

**S.I. CAPITAL & FINANCIAL SERVICES LTD.**



**Twenty Second Annual Report 2015 - 2016**

## Board of Directors

### Executive Directors

Mrs. Mary Rodrigues - Managing Director

### Non-Executive Directors

Mr. Vettath Abraham Kurian  
Mr. Sanjay Arjundas Wadhwa  
Mr. Ranjith Matthan  
Mr. Krishnapillai Sethuraman

- Independent Director  
- Independent Director

### Board Committees

#### Audit Committee

Mr. Ranjith Matthan - Chairman  
Mr. Vettath Abraham Kurian - Member  
Mr. Krishnapillai Sethuraman - Member

#### Nomination & Remuneration Committee

Mr. Krishnapillai Sethuraman - Chairman  
Mr. Ranjith Matthan - Member  
Mr. Sanjay Arjundass Wadhwa - Member

#### Stakeholders Relationship Committee

Mr. Krishnapillai Sethuraman - Chairman  
Mr. Vettath Abraham Kurian - Member  
Ms. Sanjay Arjundas Wadhwa - Member

#### Independent Directors Committee

Mr. Krishnapillai Sethuraman - Chairman  
Mr. Ranjith Matthan - Member

#### Risk Management Committee

Mr. Krishnapillai Sethuraman - Chairman  
Mr. Ranjith Matthan - Member

#### Chief Financial Officer

Ms. M. Danalakshmi Krishnan

#### Company Secretary

Ms. Liya Antony

#### Statutory Auditors

A.M.Thomas  
Chartered Accountants,  
Membership Number. 22119, 0/60,  
Cheran Street, Parri Nagar, Ashok Nagar,  
Chennai 600 083 Ph : 044 28548628

#### Share Transfer Agents

GNSA Infotech Ltd  
Nelson Chambers, Block F,  
4<sup>th</sup> Floor, 115, Nelson Manickam Road,  
Aminthakarai, Chennai – 600029.  
Ph: 044-4296 2025

#### Registered Office

64, Montieth Court, Montieth Road,  
Egmore, Chennai – 600008.  
Ph: 044-28415438 / 39, E-mail: [info@sicapital.co.in](mailto:info@sicapital.co.in)  
Website: [www.sicapital.co.in](http://www.sicapital.co.in)  
CIN : L67190TN1994PLC029151

#### Shares Listed with

Bombay Stock Exchange (BSE)  
Madras Stock Exchange (MSE)

**NOTICE OF 22<sup>ND</sup> ANNUAL GENERAL MEETING AND BOOK CLOSURE**

NOTICE is hereby given that the 22<sup>nd</sup> Annual General Meeting of the members of M/s. S.I. Capital & Financial Services Limited will be held on **Tuesday, 20<sup>th</sup> September, 2016** at Green Meadows – Conference Hall No: 4/364-A, Anna Salai, Palavakkam, Chennai 600 041 at 10.00 A.M. to transact the following business:

**ORDINARY BUSINESS**

1. To consider and adopt the Audited Balance sheet, Statement of Profit and Loss and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2016 and the Reports of the Directors and Statutory Auditors thereon.
2. To appoint a Director in the place of Mr. Sanjay Arjundas Wadhwa (DIN:00203083), Director who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of the Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof), the appointment of Mr. A.M. Thomas, Chartered Accountant, Membership Number. 22119, 0/60, Cheran Street, Parri Nagar, Ashok Nagar, Chennai 600 083, which has been approved at the 21st Annual General Meeting held on 28th September 2015 for a term of 5 years i.e from the conclusion of 21st AGM until the conclusion of 26th AGM, be and is hereby ratified for the financial year 2016-17 and the Board of Directors/Committee of the Board be and is hereby authorized to fix their remuneration plus travelling and other out of pocket expenses incurred by them in connection with statutory audit and/or continuous audit under the Companies, Act 2013.

Place : Chennai  
Date : 27.07.2016

**By order of the Board**

Sd/-  
Mary Rodrigues  
Managing Director  
DIN : 01778843

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than 10 (Ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (Ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is enclosed herewith.

2. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting. Attendance Slip to be filled is attached with the Notice.
3. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to bring their folio number/demat account number/DP ID-Client ID to provide a duly filled attendance slip for your signature and participation at the meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Corporate members are requested to send a duly certified copy of the Board resolution/authority letter, authorizing their representative(s) to attend and vote on their behalf at the meeting.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration Rules, 2014, and Clause 44 of the SEBI ( Listing Obligation and Disclosure Requirements) Regulations 2015, the Company is providing to its members the facility to cast their votes by electronic means on all the resolutions. The procedure for e-voting as set forth in the Notice and the same is also available on the websites of the Company at [www.sicapital.co.in](http://www.sicapital.co.in) and on the website of NSDL at [www.evoting@nsdl.co.in](http://www.evoting@nsdl.co.in).
7. E-voting facility with “commences on Saturday, **17th September, 2016 @ 9.00 AM** and ends on **Monday, 19th September, 2016 @ 5.00 PM** and that no voting shall be allowed prior to or after the prescribed time as aforesaid. The Cutoff date is **14th September, 2016** and a person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on this date only shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting.
8. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **14th September, 2016**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and

holding shares as on the cut-off date i.e. 14th September, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or by contacting Mr. Krishna Kumar, GNSA, Ph: 044-4296 2025, E-mail: [sta@gnsaindia.co.in](mailto:sta@gnsaindia.co.in).

9. Existing members can use their existing user ID & Password for e-voting.
10. All the members may participate in the general meeting even after exercising their right to vote through remote e-voting but shall not be allowed to vote again in the meeting. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.
11. For any query/grievance connected with the voting by electronic means kindly refer the FAQ portion in NSDL website and e-voting user manual for members is available at the downloads section of <https://www.evoting.nsdl.com> or may contact NSDL at the toll free number 1800-222-990 or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and members may also contact CS Liya Antony, Compliance officer, e-mail: [info@sicapital.com](mailto:info@sicapital.com) or Mr. Krishnakumar, GNSA, Share Transfer Agent, Ph: : 044-4296 2025, E-mail: [sta@gnsaindia.com](mailto:sta@gnsaindia.com)
12. A separate e-voting instruction slip is attached explaining the process of e-voting along with procedure for such e-voting.
13. The Company has appointed Mrs Indulekha S P , Advocate as the Scrutinizer for the e-voting to conduct it in a fair and transparent manner and the results of e-voting as well as of the Poll at the AGM shall be declared within 2 working days from the date of the AGM and which shall also be posted in the website of the Company and the NSDL.
14. Pursuant to section 91 of the Companies Act, 2013, read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 15th September, 2016 to 20th September, 2016 (both days inclusive) for the purpose of holding the aforesaid Annual General Meeting of the Company.
15. Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on 20th September, 2016 are provided in Annexure 5 of this notice.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company.

Place : Chennai  
Date : 27.07.2016

**By order of the Board**

Sd/-  
Mary Rodrigues  
Managing Director  
DIN : 01778843

## INSTRUCTIONS SLIP ON E-VOTING

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 44 of the SEBI ( Listing Obligation and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or [www.sicapital.co.in](http://www.sicapital.co.in).

The e-voting period commences on Saturday, 17th September, 2016 @ 9.00 AM and ends on Monday, 19th September, 2016 @ 5.00 PM .During this period shareholders’ of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 14th September, 2016. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 14th September, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [sta@gnsaindia.co.in](mailto:sta@gnsaindia.co.in) .

The facility for voting through remote e-voting / ballot paper / Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The procedure to login to e-Voting website is given below:

1. Open the attached PDF file “e-Voting.pdf” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on “Shareholder - Login”.

4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
7. Select “Even” of S.I. CAPITAL & FINANCIAL SERVICES LTD. Members can cast their vote online from Saturday, 17th September, 2016 @ 9.00 AM and shall end on Monday, 19th September, 2016 @ 5.00 PM.

Note: e-Voting shall not be allowed beyond said time.

8. Now you are ready for “e-Voting” as “Cast Vote” page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: [indulekha@badsha.co.in](mailto:indulekha@badsha.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

Other information:

- o Login to 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 'Forgot Password' option available on the site to reset the same.
- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- o Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; [www.icicidirect.com](http://www.icicidirect.com) for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website [www.icicidirect.com](http://www.icicidirect.com). Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the evoting system of NSDL.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsd.com> or contact NSDL at the following toll free no.: 1800-222-990.



**DIRECTORS REPORT & MANAGEMENT DISCUSSION AND ANALYSIS**

To the Members,

Your Directors have pleasure in submitting their 22<sup>nd</sup> Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March 2016.

**1. FINANCIAL RESULTS:**

The Company's financial performance for the year under review along with previous year's figures are given hereunder :

Particulars	For the year ended 31st March 2016 (Amount in Lakhs)	For the year ended 31st March 2015 (Amount in Lakhs)
Net Sales /Income from Business Operations	7.16	6.38
Other Income	16.25	23.38
<b>Total Income</b>	<b>23.41</b>	<b>29.76</b>
Less Interest	-	-
Profit before Depreciation	(31.05)	2.51
Less Depreciation	2.08	3.25
<b>Profit after depreciation and interest</b>	<b>(33.13)</b>	<b>(0.74)</b>
Less Current Income Tax	-	-
Less Previous year adjustment of Income Tax	-	-
Less Deferred Tax	0.19	0.07
Less Exceptional Items	9.47	-
<b>Net Profit after Tax</b>	<b>(42.79)</b>	<b>(0.81)</b>
Dividend (including Interim if any and final )	-	-
Net Profit after dividend and Tax	(42.79)	(0.81)
Amount transfered to General Reserve	-	-
Balance carried to Balance Sheet	(42.79)	(0.81)
Earning per share (Basic)	(1.43)	(0.03)
Earning per Share(Diluted)	(1.43)	(0.03)

**2. DIVIDEND:**

Board does not recommend any dividend.

**3. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:**

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

**4. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS:**

The Company is mainly dealing with Foreign Exchange Transactions.

Due to heavy competitions in forex market, margins in foreign exchange transactions have been reduced and the Company is taking all possible efforts to perform better and also been very careful and selective when doing sales as credibility factor is more important.

The Company is in the process of revoking the suspension of trade in BSE. After completion of this process better business opportunities are expected.

The Directors are very keen to convert the idle assets like the property at Cochin to cash to improve the liquidity and to carry on the core business of the company. The Company is taking all possible efforts to improve the performance and achieve better results in future years.

Sale of property at Ernakulam: In the year 2014 a special resolution was passed to effect the sale of the property mentioned above. Sale is delayed as we are in the process of getting the survey report and due efforts are taken to get the survey report from the local authorities. So far prospective buyers are coming closer to get this property and the sale will be executed at once on getting this report.

**5. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

There are no significant and material orders passed by Regulators / Court / Tribunals impacting the going concern status and company's operation in future.

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

The provisions of Section 134(m) of the Companies Act, 2013 do not apply to our Company. There was no Foreign Exchange Inflow and Outflow during the year under review.

**7. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

The Company is facing heavy competition in the market due to the influence of unexpected exchange rate fluctuations leading to average and poor returns. Adequate measures are taken to minimize risks and maximize returns.

**8. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

**9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

**10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

There are no transactions that need to be given in AOC 2. hence Form AOC-2 is not provided. Information on related party policy is given in Annexure 4 attached to this report.

**11. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND SECRETARIAL AUDITOR IN THEIR REPORTS**

There are no qualifications, reservations or adverse remarks made by the Statutory Auditors and Secretarial Auditors in their report except the below observations.

Comments to Secretarial Auditor's Qualifications/ Observations

Reply to the observation 1 (1)

Our Company is in the process of revocation of the suspension of trading of shares listed with Bombay Stock Exchange. This process is at the verge of getting approval from the Bombay Stock Exchange and other regulatory bodies.

Reply to the observation 1 (2)

Board has taken necessary steps to comply with the Regulation 13 as pointed out in the Secretarial Audit Report.

**12. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

The provisions of Section 178(1) of the Companies Act, 2013, relating to constitution of Nomination and Remuneration Committee are in place. The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in **Annexure 5, 5A & 5B** and is attached to this report.

The Board has made a formal evaluation of its own performance, committees of the Board and Independent Directors as per the above policy and is satisfactory over its performance.

**13. ANNUAL RETURN**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration ) Rules, 2014 is furnished in **Annexure 2** and is attached to this Report.

**14. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW**

The Board met eight times during the financial year, the details of which are given in the Corporate Governance Report attached as Annexure 3 to this Report.

**15. DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made 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;

- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**16. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any associates, subsidiary and joint ventures.

**17. DEPOSITS**

The Company has neither accepted nor renewed any deposits during the Financial year.

**18. DIRECTORS**

**CHANGES IN THE BOARD:**

There were no change in the constitution of Board Of Director

- Audit Committee was re-constituted on 18th September, 2014 with the following directors as its members.

NAME OF THE MEMBER	STATUS IN COMMITTEE	NATURE OF DIRECTORSHIP
Mr. RanjithMathan	Chairman	Non-Executive & Independent
Mr. K. Sethuraman	Member	Non-Executive & Independent
Mr. Vettath Abraham Kurien	Member	Non – Executive

- Nomination and Remuneration Committee was constituted on 18th September, 2014 with the following directors as its members:

NAME OF THE MEMBER	STATUS IN COMMITTEE	NATURE OF DIRECTORSHIP
Mr. K. Sethuraman	Chairman	Non-Executive & Independent
Mr.RanjithMathan	Member	Non-Executive & Independent
Ms. Mary Rodrigues	Member	Executive
Mr. SanjayArjundasWadhwa	Member	Non – Executive

- Shareholders Committee was renamed as Stakeholders Relationship Committee on 18th September, 2014 and was re-constituted with the following directors as its members:

NAME OF THE MEMBER	STATUS IN COMMITTEE	NATURE OF DIRECTORSHIP
Mr. K. Sethuraman	Chairman	Non-Executive & Independent
Ms. Mary Rodrigues	Member	Executive
Mr. Vettath Abraham Kurian	Member	Non – Executive

- The Risk Management Committee was constituted on 28th May 2015 with the following members

<b>NAME OF THE MEMBER</b>	<b>STATUS IN COMMITTEE</b>	<b>NATURE OF DIRECTORSHIP</b>
Mr. K. Sethuraman	Chairman	Non-Executive & Independent
Mr.RanjithMathan	Member	Non-Executive & Independent

- The Independent Directors Committee was constituted with Mr. K. Sethuraman and Mr. Ranjith Kurian Matthan as its members.
- Mr. Sanjay Arjundas Wadhwa retires at this Annual General Meeting and being eligible offered himself for re-election.
- The Board and Committee members details as on 31st March, 2016 is given in the cover page of this Report.

#### **19. DECLARATION OF INDEPENDENT DIRECTORS**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

#### **20. STATUTORY AUDITOR**

Mr. A.M. THOMAS, Chartered Accountant, Membership No. 22119, 0/60, Cheran Street, Parri Nagar, Ashok Nagar, Chennai 600 083 was appointed as Statutory Auditor of your Company, in the 21<sup>st</sup> Annual General Meeting held on 28<sup>th</sup> September 2015 for a term of 5 years i.e from the conclusion of 21<sup>st</sup> AGM until the conclusion of 26<sup>th</sup> AGM. However as per Section 139 of the Companies Act, 2013, the appointment of auditors has to be ratified by the members at every Annual General Meeting.

The Company has received a letter from the auditors confirming that they are eligible for re-appointment as auditors of the Company under Section 139 of Companies Act, 2013 and meet the criteria for appointment specified in Section 141 of the Companies Act. 2013.

Board recommends the ratification of appointment of Mr. A.M. THOMAS, Chartered Accountant, Membership No. 22119, 0/60, Cheran Street, Parri Nagar , Ashok Nagar , Chennai 600 083 as the statutory auditors of the Company for the financial year 2016-17.

#### **21. RISK MANAGEMENT POLICY**

The Statement showing the details regarding the development and implementation of Risk Management Policy of the Company is available in Company website [www.sicapital.co.in](http://www.sicapital.co.in). The risk management includes identifying types of risks and its assessment, risk handling and monitoring and reporting.

At present, the Company has not identified any element of risk which may threaten the existence of the company.

**22. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM**

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013, The Audit Committee consists of the following members:

NAME OF THE MEMBER	STATUS IN COMMITTEE	NATURE OF DIRECTORSHIP
Mr. Ranjith Mathan	Chairman	Non-Executive & Independent
Mr. K. Sethuraman	Member	Non-Executive & Independent
Mr. Vettath Abraham Kurien	Member	Non – Executive

The Audit Committee consists of independent Directors viz., Mr. Ranjith Matthan and Mr K. Sethuraman who forms the majority.

The Company has established a vigil mechanism and overseas through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company. No personnel has been denied access to the audit committee for reporting any of their genuine concerns.

Audit Committee is responsible to handle risks and to implement the policy appropriately and to report the Board regarding the plans and procedures implemented to mitigate risks.

Internal Control systems and adequacy: The Company's internal control system is properly placed and strengthened taking into account the nature of business and size of operations. Internal auditors are conducting periodic audits and bring out any deviations in internal audit procedures and their observations are periodically reviewed and compliance is ensured. The audit committee is properly reviewing and monitoring this internal audit process.

**23. SECRETARIAL AUDIT**

The Company has appointed M/s. V.SRINIVASAN, B.Com, ACS, CP.NO. 14150. No.5/3, Ground Floor, Sastri 2nd Cross Street, Cauvery Nagar, Near Aranganathan Subway, Saidapet, Chennai - 600 015, Practicing Company Secretary as secretarial auditors to conduct the audit for the year 2015-16 and their report is annexed herewith as Annexure 1.

**24. PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is annexed herewith as Annexure 6.

**25. CORPORATE GOVERNANCE**

Your Company affirms its commitment to good corporate governance policies and practices. Pursuant to Clause 72 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, a Report on Corporate Governance which forms a part of this Report and is annexed as Annexure 3 to this Report.

**26. SHARES**

**A. BUY BACK OF SECURITIES**

The Company has not bought back any of its securities during the year.

**B. SWEAT EQUITY**

The Company has not issued any Sweat Equity Shares during the year.

**C. BONUS SHARES**

No Bonus Shares were issued during the year.

**D. EMPLOYEES STOCK OPTION PLAN**

The Company has not provided any Stock Option Scheme to the employees.

**27. SEXUAL HARASSMENT**

Disclosure as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

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 the Rules thereunder. During the Financial Year 2015-16, the Company has not received any complaints.

**28. ACKNOWLEDGEMENTS**

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

Sd/-

**Mary Rodrigues**  
Managing Director  
DIN: 01778843

Sd/-

**Ranjith Matthan**  
Director  
DIN : 00968445

Date : 27.07.2016

Place : Chennai

**SECRETARIAL AUDIT REPORT**

**Annexure 1**

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2016**

To,  
The Members,  
S.I.CAPITAL & FINANCIAL SERVICES LIMITED  
CIN: L67190TN1994PLC029151  
64, MONTIETH ROAD,  
EGMORE, CHENNAI-600008

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by S.I. CAPITAL & FINANCIAL SERVICES LIMITED. (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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 my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

The equity shares of the Company are listed in Bombay Stock Exchange and Madras Stock Exchange, of which Madras Stock Exchange is not carrying out any trading activities for the last several years and are practically non-operational and therefore, my audit has not covered the Compliance or otherwise of the Listing Agreement entered by the Company with the Madras Stock Exchange.

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 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (only to the extent that the Company's shares are dematerialised with the Depository)
- (v) Foreign Exchange Management Act, 1999 and the rules, circulars and regulations made thereunder to the extent it is related to full fledged money changers;
- (vi) Reserve Bank Act, 1934 and Circulars issued by the Reserve Bank of India to the extent applicable to Non-Banking Finance Companies.
- (vii) The Listing Agreements entered into by the Company with Bombay Stock Exchange.

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable to the company during the period of my Audit.



- (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.
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (applicable only to the extent applicable to a company appointing an Registrar and Share Transfer Agent)
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (not applicable to the Company).
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; [not applicable to the company as the company did not buy back any shares during the year under review.]
  - 1. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and SEBI Act and Regulations made thereunder, subject to the following observations:
    - (i) The trading of Securities issued and Listed by the company with Bombay Stock Exchange Limited continued to be suspended during the year ended 31.03.2016 and hence there is no trading of the securities through the Bombay Stock Exchange.
    - (ii) The Company is yet to file Investor Compliance report as per regulation 13(3) of the Listing obligation & disclosure Requirements (LODR) 2015.
  - 2. In respect of other laws like Acts relating to employees and labour regulations, welfare and connected activities, specifically applicable to the Company, I have relied on information/ records produced by the Company during the course of my audit and the reporting is limited to that extent. I report that:

The following Rules issued under the Companies Act, 2013 are not applicable to the Company during the financial year 2015-16:

- i. Companies (Issue of Global Depository Receipts) Rules, 2014 as the Company has not issued any Global Depository Receipts.
- ii. Companies (Prospectus and Allotment of Securities) Rules, 2014 as the Company has not issued any shares or other securities through issue of prospectus.
- iii. Companies (Acceptance of Deposits) Rules, 2014 as the Company has not accepted any public deposits.
- iv. Companies (Corporate Social Responsibility Policy) Rules, 2014.

- v. Companies (Inspection, investigation and inquiry) Rules, 2014 as no inspection or investigation were ordered on the affairs of the Company.
- vi. Companies (Declaration and Payment of Dividend) Rules, 2014 as the Company has not declared dividend during the audit period.
- vii. Companies (Registration of Charges) Rules, 2014 as Company has not created any charge during the audit period.

The Company has complied with the following Rules, issued under the Companies Act, 2013:

- i. Companies (Share Capital and Debentures) Rules, 2014.
- ii. Companies (Management and Administration) Rules, 2014
- iii. Companies (Accounts) Rules, 2014.
- iv. Companies (Audit and Auditors) Rules, 2014
- v. Companies (Appointment and Qualification of Directors) 2014.
- vi. Companies (Meeting of Board and its Powers) Rules, 2014.
- vii. Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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 clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions of the Board were made unanimously and were captured and recorded as part of the minutes.

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.

I further report that during the audit period the company have not:

- (i) made any Public issue/Rights issue/Preferential issue / debentures issue/sweat equity shares, etc.
- (ii) made any Redemption / buy-back of securities.
- (iii) took any decision by the members in pursuance to section 180 of the Companies Act, 2013.
- (iv) took any decision on Merger / amalgamation / reconstruction, etc.
- (v) took any decision on Foreign technical collaborations.

Place: Chennai  
Date : 27.07.2016

Sd/-  
V.SRINIVASAN  
(Proprietor)  
ACS No. 34649  
C P No.: 14150

## FORM NO. MGT 9

Annexure 2

## EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2016

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

## I REGISTRATION &amp; OTHER DETAILS:

i	CIN	L67190TN1994PLC029151
ii	Registration Date	8th November 1994
iii	Name of the Company	S.I.CAPITAL & FINANCIAL SERVICES LIMITED
iv	Category/Sub-category of the Company	Company Limited by Shares Indian - Non Government Company
v	Address of the Registered office & contact details	64,MONTIETH ROAD,EGMORE, CHENNAI-600008, TAMIL NADU
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	GNSA Infotech Ltd Nelson Chambers, F Block, IVth Floor 115, Nelson Manickam Road Aminthakarai, Chennai - 600 029 Ph: 044 - 4296 2025 e-mail: sta@gnsaindia.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	Authorised dealers or money changers in Foreign Exchange	9971592	98.10

## III PARTICULARS OF HOLDING , SUBSIDIARY &amp; ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
	----- NIL -----				

**IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)**

**(a) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01.04.2015]				No. of Shares held at the end of the year [As on 31.03.2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	990440	229360	1219800	40.66	1068540	201260	1269800	42.33	1.67
b) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	504100	NIL	504100	16.80	504100	NIL	504100	16.80	16.80
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (A)(1):-</b>	<b>1494540</b>	<b>229360</b>	<b>1723900</b>	<b>57.46</b>	<b>1572640</b>	<b>201260</b>	<b>1773900</b>	<b>59.13</b>	<b>1.67</b>
<b>(2) Foreign</b>									
a) NRIs-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks/FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (A)(2):-</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
Total shareholding of Promoter (A) =(A) (1)+(A)(2)	1494540	229360	1723900	57.46	1572640	201260	1773900	59.13	1.67
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**S.I. Capital & Financial Services Ltd., Chennai**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01.04.2015]				No. of Shares held at the end of the year [As on 31.03.2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
f) Insurance Companies	0	9200	9200	0.31	0	9200	9200	0.31	Nil
g) FII's	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>9200</b>	<b>9200</b>	<b>0.31</b>	<b>0</b>	<b>9200</b>	<b>9200</b>	<b>0.31</b>	<b>Nil</b>
<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	400	33300	33700	1.12	400	33300	33700	1.12	Nil
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	166000	781400	947400	31.58	198100	810200	1008300	33.61	2.03
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	108900	176900	285800	9.53	27800	147100	174900	5.83	-307
<b>c) Others (specify)</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (B)(2):-</b>	<b>275300</b>	<b>991600</b>	<b>1266900</b>	<b>42.23</b>	<b>226300</b>	<b>990600</b>	<b>1216900</b>	<b>40.56</b>	<b>-1.67</b>
Total Public Shareholding (B)=(B) (1)+ (B)(2)	275300	1000800	1276100	42.54	226300	999800	1226100	40.87	-1.67
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Grand Total (A+B+C)</b>	<b>1769840</b>	<b>1230160</b>	<b>3000000</b>	<b>100.00</b>	<b>1798940</b>	<b>1201060</b>	<b>3000000</b>	<b>100.00</b>	<b>Nil</b>

<b>(b) SHARE HOLDING OF PROMOTERS</b>									
SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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	V A KURIEN	755410	25.18	-	755410	25.18	-	NIL	
2	SANJAY ARJUNDAS WADHWA	231500	7.71	-	256500	8.55	-	0.84	
3	SUSIE ABRAHAM	151100	5.04	-	151100	5.04	-	NIL	
4	MARY RODRIGUES	40200	1.34	-	65200	2.17	-	0.83	
5	ARJUNDAS POKARDAS	19100	0.64	-	19100	0.64	-	NIL	
6	SUZANNE VENGLLET	7340	0.24	-	7340	0.24	-	NIL	
7	ARJUNDAS POKARDAS HUF I	5000	0.17	-	5000	0.17	-	NIL	
8	ARJUNDAS POKARDAS HUF II	5000	0.17	-	5000	0.17	-	NIL	
9	SANJAY A WADHWA HUF	4200	0.14	-	4200	0.14	-	NIL	
10	KADAVILL N T	910	0.03	-	910	0.03	-	NIL	
11	GEORGE C A	10	0	-	10	0	-	NIL	
12	SASIKUMAR C	10	0	-	10	0	-	NIL	
13	ABRAHAM THOMAS	10	0	-	10	0	-	NIL	
14	KHALEELI M A C	10	0	-	10	0	-	NIL	
15	SOUTHERN WAREHOUSING CO. PVT. LTD.	504100	16.8	-	504100	16.8	-	NIL	
	<b>Total</b>	<b>1723900</b>	<b>57.46</b>	<b>-</b>	<b>1773900</b>	<b>59.13</b>	<b>-</b>	<b>1.67</b>	

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

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	SANJAY ARJUNDAS WADHWA	231500	07.71	231500	07.71
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.): Purchase of 250000 shares from the open market	25000	0.84	25000	0.84
	At the end of the year	256500	08.55	256500	08.55
2	MARY RODRIGUES	40200	1.34	40200	1.34
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.): Purchase of 250000 shares from the open market	25000	0.83	25000	0.83
	At the end of the year	65200	2.17	65200	2.17

Note : There are no other changes in the share holding of the Promoters except as mentioned in the above table.

**D) Shareholding Pattern of top ten Shareholders:**

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year:				
1	JAYANT PRANJIWANDAS	57900	1.93	57900	1.93
2	SURENDRA KUMAR NAKHAT	53700	1.79	53700	1.79
3	VRINDA S WADHWA	35500	1.18	35500	1.18

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4	JAGDISH PRASAD JHANWAR	27800	0.92	27800	0.92
5	MANJU SARDA	18300	0.61	18300	0.61
6	S SIVARAMAKRISHNAN	15000	0.50	15000	0.50
7	MRG NAGHESEN	14800	0.49	14800	0.49
8	VIMALKUMAR GALADA	12800	0.42	12800	0.42
9	MOHINI A WADHWA	10000	0.33	10000	0.33
10	GANESH KUMAR A S	0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): GANESH KUMAR A S (Purchase of 10000 shares from the open market)	10000	0.33	10000	0.33
	At the end of the year 31.03.2016	255800	8.52	255800	8.52
1	JAYANT PRANJIWANDAS	57900	1.93	57900	1.93
2	SURENDRA KUMAR NAKHAT	53700	1.79	53700	1.79
3	VRINDA S WADHWA	35500	1.18	35500	1.18
4	JAGDISH PRASAD JHANWAR	27800	0.92	27800	0.92
5	MANJU SARDA	18300	0.61	18300	0.61
6	S SIVARAMAKRISHNAN	15000	0.50	15000	0.50
7	MRG NAGHESEN	14800	0.49	14800	0.49
8	VIMALKUMAR GALADA	12800	0.42	12800	0.42
9	MOHINI A WADHWA	10000	0.33	10000	0.33
10	GANESH KUMAR A S	10000	0.33	10000	0.33
	<b>TOTAL</b>	<b>511600</b>	<b>17.02</b>	<b>511600</b>	<b>17.02</b>



## E) Shareholding of Directors and Key Managerial Personnel:

Sl. No	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year: <b>VETTATH ABRAHAM KURIAN</b>	755410	25.18	755410	25.18
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NO CHANGE			
	At the end of the year: <b>VETTATH ABRAHAM KURIAN</b>	755410	25.18	755410	25.18
	At the beginning of the year: <b>MARY RODRIGUES</b>	40200	1.34	40200	1.34
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): Purchase of 25000 Shares from open Market	25000	0.83	25000	0.83
	At the end of the year: <b>MARY RODRIGUES</b>	65200	2.17	65200	2.17
	At the beginning of the year: <b>SANJAY ARJUNDASS WADHWA</b>	231500	7.71	231500	7.71
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): Purchase of 25000 Shares from open Market	25000	0.84	25000	0.83
	At the end of the year: <b>SANJAY ARJUNDASS WADHWA</b>	256500	8.55	256500	8.55

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

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

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

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

Sl No.	Particulars of Remuneration	Name of Managing Director	Total Amount
		<b>Mary Rodrigues</b>	<b>(Rs.)</b>
1	Gross salary	120000	120000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil
5	Others, please specify (Sitting fees)	3000	3000
	Total (A)	123000	123000
	Ceiling as per the Act	30 Lakhs	

**B. Remuneration to other directors**

SN.	Particulars of Remuneration	Name of Directors		Total Amount
1	Independent Directors	Ranjith Kurian Matthan	K.Sethuraman	
	Fee for attending board committee meetings	3000	4000	7000
	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	
	Total (1)	3000	4000	7000
2	Other Non-Executive Directors	V.A. Kurian	Sanjay Arjundass Wadhwa	
	Fee for attending board committee meetings	4000	3000	7000
	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	
	Total (2)	4000	3000	7000
	Total (B)=(1+2)	7000	7000	14000
	Total Managerial Remuneration	7000	7000	14000
	Overall Ceiling as per the Act	1 Lakh per board meeting maximum		

**C. Remuneration To Key Managerial Personnel other than MD/MANAGER/WTD :**

Sl. No	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		208000	276000	484000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		Nil	Nil	Nil
2	Stock Option		Nil	Nil	Nil
3	Sweat Equity		Nil	Nil	Nil
4	Commission		Nil	Nil	Nil
	- as % of profit		Nil	Nil	Nil
	others, specify...		Nil	Nil	Nil
5	Others, please specify		Nil	Nil	Nil
	Total		208000	276000	484000

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

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

**REPORT ON CORPORATE GOVERNANCE****Annexure 3****1. Company's Philosophy on code of governance:**

Company's Philosophy on Corporate Governance envisages striving for excellence in all facets of its operations through socially and environmentally acceptable means. The Company wants to be a responsible corporate citizen and share the benefits with society and also will make its customers, employees, suppliers and shareholders feel proud of their association with the Company through highest level of fairness and transparency in its dealings.

**2. Board of Directors****a. Composition of the Board**

As on 31st March 2016, the Company's Board comprised of 5 Directors. The Board consists of 1 Managing Director, Woman Director and 4 Non-Executive Directors, of whom 2 are Independent Directors. Details are given in the table given below. The members of the Board are well-experienced professionals and industrialists. The day-to-day management and affairs are handled by Ms. Mary Rodrigues, Managing Director, subject to the supervision, control and direction of the Board of Directors. The composition of the Company's Board is in conformity with the Listing Agreement.

**b. Category of Directors, Attendance, other Directorships and Committee Memberships**

Name of Directors	Category	Attendance particulars		No. of Directorships in other Companies			No. of Committee positions held in other Companies	
		Last AGM	Board Meeting	Public Company	Private Company	Foreign Company	Member	Chairman
Mr. Vettath Abraham Kurian	Non-Executive	yes	8	1	6	Nil	Nil	Nil
Mr. Sanjay Arjundass Wadhwa	Non-Executive	yes	4	Nil	6	Nil	Nil	Nil
Mr. Ranjith Kurian Matthan	Non-Executive – Independent	yes	3	2	2	Nil	Nil	Nil
Mr. Krishnapillai Sethuraman	Non-Executive – Independent	yes	8	Nil	Nil	Nil	Nil	Nil
Ms. Mary Rodrigues	Executive – Managing Director	yes	8	Nil	6	Nil	Nil	Nil

Mr. Vettath Abraham Kurian and Ms. Mary Rodrigues are related to each other. No other directors are related to each other. An exclusive meeting of the Independent Directors of the Company was held on 29th July, 2015 without the attendance of the Non-Independent Directors and members of the management to discuss inter alia the matters specified under Schedule IV of the Companies Act, 2013.

**c. Board Meetings**

During the year 2015-16, the Board met 8 times on 27<sup>th</sup> APRIL 2015, 28<sup>th</sup> MAY 2015, 13<sup>th</sup> JULY 2015, 29<sup>th</sup> JULY 2015, 20<sup>th</sup> AUGUST 2015, 23<sup>rd</sup> OCTOBER 2015, 10<sup>th</sup> DECEMBER 2015 and 27<sup>th</sup> JANUARY 2016 and the gap between two meetings did not exceed 120 days.

**d. Brief note on Directors seeking appointment / re-appointment: - Refer Annexure A**

**3. Audit Committee**

- a. The Committee is mandated with the same terms of reference as specified in Regulation 18 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and also confirms to the provisions of Section 177 of the Companies Act, 2013.
- b. Composition, Name of Members / Chairman, Meetings held and Members present during the year 2015-16:

Name of the Member	Category	Date of Meeting / Members Present						
		27 <sup>th</sup> day of April, 2015	28 <sup>th</sup> day of May, 2015	13 <sup>th</sup> day of July, 2015	29 <sup>th</sup> day of July, 2015	23 <sup>rd</sup> day of October, 2015	10 <sup>th</sup> day of December, 2015	27 <sup>th</sup> day of January, 2016
Mr. V.A. Kurian	Non-Executive	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Ranjith matthan	Non-Executive - Independent	No	Yes	No	Yes	No	No	No
Mr. K. Sethuraman	Non-Executive - Independent	Yes	Yes	Yes	Yes	Yes	Yes	Yes

- c. The Company Secretary acts as the secretary to the Committee. The Chief Financial Officer, Internal audit team and the Statutory Auditors of the Company are permanent invitees to the meeting of the Audit Committee.

**4. Nomination and Remuneration Committee:**

- a. The Committee shall formulate for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees
- b. The Committee shall identify the persons who are qualified to become Directors / Senior Management Personnel of the Company in accordance with the criteria laid down, recommend to the Board their appointment, the remuneration including commission, perquisites and benefits payable to the Directors and their removal. It shall also carry out the evaluation of every Director's performance
- c. Composition, Name of Members / Chairman, Meetings held and Members present during the year 2015-16:

Name of the Member	Category	Date of Meeting / Members Present				
		28 <sup>th</sup> day of May, 2015	29 <sup>th</sup> day of July, 2015	23 <sup>rd</sup> day of October, 2015	10 <sup>th</sup> day of December, 2015	27 <sup>th</sup> day of January, 2016
Mr. Sanjay Arjundas Wadhwa	Non-Executive	Yes	Yes	Yes	Yes	Yes
Mr. Ranjith matthan	Non-Executive - Independent	Yes	Yes	No	No	No
Mr. K. Sethuraman	Non-Executive - Independent	Yes	Yes	Yes	Yes	Yes

**d. Nomination and Remuneration Policy:**

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and the Listing Agreement as amended from time to time, the policy on the nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors on 18<sup>th</sup> September, 2014 and again re – organised in the meeting held on 28<sup>th</sup> May 2015, Refer Annexure 5A for Nomination and remuneration policy.

**e. Remuneration of Directors**

All the Directors are paid with sitting fees of Rs.1000/- (Rupees One Thousand only) for the Board Meetings attended by them. They have given waiver of sitting fees for all the Committee meetings in which they are members.

The Managing Director, Ms. Mary Rodrigues is paid a monthly remuneration of Rs.10000/- (Rupees Ten Thousand Only) with effect from 10<sup>th</sup> March 2015.

**5. Stake holders relationship committee**

Shareholders Committee was re-named as Stake Holders relationship Committee and was re-constituted on 18<sup>th</sup> September, 2014 with Mr. K. Sethuraman as Chairman and with Mr. V. A. Kurian and Ms. Mary Rodrigues as Members.

The Committee approves the issue of new / duplicate share certificates. The Committee oversees and reviews all matters connected with share transfers / transmission / demat / remat and other issues pertaining to shares. The Committee also looks into the investor relations / grievances and redressal of the same, on a periodical basis.

The Committee met 4 times during the year on 28<sup>th</sup> May 2015, 29<sup>th</sup> July 2015, 23<sup>rd</sup> October, 2015 and 27<sup>th</sup> January 2016 . Mr. V. A. Kurian / Mr. K. Sethuraman chaired the meetings. CS. Liya Antony, Company Secretary is the Compliance Officer. During the year, no investor Complaints were left unattended.

**6. General Body Meetings**

Year	Date	Time	Special Resolutions	Location
2012-18th AGM	18.09.2012	10.30 am	Nil	Conference Hall, Green Meadows 4/364A, Anna Salai Palavakkam
2013-19th AGM	13.09.2013	11.00 am	Nil	
2014-20th AGM	22.08.2014	11.00 am	Sale of Land situated at Elamkulam Village	
2015-21 <sup>st</sup> AGM	28.09.2015	09.00am	Nil	

Special Resolutions passed during the year 2015-16: NIL

**7. Disclosures:**

- a. The Company has not entered into any materially significant related party transactions that may have potential conflict with the interest of the Company at large. Details of transactions with related parties are- A rental agreement is entered into with Ms. Mary Rodrigues, towards the office space rented for a sum of Rs. 78000/. P.A. The Company has formulated a policy on related party transactions which has been placed on the website of the Company and is annexed with this report as **Annexure 4**.
- b. There was no instance of non-compliance by the Company on any matters relating to the capital markets, nor was there any penalty / strictures imposed by the stock exchanges or SEBI or any other statutory authority on such matters, during last three years.
- c. The Company has established a Vigil Mechanism / Whistle Blower Policy to enable Directors and employees to report their genuine concerns and grievances. The Policy provides for adequate safeguards against victimization of employees and directors who avail the vigil mechanism and direct access to the Chairman of the Audit Committee of the Company, in exceptional cases. The Protected Disclosures, if any reported under this Policy will be appropriately and expeditiously investigated by the Chairman. The Company hereby affirms that no Director / employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year. The Whistle Blower Policy has been disclosed on the website of the Company and the weblink thereto is <http://www.sicapital.co.in/AboutSICapital.html>.
- d. The Company has complied with all the mandatory requirement of corporate governance norms as enumerated in Regulation 72 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.
- e. There are no transfer of unclaimed shares to Demat Account pending for our Company.

**8. Means of Communication**

The quarterly / annual financial results of the Company are published in News Today (English) Malaisudar (Tamil) The financial results and the annual reports of the Company are uploaded on the Company's website: [www.sicapital.co.in](http://www.sicapital.co.in) and on the websites, [www.bseindia.com](http://www.bseindia.com). Management discussion & Analysis forms part of the Annual Report

**9. General Shareholder Information**

- a. Annual General Meeting Date & Time : 20<sup>th</sup> September, 2016, 10.00 a.m
- b. Venue : Conference Hall, Green Meadows No. 4/364-A, Anna Salai, Palavakkam, Chennai – 600 041
- c. Financial Year : 1st April 2015 to 31st March, 2016
- d. Date of Book closure : 15<sup>th</sup> September, 2016 to 20<sup>th</sup> September, 2016 (both days inclusive)

Financial Calendar :

Financial Reporting for the Quarter ending	Financial Calendar
30 <sup>th</sup> June, 2015	Between 15 <sup>th</sup> July and 14 <sup>th</sup> August, 2015
30 <sup>th</sup> September, 2015	Between 15 <sup>th</sup> October and 14 <sup>th</sup> November, 2015
31 <sup>st</sup> December, 2015	Between 15 <sup>th</sup> January and 14 <sup>th</sup> February, 2016
31 <sup>st</sup> March, 2016	Between 15 <sup>th</sup> April and 30 <sup>th</sup> May, 2016



- e. Particulars of Dividend payments : No dividend was recommended for the year 2015 - 16.
- f. Listing on Stock Exchanges : BSE Limited, Phiroze Jeejeebhoy Towers, Dalal street, Mumbai – 400001  
  
Madras Stock Exchange Ltd., Second Line Beach, Chennai 600 001. Madras stock exchange is not carrying out any trading activities for the last several years and are practically dormant.
- g. Stock Code : BSE – Scrip Code – 530907 – Scrip Name – SICAP & FINA
- h. International Security Identification Number (ISIN) : INE417F01017
- i. Listing and Custodial Fee : Annual Listing Fees for the year 2016-17 – paid on 26.6.2016
- j. Stock Market Data : This data is not provided as there is no trading in any of the stock exchanges
- k. Registrar and Transfer Agents : M/s. GNSA Infotech Ltd  
Nelson Chambers, Block F, 4<sup>th</sup> Floor,  
115, Nelson Manickam Road  
Aminthakarai, Chennai – 600 029  
Ph: 044-42962025
- i. Share Transfer System:  
  
The Company's shares are required to be compulsorily traded in the Stock Exchanges in dematerialised form. Shares in physical mode which are lodged for transfer are processed and returned within the stipulated time, if the documents are complete in all respects. The Company obtained from
  - a) CS Vivek Kumar, Practising Company Secretary, C 510-44 (1) Ground Floor, Kunnath Lane, S.N. Junction, Palarivattom, Ernakulam, Kerala - 682025.
  - b) CS V. Srinivasan, Practising Company Secretary, No.5/3, Sastri 2nd Cross Street, Cauvery Nagar, Near Aranganathan Subway, Saidapet, Chennai - 600015.the following Certificates:
  - i) Pursuant to clause 47(c) of the listing agreement & Regulation 40(9) of The Securities and Exchange Board of India (Listing Obligation And Disclosure Requirements) Regulation, on half-yearly basis, for due compliance of share transfer formalities by the Company through RTA.
  - ii) Pursuant to SEBI (Depositories and Participants) Regulations, 1996, on quarterly basis, to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL) with the total issued / paid up capital of the Company.

## m. Shareholding pattern as on 31st March 2016:

Category of Shareholders	No. of Shares held at the end of the year [As on 31.03.2016]			
	Demat	Physical	Total	% of Total Shares
<b>A. Promoters</b>				
<b>(1) Indian</b>				
a) Individual/ HUF	1068540	201260	1269800	42.33
b) Central Govt	Nil	Nil	Nil	Nil
c) State Govt(s)	Nil	Nil	Nil	Nil
d) Bodies Corp.	504100	NIL	504100	16.80
e) Banks / FI	Nil	Nil	Nil	Nil
f) Any other	Nil	Nil	Nil	Nil
<b>Sub-total (A)(1):-</b>	<b>1572640</b>	<b>201260</b>	<b>1773900</b>	<b>59.13</b>
<b>(2) Foreign</b>				
a) NRIs- Individuals	Nil	Nil	Nil	Nil
b) Other- Individuals	Nil	Nil	Nil	Nil
c) Bodies Corp.	Nil	Nil	Nil	Nil
d) Banks/FI	Nil	Nil	Nil	Nil
e) Any Other	Nil	Nil	Nil	Nil
<b>Sub-total (A)(2):-</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Total shareholding of Promoter (A) =(A)(1)+(A)(2)</b>	<b>1572640</b>	<b>201260</b>	<b>1773900</b>	<b>59.13</b>
<b>B. Public Shareholding</b>				
<b>1. Institutions</b>				
a) Mutual Funds	Nil	Nil	Nil	Nil
b) Banks / FI	Nil	Nil	Nil	Nil
c) Central Govt	Nil	Nil	Nil	Nil
d) State Govt(s)	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil
f) Insurance Companies	0	9200	9200	0.31
g) FII's	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>9200</b>	<b>9200</b>	<b>0.31</b>
<b>2. Non-Institutions</b>				
a) Bodies Corp.				
i) Indian	400	33300	33700	1.12
ii) Overseas	Nil	Nil	Nil	Nil

Category of Shareholders	No. of Shares held at the end of the year [As on 31.03.2016]			
	Demat	Physical	Total	% of Total Shares
b) Individuals				
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	198100	810200	1008300	33.61
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	27800	147100	174900	5.83
c) Others (specify)	Nil	Nil	Nil	Nil
<b>Sub-total (B)(2):-</b>	226300	990600	1216900	40.56
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	226300	999800	1226100	40.87
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	Nil	Nil	Nil	Nil
<b>Grand Total (A+B+C)</b>	1798940	1201060	3000000	100.00

**n. Distribution of Shareholding as on 31st March 2016:**

SHARE HOLDING	SHARE HOLDERS NUMBER	%	SHARE HOLDING	
			Total Number of Share	Percentage
UPTO - 500	1262	74.93	278260	9.28
501 - 1000	204	12.12	169100	5.64
1001 - 2000	81	4.81	123900	4.13
2001 - 3000	73	4.34	185100	6.17
3001 - 4000	15	0.89	52000	1.73
4001 - 5000	12	0.71	57200	1.91
5001 - 10000	20	1.19	155330	5.18
10001 AND ABOVE	17	1.01	1979110	65.96
<b>Total</b>	<b>1683</b>	<b>100.00</b>	<b>3000000</b>	<b>100.00</b>

**o. Dematerialisation of shares and liquidity as on 31st March 2016:**

Particulars	No. of Holders	% of No. of Holders	No. of Shares	% of Total Paid – up Capital
National Securities Depository Limited (NSDL)	244	14.50	1798940	59.96
Physical form	1439	85.50	1201060	40.04
<b>Total</b>	<b>1683</b>	<b>100.00</b>	<b>3000000</b>	<b>100.00</b>

Shares of the Company can be held and traded in Electronic form. As stipulated by SEBI, the shares of the Company are accepted in the Stock Exchanges for delivery only in dematerialised form.

p. As on 31st March 2016, there are no outstanding GDRs /ADRs / Warrants or any Convertible Instruments.

**q. Address for correspondence:**

Registrar & Transfer Agents	Company
M/s. GNSA Infotech Ltd Nelson Chambers, Block F, 4th Floor, 115, Nelson Manickam Road Aminthakarai, Chennai – 600 029 Ph: 044-42962025 e-mail:info@gnsaindia.com	Secretarial Department, S.I. Capital & Financial Services Limited 65, Montieth Court, Montieth Road, Egmore, Chennai – 600 008 Ph: 044- e-mail: info@sicapital.co.in

Website address:[www.sicapital.co.in](http://www.sicapital.co.in)

r. Name of the Compliance Officer : CS. Liya Antony, Company Secretary

**By order of the Board**

Place : Chennai  
Date : 27.07.2016

Sd/-  
Mary Rodrigues  
Managing Director  
DIN : 01778843

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**CODE OF CONDUCT:**

The Company has laid down a code of conduct for all Board members. The code of conduct is available on the website of the Company under the web link <http://www.sicapital.co.in/AboutSICapital.html#codeofconduct> The declaration of the Managing Director is given below:

**Declaration:**

All the Board members and senior management personnel affirmed compliance with the code of conduct of the Company for the financial year ended 31st March 2016.

**By order of the Board**

Place : Chennai  
Date : 27.07.2016

Sd/-  
Mary Rodrigues  
Managing Director  
DIN : 01778843

**CERTIFICATE ON CORPORATE GOVERNANCE (31<sup>st</sup> March 2016)**

CERTIFICATE UNDER CLAUSE 47(C) OF THE ERSTWHILE LISTING AGREEMENT (period: 01.10.2015 to 30.11.2015) & REGULATION 40(9) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (Period: 01.12.2015 to 31.03.2016)

FOR THE HALF YEAR ENDED 31st March 2016

I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to M/S S.I.CAPITAL 86 FINANCIAL SERVICES LIMITED maintained by M/S GNSA Infotech Limited pertaining to transfer of equity shares of the company for the period from 1st October 2015 to 31st March 2016 for the purpose of issuing a Certificate as per Clause 47(C) of the erstwhile Listing Agreement (period: 01.10.2015 to 30.11.2015) and Regulation 40(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (period: 01.12.2015 to 31.03.2016) as entered into by, M/S S.I.CAPITAL 86 FINANCIAL SERVICES LIMITED with BSE and based on the information provided by the Company/RTA, I hereby certify that:

- A) All the share certificates relating to the transfer of shares received during the period from 01st October, 2015 to 30th November, 2015 as entered in the Memorandum of Transfers have been issued within fifteen days from the respective date of lodgment of each deed except those rejected on technical grounds.
- B) All the share certificates relating to the transfer of shares received during the period from 01st December, 2015 to 31st March, 2016 as entered in the Memorandum of Transfers have been issued within thirty days from the respective date of lodgment of each deed except those rejected on technical grounds.
- C) has not received any request for sub-division, consolidation, renewal, exchange or endorsement of calls / allotment monies.

Place : Chennai  
Date : 27.04.2016

Sd/-  
V.Srinivasan  
Practicing Company Secretary  
C.P.No.14150  
No.5/3, Ground Floor, Sastri 2nd Cross Street,  
Cauvery Nagar, Near Aranganathan Subway,  
Saidapet, Chennai - 600 015.

**Annexure A**

**Mr. Sanjay Arjundas Wadhwa - Non-Executive Director**

DIN : 00203083  
 Date Of Birth : 06.12.1966  
 Qualification : B.Com., MBA  
 Nature of Expertise : Mr. Sanjay Arjundass Wadhwa is a person with wide business experience and his knowledge in the field of lending business in particular is extremely useful for the betterment of the Company. His other directorships are given below:

<b>CIN</b>	<b>COMPANY NAME</b>	<b>DESIGNATION</b>
U32301TN1994PTC028189	MUSIC MASTER AUDIO VIDEO MANUFACTURING COMPANY PRIVATE LIMITED	DIRECTOR
U92114TN1999PTC042699	ANAK EXPORTS PRIVATE LIMITED	DIRECTOR
U55101TN2000PTC045656	SIPRIAN HOTELS PRIVATE LIMITED	DIRECTOR
U92100TN2008PTC069493	AYNGARAN ANAK MEDIA PRIVATE LIMITED	WHOLE-TIME DIRECTOR
U74120TN2011PTC079485	GLOBAL SMART CHIP SOLUTIONS PRIVATE LIMITED	DIRECTOR
AAA-3666	GLOBALCHIP SOLUTIONS LLP	DESIGNATED PARTNER

He ceased from the following Directorships in the previous three years:

<b>CIN</b>	<b>COMPANY NAME</b>	<b>DESIGNATION</b>	<b>DATE OF CESSATION</b>
L05001AP1968PLC094913	SSF LIMITED	DIRECTOR	26/09/2014
U74220TN2011PTC078925	ACCESS HEALTHCARE SERVICES PRIVATE LIMITED	DIRECTOR	09/08/2013

**RELATED PARTY TRANSACTIONS POLICY****Annexure 4****1. Introduction**

This Policy has been framed by the Company pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and all other applicable listing norms with stock exchanges. This Policy applies to transactions entered into with a Related Party on or after January 27<sup>th</sup>, 2016, or any modifications effected on or after January 27<sup>th</sup>, 2016 to subsisting transactions with Related Parties.

**2. Definitions**

- (a) **“Act”** means Companies Act, 2013 including any statutory modifications or re-enactments thereof;
- (b) **“Board”** means Board of Directors of the Company;
- (c) **“Company”** means **S.I.CAPITAL AND FINANCIAL SERVICES LIMITED**
- (d) **“Related Party”** with reference to the company, means an entity where:
  - (i) Such entity is a related party as defined under section 2(76) of the Companies Act, 2013; or
  - (ii) Such entity is a related party under the applicable accounting standards.
- (d) **“Related Party Transaction”** means a transaction between the company and a Related Party which transaction is of the nature specified in sub-clause (a) to (g) of section 188(1) of the Companies Act, 2013, or is a related party transaction as understood under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**3. Transactions between Company & Related Parties & Materiality Threshold**

Transactions between the Company and Related Parties shall be entered into in the manner that is compliant with the applicable provisions of the Companies Act, 2013 and of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. A transaction with the Related Party shall be treated as “material” if the transaction / transactions to be entered into individually or taken together with previous transaction(s) during a financial year with such Related Party exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

**4. Internal Processes in regard to Related Party Transactions**

The Company shall, with the approval of the Board of Directors, establish appropriate internal processes for the purpose of identification of Related Parties and any transactions with them, determination of whether the transaction(s) is in ordinary course of business, whether the transaction(s) is on an arm’s length basis, monitoring “materiality” threshold, and other relevant matters to ensure adherence to this policy in entering into transactions with Related Parties.

**5. Amendment**

The Board reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification shall be inconsistent with the applicable provisions of the Listing Agreement, Act or any law for the time being in force.

**YOUR DIRECTORS – PROFILE & OTHER DIRECTORSHIPS****Annexure 5****1. Ms. Mary Rodrigues - Managing Director - Executive**

DIN : 01778843  
 Date Of Birth : 14.12.1959  
 Qualification : B.A., Certificate in Business Management USA  
 Nature of Expertise : MRS. MARY RODRIGUES, aged 56 has a Bachelor Degree in Management and has been involved in the food industry for a very long time.

At present Mrs. Rodrigues looks after the logistics and hospitality divisions of Southern Warehousing. As a Managing Director she provides strategic direction to the Company. She has vast knowledge in international business as well as domestic marketing. Her other directorships are as follows:

<b>CIN</b>	<b>COMPANY NAME</b>	<b>DESIGNATION</b>
U02001AN1984PTC000014	ANDAMAN WOOD WORKS PRIVATE LIMITED	DIRECTOR
U63022AN1984PTC000013	ANDABAR COLD STORES PRIVATE LIMITED	DIRECTOR
U63023TN1976PTC007212	SOUTHERN WAREHOUSING CO PRIVATE LIMITED	DIRECTOR
U22121TN1959PTC003757	LOKAVANI SOUTHERN PRINTERS PRIVATE LIMITED	DIRECTOR
U55101TN2010PTC078459	GREEN MEADOWS HOLIDAY RESORTS PRIVATE LIMITED	DIRECTOR
U55101TN2011PTC079857	SOUTHERN HOLDINGS & INVESTMENTS (CHENNAI) PRIVATE LIMITED	DIRECTOR

She ceased from the following Directorships in the previous three years:

<b>CIN</b>	<b>COMPANY NAME</b>	<b>DESIGNATION</b>	<b>DATE OF CESSATION</b>
U52599TN1991PTC020803	FARM SUZZANNE PRIVATE LIMITED	DIRECTOR	22/07/2013

**2. Mr. Vettath Abraham Kurian - Non-Executive Director**

DIN : 01778831  
 Date Of Birth : 13.01.1930  
 Qualification : B.Com., FCA  
 Nature of Expertise : Mr.V.A.Kurien is a Chartered Accountant.

He is a person with in-depth knowledge in the field of audit and accounts and he was a Practicing Chartered Accountant for about 20 years. After leaving the profession, has been an entrepreneur



## S.I. Capital & Financial Services Ltd., Chennai

in starting various companies such as Southern Sea Foods Ltd., Southern Warehousing Co Pvt Ltd., Southern Holding & Investments (Chennai) Pvt Ltd, S.I. Capital & Financial Services Ltd. and Andabar Cold Stores Pvt Ltd. These companies are mainly involved in sea food export, hospitality, logistics and retail trade. Southern Warehousing Co Pvt Ltd., is also involved in refrigeration transportation between Chennai and Port Blair. In his Business he gathered experience of about 35 years in various fields. His knowledge and experience counts a lot for the smooth running of the Company. His other directorships are listed below:

CIN	COMPANY NAME	DESIGNATION
U02001AN1984PTC000014	ANDAMAN WOOD WORKS PRIVATE LIMITED	DIRECTOR
U63022AN1984PTC000013	ANDABAR COLD STORES PRIVATE LIMITED	DIRECTOR
U63023TN1976PTC007212	SOUTHERN WAREHOUSING CO PRIVATE LIMITED	DIRECTOR
U22121TN1959PTC003757	LOKAVANI SOUTHERN PRINTERS PRIVATE LIMITED	DIRECTOR
L05001AP1968PLC094913	SSF LIMITED	DIRECTOR
U92412TN2009NPL071459	MADRAS BOAT CLUB	DIRECTOR
U55101TN2010PTC078459	GREEN MEADOWS HOLIDAY RESORTS PRIVATE LIMITED	DIRECTOR
U55101TN2011PTC079857	SOUTHERN HOLDINGS & INVESTMENTS (CHENNAI) PRIVATE LIMITED	DIRECTOR

He ceased from the following Directorships in the previous three years:

CIN	COMPANY NAME	DESIGNATION	DATE OF CESSATION
U55101TN1998PTC040565	CENTURY ENTERTAINMENTS PRIVATE LIMITED	DIRECTOR	07/11/2013

### 3. Mr. Sanjay Arjundas Wadhwa - Non-Executive Director

DIN : 00203083  
 Date Of Birth : 06.12.1966  
 Qualification : B.Com., MBA  
 Nature of Expertise : Mr. Sanjay Arjundass Wadhwa is a person with wide business experience and his knowledge in the field of lending business in particular is extremely useful for the betterment of the Company. His other directorships are given below:

<b>CIN</b>	<b>COMPANY NAME</b>	<b>DESIGNATION</b>
U32301TN1994PTC028189	MUSIC MASTER AUDIO VIDEO MANUFACTURING COMPANY PRIVATE LIMITED	DIRECTOR
U92114TN1999PTC042699	ANAK EXPORTS PRIVATE LIMITED	DIRECTOR
U55101TN2000PTC045656	SIPRIAN HOTELS PRIVATE LIMITED	DIRECTOR
U92100TN2008PTC069493	AYNGARAN ANAK MEDIA PRIVATE LIMITED	WHOLE-TIME DIRECTOR
U74120TN2011PTC079485	GLOBAL SMART CHIP SOLUTIONS PRIVATE LIMITED	DIRECTOR
AAA-3666	GLOBALCHIP SOLUTIONS LLP	DESIGNATED PARTNER

He ceased from the following Directorships in the previous three years:

<b>CIN</b>	<b>COMPANY NAME</b>	<b>DESIGNATION</b>	<b>DATE OF CESSATION</b>
L05001AP1968PLC094913	SSF LIMITED	DIRECTOR	26/09/2014
U74220TN2011PTC078925	ACCESS HEALTHCARE SERVICES PRIVATE LIMITED	DIRECTOR	09/08/2013

**4. Mr. RanjithMatthan - Non-Executive Director - Independent**

DIN : 00968445

Date Of Birth : 13.04.1941

Qualification : Ph.d., FIOM 3

Nature of Expertise : Dr. Ranjith Matthan has a Doctorate in Polymer Technology and is a Internationally renowned consultant for rubber products and plastics.

<b>CIN</b>	<b>COMPANY NAME</b>	<b>DESIGNATION</b>
U74140KA1974PTC002590	POLYMER CONSULTANCY SERVICES PRIVATE LIMITED	DIRECTOR
U51900MH1940PLC003067	INDIA COFFEE AND TEA DISTRIBUTING COMPANY LIMITED	DIRECTOR
U93090TN1977NPL007299	SCHIEFFLIN INSTITUTE OF HEALTH- RESEARCH AND LEPROSY CENTRE	DIRECTOR
U24131KL2004PTC017048	K.A.PREVULCANISED LATEX PRIVATE LIMITED	DIRECTOR

**5. Mr. Krishnapillai Sethuraman - Non-Executive Director - Independent**

DIN : 06990255  
Date Of Birth : 17.05.1943  
Qualification : B.A  
Nature of Expertise : He is good in General Administration of Company affairs.  
Other Directorships : NIL

**REMUNERATION PAID TO DIRECTORS DURING THE FINANCIAL YEAR ENDING 31<sup>ST</sup> MARCH, 2016**

**NON-EXECUTIVE DIRECTORS:**

The Company has paid sitting fees of Rs.1000/- per meeting for each Board meeting attended by the members of the Board plus reimbursement of actual expenses and out of pocket expenses incurred by them. Directors are not paid for any of the Committee meetings attended by them. All the Directors has given their consent towards waiver of sitting fees for their attendance to committee meetings.

**REMUNERATION TO MANAGING DIRECTOR:**

Ms. Mary Rodrigues is appointed as a Managing Director w.e.f 10<sup>th</sup> March, 2015 and a formal contract describing her duties and remuneration has been entered into by the Company.

**PROCEDURE OF MEETING**

**1. MEETINGS AND ATTENDANCE**

The Company's Governance Policy requires the Board to meet at least four times in a year. The intervening period between two Board meetings was well within the maximum gap of 120 days prescribed under Regulation 17 of the SEBI ( Listing Obligation and Disclosure Requirements) Regulations 2015,. The annual calendar of meetings is broadly determined at the beginning of each year.

**2. BOARD AGENDA**

Meetings are governed by a structured agenda. The Board members, in consultation with the Chairman, may bring up any matter for the consideration of the Board. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. Agenda papers are generally circulated at least seven days prior to the Board meeting.

**3. INFORMATION PLACED BEFORE THE BOARD**

In addition to matters required to be placed before the Board under the Governance Policy of the Company, the following are also tabled for the Board's periodic review / information / approval:

- Internal Audit findings and External Audit Management Reports (through the Audit Committee).
- Status of safety and legal compliance.
- Risk management processes.
- Succession to senior management (through the Nomination & Compensation Committee).
- Show Cause, demand, prosecution and adjudication notices, if any, from revenue authorities which are considered materially important, including any exposure that exceeds 1% of the Company's net worth, and their outcome.

- Default, if any, in payment of any dues.
- Write-offs / disposals (fixed assets, inventories, receivables, advances etc.) on a half-yearly basis.
- All other matters required to be placed before the Board for its review / information / approval under the statutes, including Regulation 44 of the SEBI ( Listing Obligation and Disclosure Requirements) Regulations 2015.

#### 4. POST-MEETING FOLLOW-UP SYSTEM

The Governance processes in the Company include an effective post-meeting follow-up, review and reporting process for action taken / pending on decisions of the Board, the Board Committees. Meetings of each Board Committee are convened by the respective Committee Chairman. Matters requiring the Board's attention / approval, as emanating from the Board Committee meetings, are placed before the Board by the respective Committee Chairman. The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided in **Annexure 3** attached with this report.

The Code of Conduct of the Board & Committees are given in **Annexure 5B**.

##### (A) AUDIT COMMITTEE

- The Audit Committee of the Board provides reassurance to the Board on the existence of an effective internal control environment that ensures:
  - efficiency and effectiveness of operations
  - safeguarding of assets and adequacy of provisions for all liabilities.
  - reliability of financial and other management information and adequacy of disclosures. compliance with all relevant statutes.

The role of the Committee includes the following:

- (a) To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- (b) To recommend the appointment, remuneration, terms of appointment and removal of Statutory Auditors, and to review the manner of rotation of Statutory Auditors;
- (c) To recommend the appointment, remuneration and removal of Cost Auditors, where necessary;
- (d) To approve transactions of the Company with related parties, including modifications thereto;
- (e) To review and monitor the Statutory Auditor's independence and performance, and effectiveness of the audit process;
- (f) To evaluate the Company's internal financial controls and risk management systems;
- (g) To review with the management the following:
  1. Annual financial statements and Auditor's Report thereon before submission to the Board for approval;
  2. Quarterly financial statements before submission to the Board for approval;

(h) To review the following:

1. Management discussion and analysis of financial condition and results of operations;
2. Adequacy of internal control systems and the Company's statement on the same prior to endorsement by the Board, such review to be done in consultation with the management, Statutory and Internal Auditors;
3. Reports of Internal Audit and discussion with Internal Auditors on any significant findings and follow-up thereon;
4. System / manner of maintenance, storage, retrieval, display, print out and security of books of account of the Company maintained in the electronic form;
5. Functioning of Whistle Blower mechanism in the Company.

**(B) NOMINATION & COMPENSATION COMMITTEE**

The Nomination and Remuneration Committee of the Board, under the nomenclature 'Nomination & Compensation Committee', inter alia, identifies persons qualified to become Directors and formulates criteria for evaluation of performance of the Independent Directors & the Board.

The Committee's role also includes recommending to the Board the appointment, remuneration and removal of Directors & Corporate Management Committee Members. This Committee also has the responsibility for administering the Employee Stock Option Schemes of the Company. The names of the members of the Nomination & Compensation Committee, including its Chairman, are provided under the section 'Board of Directors and Committees' in the Report and Accounts. Nomination and Remuneration Policy of the Committee is given in **Annexure 5A**.

**NOMINATION AND REMUNERATION POLICY****Annexure 5A****Introduction**

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 SEBI ( Listing Obligation and Disclosure Requirements) Regulation 2015 and the listing agreement as amended from time to time, this policy on the nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors on 28th May, 2015.

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 44 of the SEBI ( Listing Obligation and Disclosure Requirements) Regulations 2015,.

**1. OBJECTIVE**

The Objectives of the Policy are:

- 1.1. To guide the Board in relation to the appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2. To evaluate the performance of the Directors, Key Managerial Personnel and Senior Management and provide necessary reports to the Board for their further evaluation.
- 1.3. To recommend the Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 1.4. To provide to the Key Managerial Personnel and Senior Management, rewards linked directly to their effort, performance, dedication and achievement in relation to the Company's operations.
- 1.5. To attract, retain, motivate and promote talent and to ensure the long term sustainability of talented managerial persons and create a competitive advantage.
- 1.6. To devise a policy on Board diversity.
- 1.7. To develop a succession plan for the Board and to regularly review the plan.

**2. DEFINITIONS**

- 2.1. "Act" means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- 2.2. "Board" means Board of Directors of the Company.
- 2.3. "Committee" means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- 2.4. "Policy or This Policy" means, the Nomination and Remuneration Policy.
- 2.5. "Company" means S.I. CAPITAL & FINANCIAL SERVICES LIMITED
- 2.6. "Directors" mean Directors of the Company.

- 2.7. "Independent Director" means a Director referred to in Section 149 (6) of the Companies Act, 2013.
- 2.8. "Key Managerial Personnel" means key managerial personnel of the Company as defined under Section 2(51) of the Companies Act, 2013 and the rules made thereunder.
- 2.9. "Senior Management" means personnel of the Company who are members of its core management team excluding the Board of Directors. It would comprise all members of management, one level below the executive Director(s), including the functional heads.

### **3. COMMITTEE**

#### **3.1. Composition of the Committee**

- 3.1.1 The Company through its Board of Directors shall constitute the Nomination and Remuneration Committee consisting of at least three Directors, all of whom shall be nonexecutive Directors and at least half shall be independent.
- 3.1.2 The Chairman of the Committee shall be an Independent Director.
- 3.1.3 The Chairperson of the Company may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.
- 3.1.4 The Chairman of the Committee could be present at the Annual General Meeting, to answer the shareholders' queries. However, it would be up to the Chairman to decide who should answer the queries.

#### **3.2. Role of the Committee**

The Committee shall:

- 3.2.1. Formulate the criteria for determining the qualifications, positive attributes and independence of a Director.
- 3.2.2. Identify persons who are qualified to become Directors and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- 3.2.3. Recommend to the Board, the appointment and removal of Directors, KMP and Senior Management Personnel.
- 3.2.4. Recommend to the Board a policy, relating to the remuneration of the Directors, key managerial personnel and other employees, based on their qualification, experience and performance and to also ensure that the level and composition of the remuneration is reasonable and sufficient to attract retain and motivate the Directors, KMP and Senior Management Personnel and such other factors as the Committee shall deem appropriate.
- 3.2.5. While formulating the policy, the Committee shall ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- 3.2.6. Approve the remuneration of the senior management including key managerial personnel of the Company, by maintaining a balance between fixed and incentive pay reflecting the short term and long term performance objectives appropriate to the working of the Company and its goals.

- 3.2.7. Devise a policy on Board diversity, to ensure that the Board comprises of an optimum combination of executive Directors and non-executive Directors including Independent Directors.
- 3.2.8. Devise a framework to ensure that the Directors are inducted through suitable familiarization process covering their roles, responsibility and liability.
- 3.2.9. Formulate the criteria for evaluation of Independent Directors and the Board.
- 3.2.10. Carry out the evaluation of every Director's performance.
- 3.2.11 Assist the Board in ensuring that plans are in place for the orderly succession of appointments to the Board and to the senior management.
- 3.2.12. Consider any other matters as may be requested by the Board.

Provided that the Committee may set up a mechanism to carry out its functions and is further authorized to delegate any / all of its powers to any of the Directors and / or officers of the Company, as deemed necessary for proper and expeditious execution.

### **3.3. Committee Member's Interests**

- 3.3.1. A member of the Committee is not entitled to be present when his or her own remuneration is being discussed at a meeting or when his or her performance is being evaluated.
- 3.3.2. The Committee may invite such executives, as it considers appropriate, to be present at the meeting of the Committee.

### **3.4. Secretary**

The Company Secretary of the Company shall act as the Secretary of the Committee.

### **3.5. Frequency of Meetings**

The meetings of the Committee shall be held at such regular intervals as may be required.

### **3.6. Voting**

- 3.6.1. Matters arising for determination at Committee meetings shall be decided by the majority of the votes of the Members present and voting and any such decision shall for all purposes be deemed to be a decision of the Committee.
- 3.6.2. In case of equality of votes, the Chairman of the meeting will have a casting vote.

### **3.7. Minutes of Committee Meeting**

Proceedings of all meetings must be entered in the minutes and signed by the Chairman of the Committee. Minutes of the Committee meeting will be tabled at the subsequent Board meeting.

## **4. POLICY RELATING TO APPOINTMENT, REMUNERATION AND REMOVAL OF DIRECTORS, KMP AND SENIOR MANAGEMENT**

### **4.1. Appointment criteria and qualifications**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and shall recommend to the Board his / her appointment.



- b) A person should possess adequate qualification, expertise and experience for the position he / she is being considered for appointment. The Committee has discretion to decide whether the qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- e) Appointment of Independent Directors is subject to compliance of the provisions of Section 149 of the Companies Act, 2013, read with Schedule IV and the rules made thereunder for the time being in force.
- f) A person shall not be eligible for appointment as a Director of the Company, if he is disqualified under section 164 of the Companies Act, 2013 or under any other regulations.
- g) Appointment of KMP and Senior Management Personnel shall be in line with the HR policy of the Company.

#### 4.2. Term / Tenure

##### a) **Managing Director/Whole-time Director / Executive Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No reappointment shall be made earlier than one year before the expiry of the term.

##### b) **Independent Director:**

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after the expiry of three years of ceasing to be an Independent Director. Provided that an Independent Director shall not, during the aforementioned period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- At the time of appointment of an Independent Director, it should be ensured that the number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such a person is serving as a Whole-time Director of a listed Company or such other number as may be prescribed under the Act

##### c) **KMP / Senior Management Personnel:**

The Company may in general not appoint or continue the employment of any person as KMP / Senior Management Personnel who has attained the age of retirement i.e. Fifty Eight (58) years. But at the discretion of the Top Management, the retirement age can be extended to Sixty (60) years, subject to competency & good health of the individual. Subsequently, subject to the same criteria of competency & good health, on a yearly basis of evaluation the retirement age can be extended to Sixty Five (65) years. The same criteria of competency & good health shall apply also for appointments upto the age of Sixty Five (65) years.

#### 4.3. EVALUATION

The Committee shall carry out the evaluation of the performance of every Director, KMP and Senior Management Personnel at regular intervals (yearly). Following are the criteria for the evaluation of the performance of the Independent Directors and the Board:

##### 4.3.1. DIRECTORS

###### a. Executive Directors / Whole-time Directors

The Executive Directors shall be evaluated on the basis of targets/ criteria given to them by the Board from time to time.

###### b. Independent Directors

The Independent Directors shall be evaluated on the basis of the following criteria i.e. whether they :

- a) Act objectively and constructively while exercising their duties;
- b) Effectively deploy knowledge and expertise;
- c) Maintain confidentiality, integrity and independence in their behavior and judgment;
- d) Exercise their responsibilities in a bona fide manner in the interest of the Company;
- e) Devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- f) Do not abuse their position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- g) Refrain from any action that would lead to loss of his independence;
- h) Inform the Board immediately when they lose their independence;
- i) Assist the Company in implementing the best corporate governance practices;
- j) Strive to attend all meetings of the Board of Directors and the Committees;
- k) Participate constructively and active participation to discussions in the Board meetings and in the Committees of the Board in which they are chairpersons or members;
- l) Keep themselves well informed about the Company and the external environment in which it operates;
- m) Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between the management and the shareholder's interest.
- n) Abide by the Company's Memorandum and Articles of Association, Company's policies and procedures including code of conduct, insider trading guidelines etc.

###### c. Non-Independent Directors

The Non-Independent Directors shall be evaluated on the basis of the following criteria i.e. whether they:

- a) Act objectively and constructively while exercising their duties;
- b) Effectively deploy knowledge and expertise;
- c) Maintain confidentiality, integrity and independence in their behavior and judgment;
- d) Exercise their responsibilities in a bona fide manner in the interest of the Company;
- e) Devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- f) Do not abuse their position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- g) Assist the Company in implementing the best corporate governance practices;
- h) Strive to attend all meetings of the Board of Directors and the Committees;
- i) Participate constructively and active participation to discussions in the Board meetings and in the Committees of the Board in which they are chairpersons or members;
- j) Keep themselves well informed about the Company and the external environment in which it operates;
- k) Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between the management and the shareholder's interest.
- l) Abide by the Company's Memorandum and Articles of Association, Company's policies and procedures including code of conduct, insider trading guidelines etc.

**4.3.2 KMP / Senior Management Personnel**

The KMP / Senior Management Personnel shall be evaluated on the basis of the HR policy of the Company inclusive of the following criteria:

- 1. Individual Performance- Based on the Target (KPI's) set for him/her at the commencement of the performance year.
- 2. Organisation Performance- Based on the organisation performance target set at the commencement of the year.

**4.4. REMOVAL**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder or the Company's HR policy, the Committee may recommend, to the Board with reasons recorded in writing, the removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

**4.5. RETIREMENT**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company

#### **4.6. REMUNERATION**

##### **4.6.1. General:**

- a) The remuneration / compensation / commission etc. to the Director (Executive & NonExecutive), KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for their approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and the Central Government, wherever required.
- b) The remuneration and commission including increments, to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions specified as per the provisions of the Act.
- c) Where any insurance has been taken by the Company on behalf of its Whole-time Director, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proven to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

##### **4.6.2. REMUNERATION TO WHOLE-TIME / EXECUTIVE / MANAGING DIRECTOR**

###### **a) Remuneration**

The Whole-time Director shall be eligible for remuneration as may be approved by the shareholders of the Company on the recommendation of the Committee and the Board of Directors. The break-up of the pay scale, performance bonus and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and shall be within the overall remuneration approved by the shareholders and the Central Government, wherever required.

###### **b) Minimum remuneration**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its whole-time Director in accordance with the provisions of the Companies Act, 2013 and if it is not able to comply with such provisions, then with the previous approval of the Central Government.

##### **4.6.3. REMUNERATION TO NON- EXECUTIVE / INDEPENDENT DIRECTOR:**

###### **a) Sitting Fees:**

The Non-Executive / Independent Director may receive remuneration by way of fees for attending the meetings of the Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs.1,00,000/- (Rupees One Lakh ) per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

###### **b) Commission:**

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

**c) Stock Options:**

An Independent Director shall not be entitled to any stock option of the Company.

**4.6.4 REMUNERATION TO KMP & SENIOR MANAGEMENT PERSONNEL**

The Remuneration to be paid to KMPs/ Senior Management Personnel shall be based on the experience, qualification and expertise of the related personnel and the prevailing market standards. The KMP and the Senior Management Personnel of the Company shall be paid monthly remuneration as per the Company's HR policies and/or as may be approved by the Committee. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses etc. shall be as per the Company's HR policy. The remuneration details shall be presented before the Committee, which would have the requisite details setting out the proposed increments for the next financial year. The Committee shall peruse and forward the same to the Board of Directors of the Company for their approval. This remuneration policy shall apply to all future/ continuing employment/ engagement(s) with the Company. In other respects, the remuneration policy shall be of guidance for the Board. Any departure from the policy shall be recorded and reasoned in the Committee and Board meeting minutes.

**4.7. BOARD DIVERSITY**

The Board of Directors shall have the optimum combination of Directors from different areas / fields like management, finance, sales, marketing, legal etc. or as may be considered appropriate. The Board shall have at least one Board member who has accounting or related financial management expertise and at least three members who are financially literate.

**4.8. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

- a) The Company shall familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through various programmes.
- b) The details of such familiarization programmes shall be disclosed on the Company's website and a web link thereto shall also be given in the Annual Report

**5. DISSEMINATION**

The details of the policy and the evaluation criteria shall be disclosed in the annual report as part of Board's report therein.

**6. AMENDMENT TO THE POLICY**

The Board of Directors on its own and / or as per the recommendations of the Committee can amend this policy, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

## CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

### Annexure 5B

#### 1. PREAMBLE

- 1.1 This Code of Business Conduct (“Code”) shall be called “The Code of Conduct for Directors and Senior Management” of S.I.CAPITAL AND FINANCIAL SERVICES LIMITED (the “Company”). The Code envisages that the Board of Directors and Senior Management must act within the bounds of the authority conferred upon them and with a duty to make and keep themselves informed about the development in the industry in which the Company is involved and the legal requirements to be fulfilled.
- 1.2 The Code is intended to maintain the high standards of transparency, business conduct ethics, corporate culture and the values The Code is also to act as a deterrent from unethical doings and to promote ethical values and is the manifestation of the Company’s commitment to successful operation of the Company’s business in the best interest of the shareholders, creditors, employees and other business associates.
- 1.3 The principles embodied in this Code lay down broad standards of compliance and ethics, as required by SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and all other applicable listing norms with the Stock Exchanges where securities of the Company are listed.

#### 2. DEFINITIONS & INTERPRETATION

- 2.1 Unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them below:

“Board” shall mean the Board of Directors of the Company.

“Directors” shall mean Directors on the Board,

“Company” shall mean S.I.CAPITAL AND FINANCIAL SERVICES LIMITED.

“Compliance Officer” shall mean the Company Secretary of the Company.

“Relative” shall mean ‘relative’ as defined in Section 2(77) of the Companies Act, 2013 read with Rule 4 of the Companies (Specification of Definition Details) Rules, 2014.

“Senior Management Personnel” shall mean personnel of the Company who are members of its core management team (excluding Directors) and who occupy the position of chiefs / heads/ group head of various functions in the Company (i.e. all members of management one level below the executive directors, including all functional heads).

- 2.2 In this Code, words importing masculine shall include feminine and words importing singular shall include plural or vice versa.

#### 3. APPLICABILITY

The Code is applicable to the Directors and Senior Management Personnel of the Company.

#### **4. CONDUCT SPECIFICATIONS**

##### **4.1 Honesty & Integrity**

- a) All Directors and Senior Management Personnel shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness. All Directors and Senior Management Personnel shall act on a fully informed basis, in good faith, responsibility, due diligence and care, competence and diligence, without allowing their independent judgment to be subordinated and in the best interest of the Company and the shareholders.
- b) All Directors and Senior Management Personnel shall discharge their duties in the best interests of the Company and fulfill their fiduciary obligations.
- c) Directors and Senior Management Personnel shall not engage in activities that are dishonest or lacking in integrity such as, inter alia, the following:
  - (i) Issuing untrue, misleading, deceptive or fraudulent statements regarding the Company's products and services;
  - (ii) Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent or inducing such disclosures by employees of other companies;
  - (iii) Adoption of illegal means for increasing profit/ market share;
  - (iv) Indulging in bribery; and
  - (v) Unfair inducement to any Government official.
- d) Directors and Senior Management Personnel should be able to commit themselves effectively to their responsibilities

##### **4.2 Financial reporting and records**

- a) The Company shall prepare and maintain its financial statements fairly and accurately in accordance with the applicable laws and accounting standards.
- b) Internal accounting and audit procedures shall fairly and accurately reflect all of the Company's business transactions and disposition of assets. All required information shall be accessible to Company's auditors and other authorized parties.
- c) Any willful material misrepresentation of and/or misinformation on the financial accounts and reports shall be regarded as a violation of the Code.
- d) Failure by the concerned persons to comply with clause 4.2 of the Code shall be deemed to be a violation of the Code and would be subject to appropriate action by the Board in terms of clause 7 of the Code.

##### **4.3 Conflict of Interest**

- a) Directors and Senior Management Personnel of the Company shall not enter into any transactions, which are or are likely to be in conflict with interest of the Company save exceptional circumstances where prior approval of the Board would be required.

- b) Directors of the Senior Management Personnel should disclose to the board whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the Company.
- c) Directors and Senior Management Personnel shall not exploit for their own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Board and the Board declines to pursue such opportunity for the Company.
- d) All transactions having conflict of interest should be carried out in accordance with law and be fully disclosed to the Board and, upon a decision being taken in the matter, the person concerned will be required to take necessary action as advised to resolve/avoid the conflict.
- e) If the Director or Senior Management Personnel fails to make a disclosure as required herein, and the Board of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the concerned person, the Board would take a serious view of the matter and consider suitable disciplinary action against the person concerned.
- f) Conflicts mentioned in this clause can arise in many situations. A conflict of interest, actual or potential, may, arise inter alia where, directly or indirectly:
  - (i) the person engages in a business, relationship or activity that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the interests of the Company.
  - (ii) the person is in a position to derive a personal benefit or a benefit to any of his or her Relatives by making or influencing decisions relating to any transaction; or
  - (iii) an independent judgment of the Company's best interest cannot be exercised.
- g) The Directors and Senior Management Personnel should facilitate the Independent Directors to perform their role effectively as a Board member and also a member of a committee. Conflict of interest would be deemed to exist in the following circumstances:
  - (i) Financial interest of the person or his Relatives, including the holding of an investment to an extent of 2% or more in the subscribed share capital of any company or share to an extent of 2% or more in any firm which is an actual or potential competitor, joint venture or other alliance partner, or a material supplier, customer, distributor or other person having a material business relationship with the Company.
  - (ii) The person conducting business on behalf of the Company, or being in a position to influence a decision with regard to the Company's business with a supplier or customer of which his or her Relative is a principal officer or representative, resulting in a benefit to him/her or his/her Relative.
  - (iii) Award of benefits such as increase in salary or other remuneration, posting, promotion or recruitment of a Relative of the person, where such an individual is in a position to influence the decision with regard to such benefits.



- (iv) Acceptance of gifts, donations, hospitality and/or entertainment beyond the customary level from existing or potential suppliers, customers or other third parties which have business dealings with the Company.
  - (v) Acceptance by Director(s)/ Senior Management Personnel of any directorship/ assignment in a company or organization that competes with or is a potential competitor of the Company.
- h) If a proposed transaction or situation raises any question or doubts to any Director/ Senior Management Personnel, such Director/ Senior Management Personnel should consult the Compliance Officer.
- i) A Director shall not be a member in more than ten committees or act as Chairman of more than five committees across all companies in which he is a director.
- Furthermore, every Director shall inform the company about the committee positions he occupies in other companies and notify changes as and when they take place

**Explanation:**

- i. For the purpose of considering the limit of the committees on which a director can serve, all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 shall be excluded.
- ii. For the purpose of reckoning the limit under this sub-clause, Chairmanship / membership of the Audit Committee and the Stakeholders' Relationship Committee alone shall be considered.

**4.4 Compliance with Laws Rules & Regulations**

Directors and Senior Management Personnel are required to comply with all applicable laws, rules and regulations, both in letter and spirit. In order to assist the Company in promoting lawful and ethical behavior, Directors and Senior Management Personnel must report to the Compliance Officer any possible violation of law, rules, regulation of this Code.

The independent Directors shall be required to comply with Schedule IV of the Companies Act, 2013 including their duties laid therein as under:

- (1) Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) Participate constructively and actively in the committees of the Board in which they are chairpersons or members;

- (5) Strive to attend the general meetings of the company;
- (6) Where they have concerns about the running of the company or a proposed action, Ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) Keep themselves well informed about the company and the external environment in which it operates;
- (8) Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- 10) Ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) Report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

#### **4.5 Company Meetings**

The Directors should attend the Board/general meetings comprehending the agenda of the meeting circulated to them. They are required to make a concerted effort to attend all the Board meetings scheduled in the year. The directors shall participate actively and constructively in the discussions of the Board and shall follow the guidelines agreed on by the Board regarding how it will govern and conduct itself.

#### **4.6 Other Directorships- Disclosures**

The Directors should promptly disclose their appointment/ cessation from directorship of other companies.

#### **4.7 Related Party Disclosures**

The Directors and the Senior Management Personnel shall make disclosure to the Company with respect to any transaction with the Company in which such person is interested and in respect of which a conflict of interest can arise between the Company and the person concerned including the name of the related party and the nature of relationship.

Where any director is interested in any contract or arrangement with a related party, such director shall not be present at the meeting during discussions on the subject matter of the resolution relating

to such contract or arrangement. Such disclosure shall be in accordance with the Companies Act, 2013 and the accounting Standard (AS) 18 issued by the council of the Institute of Chartered Accountants of India in respect of "Related Party Disclosures".

#### **4.8 Transparency and Confidentiality of Information**

The Directors and Senior Management Personnel should conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture for good decision making.

- a) "Confidential information" includes all information of the Company not authorized by the management of the Company for public dissemination. This includes information on trade, trade secrets, confidential and privileged information regarding customers, employees, information relating to mergers and acquisitions, stock splits and divestiture, non public information about discussions and deliberations relating to business issues and decisions, between and among employees, officers and Directors in formal meeting or otherwise and should include all information in respect of the Company which is not available in the public domain at that point of time. Any information concerning the Company's business, its customers, suppliers etc., which is not in public domain and to which Directors and Senior Management Personnel have access or which is possessed by them by virtue of their position / status in the Company must be considered confidential information.
- b) All confidential information must be held in confidence, unless
  - (i) authorized by the Board or otherwise permissible in accordance with this Code; or
  - (ii) the same is part of the public domain at the time of disclosure; or
  - (iii) is required to be disclosed in accordance with applicable laws.
- c) The Directors and Senior Management Personnel shall ensure that confidential information is not disclosed inadvertently or otherwise except in compliance with this Code.
- d) Any disclosure shall at all times be in compliance with the Company's Code of Corporate Disclosure Practices ("Disclosures Code").

#### **4.9 Interaction with media, financial community, employees and shareholders**

- a) All information that the Directors and Senior Management Personnel may provide either formally or informally, to the press or any other publicity media, shall be as per the Disclosures Code. In all its public appearance with respect to disclosing information in relation to the Company's activities to public constituencies such as the media, the financial community, employees and shareholders, the Company shall be represented only by specifically authorized Directors and/or employees, which the Board may authorize. The list of such authorized Directors and employees of the Company shall be notified to the Directors / Senior Management Personnel from time to time.
- b) All statements made to the media on behalf of the Company should be true and fair.
- c) For any outside publication of books, articles or manuscripts which relate specifically to the Company's business, policies and processes, Directors/ Senior Management Personnel

should take the approval of the Board prior to its release. All such documents should be supplemented by a statement to the effect that all views and observations made in the article/ presentation are solely that of the author's and the Company is in no way responsible for the substance, veracity or truthfulness of such views and statements.

#### **4.10 Insider Trading**

- a) Directors and Senior Management Personnel should not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constitutes insider information.
- b) All Directors and Senior Management Personnel should comply with 'Code of Conduct for Prevention of Insider Trading in Shares of the Company' circulated by the Company and all insider-trading guidelines issued by the Securities Exchange Board of India.

#### **4.11 Internal Control System**

Directors and Senior Management Personnel should maintain and should cause the Company to maintain a proper and adequate system of internal controls for financial reporting.

#### **4.12 Corporate Governance**

Directors and Senior Management Personnel should sincerely follow and should cause the company to follow the philosophy of good corporate governance by possessing strong business fundamentals and delivering high performance through relentless focus on transparency, accountability, professionalization and corporate social responsibility for enhancing shareholders' value and contributing to society at large.

#### **4.13 Human Resources/ Employee Relations**

- a) Directors and Senior Management Personnel should strive for causing the Company to maintain cordial employee relations.
- b) Executive Directors and Senior Management Personnel should cause the Company to build competency- based human resource systems and maintain human resources policy that has been directed at managing the growth of the organization efficiently.
- c) Executive Directors and Senior Management Personnel should assist the Company in further aligning its human resource policies, processes and initiatives to meet its business needs.

#### **4.14 Respect for the Individual**

- a) The Company's vision is based on inspiring and developing outstanding people. This will only be possible in an environment where we all respect the rights of those around us.
- b) Executive Directors and Senior Management Personnel should ensure that:
  - (i) Subject to compliance with applicable laws regarding positive discrimination, individuals in all aspects of employment are not discriminated against on the basis of race, religion, color, age, disability, gender, sexual orientation or marital status, and the sole criterion for recognition within the Company be that of work performance.

- (ii) Racial, sexual or any other kind of harassment is not tolerated within the Company.
- (iii) Personal beliefs of individuals are respected and that Company specifically disassociates itself from any activity, which challenges our commitment to cultural diversity and equal opportunities.

**4.15 Health, safety and environment**

- (a) Executive Directors and Senior Management Personnel should cause the Company to strive to provide a safe and healthy working environment and comply, in the conduct of the business affairs of the Company, with all regulations regarding the preservation of the environment of the territory it operates in. The Company should be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment in accordance with the applicable laws.
- (b) Executive Directors and Senior Management Personnel should ensure that the Company adopts most efficient energy management system, prevention of energy waste and utilization of natural resources in all plants.

**4.16 Quality of products and services**

Executive Directors and Senior Management Personnel should ensure that the Company is committed to supply products and services of the highest quality standards backed by efficient after-sales service consistent with the requirements of the customers to ensure their total satisfaction. Executive Directors and Senior Management Personnel should cause the Company to strive towards proper application and adoption of Service Quality Standards.

**4.17 Shareholders**

Directors and Senior Management Personnel shall be committed to enhance shareholder value and in ensuring that the Company complies with all regulations and laws that govern shareholders' rights. Directors and Senior Management Personnel should cause the Board to duly and fairly inform its shareholders about all relevant aspects of the Company's business and disclose such information in accordance with the respective regulations and agreements.

**5. AFFIRMATION OF THE CODE**

- 5.1 All Directors and Senior Management Personnel should sign the acknowledgment form and return the form to the Compliance Officer indicating that they have received, read and understood and agree to comply with the Code.
- 5.2 All Directors and Senior Management Personnel shall affirm compliance with the Code on an annual basis, within 30 days of close of every financial year to the Compliance Officer.

**6. COMPLIANCE OFFICER**

The Company Secretary shall act as compliance officer for the purpose of the Code, who shall be available to Directors and Senior Management Personnel to help them to comply with the code.

**7. VIOLATION OF CODE**

It shall be the duty of Directors and Senior Management Personnel to help the enforcement of the Code and any breach if communicated / noticed is to be reported to the Board. In case of breach of this Code by Directors and Senior Management Personnel, the same shall be considered by the Board for initiating appropriate action including disciplinary action such as termination of employment, suspension and/ or penalty, as deemed necessary.

**8. COMPLIANCE WITH THE CODE**

- (a) The Code does not specifically address every potential form of unacceptable conduct and it is expected that the Directors/ Senior Management Personnel will exercise good judgment in compliance with the principles set out in the Code. Directors and the Senior Management Personnel have a duty to avoid any circumstances that would violate the letter or spirit of the Code.
- (b) In case of any doubt as to the course of action to be taken, it may be considered as to whether the action would be legal, ethical and whether it would cause a negative perception of the Company.

**9. AMENDMENT**

The provisions of this Code can be amended/ modified by the Board from time to time and all such amendments/ modifications shall take effect from the date stated therein. All Directors and Senior Management Personnel shall be duly informed of such amendments and modifications.

**10. WEBSITE**

Pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and all other applicable norms, this Code and any amendments thereto shall be posted on the website of the Company: [www.sicapital.co.in](http://www.sicapital.co.in).

**Annexure – 6**

**PARTICULARS OF EMPLOYEES**

Particulars of Remuneration of Directors and Employees pursuant to Section 197(12) of the Companies (Appointment and Remuneration) Rules, 2014

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2015-16:

S.I. No	Names	Ratio
1	Ms. Mary Rodrigues	0.93:1
2	Mr. Vettath Abraham Kurian	0.03:1
3	Mr. Sanjay Arjundass Wadhwa	0.02:1
4	Mr. Ranjith Matthan	0.02:1
5	Mr. Krishnapillai Sethuraman	0.03:1

During the year the Non- Executive Directors received only the sitting fees as remuneration.

- (ii) Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive officer, Company Secretary or manager if any in the financial year 2015-16:

There is no such increase for any of the aforementioned people.

- (iii) Percentage increase in the median remuneration of employees in the financial year 2015-16:

There is no such increase for any of the aforementioned people.

- (iv) The number of permanent employees on the rolls of Company : 6

- (v) Comparison of the remuneration of the KMP against the performance of the Company:

KMP's Remuneration 2015-16 Rs.	% Increase / (Decrease) in KMP's Remuneration (2015-16) against 2014-15	Sales 2015-16 Rs.	% increase in sales (2015-16) against 2014-15
6,04,000	all appointed March 2015	84311568	21.87%

- (vi) Variations in Market Capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in market quotations of the shares of the company in comparison to the rate at which the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year:

These details are not available as the public trading of the shares is now under suspension.

- (vii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial

**S.I. Capital & Financial Services Ltd., Chennai**

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

KMP's Name & Designation	Cost to Company for 2015-16 ( In Rs.)	% Increase / (Decrease) in Cost to Company (2015-16 against 2014-15)	Sales for 2015-16	% Increase in sales (2015-16 against 2014- 15)
Ms. Mary Rodrigues – Managing Director	120000	Appointed on March 2015	843,11,568	21.87%
Ms. M. Dhanalakshmi – Chief Financial Officer	276000	Appointed on March 2015		
Ms. Sai Girija Srikanth Company Secretary	128000	upto November 2015		
Ms. Liya Antony – Company Secretary	80000	Appointed on December 2015		

Note: The appointment of KMPs were made during March, 2015, hence no comparison is provided.

(viii) The key parameters for any variable component of remuneration availed by the directors:

The Directors are not getting any variable compensation other than the sitting fees for the board meetings attended.

(ix) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

S.I. No	Name of the Director	Ratio
1	Mary Rodrigues	0.43:1

(x) We affirm that the remuneration paid to Directors, Key Managerial Personnel and employees is as per the remuneration policy approved by the Board of Directors of the Company.

(xi) Statement of employees receiving remuneration not less than five lakhs rupees per month: Nil

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

Sd/-

**Mary Rodrigues**  
Managing Director  
DIN: 01778843

Sd/-

**Ranjith Matthan**  
Director  
DIN: 00968445

Date : 27<sup>th</sup> July 2016

Place : Chennai



## INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS

To The Members of

### SI CAPITAL & FINANCIAL SERVICES LIMITED, CHENNAI

1. I have audited the accompanying financial statements of SI Capital & Financial Services Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2016, 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

2. The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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 the 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors Responsibility

3. My responsibility is to express an opinion on these financial statements based on my audit.
4. I have taken into account the provisions of the Act, the accounting standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. I conducted my audit in accordance with the Standards on Auditing specified under section 143(10) of the Act and other applicable pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and 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 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 systems over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by company's directors, as well as evaluating the overall presentation of the financial statements.
7. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the financial statements.

**Opinion**

8. In my opinion and to the best of my information and according to the explanations given to me, 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 March 31, 2016 and its profit and loss and its cash flows for the year ended on that date:

**Report on Other Legal and Regulatory Requirements**

9. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (the "Order"), and on the basis of such checks of the books and records of the company as I considered appropriate and according to the information and explanations given to me, I give in the Annexure A, a statement on the matters specified in paragraph 3 and 4 of the Order.
10. As required by section 143(3) of the Act, I report that:
- a. I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit;
  - b. in my opinion proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books;
  - c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - d. In my opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. on the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164(2) of the act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure B.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to me:
    - 1) The Company has no pending litigation on its financial position in its financial statement.
    - 2) The Company did not have any material foreseeable losses relating to long term contracts including derivative contracts.
    - 3) There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.

Place : Chennai  
Date : 27.05.2016

Sd/-  
A M Thomas  
Chartered Accountants  
Membership No.022119

**ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of SI Capital & Financial Services Limited on the Financial Statements for the year ended 31st March 2016)

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
(b) According to the information and explanation given to me, all the fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in my opinion, provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanation given to me, no material discrepancies were noticed on such verification.  
(c) According to the information and explanation given to me and on the basis of my examination of the records of the Company the title deeds of immovable property are held in the name of the Company.
2. (a) As explained to me, the inventories were physically verified during the year by the Management. In my opinion the frequency of the verification is reasonable  
(b) In my opinion and according to the information and explanation given to me, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.  
(c) In my opinion and according to the information and explanations given to me, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification and the same have been properly dealt with in the books of account.
3. As informed, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore the provisions of Clause 3(iii), iii(a), iii(b) and iii(c) of the said order are not applicable to the company.
4. The Company has not granted any loans or provided any guarantees or security to the parties covered under section 185. In my opinion, and according to the information and explanations given to me, the Company has complied with the provisions of section 186 of the Companies Act, 2013 in respect of investments made by it.
5. In my opinion and according to the information and explanations given to me, the Company has not accepted deposits from the public during the year.
6. In my opinion and according to the information and explanations given to me, the Central Government has not prescribed the maintenance of cost records under Section 148 (1) of the Companies Act, 2013 for the activities of the Company.
7. According to the information and explanations given to me, in respect of statutory dues:
  - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Valued Added Tax and other material statutory dues applicable to it with the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Valued Added Tax and other material

statutory dues in arrears as at March 31, 2016 for a period of more than six months from the date they became payable.

- (c) According to the information and explanation given to me, there are no dues in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Valued Added Tax that have not been deposited with the appropriate authorities on account of any dispute.
- (d) According to the information and explanations given to me, no amount is required to be transferred to investor Education and Protection Fund in accordance with the relevant provisions for the Companies Act, 1956, and the rules made there under.
8. As the Company does not have any loans or borrowings from any financial institution, banks, government nor has it issued any debentures as at the Balance Sheet date, the provisions of clause 3(viii) of the Order are not applicable.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instrument) and term loans during the year. Accordingly, paragraph 3(ix) of the Order are not applicable.
10. During the course of my examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to me, I have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, not have I been informed of any such case by the management
11. According to the information and explanation given to me and based on my examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
12. In my opinion and according to the information and explanations given to me, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order are not applicable.
13. The Company has entered into transactions with related parties in compliance with the provisions of sections 177 and 188 of the Act. The detail of such related party transaction have been disclosed in the financial statements as required under Accounting Standard 18, Related Party Disclosures specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rule, 2014.
14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company.
15. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
16. The Company was registered as Non Deposit Accepting Non-Banking Financial Company. The Company is registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Place : Chennai  
Date : 27.05.2016

Sd/-  
A M Thomas  
Chartered Accountants  
Membership No.022119

## **ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of SI Capital & Financial Services Limited. on the financial statements for the year ended 31 March 2016)

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

1. We have audited the internal financial controls over financial reporting of SI Capital & Financial Services Limited ("the Company") as of March 31, 2016 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**

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

3. 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. 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.
5. 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**

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

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

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

**Opinion**

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

Place : Chennai  
Date : 27.05.2016

Sd/-  
A M Thomas  
Chartered Accountants  
Membership No.022119

**BALANCE SHEET AS AT 31st MARCH 2016**

Amount in Rs.

	Note No.	31.03.2016	31.03.2015
<b>I. EQUITY AND LIABILITIES :</b>			
i) Share Holders' Funds			
a) Share Capital	3	30,000,000.00	30,000,000.00
b) Reserves and Surplus	4	(7,453,850.46)	(3,188,087.26)
		22,546,149.54	26,811,912.74
ii) Non-Current Liabilities			
a) Long Term Provisions	5	394,257.13	367,857.82
		394,257.13	367,857.82
iii) Current Liabilities			
a) Other Current Liabilities	6	-	8,323.00
b) Short Term Provisions	7	192,566.00	134,752.00
		192,566.00	143,075.00
<b>Total Equity &amp; Liabilities</b>		<b>23,132,972.67</b>	<b>27,322,845.56</b>
<b>II. ASSETS</b>			
i) Non-Current Assets			
a) FIXED ASSETS			
Tangible Assets	8	7,794,827.08	7,432,593.73
b) Non current Investments	9	101,000.00	1,048,195.00
c) Deferred tax Asset (Net)	10	768,696.14	787,645.14
d) Long Term Loans & Advances	11	81,059.00	81,059.00
		8,745,582.22	9,349,492.87
ii) Current Assets			
a) Current Investments	12	9,215,493.11	7,066,712.70
b) Inventories	13	4,881.36	13,901.31
c) Trade receivables	14	-	2,517,975.16
d) Cash and Cash Equivalent	15	2,894,621.79	1,752,562.52
e) Short term Loans & Advances	16	2,170,521.19	6,315,681.00
f) Other current assets	17	101,873.00	306,520.00
		14,387,390.45	17,973,352.69
<b>Total Assets</b>		<b>23,132,972.67</b>	<b>27,322,845.56</b>

Accounting policies and Notes forming part of the financial statements.

For and on behalf of the Board

As per our separate report of even date

Sd/-  
V.A Kurien  
Director  
DIN: 01778831

Sd/-  
Mary Rodrigues  
Managing Director  
DIN: 01778873

Sd/-  
Liya Antony  
Company Secretary

Sd/-  
A M Thomas  
Chartered Accountants  
Membership No.022119

Place : Chennai  
Date : 27.05.2016

Sd/-  
Ranjth K Matthan  
Independent Director  
DIN: 00968445

Sd/-  
Sanjay Arjundas Wadhwa  
Director  
DIN: 00203083

Sd/-  
M Dhanalakshmi  
Chief Financial Officer

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH 2016.**

Amount in Rs.

PARTICULARS	Note No.	31.03.2016	31.03.2015
<b>I. INCOME :</b>			
Revenue from operations	18	715,806.10	637,771.91
Other Income	19	1,625,312.53	2,338,114.85
<b>Total Revenue</b>		<b>2,341,118.63</b>	<b>2,975,886.76</b>
<b>II. EXPENSES :</b>			
Employee benefit expenses	20	1,347,846.94	1,159,511.00
Financial cost	21	38,323.56	26,212.29
Provisions and Contingencies	5	4,591.31	15,019.41
Depreciation	8	207,815.81	325,646.22
Other Administrative expenses	22	4,055,200.58	1,523,634.37
<b>Total Expenses</b>		<b>5,653,778.20</b>	<b>3,050,023.29</b>
Profit/Loss before exceptional and extraordinary items and tax		(3,312,659.57)	(74,136.53)
Exceptional Items	23	947,195.00	-
Profit/Loss before extraordinary items and tax		(4,259,854.57)	(74,136.53)
Extraordinary Items		-	-
Profit/Loss before tax		(4,259,854.57)	(74,136.53)
Less: Transfer to Special Reserve		-	-
		(4,259,854.57)	(74,136.53)
Tax Expenses :			
Current Tax		-	-
Deferred Tax Liability		18,949.00	7,517.00
Profit/Loss for the year		(4,278,803.57)	(81,653.53)
Earnings Per Equity Share			
Basic		(1.43)	(0.03)
Diluted		(1.43)	(0.03)

Accounting policies and Notes forming part of the financial statements.

For and on behalf of the Board

As per our separate report of even date

Sd/-  
V.A Kurien  
Director  
DIN: 01778831

Sd/-  
Mary Rodrigues  
Managing Director  
DIN: 01778873

Sd/-  
Liya Antony  
Company Secretary

Sd/-  
A M Thomas  
Chartered Accountants  
Membership No.022119

Place : Chennai  
Date : 27.05.2016

Sd/-  
Ranjth K Matthan  
Independent Director  
DIN: 00968445

Sd/-  
Sanjay Arjundas Wadhwa  
Director  
DIN: 00203083

Sd/-  
M Dhanalakshmi  
Chief Financial Officer



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2016.**

	As on 31.03.2016		As on 31.03.2015	
<b>A. Cash Flow From Operating Activities</b>				
Net Profit / (Loss) Before Tax & Extraordinary items		(4,259,854.57)		(74,136.53)
Add: Depreciation	207,815.81		325,646.22	
Loss on Sale of Motor Car	78,541.21		234,596.65	
Unquoted investments for earlier years w/off	947,195.00		-	
Excess provision for Income Tax written back	4,816.00	1,238,368.02	811.00	561,053.87
		(3,021,486.55)		486,917.34
Less: Profit on Redemption of Mutual Funds	686,482.84		984,039.79	
Income tax for earlier years w/off	-		43.00	
Advances irrecoverable written off	-		-	
Interest received	931,100.69		1,347,697.56	
Dividend received	7,729.00	1,625,312.53	6,377.50	2,338,157.85
Operating Profit Before Working Capital Changes		(4,646,799.08)		(1,851,240.51)
Changes In Working Capital				
Add: Decrease in Current Assets/Non current Assets	6,876,801.92		652,996.27	
Add: Increase in Current Liabilities / Non Current Liabilities	75,890.31	6,952,692.23	(1,551,257.59)	(898,261.32)
		2,305,893.15		(2,749,501.83)
Less: Provision for Taxation		-		-
Net Cash from Operating Activities		2,305,893.15		(2,749,501.83)
<b>B. Cash Flow From Investing Activities</b>				
Sale of Investments	7,437,702.43		11,138,137.76	
Sale of Fixed Assets	190,476.00		350,000.00	
Interest Received	931,100.69		1,347,697.56	
Dividend Received	7,729.00	8,567,008.12	6,377.50	12,842,212.82
Less : Purchase of Fixed Assets	830,842.00		38,000.00	
Purchase of Mututal Fund	8,900,000.00	9,730,842.00	9,825,630.67	9,863,630.67
<b>Net Cash from Investing Activities</b>		(1,163,833.88)		2,978,582.15
<b>C. Cash Flow from Financing Activities</b>				
Decrease in Secured Loans	Nil		Nil	
Increase in Secured Loans	Nil		Nil	
Decrease in Unsecured Loans	Nil		Nil	
Increase in Unsecured Loans	Nil		Nil	
Less : Decrease in bank borrowings	Nil		Nil	
Interest on Loans	Nil	Nil	Nil	Nil
Net Cash from Financing Activities		Nil		Nil

**S.I. Capital & Financial Services Ltd., Chennai**

	<b>As on 31.03.2016</b>		<b>As on 31.03.2015</b>	
<b>D. Net Increase/(Decrease in) Cash &amp; Cash Equivalents</b> (A + B + C) or (F - E )		1,142,059.27		229,080.32
<b>E. Cash &amp; Cash Equivalent at the start of the year</b>		1,752,562.52		1,523,482.20
<b>F. Cash &amp; Cash Equivalent at the end of the year</b>		2,894,621.79		1,752,562.52
		1,142,059.27		229,080.32

**NOTES :**

- The above Cash Flow statement has been prepared by using Indirect Method as per Accounting Standard 3 - Cash Flow Statement issued by the Institute of Chartered Accountants of India.
- Previous year's figures have been regrouped/rearranged wherever necessary to conform to current year's presentation

For and on behalf of the Board

As per our separate report of even date

Sd/-  
V.A Kurien  
Director  
DIN: 01778831

Sd/-  
Mary Rodrigues  
Director  
DIN: 01778843

Sd/-  
Sanjay Arjundas Wadhwa  
Director  
DIN: 00203083

Place : Chennai  
Date : 27.05.2016

The Board of Directors  
S.I. CAPITAL & FINANCIAL SERVICES LTD., Chennai

I have examined the attached cash flow statement of S.I. Capital & Financial Services Ltd., for the year ended 31.03.2016. The statement has been prepared by the company in accordance with the requirement of listing agreement clause 32 with the stock exchanges and is based on and in agreement with the corresponding Statement of Profit & Loss and Balance Sheet of the company by my report of 27.05.2016 to the members of the company.

As per our separate report of even date.

Place : Chennai  
Date : 27.05.2016

Sd/-  
A M Thomas  
Chartered Accountant  
Membership No. 022119

**Note: 21 - Notes forming part of the financial statements for the year ended 31st March 2016**

**1. CORPORATE INFORMATION**

SI Capital & Financial Services Limited is a public company incorporated in the State of Tamilnadu, India and regulated by the Reserve Bank of India as money changer company, Non Banking Finance Company (NBFC).

The company has been engaged mainly in the following businesses :

- a. Money Changer
- b. Long/Medium Term Loans
- c. Lease Finance
- d. Hire Purchase and dealing in stocks and securities

**2. SIGNIFICANT ACCOUNTING POLICIES**

**1 Basis of Preparation**

The financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under section 133 of the Companies Act, 2013. read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 2013 ("the Act"), and guidelines issued by the Securities and Exchange Board of India (SEBI) / RBI. as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

**2 Inter Branch Transfers**

Inter Branch Transfers of currency are at cost.

**3 Valuation of Inventories**

Currencies in stock are valued at cost.

**4 Use of Estimates**

The preparation of financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the reporting period like provision for employee benefit provisioning for receivables, provision for credit enhancement for assets de-recognised, net realizable value of repossessed assets, useful lives of fixed assets. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results may vary from these estimates.

**5 Provision, Contingencies Liabilities & Assets**

Provisions are recognised only when the Company has present or legal or constructive obligations as a result of past events, for which it is probable that an outflow of economic benefit will be

required to settle the transaction and a reliable estimate can be made for the amount of the obligation. Contingent liability is disclosed for (i) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are not recognised in the financial statements.

A contingent provision against standard assets has been created at 0.25% of the outstanding standard assets in terms of the RBI circular Ref. No.DNBS(PD) CC No.225/03.02.001/ 2011-12 dated July 1,2011.

## **6 Fixed Assets and Depreciation**

### **a. Fixed Assets :**

Tangible fixed assets acquired by the company are reported at acquisition cost, with deductions for accumulated depreciation and impairment losses, if any.

The acquisition value includes the purchase price to the asset to bring it to the site and in the working condition for its intended use.

### **b. Depreciation**

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost less its estimated residual value.

Depreciation on tangible fixed assets is provided using the written down value method in accordance with the useful life prescribed in Schedule II to the Companies Act, 2013.

## **7 Investments**

Investments which are readily realisable and intended to be held for not more than one year from the date on which such investments are made are classified as current investments in accordance with the RBI guidelines and Accounting Standard 13 on "Accounting for investments" as notified under the Companies (Accounting Standards) (Amendment) Rules, 2011. Current investments also include current maturities of long-term investments.

### Non Current Investments

Long term investments are stated at cost. Provision for diminution is made to recognise a diminution, other than temporary, in the value of such investments.

### Current Investments :

Current investments are stated at the lower of cost and the market value, determined on an individual investment basis.

## **8 Loans**

In accordance with the RBI guidelines, all loans are classified under any of four categories i.e (i) standard assets (ii) sub-standard assets (iii) doubtful assets and (iv) loss assets.

**9 Revenue Recognition**

Interest on loans and advances are recognised on accrual basis. In respect of loans under litigation, it is the company's policy to recognise interest on realisation basis.

**10 Retirement Benefits**

Contribution to Provident Fund is funded as a percentage of salary. Adequate provisions have been made in the accounts for the liability for Gratuity of employees.

**11 Impairment of Assets**

The company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the assets belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date, there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

**12 Cash and Cash Equivalents**

Cash and Cash Equivalents for the purpose of the cash flow statement comprises of cash on hand, cash in bank, fixed deposits and other short term highly liquid investments with an original maturity of three months or less, that are readily convertible into known amount of cash and which are subject to an insignificant risk of exchange in value.

**13 Cash Flow Statement**

Cash Flows are reported using the indirect method whereby cash flows from operating, investing and financing activities of the Group are segregated and profit before tax is adjusted for the effects of transactions of non - cash nature and any deferrals or accruals of past or future cash receipts or payments.

## NOTES FORMING PART OF FINANCIAL STATEMENT FOR 2015 - 2016.

	31.03.2016	31.03.2015
<b>NOTE NO. 3</b>		
AUTHORISED CAPITAL		
35,00,000 equity shares @ Rs.10/- each	35,000,000.00	35,000,000.00
ISSUED, SUBSCRIBED & PAID UP CAPITAL		
Issued & Subscribed and paidup fully 30,00,000 equity shares @ Rs.10/- each	30,000,000.00	30,000,000.00

**Reconciliation of number of equity shares and share capital**

	Number of Equity Shares	Amount in Rs.	Number of Equity Shares	Amount in Rs.
At the beginning of the year	3,000,000	30,000,000.00	3,000,000	30,000,000.00
Add : Issued during the year	Nil	Nil	Nil	Nil
Outstanding at the end of the year	3,000,000	30,000,000.00	3,000,000	30,000,000.00

Disclosures :

All the equity shares carry equal rights and obligations rights including for dividend and with respect to voting rights.

Details of Shareholders holding more than 5% of the aggregate shares in the Company

<u>Name of the Shareholders</u>	<u>Number of Equity Shares</u>	<u>% of Ratio</u>	<u>Number of Equity Shares</u>	<u>% of Ratio</u>
Mr. V A Kurien	755,410	25.18	755,410	25.18
Mrs. Susie Abraham	151,100	5.04	151,100	5.04
Mr. Sanjay Arjundas Wadhwa	256,500	8.55	231,500	7.71
Southern Warehousing Co. Pvt Ltd	504,100	16.80	504,100	16.80

Note : No equity shares were allotted as fully paidup by way of bonus shares during the preceeding five years.

## NOTES FORMING PART OF FINANCIAL STATEMENT FOR 2015 - 2016.

<b><u>NOTE NO. 4</u></b>	<b>31.03.2016</b>	<b>31.03.2015</b>
Reserves and Surplus		
a. Special reserve		
Balance at the beginning of the year	1,015,039.60	1,015,039.60
Add: Special reserve for the year	-	-
Balance at the end of the year ----- (a)	<u>1,015,039.60</u>	<u>1,015,039.60</u>
b. Surplus (Profit & Loss account)		
Balance at the beginning of the year	(4,203,126.86)	(4,093,506.44)
Add : Excess provision of Income Tax w/back	4,816.00	811.00
Excess residual value on fixed assets w/back	8,224.37	
Profit/Loss for the year	<u>(4,278,803.57)</u>	<u>(81,653.53)</u>
	(8,468,890.06)	(4,174,348.98)
Less : Income Tax for earlier year w/off	-	43.00
Additional depreciation on fixed assets	-	28,734.88
Balance at the end of the year ----- (b)	<u>(8,468,890.06)</u>	<u>(4,203,126.86)</u>
Grand Total (a+b)	<u><b>(7,453,850.46)</b></u>	<u><b>(3,188,087.26)</b></u>

**NOTE NO. 5**

Long Term Provisions		
Gratuity Provision	338,538.00	316,730.00
Contingent Provision against Standard Assets	55,719.13	51,127.82
	<u><b>394,257.13</b></u>	<u><b>367,857.82</b></u>

**NOTE NO. 6**

Other Current Liabilities		
Service Tax payable	-	823.00
TDS Payable	-	7,500.00
	<u>-</u>	<u><b>8,323.00</b></u>

**NOTE NO. 7**

Short Term Provisions		
Provision for Employees Benefit		
Salary Payable	57,170.00	16,000.00
Bonus Payable	35,000.00	17,500.00
PF Payable	7,886.00	7,680.00

**Others**

Rent Payable	11,923.00	16,436.00
Sudhindran & Co.	-	76,770.00
A. M. Thomas	78,375.00	-
Interest Payable on late payment of TDS	-	225.00
Interest Payable on late payment of Service Tax	-	141.00
GNSA Infotech Ltd	<u>2,212.00</u>	<u>-</u>
	<u><b>192,566.00</b></u>	<u><b>134,752.00</b></u>

**NOTE NO.8**  
**FIXED ASSETS**

**DEPRECIATION SCHEDULE AS PER COMPANIES ACT FOR THE YEAR ENDED 31.03.2016**

Particulars	Gross Block			Depreciation				Net Block			
	As on 01.04.2015	Additions	Deletions	As on 31.03.2016	As on 01.04.2015	WDV Written off / back	On Assets sold	For the year	Upto 31.03.2016	As on 31.03.2016	As on 31.03.2015
<u>TANGIBLE</u>											
Land	6,791,663.50	-	-	6,791,663.50	-	-	-	-	-	6,791,663.50	6,791,663.50
Building	105,000.00	-	-	105,000.00	48,965.28	-	-	2,696.95	51,662.23	53,337.77	56,034.72
Plant & Machinery	973,120.19	-	-	973,120.19	940,027.53	(5,549.83)	-	4,498.02	938,975.72	34,144.47	33,092.66
Electrical Machinery	99,990.85	-	-	99,990.85	79,299.93	-	-	6,119.74	85,419.67	14,571.18	20,690.92
Air Conditioner	30,000.00	-	-	30,000.00	24,133.83	-	-	1,414.69	25,548.52	4,451.48	5,866.17
Canon Xerox	52,200.00	-	-	52,200.00	29,668.25	-	-	4,433.12	34,101.37	18,098.63	22,531.75
Furniture & Fixtures	969,651.15	-	-	969,651.15	898,433.99	-	-	8,191.52	906,625.51	63,025.64	71,217.16
Motor Car- Maruti Balenoh	-	830,842.00	-	830,842.00	-	-	-	19,853.11	19,853.11	810,988.89	-
Motor Car - Jetta	710,000.00	-	710,000.00	-	280,374.13	-	269,017.21	160,608.66	-	-	429,625.87
Computers & Accessories	408,076.00	-	-	408,076.00	406,205.00	(2,674.54)	-	-	403,530.46	4,545.54	1,871.00
<b>TOTAL</b>	<b>10,139,701.69</b>	<b>830,842.00</b>	<b>710,000.00</b>	<b>10,260,543.69</b>	<b>2,707,107.94</b>	<b>(8,224.37)</b>	<b>269,017.21</b>	<b>207,815.81</b>	<b>2,465,716.59</b>	<b>7,794,827.08</b>	<b>7,432,593.73</b>
Previous Year :	10,839,712.69	38,000.00	738,011.00	10,139,701.69	2,506,141.21	28,734.88	153,414.35	325,646.22	2,707,107.94	7,432,593.73	8,333,571.48



## NOTES FORMING PART OF FINANCIAL STATEMENT FOR 2015 - 2016.

	31.03.2016	31.03.2015
<b><u>NOTE NO. 9</u></b>		
<u>Non Current Investments</u>		
<u>Investment in Equity Instruments</u>		
<u>Quoted:</u>		
Sambandam Spinning Mills Ltd	45,000.00	45,000.00
Sri Nachammai Cotton Mills Ltd.	56,000.00	56,000.00
<u>Un Quoted:</u>		
Laser Diamond Ltd	-	229,000.00
Saravana Estates & Plantation Ltd	-	200,000.00
SI Property Development Limited	-	43,195.00
Skandam Farms & Plantations Ltd.	-	470,000.00
Thambi Modern Spinning Mills Ltd	-	5,000.00
	101,000.00	1,048,195.00
<b><u>NOTE NO. 10</u></b>		
<u>Deferred Tax Asset (Net)</u>		
Depreciation as per Companies Act	207,815.81	325,646.22
Depreciation as per as per Income Tax Act	212,331.20	208,393.72
Timing Defferance	4,515.39	117,252.50
Deferred Tax Asset/Liability on the above @ 30.90 %	1,395.00	36,231.00
<u>Deferred Tax Liability For The Year</u>		
Provision for Bonus	35,000.00	17,500.00
Provision for Gratuity	21,808.00	124,079.00
	56,808.00	141,579.00
Deferred Tax Liability for the year @ 30.90% on the above	17,554.00	43,748.00
Net Deferred Tax Liability to be taken to P& L Account	18,949.00	7,517.00
<u>Summary :</u>		
Deferred Tax Asset as per Last Year Balance Sheet	787,645.14	795,162.14
Deferred Tax Liability as per Current Year	18,949.00	7,517.00
Net Deferred Tax Asset (Net)	768,696.14	787,645.14
<b><u>NOTE NO. 11</u></b>		
<u>Long Term Loans &amp; Advances</u>		
<u>i) Security Deposit</u>		
a) Unsecured, considered Good :		
Telephone Deposit	35,139.00	35,139.00
Rent Deposit	45,920.00	45,920.00
	81,059.00	81,059.00

## NOTES FORMING PART OF FINANCIAL STATEMENT FOR 2015 - 2016.

	31.03.2016	31.03.2015
<b><u>NOTE NO. 12</u></b>		
<u>Current Investments</u>		
<u>Investment in Mutual Funds</u>		
HDFC Corporate Debt Opportunities Fund	2,306,712.70	2,306,712.70
Birla Sunlife Frontline Equity Fund	1,000,000.00	1,000,000.00
ICICI Prudential Dynamic Plan	-	1,000,000.00
ICICI Prudential Focused Bluechip Equity Fund	-	1,000,000.00
Reliance Money Manager Fund Growth	2,308,780.41	1,760,000.00
SBI Magnum Blue Chip Fund-Regular Plan-Growth	1,600,000.00	-
SBI Magnum Midcap Fund-Regular Plan-Growth	500,000.00	-
Sundaram S.M.I.L.E Fund Regular Plan Growth	1,500,000.00	-
	<u>9,215,493.11</u>	<u>7,066,712.70</u>
Total market value of the above investments as on 31.03.2016 is Rs. 94,79,121/-		
<b><u>NOTE NO.13</u></b>		
<u>Inventories</u>		
Stock-in-trade	4,881.36	13,901.31
	<u>4,881.36</u>	<u>13,901.31</u>
<b><u>NOTE NO.14</u></b>		
<u>Trade Receivables</u>		
<u>1. Outstanding for more than six months</u>		
a) Unsecured, considered Good	-	2,517,975.16
2. Others	-	-
	<u>-</u>	<u>2,517,975.16</u>
<b><u>NOTE NO.15</u></b>		
<u>Cash and Bank Balance</u>		
<u>Cash and cash equivalents</u>	404,331.98	21,970.03
1. Cash in hand		
2. Cash at Banks		
i. Bank balance in Current Accounts	690,289.81	930,592.49
ii. In Deposit account	1,800,000.00	800,000.00
Karnataka Bank	<u>2,894,621.79</u>	<u>1,752,562.52</u>

## NOTES FORMING PART OF FINANCIAL STATEMENT FOR 2015 - 2016.

	31.03.2016	31.03.2015
<b>NOTE NO.16</b>		
<u>Short Term Loans &amp; Advances</u>		
<u>1. Loans &amp; Advances from related parties</u>		
<u>a) Secured considered Good :</u>		
Advance to Associate concerns	-	429,440.26
<u>2. Others</u>		
i) (Advance recoverable in cash or in kind or for value to be considered good)		
a) <u>Secured Considered Good</u> :	[See note (a)] 1,034,721.67	4,840,511.00
b) <u>Unsecured Considered good</u> :	[See note (a)] 801,802.44	737,813.66
c) <u>Doubtful</u>	[See note (a)] -	-
	<u>1,836,524.11</u>	<u>6,007,764.92</u>
Less: Provision for Doubtful debts	-	-
	<u>1,836,524.11</u>	<u>6,007,764.92</u>
ii) <u>Advance Income Tax / Refund Due</u>	<u>333,997.08</u>	<u>307,916.08</u>
	<u>2,170,521.19</u>	<u>6,315,681.00</u>
(a)The classification of loans under the RBI guidelines is as under :		
(i) Standard assets	1,836,524.11	6,007,764.92
(ii) Sub-standard assets	-	-
(iii) Doubtful assets	-	-
(iv) Loss assets	-	-
	<u>1,836,524.11</u>	<u>6,007,764.92</u>
<b>NOTE NO. 17</b>		
<u>Other Current Assets</u>		
Interest accrued on fixed deposit	71,347.00	26,520.00
Prepaid Insurance	21,650.00	-
Interest Receivable	8,876.00	280,000.00
	<u>101,873.00</u>	<u>306,520.00</u>

## NOTES FORMING PART OF FINANCIAL STATEMENT FOR 2015 - 2016.

	31.03.2016	31.03.2015
<b>NOTE NO. 18</b>		
<u>Revenue from operations</u>		
Total Sales	84,311,568.93	69,179,784.37
Service Charges Received	-	25,662.94
Commission Received	-	4,520.00
Add: Closing Stock	4,881.36	13,901.31
Sub-Total (a)	<u>84,316,450.29</u>	<u>69,223,868.62</u>
Opening Stock	13,901.31	4,499.14
Purchase of Currency	28,879,928.60	37,012,341.71
Encashment of Cheque	54,706,814.28	31,569,255.86
Sub-Total (b)	<u>83,600,644.19</u>	<u>68,586,096.71</u>
Grand Total (a+b)	<u>715,806.10</u>	<u>637,771.91</u>
<b>NOTE NO. 19</b>		
<u>Other Income</u>		
Interest received on loans	802,331.69	1,277,925.56
Interest from bank on deposits	127,836.00	69,772.00
Interest received on Income tax refund	933.00	-
Dividend received on Shares	7,729.00	6,377.50
Profit on Redemption of Mutual Funds	686,482.84	984,039.79
	<u>1,625,312.53</u>	<u>2,338,114.85</u>
<b>NOTE NO. 20</b>		
<u>Employee benefit expenses</u>		
Employee Cost (Salaries,allowances and others)	1,102,800.00	949,060.00
Director Remuneration	120,000.00	-
Bonus	39,620.00	28,350.00
Gratuity	21,808.00	124,079.00
Provident Fund	50,280.00	41,155.00
Staff Welfare	13,338.94	16,867.00
	<u>1,347,846.94</u>	<u>1,159,511.00</u>
<b>NOTE NO. 21</b>		
<u>Finance cost</u>		
Interest Paid on Service Tax	5,000.00	141.00
Interest Paid on TDS	-	495.00
Interest Paid on NSDL Charges	205.00	-
Bank Charges	33,118.56	25,576.29
	<u>38,323.56</u>	<u>26,212.29</u>

## NOTES FORMING PART OF FINANCIAL STATEMENT FOR 2015 - 2016.

	31.03.2016	31.03.2015
<b><u>NOTE NO. 22</u></b>		
<b><u>ADMINISTRATIVE EXPENSES</u></b>		
Rent	201,206.00	197,232.00
Rates & Taxes	10,168.00	6,739.00
Electricity Charges	51,284.00	63,003.00
Postage & Telegram	2,041.00	4,593.00
Telephone Charges	61,095.06	53,745.00
Printing & Stationery	22,805.10	19,966.22
Travelling Expenses	38,505.00	204,661.00
Conveyance Expenses	17,730.00	28,751.50
Repairs and Maintenance	22,000.00	2,950.00
Vehicle Maintenance	25,020.00	86,673.00
Office Maintenance	10,247.00	12,661.00
Property Maintenance	98,851.00	41,573.00
Annual Maintenance Charges	9,390.00	20,223.00
Other Administrative Expenses	33,295.05	-
AGM & Publishing Expenses	187,985.00	100,914.00
Insurance Charges	7,705.00	27,400.00
Inspection Charges	-	13,371.00
Listing & Filing Fee	269,120.00	134,160.00
NSDL Charges	15,855.00	6,809.00
BSE Charges	-	28,090.00
Sitting Fees	17,000.00	25,000.00
Share transfer fee	18,612.00	38,186.00
Loss on Sale of Motor Car	78,541.21	234,596.65
Professional & Legal Charges	252,895.00	88,067.00
Bad debts written off	2,517,975.16	-
Audit fees	85,875.00	84,270.00
	<u>4,055,200.58</u>	<u>1,523,634.37</u>
<b><u>NOTE NO. 23</u></b>		
<b><u>Exceptional Items</u></b>		
Unquoted investments	<u>947,195.00</u>	<u>-</u>

**NOTE 24: Notes forming part of the financial statements for the year ended 31st March 2016**

**B. NOTES TO ACCOUNTS:**

**14** Land shown in fixed assets is at Thevara, Cochin is on co-ownership basis with M/s. Green Meadows Holiday Resorts Pvt. Ltd on equal co-ownership.

**15** The balance in various accounts in current / non current liabilities are subject to confirmation and reconciliation. They have been shown as per values appearing in the books of accounts.

**16** Current / Non Current Loans and Advances are subject to confirmation. The secured loans are sufficiently covered by securities.

**17** Related Parties disclosure as per Accounting Standard 18:

a) List of Parties - Directors, Group concerns and Associates.

- i) Southern Warehousing Company Pvt Ltd
- ii) Mary Rodrigues

b) Related Party Transactions: 31.03.2016 31.03.2015

- i) Salary Paid to  
Mrs. Mary Rodrigues 120,000.00 Nil
- ii) Rent Paid to  
Mrs. Mary Rodrigues 78,000.00 78,000.00

	Amount o/s as on	Maximum amount of transaction	Amount o/s as on	Maximum amount of transaction
Name of the Associate Concerns	31.03.2016	during the year	31.03.2015	during the year
i) Southern Warehousing Company Pvt Ltd., (Hire Purchase Loan)	Nil	441,396.00	429,440.26	1,345,000.00

**18 Segment Reporting:**

The Principal business of the company is dealing in foreign currency. Though the company has earned income from other sources in the form of dividend on investments, interest and profit on redemption of mutual funds, the percentage of other business income does not exceed 10% of the gross turnover of the principal business, and as such no segment reporting has been made.

**19 Earning per Share:**

Basic and Diluted	31.03.2016	31.03.2015
Weighted Average No. of Shares outstanding (Nos.)	3,000,000.00	3,000,000.00
Net Profit / (Loss) in Rupees	(4,278,803.57)	(81,653.53)
Earning Per Share	(1.43)	(0.03)
Nominal value of Share	Rs. 10/-	Rs. 10/-

**20 Taxation**

**Income Tax:**

As the taxable income for the year gets adjusted against brought forward losses of earlier years, there is no tax liability during the current year.

**Deferred Tax:**

The deferred tax for timing differences is accounted for using the tax rates and laws that have been substantively enacted as of the balance sheet date. Deferred tax asset arising from timing differences are recognised to the extent there is reasonable certainty that these would be realised in future. Consequently, Deferred tax asset on business loss carried forward has not been created.

**Deferred Tax Asset**

Opening Balance		787,645.14
Deferred Tax for the year		
Depreciation as per Companies Act	207,815.81	
Depreciation as per Income Tax Act	212,331.20	
Timing Difference	4,515.39	
Deferred Tax Liability for the year @ 30.90% on the above		1,395.00
Provision for Bonus	35,000.00	
Provision for Gratuity	21,808.00	
	56,808.00	
Deferred Tax Liability for the year @ 30.90% on the above		17,554.00
Current year Deferred Tax Liability debited to P&L a/c		18,949.00
Net Deferred Tax Asset shown in the Balance Sheet		768,696.14

**21 Income from Forex Business Rs.7,15,806.10 has been arrived at as follows.**

	<b>31.03.2016</b>	<b>31.03.2015</b>
Income from Forex Business:	84,311,568.93	69,209,967.31
Sales of Currencies & Travellers Cheque	84,311,568.93	69,209,967.31
<u>Less:</u> Purchase of Currencies & Travellers Cheques, Service		
Charges paid	83,586,742.88	68,581,597.57
Sub Total - (a)	724,826.05	628,369.74
<u>Add:</u> Increase / ( Decrease) in Stock		
Closing Stock	4,881.36	13,901.31
<u>Less:</u> Opening Stock	13,901.31	4,499.14
Sub Total - (b)	(9,019.95)	9,402.17
TOTAL (a+b)	715,806.10	637,771.91

	<b>31.03.2016</b>	<b>31.03.2015</b>
<b>22 Managerial Sitting fee</b>		
Directors' Sitting fee	17,000.00	25,000.00
<b>23 Auditor's Remuneration:</b>		
As Audit fee	55,000.00	55,000.00
As Tax audit fee including service tax	30,875.00	29,270.00
Total	85,875.00	84,270.00

**24** The company has created a Special Reserve (20% of Profit) under section 45-IC of the RBI Act,1934 wherever applicable.

**25** The Schedule to the Balance Sheet of a non-banking financial company [as required in terms of paragraph 13 of Non-Banking Financial (Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank), Directions, 2007] is annexed.

**26 Trade receivable written off**

Bad debts represents amount of Rs.25.18 lakhs due from customers towards sale of currencies in earlier years. The directors have confirmed that inspite of best efforts taken by the company, there are no chances of recovery of these dues. Hence, the directors have decided to write off the same.

**27 Unquoted investments**

As there is no trade value for the investments in unquoted shares held by the company, the board decided to write off the same.

**28 Prior year Comparatives**

**Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classifications / disclosures.**

For and on behalf of the Board

As per our separate report of even date

Sd/-  
V.A Kurien  
Director  
DIN: 01778831

Sd/-  
Mary Rodrigues  
Managing Director  
DIN: 01778873

Sd/-  
Liya Antony  
Company Secretary

Sd/-  
A M Thomas  
Chartered Accountants  
Membership No.022119

Place : Chennai  
Date : 27.05.2016

Sd/-  
Ranjth K Matthan  
Independent Director  
DIN: 00968445

Sd/-  
Sanjay Arjundas Wadhwa  
Director  
DIN: 00203083

Sd/-  
M Dhanalakshmi  
Chief Financial Officer



**ANNEXURE - I**

Schedule to the Balance Sheet of a Non-Banking Financial Company  
[As required in terms of paragraph 13 of Non-Banking Financial (Deposit Accepting or Holding)  
Companies Prudential Norms (Reserve Bank) Directions, 2007]

(Rs. in lakhs)

	Particulars	Amount Outstanding	Amount Overdue
	<b>Liabilities Side :</b>		
(1)	Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid :		
	(a) Debentures : Secured	Nil	Nil
	Unsecured (other than falling within the meaning of public deposits*)	Nil	Nil
	(b) Deferred Credits	Nil	Nil
	(c) Term Loans	Nil	Nil
	(d) Inter-corporate loans and borrowing	Nil	Nil
	(e) Commercial Paper	Nil	Nil
	(f) Public Deposits	Nil	Nil
	(g) Other Loans	Nil	Nil
(2)	Break up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid)		
	(a) In the form of Unsecured debentures	Nil	Nil
	(b) In the form of partly secured debentures i.e, debentures where there is a shortfall in the value of security	Nil	Nil
	(c) Other public deposits*	Nil	Nil
	<b>Assets Side :</b>	<b>Amount outstanding</b>	
(3)	Break up of Loans and Advances including bills receivables [other than those included in (4) below] :		
	(a) Secured		
	Arokhiyaraj	1.30	
	Kokers Films	5.00	
	Amirta	4.05	
	(b) Unsecured		
	Advance others	5.00	
	Advances to Employees	3.02	
(4)	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities		
	(i) Lease assets including lease rentals under sundry debtors		
	(a) Financial lease		
	(b) Operating lease		
	(ii) Stock on hire including hire charges under sundry debtors		
	(a) Assets on hire		
	(b) Repossessed assets		
	(iii) Other loans counting towards AFC activities	Nil	
	(a) Loans where assets have been repossessed		
	(b) Loans other than (a) above		

**S.I. Capital & Financial Services Ltd., Chennai**

	Particulars	Amount Outstanding	Amount Overdue
(5)	<b>Break-up of Investments</b> <b>Current Investments :</b> 1. Quoted : (i) Shares : (a) Equity Sambandam Spinning Mills Ltd Sri Nachammai Cotton Mills Ltd. (b) Preference (ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (please specify) 2. Unquoted : (i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (please specify)	0.45 0.56 Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil	
	<b>Long term investments</b> 1. Quoted : (i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (please specify) 2. Unquoted : (i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (please specify)	Nil Nil Nil 92.15 Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil	

(6)	Borrower group-wise classification of assets financed as in (3) and (4) above :			
	Please see Note 2 below			
	Category	Amount net of provisions		
		Secured	Unsecured	Total
	1. Related parties **			
	(a) Subsidiaries	-	-	-
	(b) Companies in the same group	-	-	-
	(c) Other related parties	-	-	-
	2. Other than related parties	10.35	8.02	-

**S.I. Capital & Financial Services Ltd., Chennai**

(7)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted): ** Please see Note 3 below		
	Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
	1. Related parties **		
	(a) Subsidiaries	Nil	Nil
	(b) Companies in the same group	Nil	Nil
	(c) Other related parties	Nil	Nil
	2. Other than related parties		
	(a) Shares - Quoted	-	1.01
	(b) Shares - Unquoted	-	-
	(c) Mutual Funds	94.79	92.15
	Total		
"As per Accounting Standard of ICAI (please see Note 3)			

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

For and on behalf of the Board

Sd/-  
V.A Kuriem  
Director  
DIN: 01778831

Sd/-  
Mary Rodrigues  
Managing Director  
DIN: 01778873

Place : Chennai  
Date : 27.05.2016

Sd/-  
Ranjith K Matthan  
Independent Director  
DIN: 00968445

As per our separate report of even date

Sd/-  
Liya Antony  
Company Secretary

Sd/-  
Sanjay Arjundas Wadhwa  
Director  
DIN: 00203083

Sd/-  
A M Thomas  
Chartered Accountants  
Membership No.022119

Sd/-  
M Dhanalakshmi  
Chief Financial Officer



**Proxy Form**

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

**Name of the company : S.I.CAPITAL & FINANCIAL SERVICES LIMITED**  
**CIN : L67190TN1994PLC029151**  
**Registered office : No.64, Montieth Court, Montieth Road, Egmore, Chennai-600008.**

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

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

1. Name: .....

Address:

E-mail Id:

Signature:....., or failing him

2. Name: .....

Address:

E-mail Id:

Signature:....., or failing him

3. Name: .....

Address:

E-mail Id:

Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual general meeting of the company, to be held on Tuesday, the 20th day of September at 10.00 a.m. at Green Meadows – Conference Hall No: 4/364-A, Anna Salai, Palavakkam, Chennai 600 041 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.I. No	Resolutions	For	Against
1	Consider and adopt of Audited Financial Statement, Report of the Board of Directors and Auditors		
2	Re-appointment of Director – Mr. Sanjay Arjundas Wadhwa who retires by rotation		
3	Ratification of the appointment of Statutory Auditor and fix their remuneration		

Signed this..... day of..... 20.....

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp
---------------------------

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**



## **S.I. Capital & Financial Services Limited**

L67190TN1994PLC029151

64, Montieth Road, Egmore, Chennai-600008

Tamilnadu- 600008 Ph: 044-28415438 / 39,

E-mail: info@sicapital.co.in Website: www.sicapital.co.in

### **ATTENDANCE SLIP**

I hereby record my presence at 22nd Annual General Meeting of the Company held at Green Meadows – Conference Hall, No. 4/364-A, Anna Salai, Palavakkam, Chennai – 600041 on Tuesday, 20th September, 2016 at 10 AM.

-----  
Signature of Share Holder / Proxy

-----  
Name of the member/Proxy  
(in BLOCK LETTERS)

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. members are requested to bring their copies of the Annual Report to the AGM.

