financing Activities | | | | |
| Shares Issued | - | | - | |
| Share Premium on issue of Shares | - | | - | |
| (Increase)/Decrease in Long term Loans & Advances | - | | - | |
| Receipt of Unsecured Loans | 20,255,206 | | - | |
| Repayment of Unsecured Loans | - | 20,255,206 | - | - |
| Net Cash from Financial Activities C | | 20,255,206 | | - |
| Net Increase/ Decrease in Cash and Cash Equivalents (A+B+C) | | 4,594,668 | | (6,194,807) |
| Cash and Cash Equivalents - Opening Balance | | 5,289,367 | | 11,484,174 |
| Cash and Cash Equivalents - Closing Balance | | 9,884,035 | | 5,289,367 |

As per our Report of Even Date

For Pravin Chandak & Associates
Chartered Accountants
(Firm Registration No.116627W)

For and on behalf of the Board of Directors
of TILAK VENTURES LIMITED
(Formerly Known as Tilak Finance Ltd.)

Sd/-
Pravin Chandak
Partner
Membership No. 049391

Sd/-
Girraj Kishor Agrawal
(Director)
DIN: 00290959

Sd/-
Tanu Giriraj Agarwal
(Director)
DIN: 00290966

Place : Mumbai
Date: 22.05.2017

Sd/-
Hiteshi Shah
(CFO)

Sd/-
Prajna Naik
(Company secretary)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation of financial statements

The financial statements are prepared in accordance with Generally Accepted Accounting Principles (“GAAP”) in India under the historical cost convention, on accrual basis of accounting and comply with Accounting Standard notified under section 133 of Companies Act, 2013 read with general Circular 8/2014 dated April 4, 2014 issued by Ministry of Corporate Affairs to the extent applicable. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

b) Going Concern Assumption:-

The financial statements have been prepared assuming entity will be able to continue its operation in near foreseeable future and there is no material circumstances casting doubt over going concern ability of company and neither management intends to liquidate its operation. Though company has incurred loss in the current year, management has made sufficient viable plan to overcome such situation in future and the plan appears to be promising to validate the going concern assumption.

c) Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, except in case of by-products which are valued at net realisable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. Cost of raw materials, packing materials, trading and other products are determined on weighted average basis. Inventories are determined on First-in-First-Out (FIFO) basis.

d) Use of Estimates

The Preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management’s best knowledge of current events and actions, actual results could differ from these estimates. Any revision to the accounting estimates is recognized prospectively.

e) Revenue recognition

1. Income from Operation is recognized upon transfer of significant risks and rewards of ownership to the buyer.
2. Other Income is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.
3. Dividend is recognized when the shareholders’ right to receive payment is established at the balance sheet date.

f) Fixed Assets

Tangible Assets

Fixed assets are stated at cost, less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use. Capital work in progress includes expenditure incurred till the assets are put into intended use.

Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization / depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

g) Depreciation

Depreciation on tangible assets is provided using the Straight Line Method over the useful lives of the assets estimated by the Management. Depreciation for the assets purchased / sold during the year is proportionately charged as prescribed in Schedule II to the Companies Act, 2013. Intangible assets are amortised over their respective individual estimated useful lives on a straight line basis, commencing from the date the asset is available to the Company for its use.

h) Impairment of assets

The carrying amounts of assets are reviewed at each balance sheet dates and if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the asset is restated to extent of the carrying value of the asset that would have been determined (net of amortization / depreciation), had no impairment loss been recognized.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

i) Investments

Investments that are readily realizable and intended to be held for not more than one year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost or fair value determined on individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary decline in the value of the investments.

j) Taxation

Tax expense comprises of current income tax and deferred income tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits. At each balance sheet date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized. Minimum Alternative Tax (MAT) credit is recognized as an asset and carried forward only if there is a reasonable certainty of it being set off against regular tax payable within the stipulated statutory period.

k) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

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

l) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when an enterprise has a present obligation as a result of past event it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Where no reliable estimate can be made, a disclosure is made as contingent liability. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Possible future obligations or present obligations that may but will probably not require outflow of resources or where the same cannot be reliably estimated, is disclosed as contingent liabilities in the notes to accounts of financial statements.

Contingent Assets are neither recognized nor disclosed in the financial statements.

m) Cash Flow Statement

Cash flow statement has been prepared under the 'Indirect Method'. Cash and cash equivalents, in the cash flow statement comprise unencumbered cash and bank balances.

TILAK VENTURES LIMITED

(FORMERLY KNOWN AS TILAK FINANCE LTD)

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENT AS AT 31ST MARCH, 2017

(Amount in Indian Rupees)

| Particulars | 31ST MARCH, 2017 | 31ST MARCH, 2016 | | |
|---|------------------------|------------------------|---------------------|------------------------|
| 2 Share Capital | | | | |
| Authorised | | | | |
| 13,25,00,000 Equity Shares of Re. 1/- each (Previous year 13,25,00,000 equity shares of Re. 1/- each) | 132,500,000 | 132,500,000 | | |
| Total Authorised Share Capital | <u>132,500,000</u> | <u>132,500,000</u> | | |
| Issued, Subscribed and Paid up | | | | |
| 12,84,80,000 Equity Shares of Re. 1/- each (Previous year 12,84,80,000 equity shares of Re. 1/- each) | 128,480,000 | 128,480,000 | | |
| Total Issued, Subscribed And Fully Paid Up Share Capital | <u>128,480,000</u> | <u>128,480,000</u> | | |
| a. Reconciliation of shares outstanding at the beginning and at the end of the reporting period | | | | |
| Equity shares of Re. 1 each | 31st March, 2017 | | 31st March, 2016 | |
| | Numbers | Rs. | Numbers | Rs. |
| At the beginning of the period | 128,480,000 | 128,480,000 | 128,480,000 | 128,480,000 |
| Issued during the period | - | - | - | - |
| Bought back during the period | - | - | - | - |
| Outstanding at the end of the period | <u>128,480,000</u> | <u>128,480,000</u> | <u>128,480,000</u> | <u>128,480,000</u> |
| b. Terms/rights attached to equity shares | | | | |
| <p>The Company has only one class of Equity Shares having par value of Re. 1 Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors are subject to the approval of the shareholders in the ensuing Annual General Meeting.</p> <p>In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.</p> | | | | |
| c. Details of shareholders holding more than 5% shares in the company | | | | |
| Equity shares of Re. 1 each fully paid | 31st March, 2017 | | 31st March, 2016 | |
| | Numbers | % holding in the class | Numbers | % holding in the class |
| Agrawal Bullion Limited (Formerly known as Kayaguru Health Solution Limited) | 21,750,439 | 16.93 | 21,750,439 | 16.93 |
| Axon Finance Limited (Formerly known as Axon Infotech Limited) | 23,000,000 | 17.90 | 23,000,000 | 17.90 |
| Shreenath Commercial & Finance Limited | 20,600,000 | 16.03 | 20,600,000 | 16.03 |
| Handful Investrade Private Limited | 8,845,138 | 6.88 | 8,845,138 | 6.88 |
| Total | <u>74,195,577</u> | <u>57.75</u> | <u>74,195,577</u> | <u>57.75</u> |
| 3 Reserve & Surplus | | | | |
| Securities premium reserve | | | | |
| Balance as per last financial statements | 193,135,000 | | 193,135,000 | |
| Add: Premium on Shares issued during the year | - | | - | |
| Closing balance | <u>193,135,000</u> | | <u>193,135,000</u> | |
| Surplus/(deficit) in the Statement of Profit and Loss | | | | |
| Balance as per last financial statements | (50,410,721.51) | | (46,728,914) | |
| Profit/ (loss) for the year | 555,292.19 | | (3,681,808) | |
| Less: Appropriations | - | | - | |
| Closing balance | <u>(49,855,429.24)</u> | | <u>(50,410,722)</u> | |

TILAK VENTURES LIMITED

(FORMERLY KNOWN AS TILAK FINANCE LTD)

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENT AS AT 31ST MARCH, 2017

(Amount in Indian Rupees)

| | Particulars | 31ST MARCH, 2017 | 31ST MARCH, 2016 |
|-----------|--|---------------------|---------------------|
| 3A | <u>Non Current Liabilities</u> | | |
| | Unsecured Loan | 20,255,206 | - |
| | Total Non Current Liabilities | 20,255,206 | - |
| 4 | <u>Trade Payables</u> | | |
| | Trade payables | 34,350,346 | - |
| | Total Trade Payables | 34,350,346 | - |
| 5 | <u>Other Current Liabilities</u> | | |
| | Other Current Liabilities | 116,114 | 126,889 |
| | Total Other Current Liabilities | 116,114 | 126,889 |
| 6 | <u>Short Term Provisions</u> | | |
| | Duties & Taxes Payable | 93,017 | 4,075 |
| | Provision for Expenses | | |
| | Total Other Current Liabilities | 93,017 | 4,075 |
| 7 | <u>Inventories</u> | | |
| | (As valued and certified by Management) | | |
| | <u>Stock-in-trade</u> | | |
| | <u>Stock in Securities</u> | | |
| | Quoted | 24,426,508 | 4,914,279 |
| | Unquoted | 70,281,800 | 83,199,900 |
| | Total Inventories | 94,708,308 | 88,114,179 |
| 8 | <u>Trade Receivables</u> | | |
| | Unsecured, considered good | | |
| | Outstanding for a period exceeding six months from the date they are due for payment | 1,227,878 | 1,294,656 |
| | Others | 60,104,933 | - |
| | Total Trade Receivables | 61,332,811 | 1,294,656 |
| 9 | <u>Cash and Cash Equivalents</u> | | |
| | Cash on hand | 124,781 | 195,055 |
| | Balance with bank | 9,759,254 | 5,094,313 |
| | Total Cash And Cash Equivalents | 9,884,035 | 5,289,367 |
| 10 | <u>Short Term Loans and Advances</u> | | |
| | Loan and advances | | |
| | Loans and advances to Related parties | - | - |
| | Loans and advances to Others | 155,318,375 | 171,490,117 |
| | Balance with statutory/government authorities | 2,603,887 | 2,405,633 |
| | Total Short Term Loans And Advances | 157,922,262 | 173,895,750 |

TILAK VENTURES LIMITED

(FORMERLY KNOWN AS TILAK FINANCE LIMITED)

NOTES FORMING PART OF THE FINANCIAL STATEMENT AS AT 31ST MARCH, 2017

NOTE 6A: FIXED ASSETS

(Amount in Indian Rupees)

| ASSETS | GROSS BLOCK | | | DEPRECIATION | | | NET BLOCK | | |
|------------------------|---------------------|---------------------------------|---------------------|--------------------|---------------------------------|--------------------|---------------------|---------------------|---------|
| | AS ON 01/04/2016 | ADD/(DED.) DURING THE PERIOD | AS ON 31/03/2017 | UPTO 01/04/2016 | ADD/(DED.) DURING THE PERIOD | UPTO 31/03/2017 | AS ON 31/03/2017 | AS ON 31/03/2016 | |
| Tangible Assets | | | | | | | | | |
| Computer | 586,192 | - | 586,192 | 583,638 | - | 583,638 | 2,553 | 2,554 | |
| Office Equipments | 27,990 | - | 27,990 | 26,591 | - | 26,591 | 1,398 | 1,399 | |
| Furniture & Fixture | 14,500 | - | 14,500 | 13,775 | - | 13,775 | 725 | 725 | |
| Computer new | 19,835 | - | 19,835 | 54 | 6,611.67 | 6,666 | 13,168 | 19,781 | |
| TOTAL (RS.) | 648,517 | - | 648,517 | 624,058 | 6,612 | 630,670 | 17,846 | 24,459 | |
| PREVIOUS YEAR | 895,524 | - | 266,842 | 628,682 | 559,465 | 64,539 | 624,004 | 4,676 | 336,059 |

TILAK VENTURES LIMITED

(FORMERLY KNOWN AS TILAK FINANCE LTD)

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENT AS AT 31ST MARCH 2017

(Amount in Indian Rupees)

| PARTICULARS | 31ST MARCH, 2017 | 31ST MARCH, 2016 |
|--|---------------------|---------------------|
| 11 Revenue From Operations | | |
| Sale of Textile Products | 21,186,026 | 13,817,354 |
| Sale of commodity | 37,008,638 | 12,974,500 |
| Sale of shares | 40,749,762 | 3,515,239 |
| Interest on loans | 6,127,195 | 9,217,947 |
| Loss from currency & F&O | (1,741,340.00) | |
| Total Revenue from Operations | <u>103,330,281</u> | <u>39,525,040</u> |
| 12 Other Income | | |
| Interest on Income Tax Refund | 36,575 | 76,637 |
| Interest on FD | 305 | 11,939 |
| Misc. Income | - | 12,000 |
| Total Other Income | <u>36,880</u> | <u>100,576</u> |
| 13 Purchase of Traded Goods | | |
| Purchase of Textile Products | 34,350,346 | 14,020,069 |
| Purchase of commodity | 43,797,234 | 18,535,000 |
| Purchase of shares | 27,581,825 | 61,412,961 |
| Direct Transaction Charges | - | 13,664 |
| Total Purchase of Traded Goods | <u>105,729,405</u> | <u>93,981,693</u> |
| 14 Employee benefit expenses | | |
| Salaries | 1,305,172 | 1,360,521 |
| Staff welfare expenses | 17,026 | 7,863 |
| Directors Remuneration | 17,800 | 12,000 |
| Total Employee Benefit Expenses | <u>1,339,998</u> | <u>1,380,384</u> |
| 15 Finance Costs | | |
| Bank Charges | 103 | 9,274 |
| Interest on loan | 285,612 | - |
| Interest on TDS | - | 241 |
| Total Finance Costs | <u>285,715</u> | <u>9,515</u> |
| 16 Other Expenses | | |
| Advertisement Expenses | 38,608 | 31,968 |
| Auditors Remuneration | | |
| As Audit Fees | 100,000 | 50,000 |
| For other | - | - |
| Travelling expenses | 871,040 | 37,090 |
| Demat & Share Transfer Charges | 174,307 | 138,275 |
| Electricity charges | 37,880 | 45,090 |
| Listing Fees | 200,360 | 224,720 |
| Loading and Unloading Charges | 63,025 | 28,000 |
| Misc. Expenses | - | 3,061.00 |
| Loss on sale of Investments | - | 76,117 |
| Office Expenses | 6,987 | 9,010.00 |
| Postage & Courier | 26,230 | 15,675.00 |
| Printing & Stationery | 29,933 | 17,387.00 |
| Professional Tax (Company) | 2,000 | 4,000 |
| Professional fees | 129,500 | 62,000 |
| Processing charges | - | 25,000 |
| Rent Rates & Taxes | 120,000 | 120,000 |
| Repairs & Maintenance | 29,000 | - |
| ROC Expenses | 13,200 | 34,700 |
| Sundry balances write off | (17,512) | (433) |
| Telephone Expenses | 16,893 | 7,625 |
| Transportaion Charges | 67,591 | 71,434 |
| Service Tax Expenses | 6,981 | - |
| Swachh Bharat cess | 1,800 | 370 |
| Krishi Kalyan Cess | 31 | - |
| Other Transaction Charges | 73,034 | - |
| Warehousing Charges | 21,842 | 8,387 |
| Direct Transaction Charges | 23,695 | - |
| Total Other Expenses | <u>2,036,425</u> | <u>1,009,477</u> |

NOTES FORMING PART OF THE FINANCIAL STATEMENTS**17. Consolidated Financial Statements**

Company is holding 27.63% and 20.88% shares of Rockon Capital Market Pvt. Ltd. (Formerly Known as Kayaguru Wellness Pvt. Ltd.) and Kayaguru Capital Market Pvt. Ltd.) Respectively which are more than 20 % of total shareholding of that company. However, such shares have been held as stock in trade by the Company with intention to sale them in near foreseeable future. Hence, company is not required to prepare Consolidated Financial statement in accordance with AS-23.

18. Employee benefits

Provision for retirement benefits to employees was not provided on accrual basis, which is not in conformity with Accounting Standard-15 issued by ICAI and the amount has not been quantified because actuarial valuation report is not available. However, in the opinion of the management the amount involved is negligible and has no material impact on the Profit & Loss Account.

19. CONTINGENT LIABILITY & CAPITAL COMMITMENTS:

| Particulars | 2016-2017 Amount in Rs. | 2015-2016 Amount in Rs. |
|---|----------------------------|----------------------------|
| Contingent Liabilities not provided for* | NIL | NIL |
| Contingent Liabilities not provided for** | 5, 00,000 | 5, 00,000 |
| Capital Commitments not provided for | NIL | NIL |
| Others | NIL | NIL |

*The demand is raised by the assessing officer u/s 143(1) from the Income Tax Authorities for the Assessment Year 2008-09. The demand has been deleted from the Income Tax website and accordingly no provision is considered necessary.

**During the year, company has received various letters from RBI for carrying on NBFC business without obtaining certificate of registration (CoR) from RBI. Hence, penal provisions of section 58-B (4-A) of the RBI Act, 1934 will be attracted imposing liability for payment of fine. However, no fine has been imposed till date.

20. EARNING PER SHARE:

Earnings per Share, as required by the Accounting Standard 20- "Earning Per Share" issued by the Institute of Chartered Accountants of India, is given below:

| Particulars | 2016-17 Amount in Rs. | 2015-16 Amount in Rs. |
|--|--------------------------|--------------------------|
| Net profit for the period attributable to Equity Shareholders (Rs.) | 5,55,292 | (36,81,808) |
| Weighted Average No of Equity shares outstanding for Basic Earnings per share | 12,84,80,000 | 12,84,80,000 |
| Weighted Average No. of Equity shares outstanding for Diluted earnings per share | 12,84,80,000 | 12,84,80,000 |
| Basic Earning Per Shares (face value of Rs. 1/-each) (Rs) | (0.004) | (0.029) |
| Diluted earnings per share (face valued of Rs.1/-each) (Rs.) | (0.004) | (0.029) |

21. RELATED PARTY TRANSACTION:**List of Related Parties:-****a) Key Management personnel / Director :-**

- i) Giriraj Kishor Agrawal
- ii) Shruti Shah
- iii) Hiteshi Rajendra Shah
- iv) Prajna Naik

b) Relatives to Key Management personnel / Director :-

- i) Giriraj Kishor Agrawal HUF
- ii) Saloni Agrawal
- iii) Tanu Giriraj Kishor Agarwal

c) Related parties over which Key Management personnel / Director have significant influence :-

- i) Axon Ventures Limited (Formerly known as Axon Finance Limited)

- ii) Agrawal Bullion Limited
- iii) Banas Finance Limited
- iv) Five X Tradecom Limited (Formerly known as Five X Finance & Investment Ltd)
- v) Handful Investrade Private Limited
- vi) Kayaguru Capital Market Private Limited
- vii) Rockon Capital Market Private Limited
- viii) Rockon Enterprises Limited (Formerly known as Rockon Fintech Limited)
- ix) Proaim Enterprises Limited (Formerly known as Shree Nath Commercial & Finance Ltd)

Transaction with Related Parties:-

| List of Related Party | Nature of Transaction | 2016-17 Amount in Rs. | 2015-16 Amount in Rs. |
|---|------------------------------------|--------------------------|--------------------------|
| Girraj Kishor Agrawal | Expenses paid on behalf of company | 13,200 | 33,100 |
| | Office Rent paid | 1,20,000 | 1,20,000 |
| | Balance at year end | NIL | NIL |
| Girraj Kishor Agarwal HUF | Expenses paid on behalf of company | NIL | NIL |
| Shruti Shah | Remuneration Paid | 1,53,639 | 77,888 |
| Hiteshi Rajendra Shah | Remuneration Paid | 1,53,273 | 29,183 |
| Agrawal Bullion Limited (Formerly "Kayaguru Health Solutions Limited") | Share Purchase | NIL | 88,00,000 |
| | Balance at year end | NIL | NIL |
| Axon Finance Limited (Formerly known as "Axon Infotech Limited") | Loan Taken | NIL | 1,00,000 |
| | Loan Repaid | NIL | 1,00,000 |
| | Balance at year end | NIL | NIL |
| Five X Finance & Investment Limited | Shares Sales | NIL | NIL |
| | Textiles Sales | NIL | 6,34,690 |
| | Balance at year end | NIL | NIL |
| Banas Finance Limited | Shares Purchase | 1,92,00,000 | NIL |
| | Loan Taken | 18,00,000 | NIL |
| | Loan Repaid | 18,00,000 | NIL |
| | Balance at year end | NIL | NIL |

22. MAJOR COMPONENTS OF DEFERRED TAX LIABILITIES:

| Particulars | 2016-2017 Amount in Rs. | 2015-2016 Amount in Rs. |
|---|----------------------------|----------------------------|
| Deferred Tax Asset / (Liability) on Account of Depreciation | 2,005 | 9,848 |
| Deferred Tax Asset on Account of Unabsorbed Losses | 27,06,987 | 27,06,987 |
| Deferred Tax Assets/(Liability) – (Net) | 27,08,992 | 27,16,835 |

23. Income in Foreign Currency:

| Particulars | 2016-2017 Amount in Rs. | 2015-2016 Amount in Rs. |
|----------------------------|----------------------------|----------------------------|
| Income in Foreign Currency | NIL | NIL |

24. Expenditure in Foreign Currency:

| Particulars | 2016-2017 Amount in Rs. | 2015-2016 Amount in Rs. |
|---------------------------------|----------------------------|----------------------------|
| Expenditure in Foreign Currency | NIL | NIL |

25. As per information available with the Company, none of the creditors has confirmed that they are registered under the Micro, Small and Medium enterprises Development Act, 2006.

26. Trade Receivable, Trade Payable, Short Term Borrowings and Short Term Loans and Advances balances are subject to confirmation and reconciliation.

27. The financial assets of the company constitute more than 50% of the total assets of the company. The company is engaged in finance activity, the income from which is approximately less than 50% of the gross income of the company. Hence, the company does not fulfill one of the NBFC criterion prescribed in terms of section 45-IA of the RBI Act, 1934 in the current financial year and therefore NBFC provisions are not applicable in the current financial year.

28. In three cases interest less than government bond rates for relevant tenure has been charged by the company on loans given. The cases where lower interest i.e.6% p.a. has been charged where the total amount of such loans is Rs 39,35,056/- and in two cases no interest has been charged on loan amounting to Rs 75,28,477/-.
29. Majority of the loans given are demand loans, therefore in some cases the terms of repayment and loan agreement are not available. In view of the management all the loans outstanding are considered good and therefore no provision has been made for bad and doubtful assets. Demand and other loans given are governed by the Board policies. Considering the close monitoring of Board no appraisal, renewal, Policies, Procedure, Committee or documents have been prescribed and executed.
30. Purchase and Sale of unquoted securities are done as per demand and supply forces of the market. Therefore the rationale for the same is not available. In view of the management all the unquoted securities in stock are considered as good and therefore no provision for diminutions has been made for Investments. Purchase and sale decisions are governed by the Board policies. Considering the close monitoring of Board no appraisal, Policies, Procedure, Committee or documents have been prescribed and executed.
31. As the intention is to hold the unquoted securities for sale in short term and in absence of flow of periodic data, absence of liquidity and market related data closing stock of unquoted shares are valued at cost.
32. Segment Information:

The Company has identified business segments as its primary segment. Business segments are primarily "Finance & Securities" and "Trading Activity". Revenue and expenses, assets and liabilities directly attributable to segments are reported under each reportable segment.

| TILAK VENTURES LIMITED (FORMERLY KNOWN AS TILAK FINANCE LIMITED) Notes Forming Part of the Financial Statement As At 31st March, 2017 <u>Note : 32</u> <u>In compliance to Accounting Standard 17</u> | | | | | | | |
|--|--|----------------------|-------------|-------------------|-------------|--------------------|-------------|
| Sr No | Particulars | Amount in Rs. | | Amount in Rs. | | Amount in Rs. | |
| | | Finance & Securities | | Textile Operation | | Total | |
| | | 2016-17 | 2015-16 | 2016-17 | 2015-16 | 2016-17 | 2015-16 |
| 1 | Segment Revenue | 45,135,617 | 12,733,186 | 58,194,664 | 26,791,854 | 103,330,281 | 39,525,040 |
| 2 | Segment Results | 24,147,921 | 4,388,961 | (19,952,916) | (5,871,037) | 4,195,005 | (1,482,075) |
| 3 | Unallocable expense (net) | | | | | 3,668,750 | 2,291,609 |
| 4 | Operating Income | | | | | - | - |
| 5 | Other Income (Net) | | | | | 36,880 | 100,576 |
| 6 | Profit before exceptional item and tax | 24,147,921 | 4,388,961 | (19,952,916) | (5,871,037) | 563,135 | (3,673,109) |
| 7 | Exceptional item | | | | | - | - |
| 8 | Profit before Tax | | | | | 563,135 | (3,673,109) |
| 9 | Tax expense | | | | | - | - |
| | Less :- Provision for Income Tax | | | | | (7,843) | (8,699) |
| | Less :- Provision for Deferred Tax | | | | | | |
| 10 | Net Profit / (Loss) for the year | | | | | 555,292 | (3,681,808) |
| 11 | Segment Assets (Current assets plus Fixed assets & WLP and Investments) | 319,390,351 | 271,335,243 | 7,183,903 | - | 326,574,254 | 271,335,243 |
| 12 | Segment Liabilities | 34,350,346 | - | 20,348,223 | - | 54,698,569 | - |
| | Other Information | | | | | 271,875,685 | |
| 13 | Capital Expenditure (unallocable) | | | | | - | - |
| 14 | Depreciation & amortisation (unallocable) | | | | | - | - |
| 15 | Other significant non cash expense (allocable) | | | | | - | - |
| 16 | Other significant non cash expense (net) (unallocable) | | | | | - | - |
| Due to unavailability of suitable basis for apportionment, only direct expenses related to Textile Trading business are considered in segment results of Textile Trading Activity | | | | | | | |

33. Disclosure on Specified Bank Notes

| Particulars | SBNs Amount | Other Denomination note Amount | Total Amount |
|---------------------------------------|-------------|--------------------------------|--------------|
| Closing Cash In Hand as on 08/11/2016 | 1,50,000 | 4,067 | 1,54,067 |
| Permitted Receipt * | - | 2,64,000 | 2,64,000 |
| Permitted Pdvment ** | - | 1.16.980 | 1.16.980 |

| | | | |
|---------------------------------------|----------|----------|----------|
| Amount Deposited in Bank | 1,50,000 | - | 1,50,000 |
| Closing Cash In Hand as on 30/12/2016 | - | 1,51,087 | 1,51,087 |

* Permitted Receipts are amount withdrawn from bank.

**Permitted Payments are General Expenses of the Company.

34. Previous year's figures have been regrouped, rearranged and reclassified wherever necessary to conform to the current's classification/ presentation.

**AS PER OUR REPORT OF EVEN DATE
FOR PRAVIN CHANDAK & ASSOCIATES**
Chartered Accountants
(Firm Registration No. 116627W)

**FOR AND ON BEHALF OF THE BOARD
OF TILAK VENTURES LIMITED**
(Formerly Known as Tilak Finance Ltd)

Sd/-
Pravin Chandak
Partner
Membership No. 049391

Sd/-
Girraj Agrawal
(Director)
DIN: 00290959

Sd/-
Tanu Giriraj Agrawal
(Director)
DIN: 00290966

Place: Mumbai
Date: 22nd May, 2017

Sd/-
Hiteshi Shah
(CFO)

Sd/-
Prajna Naik
(Company Secretary)

TILAK VENTURES LIMITED**(Formerly Tilak Finance Limited)**Registered Office: E/109, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (West), Mumbai- 400053.
CIN: L65910MH1980PLC023000 Email: tilakfin@gmail.com | Website: www.tilakfinance.com | Tel: 022-61522222**ATTENDANCE SLIP**36th Annual General Meeting, September 28, 2017 at 10:30 A.M.

| | | | |
|---------------------------|--|--------------|--|
| Regd. Folio No. | | * DP ID: | |
| No. of Equity Shares held | | * Client ID: | |
| Name of the Shareholder | | | |
| Name of Proxy | | | |

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 36th Annual General Meeting of the Company on Thursday, September 28, 2017 at 10:30 A.M. at E/109, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (West), Mumbai- 400053

SIGNATURE OF THE MEMBER OR THE PROXY ATTENDING THE MEETING

If Member, please sign here

If Proxy, please sign here

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Shareholders are informed that no duplicate attendance slips will be issued at the venue of meeting. Members are requested to bring their copies of the Annual Report to the meeting.

----- Please tear here -----
---**TILAK VENTURES LIMITED****(Formerly Tilak Finance Limited)**Registered Office: E/109, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (West), Mumbai- 400053.
CIN: L65910MH1980PLC023000 Email: tilakfin@gmail.com | Website: www.tilakfinance.com | Tel: 022-61522222**Form No. MGT – 11****PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 (the Act) and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]
36th Annual General Meeting, September 28, 2017 at 10:30 A.M.

| | |
|------------------------------|--|
| Name of the member(s): | |
| Registered address: | |
| Email Id: | |
| Folio No./Client Id / DP ID: | |

I/We, being the member(s) holding _____ shares of the above named Company, hereby appoint the following as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Friday, September 30, 2016 at 2.00 p.m. at E/109, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (West), Mumbai- 400053

1. Mr./Ms..... of in the district of or failing him/ her
2. Mr./Ms..... of in the district of or failing him/ her
3. Mr./Ms..... of in the district of

Signed this day of, 2017

Please Affix
Re.1/-
Revenue
Stamp and sign
Across

.....
Signature of the Member

Note: This form in order to be effective shall be duly stamped, completed and deposited at the Registered Office of the Company not less than 48 hours before the meeting.

Form No. MGT – 12**Ballot Paper**

[Pursuant to Section 109(5) of the Companies Act, 2013 (the Act) and Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

CIN: L65910MH1980PLC023000

Name of Company: Tilak Ventures Limited

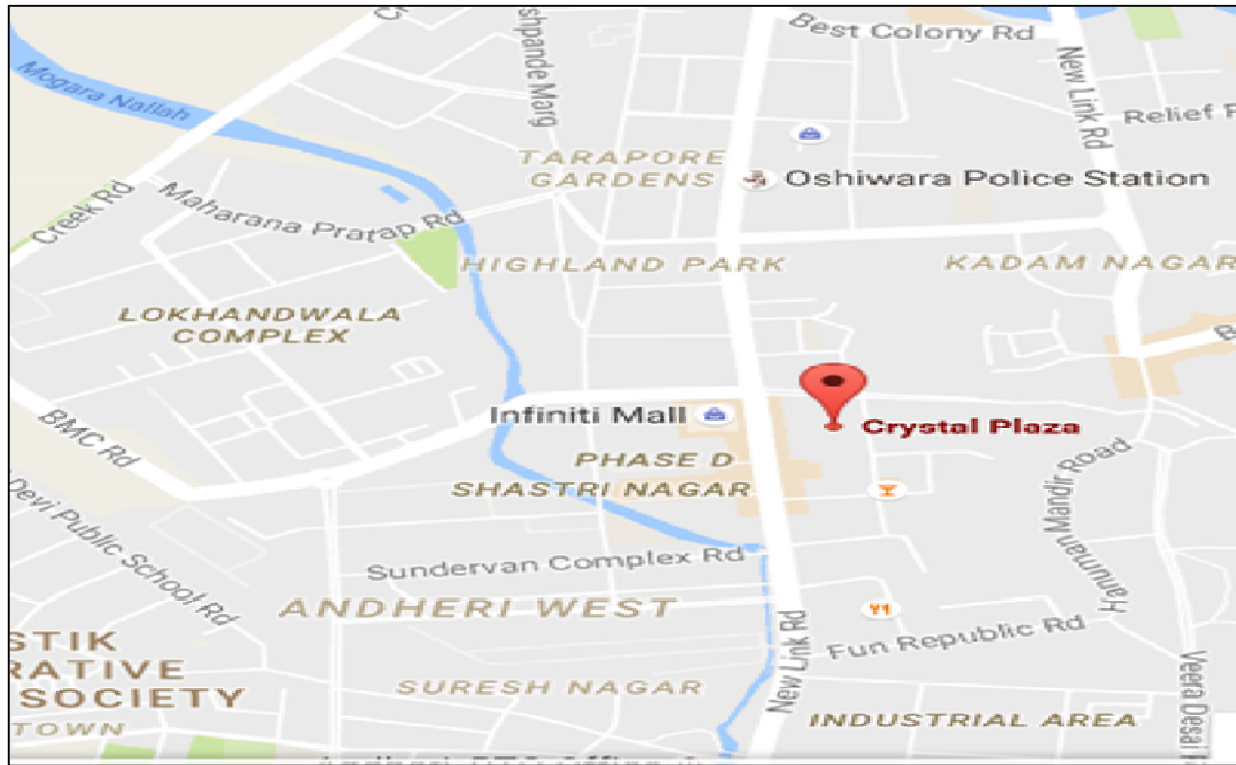
Registered Office: E/109, Crystal Plaza, New Link Road, Andheri (West), Mumbai - 400053

Email: tilakfin@gmail.com | **Website:** www.tilakfinance.com | **Tel:** 022-61522222

36th Annual General Meeting, September 28, 2017, at 10:30 a.m

| Poll paper | | | | |
|---|---|--------------------------|----------------------------|-------------------------------|
| Sr. No. | Particulars | Details | | |
| 1 | Name of the First Named Shareholder (In block letters) | | | |
| 2 | Postal Address | | | |
| 3 | Registered Folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form) | | | |
| 4 | Class of Share | | | |
| I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in following manner: | | | | |
| Sr. No. | Item No. | No. of Shares held by me | I assent to the resolution | I dissent from the resolution |
| 1 | To receive, consider and adopt the audited financial statements for the financial year ended 31 st March, 2017, and the Reports of the Directors and Auditors thereon. | | | |
| 2 | To appoint a Director in place of Mr. Girraj Kishor Agrawal (DIN: 00290959), Managing Director, (though not liable to retire by rotation but pursuant to Article 121(iii) of the Articles of Associations) who retire by rotation in compliance of the provisions of Section 152 of the Companies Act, 2013 (hereinafter called "the Act") and being eligible, offers himself for re-appointment. | | | |
| 3 | To re-appoint M/s. Pravin Chandak & Associates, Chartered Accountants, Mumbai (Registration No. 116627W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 37 th Annual General Meeting and to authorize the Board of Directors to fix their remuneration for the Financial Year 2017-18. | | | |
| 4 | To regularize the appointment of Mrs. Tanu Giriraj Agarwal (DIN: 00290966) as an Non- Executive- Non Independent Director | | | |
| 5 | Determination of fee for delivery of Document | | | |
| 6 | Ratification by shareholders for alteration/ variation of utilization of proceeds of Preferential Allotment of 1,09,95,000 Equity Shares | | | |
| 7 | Ratification by shareholders for alteration/ variation of utilization of proceeds of Preferential Allotment of 62,80,000 Equity Shares | | | |
| Place: Mumbai Date: _____ (Signature of Shareholder) | | | | |

AGM Route Map



BY COURIER

If Not Delivered Return To:

Registered Office

E/109, Crystal Plaza,
Opp. Infinity Mall, New Link Road,
Andheri (West), Mumbai- 400053

Email: tilakfin@gmail.com

Website: www.tilakfinance.com

Tel: 022-61522222