



WINY COMMERCIAL & FISCAL SERVICES LIMITED

4A, Kapalitola Lane, Kolkata - 700 012

CIN No. : L65923WB1990PLC048472 • Web Site : www.winycomm.co.in

Email : wcfsl1990@gmail.com, winycommercial1990@winycomm.co.in

Ref:

Date:

Dated 29-09-2018

To
The Secretary,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001
Phone: 91-22-22721233/4, 91-22-66545695 (Hunting)

Ref: Winy Commercial & Fiscal Services Limited (Scrip Code: 538873)

Sub: Submission of Annual Report 2017-18 under Regulation -34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Dear Sir,

Pursuant to Compliance of Regulation-34 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. We are enclosing herewith the Annual Report 2017-18 duly approved and adopted by the members of the Company, as per provisions of the Companies , Act, 2013, at the 29th Annual General Meeting of the Company which was held on Friday, 28th September, 2018 at 4A, Kapalitola Lane, Kolkata- 700 012.

The Annual report for the financial year 2017-18 is also available on the website of the company (www.winycomm.co.in).

Kindly take the same on record and acknowledge the receipt of the same.

Thanking you,
Yours Sincerely,

For winy Commercial & Fiscal services Limited


(Anju Agarwal)
Company Secretary &
Compliance Officer.



**WINY COMMERCIAL &
FISCAL SERVICES
LIMITED**



**29TH
ANNUAL REPORT
2017-2018**



CORPORATE INFORMATION

- MANAGING DIRECTOR : Amit Kumar Bajoria
- DIRECTORS : Shashank Srivastava
Sunil Shah
Rupali Saha
- COMPANY SECRETARY : Anju Agarwal
- AUDITORS : M/s. S. Jaykishan
Chartered Accountants
12, Ho-Chi-Minh Sarani,
Kolkata - 700 071.
Phone No. : 033-4003-5801
Fax No. : 033-4003-5832
M. No. : 9831087264
Email: ritesagarwal@gmail.com
- BANKERS : HDFC Bank
KARNATAKA BANK
- REGISTERED OFFICE : 4A, Kapalitola Lane,
Kolkata – 700 012.
Phone : 91-7980431386
Email Id : wcfs11990@gmail.com and
winycommercial1990@winycomm.co.in
Web Site : www.winycomm.co.in
- SHARE TRANSFER AGENT : Maheshwari Datamatics Pvt. Ltd.
23, R. N. Mukherjee Road, 5nd Floor,
Kolkata – 700 001.
Phone - 033 22435029 / 22482248
Fax - 033 22484787
Email - info@mdpl.in
Website – www.mdpl.in
- LISTED AT : B S E Limited &
The Calcutta Stock Exchange Association Limited.

NOTICE

Notice is hereby given that the 29th Annual General Meeting of **M/s Winy Commercial & Fiscal Services Limited** (CIN No. L65923WB1990PLC048472) will be held on Friday, the 28th September 2018 at 11.30 A.M. at the registered office of the Company at 4A, Kapalitola Lane, Kolkata-700012, West Bengal to transact the following business :

ORDINARY BUSINESS**1. Adoption of Audited Accounts:**

To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2018 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.

2. Re-Appointment of Directors

To appoint director in Place of Mrs. Rupali Saha(Din No. 07235268) & Mr. Sunil Shah(Din No. 01562716) who retires by rotation at this AGM pursuant to the provisions of Sec 152 of the Companies Act, 2013 and being eligible offers themselves for re-appointment.

3. Re-Appointment of Auditor:

Pursuant to the provisions of section 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under, the Company hereby ratifies the appointment of M/s S. Jaykishan, Chartered Accountants (Firm Registration No: 309005E), as the statutory Auditors of the Company from the Conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, with remuneration as may be decided by the Board of Director's.

“RESOLVED FURTHER THAT, any of the Director's and the Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be necessary, for the purpose of giving effect to this resolution.”

**By order of the Board
For Winy Commercial & Fiscal Services Limited**

Registered Office
4A, Kapalitola Lane,
Kolkata-700012
Dated : 31-05-2018

SD/-
(Amit Kumar Bajoria)
Chairman
(DIN – 00060567)

NOTES :

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. Instrument of proxies in order to be effective must be received by the Company in not less than 48 hours before the time for holding the meeting.
2. The Register of Member and the Share Transfer Books of the Company will remain closed from 22-09-2018 to 28-09-2018 (both days inclusive).
3. In compliance with the provisions of section 108 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer E-Voting facility as an option to all the Members of the Company. The Company has entered into an agreement with the NSDL for facilitating E-Voting to enable the Members to cast their votes electronically. E-Voting is optional.

The E-Voting facility will be available during the following period.

Commencement of E-Voting	End of E-Voting
25 th September 2018 from 10:00:00 A.M	27 th September 2018 to 05:00:00 P.M

Instructions and other information's related to e-voting**(A) In case a member receives an email from NSDL [for member whose email IDs are registered with the Company/Depository participants(s):]**

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting.

Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- (iii) Click on shareholder- Login
- (iv) If you are already registered with NSDL for e-voting, then you can use your existing User ID password for Login. If you are logging for the first time, please enter the User Id and password provided with this Notice.
- (v) Enter the Verification code, agree to the terms and conditions and click on **"LOGIN"**.
- (vi) The password change menu will appear on your screen Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or the combination of the two. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- (vii) Once the E-Voting home page opens, click on E-Voting- Active Voting Cycles.
 - (viii) Select the Even (e- voting event number) of Winy Commercial & Fiscal Services Limited (the number is provided with this Notice). Once you enter the number, the cast vote page will open. Now you are ready for E- Voting.
 - (ix) Cast your vote by selecting your favoured option and click Submit. Also click Submit confirm when prompted. Upon confirmation, the message, vote cast successfully will be displayed. Please note that once your vote is cast on the selected resolution, you will not be allowed to modify your vote.
 - (x) Institutional Shareholders (i.e. member other than individuals, HUF, NRI's etc) are required to send a scanned certified true copy (PDF/JPG format) of the relevant Board Resolution/ authority letter, etc. , together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer via email at: af2010@rediffmail.com with a copy marked to evoting@nsdl.co.in.
 - (xi) In case of any query, please refer to the Frequently Asked Question (FAQ) for members and the E-Voting user manual for members available in the 'Downloads' section of: <https://www.evoting.nsdl.com>. You can also contact NSDL via email at evoting@nsdl.co.in
- (B) In case a member receives an email from NSDL (for members whose mail ID's are registered with the Company/Depository Participant(s))**
- (i) Open the email and also PDF file with your client Id or folio No. as password. The said PDF file contains your user Id and password for e-voting. Please note that the password is an initial password.
 - (ii) Please follow all steps from Sl. No. A (i) to A (x) above, to cast your vote.
- (C) In case a member receives Physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]**
- (iii) Initial password is provided as below/at the bottom of the attendance Slip for the AGM.
EVEN (Remote e-voting Event Number) USER ID PASSWORD / PIN
 - (iv) Please follow all steps from Sl. No. A (ii) to A (xi) above, to cast your vote.
- (D) Other Instructions**
- (i) The E-Voting period commences on the 25th day of September, 2018 from 10:00 AM and ends on the 27th day of September, 2018 at 05:00 PM. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
 - (ii) The members who have cast their vote electronically shall not be allowed to vote again at the meeting.
 - (iii) **Anurag Fatepuria** a Practising Company Secretary (Membership No. A34471 and COP No. 12855), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- (iv) The scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer Report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.
- (v) The voting rights of shareholders shall be in proportion to their shares of the paid up capital of the Company as on 21st September, 2018.
- (vi) The members who do not have the access to e-voting facility may exercise voting by sending duly completed ballot Form so as to reach the Scrutinizer appointed by the Board of Directors of the Company at the registered office of the Company not later than 6:00 pm on the 28th day of September, 2018.
- (vii) A member can opt for only one mode of voting i.e. either through e-voting or by Ballot.
- (viii) In case of any queries, you may refer the Frequently Asked Question (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no. 1800-222-990.

**By order of the Board
For Winy Commercial & Fiscal Services Limited**

Registered Office
4A, Kapalitola Lane,
Kolkata-700012
Dated : 31-05-2018

SD/-
(Amit Kumar Bajoria)
Chairman
(DIN – 00060567)

BOARD'S REPORT**Dear Shareholders,**

Your Directors have the pleasure in presenting before you the 29th Annual Report together with Audited Statement of Accounts of **Winy Commercial & Fiscal Services Limited** ("the Company") for the year ended 31st March, 2018.

FINANCIAL PERFORMANCE**(Amount in Rupees)**

Financial Statements	Standalone	
	31/03/2018	31/03/2017
Total Income	2867223	3124134
Profit/(loss) before Depreciation & Taxation	135427	139604
Depreciation	10389	20480
Profit before taxation	125038	119124
Provision for Income Tax	33070	36792
Provision for Deferred Tax	(972)	(1212)
Net Profit/(Loss) After Tax	92940	83544
Add: Contingent Provision against Standard Assets.	137	3753
Profit/(Loss) brought forward from previous year	530507	459920
Profit available for appropriation	623584	547217
Less: transferred to special reserve.	(18590)	(16710)
Profit/(Loss) carried to Balance Sheet	604994	530507

Reserve & Surplus

The Balance of Reserve & Surplus, as at 31st March, 2018 stand at Rs5371635/- (Pr. Yr. Rs.5278558/-) after making appropriations indicated above.

Review of Operations

The Company is a Non Banking Financial Company and engaged in advancing of Loans and Investments in shares and securities. The Company is also exploring other business opportunities. Your Directors are hopeful to achieve better results in future.

Dividend

Your Directors do not recommend any dividend during the financial year ended 31st March, 2018.

Listing of Shares of the Company

The shares of the Company are listed at Calcutta Stock Exchange & Bombay Stock Exchange.

Change in Nature of Business

There was no change in the nature of business of the Company.

Material Changes and Commitments

No material changes and commitments affecting the financial position of the Company occurred between the end of Financial Year to which the Balance Sheet relates on the date of this report.

There were no significant and material orders passed by the regulators or courts or tribunals impacting the Going Concern status and Company's operations in future.

Internal Control System

The Company has adequate system of internal control commensurate with the size and nature of business. Detailed procedures are in place to ensure that all assets are safeguarded and protected against loss, all financial information and transactions are authorized, recorded and appropriately reported. The internal control system is monitored and evaluated at regular intervals.

Share Capital / Finance

Your Company has not issued any Equity Shares or shares with differential rights/ Employee Stock Option Plan/ Sweat Equity Shares during the year.

Extract of Annual Return

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return is Annexed as **Annexure 1**.

Directors' Responsibility Statement

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that :

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made 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 were operating effectively.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Meetings

Details of the various meetings held during the financial year **2017-18** is been given in the Corporate Governance Report.

Corporate Governance Report

Your Company recognizes the importance of good Corporate Governance in building shareholders confidence, improving investor protection and enhancing Long-term enterprise value. A report on Corporate Governance is annexed.

CEO/CFO Certification

The Chief Financial Officer of the Company has submitted a certificate to the Board as required under Regulation-27(2) of the Listing Agreement for the year ended 31-03-2018.

Statutory Auditors, their Report and Notes to Financial Statements

Ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM.

Further, the report of the Statutory Auditors along with notes to Schedules is enclosed to this report. The observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

Secretarial Audit

In terms of Section- 204 of the Act and Rules made there under, Anjali Mishra (ACS No: 52144), a Practicing Company Secretary (CP No: 19195) have been appointed Secretarial Auditor of the Company. The report of the Secretarial Auditor is enclosed as **Annexure 2** to this report. The report is self-explanatory and do not call for any further comments.

Particulars of Loans, Guarantees or Investments under sec-186 of Companies Act, 2013**a) Details of Loans and Advances Given (Unsecured):(Provided for Business Purposes)**

Name of the Borrower	Amount
Gallon Holdings Pvt. Ltd.	3235273
Hydrokrimp A C Pvt. Ltd.	2123084
India Metals & Alloys Mfg. Co. Pvt. Ltd.	3184035
Jatia Cotton Mills Ltd.	2828439
Mahestala Agro Food (P) Ltd.	6269800
Moon Reality Consultants Pvt. Ltd.	1550408
Reliance Chemotex Industries Ltd.	4324000
Manoj Saraf	1500000
Sandeep Jain	2000000
Electro Copper & Alloys Mfg. Co.	8273319

b) Details of Investments :

The details of the Investments made by the Company, is given in the notes to the Financial Statements.

Related Party Transactions

Transactions with the Related Parties are given in the Notes to Financial statements.

Vigil Mechanism Policy

The Board has adopted a whistle blower policy for the Company. The policy is formulated to provide opportunity to all the employees to access in good faith, to the Audit Committee of the Company in case they observe any unethical and improper practice or behavior or wrongful conduct in the Company.

Declaration by Independent Directors

The Independent Directors have submitted their declaration of independence, as per the Companies Act, 2013 to the Board.

Formal Annual Evaluation

The Board has adopted a policy for evaluation of itself along with all its committees and all the directors individually. Based on such policy, the Board in its first Board Meeting held after the financial year 2015-16, performed an evaluation of its own working of all its committees and personal evaluation of Directors.

Corporate Social Responsibility

The Companies (Corporate Social Responsibility Policy) Rule, 2014 is not applicable to the Company.

Risk Management Policy

Pursuant to section 134(3)(n) of the Companies Act, 2013, the Company has adopted a Risk Management policy. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. The Board identifies some risks that may affect the business of your Company and segregate them in various categories. Based upon such categories Board has directed the management to adopt and follow certain preventive steps. Board reviews the Risks periodically.

Directors and Key Managerial Personnel

Mrs. Rupali Saha & Mr. Sunil Shah , Directors retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment.

Public Deposits

Your Company has not accepted any deposits from public in terms of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits Rules), 2014.

Transfer of Amounts to Investor Education and Protection Fund

There were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

Particulars of Employees (Managerial Remuneration)

The information required pursuant to sec-197 read with Rule 5 of The Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The ratio of remuneration of median employee to that of the Managing Director and Company Secretary are 1:1 and 1:1 respectively. No other directors get any remuneration from the Company.

Energy, technology absorption, foreign exchange earnings and outgo

The nature of the Company's business does not require involving any type of energy consumption or adaptation of any technology.

The particulars required to be furnished under Rule 8 of the Companies (accounts) Rules, 2014 :

- i) Part A and B pertaining to conservation of energy and technology absorption are not applicable to the Company.



ii) Foreign Exchange earnings and outgo are as under :

Earnings :	Rs.	Nil
Outgo :	Rs.	Nil

Statutory & Legal Matters

The Company received a notice from BSE regarding Shell Company issue and appointment of Forensic Auditor . All queries issued by BSE were duly replied by the company. The Company has filed Suit against appointment of Forensic Auditor and the same is subjudice.

Acknowledgement

Your Directors would like to express their sincere appreciation of the co-operation assistance received from everyone related to the Company during the year under review.

For and on behalf of the Board
WINY COMMERCIAL & FISCAL SERVICES LIMITED

Sd/-
Amit Kumar Bajoria
(Managing Director)
(DIN: 00060567)

Date : 31-05-2018
Place : Kolkata

Annexure 1**Form No. MGT-9****EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31st March, 2018
of

WINY COMMERCIAL & FISCAL SERVICES LIMITED

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

I. Registration and other Details :

Sl. No.	Particulars	
i)	CIN	L65923WB1990PLC048472
ii)	Registration Date	27-02-1990
iii)	Name of the Company	WINY COMMERCIAL & FISCAL SERVICES LIMITED
iv)	Category / Sub-Category of the Company	Company Limited by Shares
v)	Address of the Registered Office and contact details	4A, Kapalitola Lane, Kolkata-700012 PHONE: 91-7980431386 E-mail : wcfsl1990@gmail.com Website: www.winycomm.co.in
vi)	Whether listed company Yes/ No	Yes
vii)	Name, Address and contact details of Registrar & Transfer Agents (RTA), if any	Maheshwari Datamatics Pvt. Ltd. 23, R.N. Mukherjee Road, 5 th Floor, Kolkata-700001 Phone: 033-22435029/22482248, E-mail : info@mdpl.in Website : www.mdpl.in

II. Principal Business Activities of the Company

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Non Banking Finance Company	66190	100

III. Particulars of Holding, Subsidiary and Associate Companies —

Sl. No	Name and Address of the Company	CIN/GLN	Holding / Subsidiary/ Associate	% of Shares held	Applicable Section
1.	NIL	NIL	NIL	NIL	NIL

VI. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)
(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year %				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Share	
A. Promoters									
1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1650000	-	1650000	20.95	1650000	-	1650000	20.95	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1) :-	1650000	-	1650000	20.95	1650000	-	1650000	20.95	-
(2) Foreign									
a) NRIs-Individual	-	-	-	-	-	-	-	-	-
(b) Other – Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks / FI	-	-	-	-	-	-	-	-	-
(e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	1650000	-	1650000	20.95	1650000	-	1650000	20.95	-
B. Public Shareholding									
1. Institutions									
(a) Mutual Funds	-	-	-	-	-	-	-	-	-
(b) Banks / FI	-	-	-	-	-	-	-	-	-
(c) Central Govt.	-	-	-	-	-	-	-	-	-
(d) State Govt.(s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FIIs	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1) :-	-	-	-	-	-	-	-	-	-


WINY COMMERCIAL & FISCAL SERVICES LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year %				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total	
2. Non-Institutions									
(a) Bodies Corp.									
(i) Indian	2509925	406000	2915925	37.03	2509925	406000	2915925	37.03	-
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	297420	204300	501720	06.37	535660	336100	871760	11.07	4.70
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1065815	1741400	2807215	35.65	827575	1609600	2437175	30.95	(4.70)
(c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2) :-	3873160	2351700	6224860	79.05	3873160	2351700	6224860	79.05	-
Total Public Shareholding (B) = (B)(1) + (B)(2)	3873160	2351700	6224860	79.05	3873160	2351700	6224860	79.05	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	5523160	2351700	7874860	100	5523160	2351700	7874860	100	-

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of theyear			% 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.	Centuple Finance Pvt. Ltd.	1150000	14.60	NIL	1150000	14.60	Ni	0.00
2.	Edmond Securities Pvt. Ltd.	500000	6.35	Nil	500000	6.35	Nil	0.00

(iii) 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	At the beginning of the year	No changes in Promoter's shareholding during the year.			
2	Date wise Increase /Decrease in Promoters Share holding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
3	At the end of the year				

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Karma Solutions Pvt. Ltd.	380000	4.83	380000	4.83
2	Payanta Trades Pvt. Ltd.	360000	4.57	360000	4.57
3	Bliss Tie up Pvt. Ltd.	313015	3.97	313015	3.98
4	Nitson Retailer Pvt. Ltd.	290000	3.68	290000	3.68
5	Amodini Sales Pvt. Ltd.	280000	3.56	280000	3.56
6	Booster Commercial Pvt. Ltd.	261050	3.31	261050	3.31
7	Parag Communication Pvt. Ltd.	235800	2.99	235800	2.99
8	Karma Fincom Pvt. Ltd.	-	-	181000	2.30
9	Morgan Enterprises Pvt. Ltd.	-	-	171200	2.17
10	S B Lifestyless Pvt. Ltd.	-	-	129860	1.65
11	Subhadra Surolia	190000	2.41	-	-
12	Navendu Maity	190000	2.41	-	-
13	Ranjit Soni	186000	2.36	-	-

(v) Shareholding of Directors and Key Managerial Personnel :

Sl. No.	For Each of the Director and KMP	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	At the beginning of the year				
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No changes in shareholding of Director's and Key Managerial during the year.			
3	At the end of the year				

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

Particulars	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
• Addition	Nil	Nil	Nil	Nil
• Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VII. Remuneration of Directors and Key Managerial Personnel
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Managing Director	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under	120000 NIL NIL	120000 NIL NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL NIL NIL	NIL NIL NIL
5.	Others, please specify	NIL	NIL
	Total (A)	120000	120000

B. Remuneration to other directors:

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

C. Remuneration To Key Managerial Personnel Other Than MD/ Manager/ WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	
		Company Secretary	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) I income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	108000 Nil Nil	108000 Nil Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil Nil	Nil Nil
5	Others, please specify	Nil	Nil
	Total	108000	108000

VII. Penalties / Punishment / Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ ompounding fees imposed	Authority [RD/ NCLT / COURT]	Appea made, if any (give Details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Board believes that good governance is voluntary and self disciplining, with the strongest impetus coming from Directors and the management itself, and ultimately leads to enhancement of value for all stakeholders.

BOARD OF DIRECTORS COMPOSITION :

The present strength of the Board of Directors is four comprising a Managing Director and three Non-Executive independent Directors.

The Board of Directors meets at least once in every quarter, with a maximum gap of four months between any two meetings, to review the Companies performance and financial results and more often, if considered necessary, to transact any other business.

The details of composition of the Board of Directors are as follow :

Name	Status	No. of Directorship In other Companies excluding Directorships held in Private Limited Companies	No. of Committee Membership in other companies	Date of Appointment
Mr. Amit Kumar Bajoria	Managing Director	—	—	29/04/2000
Mr. Shashank Srivastava	Non Executive Independent Director	—	—	09/06/2003
Mr. Sunil Shah	-Do-	—	—	03/09/2007
Mrs. Rupa Saha	-Do-	—	—	03/07/2015

During the year under review, ninth Board Meetings were held, the dates are as follows :

29th May, 2017, 28th July 2017, 16th Aug 2017, 26^h Aug 2017, 30th October, 2017, 31st January 2018, 19th February 2018, 15th March 2018, 31st March 2018. Last Annual General Meeting was held on 23rd September 2017.

Following are the details of attendance of Directors at the Board Meetings and at the Annual General Meeting held during the year :

Directors	No of Board Meeting held during the tenure of the Directors	No of Board Meeting attended	Last AGM attendance
Mr. Amit Kr. Bajoria	9	9	Present
Mr. Shashank Srivastava	9	9	Present
Mr. Sunil Shah	9	9	Present
Mrs. Rupali Shah	9	9	Present

No sitting fees were paid for attending Board Meetings/Committee Meetings.

2. Audit Committee

The Audit Committee consists of 2/3rd of the Independent director's. The role and duties of the Audit Committee have been defined by the board of the Directors under section 177 of the Companies Act, 2013 and cover the area mentioned under Regulation 18 part-C of Schedule – II of the LODR. At least one meeting of the Audit Committee was held in every quarter and the time gap between two consecutive meetings of the Audit Committee did not exceed 120 days during the financial year 2017-18.

Sl. No.	Name	Chairman/ Members
1	Mr. Shashank Srivastava	Member
2	Mr. Sunil Shah	Chairman
3	Mrs. Rupali Saha	Member

The Committee had met 4 times, once in every quarter during the year.

3. Vigil Mechanism Committee.

Sl. No.	Name	Chairman/ Members
1	Mr. Sunil Shah	Member
2	Mrs. Rupali Saha	Member
3	Mr. Shashank Srivastava	Chairman

The Committee had met 4 times, once in every quarter during the year.

4. Nomination & Remuneration Committee

The Nomination and Remuneration Committee acts in accordance with the prescribe provision of section 178 of the Companies Act, 2013 and Regulation 19 of the LODR.

This Committee shall identify the persons, who are qualified to become Director's of the Company/who may be appointed in senior management in accordance with the criteria laid down, recommended to the Board their appointment and removal and also shall carry out evolution of every Director's performance. Committee shall also formulate the criteria for determining qualifications, positive attributes, independent of the Director's and recommend to the Board a Policy, relating to the remuneration for the Director's, Key Managerial Personnel and other Employees.

Sl. No.	Name	Chairman/ Members
1	Mrs. Rupali Saha	Chairman
2	Mr. Shashank Srivastava	Member
3	Mr. Sunil Shah	Member

The Committee had met 2 times, once in every quarter during the year.

5. Shareholders & Investor Grievance Committee :**Composition**

The role of the committee is to look into the redressing of share holders and investors complaints like transfer of shares, non-receipt of Balance Sheet, Non-receipt of share Certificates etc. The Committee works under the chairmanship of Mr. Shashank Srivastava with other member being Mr. Sunil Shah & Mrs. Rupali Saha.

Name and designation of the Compliance officer Mrs. Anju Agarwal, Company Secretary. The Meeting of the Shareholders Grievance Committee was held on 26th August, 2017 and 31st March, 2018.

Status of shareholder's Complaints :

The status of investor's complaints after Committee formation is as follows :

1	Total Number of Complaints Received	Nil
2	No. of Complaints pending as on 31/03/2018	Nil
3	No. of pending share transfer as on 31/3/2018	Nil

6. Annual General Meetings :

Particulars	FY 2015-2016	FY 2016-2017	FY 2017 - 2018
Date and Time	30.09.2016 At 11:30 A.M.	23.09.2017 At 11:30 A.M.	28.09.2018 At 11:30 A.M.
Venue	18,Giribabu Lane, Kolkata-700012.	18,Giribabu Lane, Kolkata-700012.	4A, Kapalitola Lane, Kolkata-700012
No of AGM	27 th	28 th	29 th

Postal Ballot

No special resolution requiring Postal Ballot was placed at these meetings or to be proposed in any ensuing annual general meeting.

Remote e-voting and ballot voting at Annual General Meeting (AGM)

The Company has arranged for remote e-voting facility. The Company has engaged M/s Maheshwari Datamatics Pvt. Ltd. to provide e-voting facility to all the members. Members whose names appear on the Register of Members as on 21-09-2018 shall be eligible to participate in the e-voting. The facility for voting through ballot will also be made available at the AGM and the members who have not already cast their vote by remote e-voting can exercise their vote at AGM.

a) Subsidiary Company

The Company does not have any subsidiary Company.

b) Related Party Transactions

All transactions entered into the related parties as defined under the Companies Act, 2013 and Regulation 23 of the LODR were in the ordinary course of business and on arm's length pricing basis. There were no

materially significant transactions with the related parties during the financial year which were in conflict with the interest of the Company.

c) Compliance with Accounting Standards.

In the preparation of the financial statements, the Company has followed the Accounting Standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The significant accounting policies which are consistently applied have been set out in the notes to the financial statements.

d) Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange or SEBI on any statutory authority, on any matter related to capital markets during the last three years.

There was no such instance in the last three years.

Means of communication :

- The Annual, Half-yearly and Quarterly Results are submitted to the Stock Exchanges in accordance with the Listing Agreement and are published in leading English and also in a Bengali Newspaper.
- The Financial results & Press releases are posted on the Company's website. www.stservices.org.in
- No presentations were made to institutional investors or to analysis.
- The Report of the Directors, Forming part of the Report & Accounts includes all aspect of the Management Discussion & Analysis Report.

7. General Shareholders Information:

Registered Office : 4A, Kapalitola Lane, Kolkata – 700 012 ,
Phone No. : 91-7980431386
Email : wcfsl1990@gmail
Website : www.winycomm.co.in

Annual General Meeting : Date & Time: 28/09/2018, at 11:30 a.m. Venue: Registered Office

Financial Calendar (Tentative) :

Financial reporting for :

Quarter Ending 30/06/2018	End of July, 2018
Quarter and Half year ending 30/9/2018	End of October, 2018
Quarter ending December 31/12/2018	End of January, 2019
Quarter ending 31/03/2019	End of May, 2019

Date of Book Closure : 22/09/2018 to 28/09/2018 (both days inclusive)

Listing at Stock Exchanges :

- Calcutta Stock Exchange, Kolkata (Stock Code : 0029463)
- Bombay Stock exchange (Stock Code: 538876)

Market price data: high, low, during each month in last financial year (CSE) :

Details of share High/Low market price during 2017-2018, are given below:—

Month	High	Low
Apr'17	5.50	5.50
May'17	5.50	5.50
Jun'17	5.50	5.50
July'17	5.50	5.50
Aug'17	5.50	5.50
Sep'17	5.50	5.50
Oct.17	5.50	5.50
Nov'17	5.50	5.50
Dec'17	5.50	5.50
Jan'18	5.50	5.50
Feb'18	5.50	5.50
Mar'18	5.50	5.50

Registrar and Share Transfer Agent

Share transfers, dematerialisation of shares, dividend payment and all other investor related activities are being attended to and processed at the office of Registrar and Transfer Agent at the following address :

M/s Maheshwari Datamatics Pvt. Ltd.

23, R. N. Mukherjee Road, 5th Floor,
Kolkata : 700 001

Phone No. : 033-22435029/22482248

Fax No. : 300-22484787

E-mail id : info@mdpl.in

Web Site : www.mdpl.in

Pattern of Shareholding as at 31st March, 2018.

Category of Share Holding as on 31st March, 2017. :	Category	No. of Shares held	% of Share holding
	• Promoters	1650000	20.95
	• Mutual Funds	Nil	Nil
	• Banks/Financial/Institution/Insurance Companies	Nil	Nil
	• Foreign Institutional Investors	Nil	Nil
	• Other Companies	2915925	37.03
	• NRIs/OCBs	Nil	Nil
	• Individuals & Others	3308935	42.02
	Total	7874860	100.00

**WINY COMMERCIAL & FISCAL SERVICES LIMITED**

ISIN No. : INE111C01013
CIN No : L65923WB1990PLC048472
Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and impact on equity. : The Company has not issued any GDRs/ADRs/ Warrants or any Convertible instruments.

Distribution of Shareholdings as on 31st March 2018

Range In No of Shares	No. of Holders	Percentage	Total Shares	Percentage
0 to 50	022	0.33	100	0.00
51 to 100	003	0.51	300	0.01
101 to 250	344	57.43	68800	0.87
251 to 500	006	1.00	2500	0.03
501 to 5000	123	20.53	170960	2.17
5001 and above	121	20.20	7632200	96.92
Grand Total	599	100.00	7874860	100.00

9. Address for Correspondence:

Company	RTA
Register Office: 4A, Kapalitola Lane, Kolkata - 700 012, Telephone No. 91-7980431386 Email id: wcfsl1990@gmail.com winycommercial1990@winycomm.co.in Web site : www.winycomm.co.in	Maheshwari Datamatics Pvt. Ltd. 23, R. N. Mukherjee Road, 5 th Floor, Kolkata - 700 001 Phone - 033-22435029/22482248 Fax - 033-22484787 Email :- info@mdpl.in Website - www.mdpl.in

DECLARATION

I, Amit Kumar Bajoria, Managing Director of Winy Commercial & Fiscal Services Ltd., hereby declare that all the members of the Board of Directors and the Senior Management Personnel have affirmed compliance with the Code of Conduct, for the year ended 31st March 2018.

For Winy commercial & Fiscal Services Limited

Sd/-
(Amit Kumar Bajoria)
(Managing Director)
(DIN: 00060567)

Date: 31-05-2018
Place : Kolkata

CERTIFICATION BY DIRECTOR AND CHIEF FINANCIAL OFFICER TO THE BOARD

We, Amit Kumar Bajoria, Managing Director and Shashank Srivastava, Financial Officer of Winy Commercial & Fiscal Services Limited, certify that :

1. We have received the financial statements for the year and that to the best of our knowledge and belief;
 - a) These statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading ;
 - b) These statements give a true and fair view of the state of affairs of the company and of the results of operations and cash flows. The financial statements have been prepared in conformity, in all respects, with the existing generally accepted accounting principles including Accounting Standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transaction entered into by the company during the years which are fraudulent, illegal or violative of the company's code of conduct.
3. We indicate to the auditors and to the audit committee :
 - a) Significant changes in internal control over financial reporting during the year ;
 - b) Significant changes in accounting policies during the year;
 - c) Instances of significant fraud of which we have become aware of and which involve management or other employees who have significant role in the company's internal control system over financial reporting. However, during the year there were no such changes or instances.

SD/-
Amit Kumar Bajoria
Managing Director

SD/-
Shashank Srivastava
Financial Officer

Date : 31-05-2018.

Place : Kolkata

**AUDITOR'S CERTIFICATE ON
CORPORATE GOVERNANCE**

To The Members of
Winy Commercial & Fiscal Services Limited

We have examined the Compliance of conditions of Corporate Governance by **Winy Commercial & Fiscal Services Limited** for the year 31st March, 2018 as stipulated in Regulation -27(2) of the Listing Agreement of the said Company with Stock Exchange of India.

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

In our opinion and to the best of our information an according to the explanation given to us, we certify that the Company has complied with the condition of Corporate Governance as stipulated in Clause-49 of the Listing Agreement.

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

For S. Jaykishan
Chartered Accountants

SD/-
(Ritesh Agarwal)
Partner
(M. No: 062410)
Firm Registration No. 309005E
Place of Signature: Kolkata
Date: 31th May, 2018.

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED March 31, 2018

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

To,
The Members,
Winy Commercial & Fiscal Services Limited
4A, Kapalitola Lane, Kolkata-700012

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **WINY COMMERCIAL & FISCAL SERVICES LTD** (CIN: L65923WB1990PLC048472) (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 March 31, 2018 ("the reporting period") 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Winy Commercial & Fiscal Services Ltd for the financial year ended on March 31, 2018 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) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;- **Not applicable, since the company has not transacted any overseas transaction during the year.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; there were no instances of insider trading.
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable, since the company has not raised share capital during the year.)
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not applicable, since the company has not issued shares as per (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guideline, 1999 during the year.
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the company during the audit period)
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the company during the audit period)
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(w.e.f. 01/12/2015)

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

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

During the period under review, the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above and there are no non compliances that have come to our knowledge.

I further report that, there were no action / events in pursuance of :

The Board of Directors of the Company is duly constituted. However compliances for appointment independent director are complied, further through the company has appointed Women Director in their Board. There is no changes in the composition of the Board of Directors.

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.

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

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

Signature

SD/-
ANJALI MISHRA
ACS No. :- 52144
C P No. :- 19195

Place : Kolkata
Date : 21-08-2018

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

Annexure – A

[Auditor’s Note on the Maintenance of Secretarial Records of *WINY COMMERCIAL & FISCAL SERVICES LTD. For the financial year ended 31st March’2018*]

The Members,
Winy Commercial & Fiscal Services Ltd
4A, Kapalitola Lane. Kolkata 700012

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by “**WINY COMMERCIAL & FISCAL SERVICES LTD**” (CIN: L65923WB1990PLC048472) (the company). The 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. Further, my secretarial audit report of even date is to be read along with this Annexed letter.

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

Signature

SD/-
ANJALI MISHRA
ACS No. :- 52144
C P No. :- 19195

Place : Kolkata
Date : 21-08-2018

INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF
WINY COMMERCIAL & FISCAL SERVICES LIMITED**

Report on the Standalone Financial Statements

We have audited the accompanying standalone Financial Statements of Winy Commercial & Fiscal Services Limited ("The Company") which comprises the Balance Sheet as at 31st March, 2018, the statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the

amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal 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. 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.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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, 2018, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) order, 2016, as issued by the Central Government of India in terms of section 143(11) of the Companies Act 2013, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the order.
2. **As required by Section 143(3) of the Act, we report that :**
 - a) We have sought and obtained all the information and explanation which to be the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of profit and loss, and the cash flow Statement dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March, 2018, taken on record by the Board of Directors, none of the directors are disqualified as on 31 March, 2018, 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 Auditors' Report in accordance with Rule 11 of the Companies(Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanation given to us :-
- I. The Company has disclosed the impact of pending Litigations on its Financial position in its Financial Statements – Refer Note 18 of the Financial Statements.
 - II. The Company did not have any long-term contracts including derivatives contracts as at March 31, 2018 for which there were no any material foreseeable losses.
 - III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S. Jaykishan
Chartered Accountants

SD/-
(Ritesh Agarwal)
Partner

(M. No. 062410)
Firm Registration No. 309005E

Place of Signature : Kolkata
Date : 31st May, 2018

Annexure 'A' to the Independent Auditor's Report

With reference to Annexure referred to in paragraph-1 in Report on other Legal & regulatory Requirements of the Independent Auditor's Report to the Members of M/s Winy Commercial & Fiscal Services Limited on the Financial Statements for the year ended 31st March 2018, we report that :

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management during the year. No material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The Company does not hold any immovable properties in the name of the Company.
- (ii) Stock in Trade is in the form of Shares, Debentures, etc. and as per AS-2 of the Institute of Chartered Accountants of India; they are not Inventories and hence, are not covered by clause 3(ii) of the order.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Company Act 2013. Accordingly the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provision of Section 185 and 186 of the Companies Act, 2013 in respect of loans, Investments, guarantees and security.
- (v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits within the meaning of sections 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposit) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the order are not applicable.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013 in respect of the activities carried on by the Company; hence the provisions of Clause 3(vi) of the order are not applicable.
- (vii) **According to the information and explanations given to us, in respect of statutory dues :**
 - (a) According to the information and explanations given to us and on the

basis of our examination of records of the company, amounts deducted/ accrued in the books of accounts in respect of undisputed statutory dues including income-tax, sales-tax, wealth-tax, custom duty, excised –duty, value added tax, cess and other statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. We have been informed that there are no arrears of outstanding dues as at the last day of the financial year under audit for a period of more than six months from the date they become payable.

- (b) According to the information and explanations given to us, there are no material statutory dues of income tax or sales tax or value added tax or cess, which have not been deposited on account of any dispute, except

<u>A.Y.</u>	<u>Nature of Dues</u>	<u>Amount</u>	<u>Forum where dispute is pending</u>
2004-05	Income Tax	534,428	CIT Appeal viii/Kol.
2006-07	Income Tax	62,342	CIT Appeal viii/Kol.

- (viii) The Company has no loans or borrowings payable to a financial Institution or a bank or government and no dues payable to debenture holders during the year. Accordingly provisions of clause 3(viii) of the order are not applicable.
- (ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and any terms loans during the year. Accordingly provisions of clause 3(ix) of the Order are not applicable.
- (x) To the best of our knowledge and according to the information and explanation given to us, no fraud by the company or on the Company by its officers or employees has been noticed or reported during the period covered by one audit.
- (xi) In our opinion and according to information and explanation given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provision of section 197 read with schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a Nidhi Company. Accordingly clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion all the transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable and the requisite details have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) During the year the Company has not made any preferential allotment or



private placement of shares or fully or partly convertible debenture.

- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into non-cash transaction with its directors or person connected with them.
- (xvi) The Company is required to be registered under Section 45-1A of the Reserve Bank of India Act, 1934 and such registration has been obtained by the Company.

For S. Jaykishan
Chartered Accountants

SD/-
(Ritesh Agarwal)
Partner

Place of Signature : Kolkata
Date : 31st May, 2018

(M. No. 062410)
Firm Registration No. 309005E

Annexure 'B' to the Independent Auditor's Report

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

1. We have audited the internal financial controls over financial reporting of Winy Commercial & Fiscal Services Limited ("the Company") as of March, 31, 2018 in conjunction with our audit of the Financial Statements of the Company for the year ended 31st March 2018,

2. **Management's Responsibility for Internal Financial Controls**

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

3. **Auditors' Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial

reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error.

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

4. Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the 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 details, 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 those receipts and expenditures of the company are being made only in accordance with authorisations of management and Directors of the Company.
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

5. Inherent Limitations of Internal Financial Controls over Financial Reporting.

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override or 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 any become inadequate because of change in conditions or that the degree of compliance with the policies or procedures may deteriorate.

6. Option

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respect, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31,

2018, based on internal controls 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 on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accounts of India.

For S. Jaykishan
Chartered Accountants

SD/-
(Ritesh Agarwal)
Partner

Place of Signature : Kolkata
Date : 31st May, 2018

(M. No. 062410)
Firm Registration No. 309005E



Balance Sheet as at 31st March, 2018

Sl. No.	Particulars	Note No.	As at 31st March 2018 Rs.	As at 31st March 2017 Rs.
A. EQUITY AND LIABILITIES				
1. SHARE HOLDERS' FUND				
	(a) Share Capital	2	78748600	78748600
	(b) Reserves and Surplus	3	5371650	5278558
	Total Shareholder' Fund		84120250	84027158
2. CURRENT LIABILITIES				
	(a) Other Current Liabilities	4	103810	16300
	(b) Short-term Provisions	5	274556	282420
	Total Current Liabilities		378366	298720
	TOTAL EQUITY AND LIABILITIES		84498616	84325878
B. ASSETS				
1. NON CURRENT ASSETS				
	(a) Property, Plant & Equipment	6	27490	37879
	(b) Deferred Tax Assets	7	4181	3210
	Total Non Current Assets		31672	41089
2. CURRENT ASSETS				
	(a) Current Investments	8	46616250	43416250
	(b) Cash and Cash Equivalents	9	817283	2510952
	(c) Short-term Loans and Advances	10	37033411	38357587
	Total Current Assets		84466944	84284789
	TOTAL ASSETS		84498616	84325878

Significant Accounting Policies

1

The Accompanying notes forming part of the financial statements

In terms of our attached report of even date

For S. Jaykishan

Chartered Accountants

For and on behalf of the Board

SD/-
Amit Kr. Bajoria
Managing Director
DIN No. 00060567SD/-
Rupali Saha
Director
DIN No. 07235268SD/-
(Ritesh Agarwal)
Partner
Membership No. : 62410
Firm Registration No. 309005E
Place : Kolkata
Dated : 31st May, 2018SD/-
Shashank Srivastava
Director
DIN No. 00012960

Statement of Profit and Loss Account for the year ended 31-03-2018

Particulars	Note No.	As at 31st March 2018 Rs.	As at 31st March 2017 Rs.
REVENUE			
(a) Revenue from Operations	11	2,844,507	3,124,134
(b) Other Income	12	22,716	—
Total Revenue		2,867,223	3,124,134
EXPENSES			
(a) Employee Benefits Expenses	13	1,313,304	1,278,110
(b) Depreciation	6	10,389	20,480
(c) Other Expenses	14	1,418,492	1,706,420
Total Expenses		2,742,185	3,005,001
Profit Before Tax		125,038	119,124
Less : Tax expense :			
(a) Current Tax		33,070	36,792
(b) Deferred Tax		(972)	(1,212)
		32,098	35,580
Profit After Tax		92,940	83,544
Earnings per share (of Rs.10/- each) :			
(a) Basic	19	0.01	0.01
(b) Diluted		0.01	0.01

Significant Accounting Policies
1
The Accompanying notes forming part of the financial statements

In terms of our attached report of even date

For S. Jaykishan
 Chartered Accountants

For and on behalf of the Board

 SD/-
(Ritesh Agarwal)
 Partner
 Membership No. : 62410
 Firm Registration No. 309005E
 Place : Kolkata
 Dated : 31st May, 2018

 SD/-
Amit Kr. Bajoria
 Managing Director
 DIN No. 00060567

 SD/-
Rupali Saha
 Director
 DIN No. 07235268

 SD/-
Shashank Srivastava
 Director
 DIN No. 00012960

Cash Flow Statement for the year ended 31st March, 2018

Particulars	For the year ended 31st March, 2018		For the year ended 31st March, 2017	
	Rs.	Rs.	Rs.	Rs.
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		125038		119124
Adjustments for:				
Depreciation and amortisation	10389		20480	
Interest income	(2867223)		(3124134)	
		(2856834)		(3103654)
Operating profit / (loss) before working capital changes		(2731796)		(2984530)
Changes in working capital :				
Adjustments for (increase) / decrease in operating assets :				
Current Assets		—		—
Adjustments for increase / (decrease) in operating liabilities :				
Other Current Liabilities	87510		(83136)	
		87510		(83136)
Cash generated from operations		(2644286)		(3067666)
Net income tax (paid) / refunds		35209		(311980)
Net cash flow from / (used in) operating activities (A)		(2609077)		(3379646)
B. Cash flow from investing activities				
Net Inflow/(Outflow) from Sale/(Purchase) of Investments	(3,200,000)		1,925,000	
	—		—	
	—	(3200000)	(16931)	1908069
Net cash flow from / (used in) investing activities (B)		(3200000)		1908069
C. Cash flow from financing activities				
Loan & Advances (Paid) /Received	1270901		(1732092)	
	—		—	
Interest Received	2844507	4115408	3124134	1392042
Net cash flow from / (used in) financing activities (C)		4115408		1392042
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		(1693669)		(79535)
Cash and cash equivalents at the beginning of the year		2510952		2590487
Cash and cash equivalents at the end of the year		817283		2510952
* Comprises :				
(a) Cash in hand		612423		1053216
(b) Balances with banks		204860		1457736
In current accounts		817283		2510952

See accompanying notes forming part of the financial statements

The above Cash Flow Statement have been prepared under the indirect method as set out in the Accounting Standard-3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.

In terms of our report attached.

For S. Jaykishan
Chartered Accountants

For and on behalf of the Board

SD/-
Amit Kr. Bajoria
Managing Director
DIN No. 00060567

SD/-
Rupali Saha
Director
DIN No. 07235268

SD/-
(Ritesh Agarwal)
Partner
Membership No. : 62410
Firm Registration No. 309005E
Place : Kolkata
Dated : 31st May, 2018

SD/-
Shashank Srivastava
Director
DIN No. 00012960

Notes forming part of the financial statements as on 31-03-2018**I. SIGNIFICANT ACCOUNTING POLICIES****(1) BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). These financial statements have been prepared to comply in all material aspects with the accounting standards specified under Section 133 of Companies Act, 2013 (the Act), read with Rule 7 of the Companies (Accounts) Rules, 2014.

All assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Companies Act, 2013.

The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

(2) USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Differences between actual and estimates are recognized in the period in which the results are known/materialize in statement of profit and loss.

(3) TANGIBLE ASSETS

Tangible Assets are stated at their original cost of acquisition less accumulated depreciation. Cost comprises of all costs incurred to bring the assets to their location and working condition for its intended use.

(4) DEPRECIATION

Depreciation has been provided on written down value method using such rates arrived based on the useful lives of assets specified in Part C of Schedule II thereto of the Companies Act, 2013.

(5) INVESTMENTS

Quoted Shares and Securities are stated at cost of acquisition. Provision for diminution in the value of long term Investments is made, only if such decline is other than temporary. Unquoted Shares are stated at "cost price".

(6) INVENTORIES

Quoted Shares and Securities are stated at lower of "Cost" or "Market Price". Unquoted Shares are stated at "cost price".

(7) REVENUE RECOGNITION

Sales are accounted as and when contract notes/bills raised upon the parties. Items of Income and Expenditures are recognized on accrual basis.

(8) TAXATION**Current Tax**

I. Current tax is the amount payable on the taxable income for the year determined in accordance with the provisions of the Income Tax Act, 1961

Deferred Tax

II. Deferred tax is recognised on timing difference between the accounting income and the taxable income for the period that originates in one period and are capable of reversal in one or more subsequent periods. Such deferred tax is quantified using tax rates and laws enacted or substantively enacted as on balance sheet date.

(9) PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

A provision is recognized when the company has a present obligation as a result of past event and its probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. The provisions (excluding retirement benefits) are not discounted to its present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

As per our Report of even date

For S. Jaykishan
Chartered Accountants

SD/-
(Ritesh Agarwal)
Partner
Membership No. : 62410
Firm Registration No. 309005E
Place : Kolkata
Dated : 31-05-2018

For and on behalf of the Board

SD/-
Amit Kr. Bajoria
Managing Director
DIN No. 00060567

SD/-
Rupali Saha
Director
DIN No. 07235268

SD/-
Shashank Srivastava
Director
DIN No. 00012960

Notes forming part of the financial statements as on 31-03-2018 (Contd.)

	AS AT		AS AT	
	No Of Shares	31ST MARCH 2018 (Rs.)	No Of Shares	31ST MARCH 2017 (Rs.)
Note - 2				
Share Capital				
Authorised, Issued, Subscribed & Paid-Up Share capital				
Authorised Capital				
Equity shares of Rs.10/- each with voting rights	8000000	80000000	8000000	80000000
Total Authorised Capital	8000000	80000000	8000000	80000000
Issued Capital				
Equity shares of Rs.10/- each with voting rights	7874860	78748600	7874860	78748600
Subscribed and fully paid up				
Equity shares of Rs.10/- each with voting rights	7874860	78748600	7874860	78748600
	7874860	78748600	7874860	78748600
Total Issued & Subscribed Capital	7874860	78748600	7874860	78748600

Particulars	Opening Balance	Fresh issue	Closing Balance
Equity shares with voting rights			
Year ended 31st March, 2018			
— Number of shares	7874860	—	7874860
— Amount (Rs.)	78748600	—	78748600
Year ended 31st March, 2017			
— Number of shares	7874860	—	7874860
— Amount (Rs.)	78748600	—	78748600

The Company has only class of Equity shares having a par value of Rs.10/- per share. Each holder of the equity shares is entitled to one vote per shares. In the event of liquidation of the Company, the holders of equity shares are entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in promotion to the number of equity shares held by the shareholders.

Notes forming part of the financial statements as on 31-03-2018 (Contd.)

Details of shares held by each shareholder holding more than 5% shares :

Name of Equity Shareholder	As at 31st March, 2018	As at 31st March, 2017
	Number of shares held	Number of shares held
Equity shares with voting rights		
Centuple Finance Pvt. Ltd.	1150000	1150000
Edmond Securities Pvt. Ltd.	500000	500000

Note - 3

Reserves and Surplus

	AS AT 31ST MARCH 2018 (Rs.)	AS AT 31ST MARCH 2017 (Rs.)
(a) General Reserve	4534833	4534833
(b) Special Reserve		
Opening balance	213218	196508
Add : Transferred from Profit / (Loss) Account	18590	16710
Closing balance	231808	213218
(c) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	530507	459920
Add: Profit / (Loss) for the year	92940	83544
Contingent Provisions against Standard Assets	152	3753
Transferred to Special Reserve	(18590)	(16710)
Closing balance	605009	530507
Total Reserve & Surplus	5371650	5278558

Note - 4

Other Current Liabilities

(i) Statutory Liabilities	—	2500
(ii) Liabilities for Expenses	103810	13800
	103810	16300

Notes forming part of the financial statements as on 31-03-2018 (Contd.)

	AS AT 31ST MARCH 2018 (Rs.)	AS AT 31ST MARCH 2017 (Rs.)
Note - 5		
Short Term Provision		
Provision for Taxation	191335	199047
Contingent Provisions against Standard Assets	83221	83373
	274556	282420

Note - 6.1

Non Current Assets

Property, Plant & Equipment (Current Year)

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As on 01.04.17	Addition During the year	As on 31.03.18	As on 01.04.17	For the year	As on 31.03.18	WDV as on 31.03.18	WDV as on 31.03.17
Computer	136421	—	136421	126666	3108	129774	6647	9755
Furniture & Fixture	52250	—	52250	24126	7281	31407	20843	28124
Total	188671	—	188671	150792	10389	161181	27490	37879

Note - 6.2

Non Current Assets

Property, Plant & Equipment (Previous Year)

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As on 01.04.17	Addition During the year	As on 31.03.18	As on 01.04.17	For the year	As on 31.03.18	WDV as on 31.03.18	WDV as on 31.03.17
Computer	136421	—	136421	116011	10655	126666	9755	20410
Furniture & Fixture	52250	—	52250	14301	9825	24126	28124	37949
Total	188671	—	188671	130312	20480	150792	37879	58359

Notes forming part of the financial statements as on 31-03-2018 (Contd.)

	AS AT 31ST MARCH 2018 (Rs.)	AS AT 31ST MARCH 2017 (Rs.)
Note - 7		
<u>Deferred Tax Assets (net)</u>		
<u>Tax effect of items constituting Deferred Tax Liability</u>		
On difference between book balance and tax balance of Fixed Assets.	4,182	3,210
	<u>4,182</u>	<u>3,210</u>
Note - 8		
<u>Current Investments (At Cost)</u>		
<u>Investment in Equity Shares</u>		
<u>Quoted (F.V. of Rs.10/- each)</u>		
25000(25000) Kanika Infra & Power Ltd.(F/v Rs.2/-)	11,250	11,250
315000(315000) Adarsh Mercantile Limited	5,040,000	5,040,000
20000(20000) Uday Jewellery Industries Ltd.	10,000	10,000
A	<u>5,061,250</u>	<u>5,061,250</u>
Market Value of Quoted Investments	<u>2,222,250</u>	<u>1,765,250</u>
<u>Unquoted (F.V. of Rs.10/- each)</u>		
9500 (9500) Chandradhar Vinimoy Pvt Ltd.	950,000	950,000
4000 (Nil) Exquisite Apartments Pvt. Ltd.	800,000	—
2000 (Nil) Infini Designs Pvt. Ltd.	1,200,000	—
120000 (120000) Ginni Global Pvt. Ltd.	28,080,000	28,080,000
75000 (75000) Maxflow Fans Manufacturing Pvt. Ltd.	3,225,000	1,677,000
100000 (100000) Pushpanjali Securities Management Pvt. Ltd.	2,000,000	2,000,000
20000 (Nil) SCR Properties Pvt Ltd.	1,200,000	—
32000 (32000) Varun Enclave Pvt. Ltd.	1,600,000	1,600,000
61250 (61250) Varun Share Management Pvt. Ltd.	2,500,000	2,500,000
B	<u>41,555,000</u>	<u>38,355,000</u>
TOTAL A + B	<u>46,616,250</u>	<u>43,416,250</u>

Notes forming part of the financial statements as on 31-03-2018 (Contd.)

	AS AT 31ST MARCH 2018 (Rs.)	AS AT 31ST MARCH 2017 (Rs.)
Note - 9		
Cash and Cash Equivalent		
Cash in hand (As per books & certified by the Management)	612,423	10,53,216
Balance with Schedule Banks		
— In current Account	204,860	1,457,736
	817,283	2,510,952
Note - 10		
Short term Loans and Advances		
i) Loans & Advances (Unsecured, considered good)		
Loans - Bodies Corporate	23,515,039	23,715,539
Loans - Others	9,773,319	9,633,720
ii) Advance (Unsecured)		
Others	2,040,000	3,250,000
iii) Balances with Government Authorities		
TDS Receivable	1,705,053	1,758,328
	37,033,411	38,357,587
Note - 11		
Revenue from operations		
Interest on loans (TDS Rs. 284451/-, Pr. Yr. Rs. 311980/-)	2,844,507	3,124,134
	2,844,507	3,124,134
Note - 12		
Other Income		
Interest on IT Refund	22,716	—
	22,716	—

Notes forming part of the financial statements as on 31-03-2018 (Contd.)

	AS AT 31ST MARCH 2018 (Rs.)	AS AT 31ST MARCH 2017 (Rs.)
Note - 13		
EXPENSES		
Employee Benefits Expenses		
Salary	1,123,000	1,076,000
Staff Welfare Expenses	190,304	202,110
	1,313,304	1,278,110

Note - 14**OTHERS EXPENSES****Administration & Other Expenses**

Legal and Professional Charges	109,290	140,550
Printing and Stationery	72,485	103,713
Books & Periodicals	52,720	76,413
Bank Charges	805	2,669
Postage, Telegram & Courier	46,309	65,853
Repairs & Maintenance	74,360	75,947
Accounting Charges	96,000	96,000
Business Promotion Expenses	75,588	99,101
Computer Consumables	44,238	44,870
Service Charges	77,960	133,010
Demat Charges	350	990
Registrar & Listing Charges	397,823	360,092
Advertisement & Publicity Expenses	14,336	14,108
Market Analysis Exp.	24,901	35,276
Filing Fees	10,800	5,400
Auditors' Remuneration	14,520	13,800
Travelling & Conveyance Exp.	99,518	194,280
Communication Expenses	79,832	111,683
Miscellaneous Expenses	126,657	132,665
	1,418,492	1,706,420

II. NOTES ON ACCOUNTS

15) The Company's main business is Finance and Investment activities falling under one business head. Hence, Segment Reporting as per AS – 17 is not applicable to the Company.

16) Foreign Currency Transaction

Earning in Foreign Currency - Rs. Nil
 Expenditure in Foreign Currency - Rs. Nil

17) The Company has transferred a sum of Rs.18590/- (Previous Year Rs. 16710/-) to Special Reserve as required under Section 45-IC of the Reserve Bank of India Act, 1934.

18) Contingent Liabilities, prior period items and changes in accounting policies.

Contingent Liabilities — Rs. 534428/-

[Demand of Income Tax for the Asst. Year 2004 – 05 against which appeal has been filed and its pending with CIT (Appeals)]

Changes in Accounting Policies — Nil (Nil)

There were no prior period items/adjustments during the year.

19) Earnings Per Share

The earnings per share, computed as per the requirement under Accounting Standard 20 on Earnings Per Share, issued by the Institute of Chartered Accountants of India, as under :

	31.03.2018	31.03.2017
Profit after Taxation	92940	83544
Weighted average number of shares	7874860	7874860
Basic & Diluted EPS (on nominal value of Rs. 10/- per share)	0.01	0.01

20) Auditor's Remuneration

i) Audit Fees 14520 13800
 ii) Tax Audit Fees — —

Total 14520 13800

21) Related Party Disclosures

Related party disclosures as required by Accounting Standard 18 on “Related Party Disclosures is as mentioned herein below :

Nature of Relationship	Name of the Party
1. Subsidiary Company	Nil
2. Associates/Promoter Companies.	Centuple Finance Private Limited Edmond Securities Private Limited
3. Key Management Personnel	Mr. Amit Kr. Bajoria — Managing Director. Mr. Shashank Srivastava — Director Mr. Sunil Shah — Director Mrs. Rupali Saha — Director.

Transaction with related parties

Salary to KMP	Rs. 228000/-
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22) Previous year’s figures have been regrouped / reclassified wherever necessary to correspond with the current year’s Classification / disclosure.

In terms of our attached report of even date

For S. Jaykishan
Chartered Accountants

SD/-
(Ritesh Agarwal)
Partner
Membership No. : 62410
Firm Registration No. 309005E
Place : Kolkata
Dated : 31st May, 2018

For and on behalf of the Board

SD/- Amit Kr. Bajoria Managing Director DIN No. 00060567	SD/- Rupali Saha Director DIN No. 07235268
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SD/-
Shashank Srivastava
Director
DIN No. 00012960



WINY COMMERCIAL & FISCAL SERVICES LIMITED

CIN: L65923WB1990PLCO48472

REGISTERED OFFICE: 18 Giri Babu Lane, Kolkata-700012

Email: wcfsl1990@gmail.com, Web Site : www.winycomm.co.in

Form No. MGT-11

Proxy form

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

Regd. Folio No. :	DP ID :
No. of Shares held :	Client ID:

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

- Name..... Address
Email ID..... Signature or failing him / her.
- Name..... Address
Email ID..... Signature or failing him / her.
- Name..... Address
Email ID..... Signature or failing him / her.

and whose signatures are appended below as my proxy to attend and vote (on a poll) for me/us and on my behalf at the 29th Annual General Meeting of the Company, to be held on Friday, 28th day of September, 2018, at 11.30 a.m. at, 4A, Kapalitola Lane, Kolkata-700 012 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(s)	For	Against
1.	AAdoption of Directors' Report, Audited Financial Statements for the year ended 31 st March, 2018 and Auditors' Report thereon.		
2.	Re-appointment of Mrs. Rupali Saha(Din-07235268) and Mr. Sunil Shah (Din- 01562716) as an Independent Director.		
3.	Re-appointment of M/s S. Jaykishan, Chartered Accountants, as Statutory Auditors and fixing their remuneration.		

*Applicable for investors holding shares in Electronic Form.

Signed this _____ day of _____ 2018

Signature of the Share Holder(s) _____

Signature of Proxy Holder _____

**Affix
Revenue
Stamp
Re. 1/-**

- Note:** (1) 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.
(2) This is only optional. Please tick (✓) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' & 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Winy WINY COMMERCIAL & FISCAL SERVICES LIMITED

CIN: L65923WB1990PLCO48472

REGISTERED OFFICE: 18 Giri Babu Lane, Kolkata-700012

Email: wcfsl1990@gmail.com , Web Site : www.winycomm.co.in

ATTENDANCE SLIP

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

Full name of the member attending

Member's Folio No/ Client ID:

Name of Proxy

(To be filled in, if the proxy attends instead of member)

I hereby record my presence at the 29th Annual General Meeting of the Winy Commercial & Fiscal Services Limited, at the Registered Office of the Company at 4A, Kapalitola Lane, Kolkata-700012 on Friday the 28th day of September, 2018.

.....
Member's/ Proxy's Signature



Note :

- 1) Shareholders / Proxy holders are requested to bring the Attendance Slip with them when they come to the Meeting and hand it over at the gate after affixing their signature on it.
- 2) Shareholders are requested to advice, indicating their Folio Nos. DP ID*, Client ID*, the change in their address, if any, to the change in their address, if any, to the Register & Share Transfer Agents, at Maheshwari Datamatics Pvt. Ltd., 23, R. N. Mukherjee Road, 5th Floor , Kolkata – 700 001,

***Applicable for investors holding shares in Electronic (Demat) Form.**