

# **Typhoon Financial Services Limited**

[CIN: L65923GJ1990PLC014790]

**26<sup>TH</sup>**  
**ANNUAL REPORT**  
**2015-16**

# TYPHOON FINANCIAL SERVICES LIMITED

[CIN: L65923GJ1990PLC014790]

## 26<sup>TH</sup> ANNUAL REPORT 2015-16

<b>BOARD OF DIRECTORS</b>	:	Mr. Ashok Chhajer Ms. Sushma Chhajer Mr. Kashyap R. Mehta Mr. Manish J. Joshi	Managing Director Director Director Director
<b>COMPANY SECRETARY</b>	:	Ms. Richa A. Shah	
<b>REGISTERED OFFICE</b>	:	35, Omkar House, Near Swastik Cross Roads, C.G. Road, Navrangpura, Ahmedabad 380 009.	
<b>WEBSITE</b>	:	www.typhoonfinancial.com	
<b>STATUTORY AUDITORS</b>	:	M/s. Virendra Surana & Co., Chartered Accountants, Kolkata.	
<b>COMPANY LAW CONSULTANT</b>	:	M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad.	
<b>BANKERS</b>	:	Bank of Maharashtra.	
<b>REGISTRARS &amp; SHARE TRANSFER AGENTS</b>	:	Link Intime India Private Limited Unit No 303, 3 <sup>rd</sup> Floor, Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off C G Road, Ahmedabad - 380 009. Tel.: 079 - 26465179 Email: ahmedabad@linkintime.co.in	

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**NOTICE**

NOTICE is hereby given that the **26<sup>th</sup> ANNUAL GENERAL MEETING** of the Members of **TYPHOON FINANCIAL SERVICES LIMITED** will be held as scheduled below:

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

Day : Tuesday

Time : 4.00 p. m.

Place : Registered Office of the Company situated at:  
35, Omkar House, Near Swastik Cross Roads, C. G. Road, Navrangpura, Ahmedabad - 380 009.

to transact the following business :

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Sushma Chhajer (DIN – 00280231), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.
3. To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

“RESOLVED that pursuant to the provisions of Section 139, 142 and any other applicable provisions of the Companies Act, 2013 and rules made there under, as amended from time to time, and pursuant to the resolution passed by the members at the Annual General Meeting (AGM) held on 24<sup>th</sup> September, 2015, the appointment of M/s. Virendra Surana & Co., Chartered Accountants (Firm Registration No.319179E), as the Statutory Auditors of the Company to hold office for a period of 5 years i.e. till the conclusion of the AGM to be held in the year 2020 be and is now hereby ratified for the year 2016-17 and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors.”

**Registered Office :**  
35, Omkar House,  
Near Swastik Cross Roads,  
C. G. Road, Navrangpura,  
Ahmedabad - 380 009.  
Date :20<sup>th</sup> July, 2016

**By Order of the Board,**

**Ashok Chhajer**  
**Managing Director**

**NOTES:**

1. The Register of Members and Share Transfer Books will remain closed from **2<sup>nd</sup> September, 2016 to 27<sup>th</sup> September, 2016** (both days inclusive) for the purpose of Annual General Meeting (AGM).
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% 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 SHAREHOLDER.

The instrument of Proxy in order to be effective, must 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 sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the AGM.
4. Members/Proxies are requested to bring duly filled attendance form along with their copy of Annual Report at the Meeting. Copies of Annual Report will not be distributed at the Meeting.
5. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc, to their Depository

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Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA).

6. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India in respect of Directors seeking re-appointment/appointment/ confirmation at the ensuing Annual General Meeting is provided in the Corporate Governance Report forming part of the Annual Report. The Directors have furnished the requisite declarations for their appointment / re-appointment.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
8. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
9. The Shareholders holding Shares in Physical form are advised to seek their shareholding changed to dematerialised form since in terms of SEBI and Stock Exchange guidelines no physical shares can be traded in the Stock Exchanges.
10. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
11. Members/Proxies are requested to bring duly filled attendance form along with their copy of Annual Report at the Meeting. Copies of Annual Report will not be distributed at the Meeting.
12. All documents referred to in the Notice and Explanatory Statement shall be available for inspection by members at the Registered Office of the Company during the business hours between 11.00 a.m. to 1.00 p.m. on all working days of the Company up to the date of the Annual General Meeting.
13. To support the "Green Initiative", Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Registrar & Share Transfer Agents of the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. In support of the 'Green Initiative' announced by the Government of India, electronic copies of the Annual Report for 2015-16 and this Notice inter alia indicating the process and manner of e-voting along with Attendance form and Proxy Form are being sent by email to all the Members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes, unless any Member has requested only for a hard copy of the same. For Members who have not registered their email address, physical copies will be sent to them in the permitted mode. The Notice of AGM will also be available on the Company's website, [www.typhoonfinancial.com](http://www.typhoonfinancial.com) and that of Central Depository Services (India) Limited ("CDSL"), [www.cdslindia.com](http://www.cdslindia.com), [www.evotingindia.com](http://www.evotingindia.com).
15. The Ministry of Corporate Affairs has notified the Investor Protection and Education Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules) with the objective of enabling shareholders to use the information provided by the companies on their websites and the website of the IEPF, to verify the status of unclaimed dividends, if any. The concerned members are requested to verify the details of their unclaimed dividend, if any, from the said websites and lodge their claim with the Company's RTA before the unclaimed dividends are transferred to the IEPF.
16. **VOTING THROUGH ELECTRONIC MEANS**
  - (a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. 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') is provided by Central Depository Services (India) Limited.
  - (b) The facility for voting through ballot paper shall be made available at the AGM, and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot. E-voting facility will not be made available at the AGM venue.

- (c) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (d) The remote e-voting period commences at 9.00 a.m. on **Saturday, the 24<sup>th</sup> September, 2016 and ends at 5:00 p.m. on Monday, the 26<sup>th</sup> September, 2016**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 20<sup>th</sup> September, 2016**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for e-voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- (e) The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date.

**The procedure and instructions for remote e-voting are, as follows:**

- (i) Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Now click on "Shareholders" to cast your votes.
- (iii) Now, fill up the following details in the appropriate boxes:

User ID	a. For CDSL: 16 digits Beneficiary ID
	b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
	c. Members holding shares in Physical Form should enter Folio Number registered with the Company

- (iv) Next, enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are holding shares in demat form and has forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (vii) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (ii).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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- (xi) Click on Electronic Voting Sequence Number (EVSN) of TYPHOON FINANCIAL SERVICES LIMITED to vote.
- (xii) On the voting page, you will see 'Resolution Description' and against the same, the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
- (xiv) After selecting the Resolution, you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- (xv) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on 'Click here to print' option on the Voting page.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non – Individual Members and Custodians:
  - Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (f) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (g) **Mr. Kashyap R. Mehta, Proprietor, M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad** has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (h) 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. **E-voting facility will not be made available at the AGM venue.**
- (i) The Scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than two days from the conclusion of meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
- (j) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.typhoonfinancial.com](http://www.typhoonfinancial.com) and on the website of CDSL immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.

## DIRECTORS' REPORT

Dear Members,

The Directors present the 26<sup>TH</sup> ANNUAL REPORT together with the Audited Financial Statement for the Financial Year 2015-16 ended 31<sup>st</sup> March, 2016

### 1. FINANCIAL PERFORMANCE:

Particulars	2015-16	2014-15
Total Income	16.67	14.76
Profit before tax	2.76	0.95
Less: Provision for taxation	0.61	0.17
Profit after tax	2.15	0.78

(` in Lacs)

There are no material changes and commitment affecting the financial position of the Company which have occurred between 1<sup>st</sup> April, 2016 and date of this report.

### 2. DIVIDEND:

With a view to conserve the resources for the working capital requirement of the Company, the Board of Directors has not recommend any dividend on the Equity Shares for the year under review.

### 3. REVIEW OF OPERATIONS / COMPANY AFFAIRS:

The Company earned Income of ` 16.67 Lacs during the year under review compared to ` 14.76 Lacs during 2014-15. The Company has earned Profit before Interest and Depreciation of ` 2.86 Lacs during the year under review compared to ` 1.05 Lacs during 2014-15. After providing for Depreciation, Prior period adjustments and Taxation, the Net Profit for the year under review stood ` 2.15 Lacs compared to ` 0.78 Lacs during 2014-15.

### 4. DIRECTORS:

4.1 One of your Directors viz Ms. Sushma Chhajer (DIN: 00280231) retires by rotation in terms of the Articles of Association of the Company. However, being eligible offers herself for reappointment.

4.2 The Board of Directors duly met 9 times during the financial year under review.

4.3 The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 (the Act) that they meet with the criteria of their independence laid down in Section 149(6) of the Act.

#### 4.4 FORMAL ANNUAL EVALUATION:

The Nomination and Remuneration Committee adopted a formal mechanism for evaluating the performance of the Board of Directors as well as that of its Committees and individual Directors, including Chairman of the Board, Key Managerial Personnel/ Senior Management etc. The exercise was carried out through an evaluation process covering aspects such as composition of the Board, experience, competencies, governance issues etc.

#### 4.5 DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 134 of the Companies Act, 2013, it is hereby confirmed:

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that 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 31<sup>st</sup> March, 2016 being end of the financial year 2015-16 and of the profit of the Company for the year;
- (iii) that the Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors had prepared the annual accounts on a going concern basis.

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- (v) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 5. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY:

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

### 6. MANAGERIAL REMUNERATION:

#### REMUNERATION OF DIRECTORS:

The Company has not paid any Managerial Remuneration or other benefits to any of its Directors. The Board of Directors has framed a Remuneration Policy that assures the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, Key Managerial Personnel and Senior Management to enhance the quality required to run the Company successfully. All the Board Members and Senior Management personnel have affirmed time to time implementation of the said Remuneration policy.

The Nomination and Remuneration Policy are available on the Company's website - [www.typhoonfinancial.com](http://www.typhoonfinancial.com)

### 7. KEY MANAGERIAL PERSONNEL (KMP) AND PERSONNEL:

There are no material payments to KMP/ Employees. As no material payments have been made the amount is not comparable with the performance of the Company. There is no Employee drawing remuneration requiring disclosure under Rule 5(2) of Companies (Appointment & Remuneration of Managerial personnel) Rules, 2014. The number of permanent employees of the Company are three. There is no increase in remuneration of KMP during the year under review compared to 2014-15.

### 8. RELATED PARTY TRANSACTION AND DETAILS OF LOANS, GUARANTEES, INVESTMENT & SECURITIES PROVIDED:

Details of Related Party Transactions and Details of Loans, Guarantees and Investments covered under the provisions of Section 188 and 186 of the Companies Act, 2013 respectively are given in the notes to the Financial Statements attached to the Directors' Report.

All transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any transactions with related parties which could be considered as material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at [www.typhoonfinancial.com](http://www.typhoonfinancial.com).

### 9. CORPORATE GOVERNANCE AND MDA:

As per Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Report on Corporate Governance and Management Discussion and Analysis (MDA) and a certificate regarding compliance with the conditions of Corporate Governance are appended to the Annual Report as **Annexure - A**.

### 10. SECRETARIAL AUDIT REPORT:

Your Company has obtained Secretarial Audit Report as required under Section 204(1) of the Companies Act, 2013 from M/s. Pinakin Shah & Co., Company Secretaries, Ahmedabad. The said Report is attached with this Report as **Annexure – B**. As regards the observation of the Auditors, the Company is in the process of identifying and appointing CFO and will charge interest on loans in future.

### 11. EXTRACT OF ANNUAL RETURN:

The extract of Annual return in Form – MGT-9 has been attached herewith as **Annexure – C**.

### 12.1 LISTING AT BSE LIMITED:

The Equity Shares of the Company are listed and traded on BSE Limited under w.e.f. 24<sup>th</sup> November, 2015 under direct listing norms of BSE Limited. This has provided liquidity to the Shareholders of the Company.



**12.2 LISTING:**

The Equity Shares of the Company are listed on BSE Limited, Ahmedabad Stock Exchange Limited & Calcutta Stock Exchange Limited. The Company is generally regular in payment of Annual Listing Fees. The annual Listing Fees has been paid to BSE Limited for the year 2016-17.

**13. DEMATERIALISATION OF EQUITY SHARES:**

Shareholders have an option to dematerialise their shares with either of the depositories viz NSDL and CDSL. The ISIN allotted is INE761R01013.

**14. AUDIT COMMITTEE/ NOMINATION AND REMUNERATION COMMITTEE/ STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The details of various committees and their functions are part of Corporate Governance Report.

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

Your Company being in the Industry of Investment and Finance, the particulars relating to conservation of Energy, Technology Absorption etc. are not applicable. The Company has not earned or spent any amount in Foreign Exchange.

**16. GENERAL:****16.1. AUDITORS:**

At the Annual General Meeting held on 24<sup>th</sup> September, 2015 M/s. Virendra Surana & Co., Chartered Accountants, Kolkata were appointed as statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the year 2020. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. Virendra Surana & Co., Chartered Accountants, Kolkata, as statutory auditors of the Company for the financial year 2016-17, is placed for ratification by the shareholders.

The remarks of Auditor are self explanatory and have been explained in Notes on Accounts.

**16.2 INSURANCE:**

The Company's properties continue to be adequately insured against risks such as fire, riot, strike, civil commotion, malicious damages, etc.

**16.3 DEPOSITS:**

The Company has not accepted during the year under review any Deposits and there were no overdue deposits.

**16.4 RISKS MANAGEMENT POLICY:**

The Company has a risk management policy, which from time to time, is reviewed by the Audit Committee of Directors as well as by the Board of Directors. The Policy is reviewed quarterly by assessing the threats and opportunities that will impact the objectives set for the Company as a whole. The Policy is designed to provide the categorization of risk into threat and its cause, impact, treatment and control measures. As part of the Risk Management policy, the relevant parameters for protection of environment, safety of operations and health of people at work and monitored regularly with reference to statutory regulations and guidelines defined by the Company.

**16.5 SUBSIDIARIES/ ASSOCIATE/ JVs:**

The Company does not have any Subsidiaries/ Associate Companies / JVs.

**16.6 CODE OF CONDUCT:**

The Board of Directors has laid down a Code of Conduct applicable to the Board of Directors and Senior Management. All the Board Members and Senior Management personnel have affirmed compliance with the code of conduct.

**16.7 SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:**

There has been no significant and material order passed by any regulators or courts or tribunals, impacting the going concern status of the Company and its future operations.

## **TYPHOON FINANCIAL SERVICES LIMITED**

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### **16.8 ENVIRONMENT AND SAFETY:**

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources.

### **16.9 INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS:**

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Companies Act, 2013.

### **17. DISCLOSURE OF ACCOUNTING TREATMENT**

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

### **18. ACKNOWLEDGMENT:**

Your Directors express their sincere thanks and appreciation to Promoters, Shareholders and Customers for their support and co-operation. Your Directors also place on record their gratitude to the Bankers of the Company and Government Departments for their confidence reposed in the Company.

#### **Registered Office:**

35, Omkar House,  
Near Swastik Cross Roads,  
C. G. Road, Navrangpura,  
Ahmedabad - 380 009.  
Date: 20<sup>th</sup> July, 2016

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

**Ashok Chhajer**  
**Managing Director**

**Sushma Chhajer**  
**Director**

## REPORT ON CORPORATE GOVERNANCE

### INTRODUCTION:

Corporate Governance is important to build confidence and trust which leads to strong and stable partnership with the Investors and all other Stakeholders. The Directors, hereunder, present the Company's Report on Corporate Governance for the year ended 31<sup>st</sup> March, 2016 and also up to the date of this Report.

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's philosophy on Corporate Governance lays strong emphasis on transparency, accountability and ability.

Effective Corporate Governance is the key element ensuring investor's protection; providing finest work environment leading to highest standards of management and maximization of everlasting long-term values. Your Company believes in the philosophy on practicing Code of Corporate Governance that provides a structure by which the rights and responsibility of different constituents such as the board, employees and shareholders are carved out.

A Report on compliance with the principles of Corporate Governance as prescribed by SEBI in Chapter IV read with Schedule V of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 (Listing Regulation) is given below:

### 2. BOARD OF DIRECTORS:

#### a) Composition and Category of Directors as on 31<sup>st</sup> March, 2016 and as on date:

Name of Directors	Category of Directorship	No. of other Directorships @	No. of Committee position in other Companies**		No. of Board Meetings attended	Attendance at AGM. held on 24-09-2015 Yes(Y)/No(N)
			Member	Chairman		
Ashok Chhajer, Managing Director	Promoter- Executive	3	-	-	9	Y
Sushma Chhajer	Promoter- Non Executive	-	-	-	9	Y
Kashyap R. Mehta	Independent Non-Executive	3	3	2	9	Y
Manish J. Joshi	Independent Non-Executive	-	-	-	9	Y

@ Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 are excluded.

\*\* For the purpose of reckoning the limit of committees, only chairmanship / membership of the Audit Committee and the Stakeholders' Relationship Committee has been considered.

- Mr. Ashok Chhajer and Ms. Sushma Chhajer are related to each other.

## TYPHOON FINANCIAL SERVICES LIMITED

### b) Details of the Directors seeking Appointment/Re-appointment in forthcoming Annual General Meeting:

Name of Director	Sushma Chhajer
Date of Birth	08-04-1966
Date of Appointment	30-03-2003
Qualification	Commerce Graduate
Expertise in specific functional areas	Administration
List of Public Limited Companies in which Directorships held	NIL
List of Private Limited Companies in which Directorships held	Technomod Properties Pvt. Ltd. Worldwide Impex Pvt. Ltd. Bosco Chemtex Pvt. Ltd. Bosco Commerce Pvt. Ltd. Rishabhi Tradeimpex Pvt. Ltd.
Chairman/Member of the Committees of the Board of Directors of the Company	Audit Committee
Chairman/Member of the Committees of Directors of other companies.**	NIL
Shareholding in the Company	2,75,400 Equity Shares of ₹ 10/- each

\*\* For the purpose of reckoning the limit of committees, only chairmanship / membership of the Audit Committee and the Stakeholders' Relationship Committee has been considered.

### c) Board Procedures:

The Board of Directors meets once a quarter to review the performance and Financial Results. A detailed Agenda File is sent to all the Directors well in time of the Board Meetings. The Chairman/Managing Director briefs the Directors at every Board Meeting, overall performance of the Company. All major decisions/approvals are taken at the Meeting of the Board of Directors such as policy formation, business plans, budgets, investment opportunities, Statutory Compliance etc. The meetings of the Board of Directors were held on 1<sup>st</sup> April, 2015, 30<sup>th</sup> May, 2015, 8<sup>th</sup> July, 2015, 29<sup>th</sup> July, 2015, 13<sup>th</sup> August, 2015, 31<sup>st</sup> August, 2015, 12<sup>th</sup> October, 2015, 5<sup>th</sup> November, 2015 and 12<sup>th</sup> February, 2016.

### d) Shareholding of Non- Executive Directors as on 31<sup>st</sup> March, 2016:

Name of the Non- Executive Director	No. of Shares held	% of Shareholding
Sushma Chhajer	2,75,400	9.18

No other Non-Executive Directors hold any Equity Share or convertible securities in the Company.

### e) Familiarisation Program for Independent Directors:

The details of the familiarization program are available on the Company's website – [www.typhoonfinancial.com](http://www.typhoonfinancial.com)

## 3. AUDIT COMMITTEE:

The Audit Committee consists of the following Directors as on the date of the Report:

Name of the Directors	Expertise	Term or referenc & Functions of the Committee	No. of Meetings Attendance during 2015-16
Kashyap R. Mehta, Chairman	All members are Non-executive. Chairman is Independent Director and majority are independent. One member has thorough financial and accounting knowledge	The functions of the Audit Committee are as per Company Law and Listing Regulations prescribed by SEBI which include approving and implementing the audit procedures, review of financial reporting system, internal control procedures and risk management policies.	4 of 4
Sushma Chhajer			4 of 4
Manish J. Joshi			4 of 4

The Audit Committee met 4 times during the Financial Year 2015-16. The maximum gap between two meetings was not more than 120 days. The Committee met on 30<sup>th</sup> May, 2015, 13<sup>th</sup> August, 2015, 5<sup>th</sup> November, 2015 and 12<sup>th</sup> February, 2016. The necessary quorum was present for all Meetings. The Chairperson of the Audit Committee was present at the last Annual General Meeting of the Company.

**4. NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination & Remuneration Committee consists of the following Directors as on the date of the Report:

<b>Name of the Directors</b>	<b>Functions of the Committee</b>	<b>Attendance</b>
Kashyap R. Mehta, Chairman	All members are Non executive. The Committee is vested with the responsibilities to function as per SEBI Guidelines and recommends to the Board Compensation Package for the Managing Director. It also reviews from time to time the overall Compensation structure and related policies with a view to attract, motivate and retain employees.	All members were present at the meeting held on 1 <sup>st</sup> April, 2015 & 31 <sup>st</sup> August, 2015.
Sushma Chhajer		
Manish J. Joshi		

**Term of reference & Remuneration Policy:**

The Committee identifies and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

The Committee fixes remuneration of the Directors / KMP on the basis of their performance and also practice in the industry. The terms of reference of the Nomination & Remuneration Committee include review and recommendation to the Board of Directors of the remuneration paid to the Directors/ KMP. The Committee meets as and when required to consider remuneration of Directors.

**Performance Evaluation Criteria for Independent Directors:**

The Board evaluates the performance of independent directors (excluding the director being evaluated) on the basis of the contributions and suggestions made to the Board with respect to financial strategy, business operations etc.

**5. REMUNERATION OF DIRECTORS:**

1. No Remuneration, Sitting Fees, Commission or Stock Option has been offered to the Directors.
2. The terms of appointment of Managing Director / Whole-time Director are governed by the resolutions of the members and applicable rules of the Company. None of the Directors are entitled to severance fees.
3. Commission based on performance criteria, if any, as approved by the Board and subject to maximum limit specified in the Act.
4. The Nomination and Remuneration Policy of the Company is given in Directors' Report which specifies the criteria of making payments to Non-Executive Directors.
5. Service contract and notice period are as per the terms and conditions mentioned in their Letter of Appointments.
6. There are no materially significant related party transactions, pecuniary transactions or relationships between the Company and its Non-Executive Directors except those disclosed in the financial statements for the financial year ended on 31<sup>st</sup> March, 2016.

**6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The Board has constitutes a Stakeholders' Relationship Committee for the purpose of effective Redressal of the complaints and concerns of the shareholders and other stakeholders of the Company.

The Committee comprises the following Directors as members as on the date of the Report:

1. Kashyap R. Mehta                      Chairman
2. Ashok Chhajer                        Member

The Company has not received any complaints during the year. There was no valid request for transfer of shares pending as on 31<sup>st</sup> March, 2016.

Richa A. Shah, Company Secretary is the Compliance Officer for the above purpose.

## TYPHOON FINANCIAL SERVICES LIMITED

### 7. GENERAL BODY MEETINGS:

Details of last three Annual General Meetings of the Company are given below:

Financial Year	Date	Time	Venue
2012-13	30-09-2013	3.00 p.m.	35, Omkar House, Near Swastik Cross Roads, C. G. Road, Navrangpura, Ahmedabad - 380 009. <b>No Special Resolution was passed.</b>
2013-14	26-09-2014	4:00 P.M	35, Omkar House, Near Swastik Cross Roads, C.G. Road, Navrangpura, Ahmedabad - 380 009 <b>Special Resolution:</b> 1. Borrowing Limit under Section 180(1)(c) of the Companies Act, 2013. 2. Creation of charge/mortgage under Section 180(1)(a) of the Companies Act, 2013 3. Elevation of Mr. Ashok Chhajer as Managing Director of the Company under Sections 188, 196, 197, 203 of the Companies Act, 2013
2014-15	24-09-2015	4.00 p.m.	35, Omkar House, Near Swastik Cross Roads, C. G. Road, Navrangpura, Ahmedabad - 380 009. <b>No Special Resolution was passed.</b>

Pursuant to the relevant provisions of the Companies Act, 2013, there was no matter required to be dealt by the Company to be passed through postal ballot during 2014-15.

### 8. MEANS OF COMMUNICATION:

In compliance with the requirements of the Listing Agreement and SEBI (LODR) Regulations, the Company regularly intimates Unaudited / Audited Financial Results to the Stock Exchanges immediately after they are taken on record by the Board of Directors. These Financial Results are normally published in 'Western Times' (English and Gujarati). Results are also displayed on Company's website [www.typhoonfinancial.com](http://www.typhoonfinancial.com).

The reports, statements, documents, filings and any other information is electronically submitted to the recognized stock exchanges, unless there are any technical difficulties while filing the same. All important information and official press releases are displayed on the website for the benefit of the public at large.

During the year ended on 31<sup>st</sup> March, 2016, no presentation was made to Institutional Investors or analyst or any other enterprise.

### 9. GENERAL SHAREHOLDERS' INFORMATION:

- |                           |   |
|---------------------------|---|
| a) Registered Office      | 35, Omkar House, Near Swastik Cross Roads,<br>C. G. Road, Navrangpura, Ahmedabad - 380 009  |
| b) Annual General Meeting | Day : Tuesday<br>Date : 27 <sup>th</sup> September, 2016<br>Time : 4.00 p.m.<br>Venue : 35, Omkar House,<br>Near Swastik Cross Roads, C. G. Road,<br>Navrangpura, Ahmedabad - 380 009 |
| c) Financial Calendar     |   |
| 1st Quarter Results       | Mid - August, 2016.   |
| Half-yearly Results       | Mid - November, 2016.   |
| 3rd Quarter Results       | Mid - February, 2017.   |
| Audited yearly Results    | End - May, 2017.  |
| d) Book Closure Dates     | <b>From : Friday,</b><br><b>the 2<sup>nd</sup> September, 2016</b><br><b>To : Tuesday,</b><br><b>the 27<sup>th</sup> September, 2016</b><br><b>(both days inclusive).</b>             |
| e) Dividend Payment Date  | Not applicable.   |

f) Listing of Shares on Stock Exchanges

1. **Ahmedabad Stock Exchange Limited (ASE)**  
Kamdhenu Complex, 1st Floor,  
Ambawadi,  
Ahmedabad - 380 015.
2. **BSE Limited**  
P. J. Towers, Dalal Street, Mumbai – 400001
3. **Calcutta Stock Exchange Limited (CSE)**  
7, Lyons Range, Calcutta – 700 001.

The Company has paid the annual listing fees for the financial year 2016-17.

g) Stock Exchange Code

Stock Exchange	Code
ASE	62023
BSE	539468
CSE	10030281

h) Registrar and Share Transfer Agents :

Registrars and Share Transfer Agents (RTA) for both Physical and Demat Segment of Equity Shares of the Company:

M/s. Link Intime India Pvt. Ltd.

Unit No 303, 3<sup>rd</sup> Floor Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II,  
Off C. G. Road, Ahmedabad - 380 009

Tele. No. : (079) 2646 5179

e-mail address: [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)

i) Share Transfer System:

The transfer of Equity Shares in physical form is processed and completed by RTA of the Company viz. M/s. Link Intime India Pvt. Ltd. within a period of 15 days from the date of receipt thereof.

In case of Equity Shares in electronic form, the transfers are processed by NSDL/ CDSL through the respective Depository Participants.

j) Stock Price Data:

The shares of the Company were traded on the BSE Limited. The information on stock price data, BSE Sensex details are as under:

Month#	BSE			BSE Sensex
	High (₹)	Low (₹)	Shares Traded (No.)	
November, 2015	13.12	12.50	400	26,145.67
December, 2015	15.17	13.00	795	26,117.54
January, 2016	16.65	15.90	135	24,870.69
February, 2016	17.45	17.45	50	23,002.00
March, 2016	-	-	-	25,341.86

#The Equity Shares of the Company are listed and traded on BSE Limited under w.e.f. 24<sup>th</sup> November, 2015

k) Distribution of Shareholding as on 31<sup>st</sup> March, 2016:

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 500	527	90.40	21830	0.73
501 to 1000	5	0.86	3770	0.13
1001 to 2000	18	3.09	36000	1.20
2001 to 3000	-	-	-	-
3001 to 4000	-	-	-	-
4001 to 5000	1	0.17	4800	0.16
5001 to 10000	5	0.85	43900	1.46
10001 & Above	27	4.63	2890300	96.32
<b>Total</b>	<b>583</b>	<b>100.00</b>	<b>3000600</b>	<b>100.00</b>

## TYPHOON FINANCIAL SERVICES LIMITED

- l) Category of Shareholders as on 31<sup>st</sup> March, 2016:

Category	No. of Shares held	% of Shareholding
Promoters	2007800	66.91
Financial Institutions/Banks	---	---
Mutual Fund	---	---
Bodies Corporate	12630	0.42
NRIs	---	---
Indian Public	980170	32.67
<b>Grand Total</b>	<b>3000600</b>	<b>100.00</b>

- m) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity: - The Company has not issued any GDRs/ADRs.
- n) Dematerialisation of Equity Shares : The Company's Equity Shares are traded compulsorily in dematerialised form. Approximately 82% of the Equity Shares have been dematerialised. ISIN number for dematerialisation of the Equity Shares of the Company is: INE761R01013.
- o) Commodity Price Risks and Commodity Hedging Activities: Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board. The Company is exposed to the risk of price fluctuation of raw materials as well as finished goods. The Company proactively manages these risks through forward booking Inventory management and proactive vendor development practices.
- p) Address For Correspondence: For both Physical and Electronic Form and for any assistance regarding correspondence, dematerialisation of shares, share transfers, transactions, change of address, non-receipt of dividend or any other query, relating to shares, shareholders may contact to the Company's Registrar and Share Transfer Agent at:  
M/s. Link Intime India Pvt. Ltd.,  
Unit No 303, 3rd floor Shoppers Plaza V,  
Opp. Municipal Market, Behind Shoppers Plaza II,  
Off C. G. Road, Ahmedabad - 380 009.  
Tel. No. 079-26465179  
Email Address: ahmedabad@linkintime.co.in
- Compliance Officer : Richa A. Shah, Company Secretary

### 10. MANAGEMENT DISCUSSION AND ANALYSIS:

#### a. Industry Structure and Developments:

The Non Banking Financial Companies (NBFC) industry in the private sector in India is represented by a mix of few large and national level Companies and a large number of small and medium sized, regional and local Companies. These NBFCs provide a variety of services including fund based and free based activities as well as cater to retail and non-retail markets and niche segments.

#### b. Opportunities and Threats:

The Company faces normal market competition in its business. The working of the NBFCs continued to be adversely affected by defaults due to recession and absence of proper and speedier recovery loss and procedure, paucity of funds, over regulations, lack of level playing field, additive tax treatments and disallowance and encroachment by unprofessional and inexperienced fly-by-night operators in the industry.

#### c. Segment wise Performance:

The Company is operating in single segment. Hence, there is no need of reporting segment wise performance.

#### d. Recent Trend and Future Outlook:

The Company is likely to continue to maintain its focus on capital market activities including trading in securities and emerging products in derivatives. The Company will also look for any attractive opportunities in other growth areas in the financial services sector.



**e. Risks and Concerns:**

The Company is exposed to the normal industry risk factors of interest rate volatility, credit risk, market risk and operational risk. It manages these risks by maintaining a conservative financial profile and by following prudent business and risk management practises.

With lower and lower interest regime, the Company's gross income may suffer a set back as being a finance Company its main income is return/yield on its deployable funds.

**f. Internal Control Systems and their Adequacy:**

The Company has adequate systems of Internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business. These controls ensure safeguarding of assets, reduction and detection of fraud and error, adequacy and completeness of the accounting records and timely preparation of reliable financial information

**g. Financial Performance with respect to Operational Performance:**

The financial performance of the Company for the year 2015-16 is described in the Directors' Report under the head 'Review of Operation'.

**h. Material Developments in Human Resources and Industrial Relations Front:**

The Company has continued to give special attention to Human Resources/Industrial Relations development. Industrial relations remained cordial throughout the year and there was no incidence of strike, lock out etc.

**i. Cautionary Statement:**

Statement in this Management Discussion and Analysis Report, describing the Company's objectives, estimates and expectations may constitute 'Forward Looking Statements' within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

**11. DISCLOSURES:**

- a. The Company has not entered into any transaction of material nature with the Promoters, the Directors or the Management that may have any potential conflict with the interest of the Company. The Company has no subsidiary.
- b. There has neither been any non-compliance of any legal provision of applicable law, nor any penalty, stricture imposed by the Stock Exchange/s or SEBI or any other authorities, on any matters related to Capital Market during the last three years.
- c. The Company has implemented Vigil Mechanism and Whistle Blower Policy and it is hereby affirmed that no personnel have been denied access to the Audit Committee.
- d. The Company is in compliance with all mandatory requirements under Listing Regulations. Adoption of non-mandatory requirements of Listing Regulations is being reviewed by the Board from time to time.
- e. The policy on related party transactions is disclosed on the Company's website viz. [www.typhoonfinancial.com](http://www.typhoonfinancial.com)

**12. DETAILS OF NON COMPLIANCE CORPORATE GOVERNANCE REQUIREMENT:**

There was no non-compliance during the year and no penalties were imposed or strictures passed on the Company by the Stock Exchanges, SEBI or any other statutory authority.

**13. NON-MANDATORY REQUIREMENTS OF REGULATION 27 (1) & PART E OF SCHEDULE II OF THE LISTING REGULATIONS:**

- i. The quarterly / half yearly results are not sent to the shareholders. However, the same are published in the newspapers and also posted on the Company's website.
- ii. The Company's financial statements for the financial year 2015-16 do not contain any audit qualification.
- iii. The internal auditors report to the Audit Committee.

14. The Company, on voluntary basis, is in compliance with the corporate governance requirements specified in Regulation 17 to 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Regulations.

**Registered Office:**

35, Omkar House,  
Near Swastik Cross Roads, C. G. Road, Navrangpura,  
Ahmedabad - 380 009.  
Date: 20<sup>th</sup> July, 2016

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

**Ashok Chhajer**  
Managing Director

**Sushma Chhajer**  
Director

## TYPHOON FINANCIAL SERVICES LIMITED

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### DECLARATION

All the Board Members and Senior Management Personnel of the Company have affirmed the compliance with the provisions of the code of conduct of Board of Directors and Senior Management for the year ended on 31<sup>st</sup> March, 2016.

**Registered Office:**

35, Omkar House,  
Near Swastik Cross Roads, C. G. Road, Navrangpura,  
Ahmedabad - 380 009.  
Date: 20<sup>th</sup> July, 2016

**For Typhoon Financial Services Limited**

**Ashok Chhajer**  
Managing Director

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### CERTIFICATE

**To**  
**The Members of**  
**Typhoon Financial Services Limited**

We have examined the compliance of conditions of Corporate Governance by M/s. Typhoon Financial Services Limited, for the year ended on 31<sup>st</sup> March, 2016 and also up to the date of this report as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) / Listing Agreement (LA).

The compliance of conditions of corporate governance is the responsibility of the management. Our examination has been limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance as stipulated in LODR / LA. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 & Part E of Schedule II of LODR / LA.

As per representation received from the Registrars of the Company, we state that as per records maintained by the Stakeholders' Relationship Committee, no investor grievance remaining unattended/ pending for more than 30 days.

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

**For KASHYAP R. MEHTA & ASSOCIATES**  
Company Secretaries

**KASHYAP R. MEHTA**  
Proprietor  
FCS: 1821  
COP No. 2052  
FRN: S2011GJ166500

Place : Ahmedabad  
Date : 20<sup>th</sup> July, 2016

## FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2016

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

To,  
The Members,  
**Typhoon Financial Services Limited**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Typhoon Financial Services Limited** [CIN: L65923GJ1990PLC014790] ('hereinafter called the Company') having Registered Office at 35, Omkar House, Near Swastik Cross Roads, C.G. Road, Navrangpura, Ahmedabad – 380 009. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2016** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> 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) 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;
- (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/ 2015
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable during the audit period)
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not Applicable during the audit period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable during the audit period)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable during the audit period)
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable during the audit period); and

## TYPHOON FINANCIAL SERVICES LIMITED

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(vi) The Reserve Bank of India Act, 1934, Prevention of Money Laundering Act, 2002, Income Tax, Act, 1961, Chapter V of the Finance Act, 1994 (Service Tax), Land Laws, Stamp Act, for which we have relied on Certificates/ Reports/ Declarations/Consents/Confirmations issued by the experts of the relevant field such as Advocate, Consultants, Chartered Accountants and the Executive Directors of the Company.

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

- (i) Secretarial Standards (SS – 1 & SS – 2) issued by The Institute of Company Secretaries of India
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement

during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to following observations:

- ***The Company has not appointed CFO as per Section 203 of Companies Act, 2013.***
- ***The Company has not charged interest on loans advanced to the Companies in whom the Directors are interested which is in violation of Section 185 of the Act.***

We further report that:

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

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

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

We further report that during the audit period the Company has not passed any special resolution.

**For PINAKIN SHAH & CO.**  
Company Secretaries

**PINAKIN S. SHAH**  
Proprietor  
FCS: 2562  
COP: 2932  
FRN: S2010GJ134100

Place : Ahmedabad  
Date : 20<sup>th</sup> July, 2016

**Note:** This report is to be read with our letter of even date which is annexed as Annexure – 1 and forms an integral part of this report.

To,  
The Members,  
**Typhoon Financial Services Limited**

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and 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. We believe that the process and practices followed by us provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of 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.

**For PINAKIN SHAH & CO.**  
Company Secretaries

**PINAKIN S. SHAH**  
Proprietor  
FCS: 2562  
COP: 2932  
FRN: S2010GJ134100

Place : Ahmedabad  
Date : 20<sup>th</sup> July, 2016

**FORM NO. MGT – 9**

**EXTRACT OF ANNUAL RETURN AS ON 31<sup>ST</sup> MARCH, 2016**

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

**I. REGISTRATION AND OTHER DETAILS:**

(1)	CIN	L65923GJ1990PLC014790
(2)	Registration Date	19 <sup>th</sup> December, 1990
(3)	Name of the Company	Typhoon Financial Services Limited
(4)	Category / Sub-Category of the Company	Public Company Limited by Shares
(5)	Address of the registered Office and Contact Details	35, Omkar House, Near Swastik Cross Roads, C.G. Road, Navrangpura, Ahmedabad – 380 009. Gujarat, India
(6)	Whether Listed Company	Yes
(7)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited 303, 3 <sup>rd</sup> Floor, Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Navrangpura, Ahmedabad – 380 009

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover
1	Investment	6430	100

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

The Company has no Holding / Subsidiary / Associate Company.

**IV. SHARE HOLDING PATTERN:**

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held as on 1 <sup>st</sup> April, 2015				No. of Shares held as on 31 <sup>st</sup> March, 2016				% Change during 2015-16
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters'									
Indian									
a) Individual/ HUF	-	495500	495500	16.51	495500	-	495500	16.51	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	1512300	1512300	50.40	1512300	-	1512300	50.40	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)	-	2007800	2007800	66.91	2007800	-	2007800	66.91	-

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) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	12620	12620	0.42	12610	20	12630	0.42	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ` 1 lakh	-	109380	109380	3.65	7810	101850	109660	3.65	-
ii) Individual shareholders holding nominal share capital in excess of ` 1 lakh	-	870800	870800	29.02	443800	426200	870000	29.00	(0.02)
c) Others (specify)(HUF)	-	-	-	-	500	10	510	0.02	0.02
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	-	992800	992800	33.09	464720	528080	992800	33.09	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	992800	992800	33.09	464720	528080	992800	33.09	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	3000600	3000600	100.00	2472520	528080	3000600	100.00	-

## TYPHOON FINANCIAL SERVICES LIMITED

### ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding as on 1 <sup>st</sup> April, 2015			Share holding as on 31 <sup>st</sup> March, 2016			% 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	Ashok Kumar Chhajer	93100	3.10	-	93100	3.10	-	-
2	Sushma Chhajer	275400	9.18	-	275400	9.18	-	-
3	Ratanchand Ashokkumar Chhajer - HUF	127000	4.23	-	127000	4.23	-	-
4	Woodland Consultancy Services Pvt. Ltd.	290000	9.66	-	290000	9.66	-	-
5	Decent Fabrics Pvt. Ltd.	250000	8.33	-	250000	8.33	-	-
6	Castle Housing Development P. Ltd.	257000	8.56	-	257000	8.56	-	-
7	Rishabh Business Pvt. Ltd.	275000	9.16	-	275000	9.16	-	-
8	Bosco Chemtex Pvt. Ltd.	213600	7.12	-	213600	7.12	-	-
9	Technomod Properties Pvt. Ltd	226700	7.56	-	226700	7.56	-	-
	Total	2007800	66.91	-	2007800	66.9	-	-

### iii) Change in Promoters' Shareholding:

There is no change in the Promoters' Shareholding during the financial year 2015-16.

### iv) Shareholding Pattern of top ten Shareholders:

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

Sr. No.	For Each of the Top 10 Shareholders	Shareholding as on 1 <sup>st</sup> April, 2015		Changes during the Year (decrease due to transfer of Shares)	Shareholding as on 31 <sup>st</sup> March, 2016	
		No. of shares	% of total shares		No. of shares	% of total shares
	Top 10 as on 1 <sup>st</sup> April, 2015					
1	Narendra S Shah	59400	1.98	-	59400	1.98
2	Amin Riket K	50000	1.67	(50000)	-	-
3	Hemantbhai Punamchand Sheth	50000	1.67	50000	100000	3.33
4	Mona Manish Joshi	50000	1.67	-	50000	1.67
5	Parvez A Ghanchi	50000	1.67	-	50000	1.67
6	Payal Pranavkumar Joshi	50000	1.67	-	50000	1.67
7	Richesh Raichand Golchha	50000	1.67	-	50000	1.67
8	Malka Jaymin Rawal	50000	1.67	-	50000	1.67
9	Umeshkumar Popatlal Shah	50000	1.67	-	50000	1.67
10	Purushottam Dass Bangur	49500	1.65	-	49500	1.65



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

Sr. No.	Shareholding, if any, of each Directors and each Key Managerial Personnel	Shareholding as on 1 <sup>st</sup> April, 2015		Changes during the Year (No. of shares)	Shareholding as on 31 <sup>st</sup> March, 2016	
		No. of shares	% of total shares of the Company		No. of shares	% of total shares of the Company
1.	Ashok R. Chhajer	93100	3.10	-	93100	3.10
2.	Sushma Chhajer	275400	9.18	-	275400	9.18

## V. INDEBTEDNESS:

(In `)

(Indebtedness of the Company including interest outstanding/accrued but not due for payment):

		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>A.</b>	Indebtedness as on 1 <sup>st</sup> April, 2015				
	i) Principal Amount	-	68705000	-	68705000
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	<b>Total (i+ii+iii)</b>	-	<b>68705000</b>	-	<b>68705000</b>
<b>B.</b>	Change in Indebtedness during 2015-16				
	* Addition	-	2700000	-	2700000
	* Reduction	-	10015000	-	10015000
	<b>Net Change</b>	-	<b>(7315000)</b>	-	<b>(7315000)</b>
<b>C.</b>	Indebtedness as on 31 <sup>st</sup> March, 2016				
	i) Principal Amount	-	61390000	-	61390000
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	<b>Total (i+ii+iii)</b>	-	<b>61390000</b>	-	<b>61390000</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

## A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

No Disclosure is required as there is no remuneration paid to any Director / Key Managerial Personnel during financial year 2015-16.

## B. Remuneration to other Directors:

No Disclosure is required as there is no remuneration paid to any Director during financial year 2015-16.

## TYPHOON FINANCIAL SERVICES LIMITED

### C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel	
		Ms. Smruti K. Anand, Company Secretary#	Ms. Bhoomi Shah, Company Secretary@
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	₹ 90,000/-	₹ 1,08,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	
2.	Stock Option	-	
3.	Sweat Equity	-	
4.	Commission		
	- as % of Profit		
	- others, specify...		
5.	Others, Please specify		
	Total	₹ 90,000/-	₹ 1,08,000/-

# appointed w.e.f. 1<sup>st</sup> April, 2015 and resigned w.e.f. 31<sup>st</sup> August, 2015

@ appointed w.e.f. 1<sup>st</sup> September, 2015 and resigned w.e.f. 30<sup>th</sup> June, 2016

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

No disclosure is required as there are no such Penalties/ Punishment imposed on the Company and its Directors/ KMP and no Compounding of Offences done by the Company and its Directors/ KMP.

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**INDEPENDENT AUDITORS' REPORT**

To  
The Members of  
Typhoon Financial Services Limited

**Report on the Financial Statements**

We have audited the accompanying financial statements of **Typhoon 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 the significant accounting policies and other explanatory information.

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

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

**Auditors' 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 and the Order under Section 143(11) of the Act.

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

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

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

**Opinion**

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

**Emphasis of Matters**

We draw attention to the following matter in the Notes to the financial statements:

- (a) Note 11 to the financial statements which indicate loans and advances given to the related parties. Of the total amount outstanding as at the year end to related parties, an amount of ₹ 1,40,59,810/- has been given interest free.

Our opinion is not modified in respect of the above matter.

**Report on Other Legal and Regulatory Requirements**

1. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law relating to preparation of the financial statements 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 maintained for the purpose of preparation of these financial statements.

## TYPHOON FINANCIAL SERVICES LIMITED

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- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, as applicable.
  - e. On the basis of the written representations received from the Directors as on March 31, 2016, taken on record by the Board of Directors, none of the Directors are 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 A'.
  - g. With respect to the other matters to be included in the Independent Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) the Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 20 to the financial statements;
    - (ii) the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
    - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditors' Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143(11) of the Act, we give in 'Annexure B' a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For VIRENDRA SURANA & CO.**  
Chartered Accountants  
Firm's Registration No. 319179E

**V. K. SURANA**  
Partner  
Membership No. 054470

Place : Kolkata  
Date : May 27, 2016

### **Annexure 'A' to the Independent Auditors' Report**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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

We have audited the internal financial controls over financial reporting of **Typhoon 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 and as on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **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 Standards on Auditing prescribed under Section 143(10) of the Act and the Guidance Note, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

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

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

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

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

**For VIRENDRA SURANA & CO.**

Chartered Accountants

Firm's Registration No. 319179E

**V. K. SURANA**

Partner

Membership No. 054470

Place : Kolkata

Date : May 27, 2016

**Annexure 'B' to the Independent Auditors' Report**

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

**Report on Companies (Auditors' Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013 ('the Act') of Typhoon Financial Services Limited ('the Company')**

- (i)
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The Company does not have inventories and therefore, the provisions of the clause 3(ii) of the Order are not applicable to the Company.
- (iii) According to the information and explanations given to us, the Company has given unsecured loan to bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013.
  - (a) According to the information and explanations given to us, the terms and conditions of the grant of loans are, *prima facie*, not prejudicial to the interest of the Company.
  - (b) As per information and explanation given to us, no specific terms of repayment of the above unsecured loans had been stipulated, but the same were stated to be repayable on demand. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal and interest amount.
  - (c) As per the information and explanations given to us, there are no overdue amounts of more than ninety days in respect of the above unsecured loans.

## TYPHOON FINANCIAL SERVICES LIMITED

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- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provision of Section 185 of the Act in respect of loans given to persons in whom director are interested.  
In our opinion and according to the information and explanations given to us, the Company being engaged in the business of financing, section 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities is not applicable.
- (v) The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2016 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- (vi) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records u/s 148(1) of the Act and therefore the provisions of the clause 3(vi) of the Order are not applicable to the Company.
- (vii) According to the information and explanations given to us, 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, Value Added Tax, duty of Customs, duty of Excise, Cess 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, Value Added Tax, duty of Customs, duty of Excise, Cess 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 us, there are no dues outstanding of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax and Cess on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the Company does not have any loans or borrowings from banks, financial institutions or government and has not issued any debentures.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion, the Company has not paid or provided any managerial remuneration accordingly reporting under clause 3(xi) of the Order is not applicable.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements 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 debentures and hence reporting under clause 3(xiv) of the Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its Directors and hence provisions of Section 192 of the Act are not applicable.
- (xvi) The Company is registered under Section 45-I of the Reserve Bank of India Act, 1934.

**For VIRENDRA SURANA & CO.**  
Chartered Accountants  
Firm's Registration No. 319179E

**V. K. SURANA**  
Partner  
Membership No. 054470

Place : Kolkata  
Date : May 27, 2016

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2016**

	Note No.	As at		As at
		March 31, 2016		March 31, 2015
<b>I. EQUITY AND LIABILITIES</b>				
<b>Shareholders' funds</b>				
Share Capital	2	<b>30006000</b>		30006000
Reserves and Surplus	3	<b>882089</b>	<b>30888089</b>	<u>667351</u> 30673351
<b>Current liabilities</b>				
Short-term Borrowings	4	<b>61390000</b>		68705000
Other Current Liabilities	5	<b>238282</b>		125333
Short-term Provisions	6	<b>221144</b>	<b>61849426</b>	<u>210408</u> <u>69040741</u>
<b>TOTAL</b>			<b>92737515</b>	<u>99714092</u>
<b>II. ASSETS</b>				
<b>Non-current assets</b>				
Fixed Assets	7			
(i) Tangible Assets		<b>120324</b>		130446
Non-current Investments	8	<b>31121485</b>		26621485
Long-term Loans and Advances	9	<b>21750</b>	<b>31263559</b>	<u>21750</u> 26773681
<b>Current assets</b>				
Cash and Cash Equivalents	10	<b>9761839</b>		392588
Short-term Loans and Advances	11	<b>51712117</b>	<b>61473956</b>	<u>72547823</u> <u>72940411</u>
<b>TOTAL</b>			<b>92737515</b>	<u>99714092</u>

Significant accounting policies 1

Notes forming part of the Financial Statements 1 - 23

The notes referred to above form an integral part of these accounts.

In terms of our report of the even date annexed hereto:

**For VIRENDRA SURANA & CO.**

Chartered Accountants

Firm's Registration No. 319179E

**V. K. Surana**

Partner

Membership No. 054470

Place : Kolkata

Date : May 27, 2016

**For and on behalf of the Board of Directors**  
**TYPHOON FINANCIAL SERVICES LIMITED**

**Ashok Chhajer** Managing Director

**Sushma Chhajer** Director

**Bhoomi Sagar Shah** Company Secretary

Place : Ahmedabad

Date : May 27, 2016

**TYPHOON FINANCIAL SERVICES LIMITED****PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2016**

	Note No.	Year ended March 31, 2016	Year ended March 31, 2015
Revenue from Operations	12	1563951	1476457
Other Income	13	102667	-
<b>Total Revenue</b>		<b>1666618</b>	<b>1476457</b>
<b>Expenses:</b>			
Stock converted into investments		-	(1726785)
Changes in Inventories Finished Goods, Work in Progress and Stock in Trade	14	-	1726785
Depreciation Expense	7	10122	10122
Employee benefit expenses	15	298000	220000
Other Expenses	16	1133022	1110587
Provision for contingencies		(50461)	40737
<b>Total Expenses</b>		<b>1390683</b>	<b>1381446</b>
<b>Profit before tax</b>		<b>275935</b>	<b>95011</b>
Tax Expense:			
Current Tax		61197	31428
Deferred Tax Expense/(Benefit)		-	(10827)
Earlier year taxes		-	(3473)
		<b>61197</b>	<b>(3473)</b>
<b>Profit after tax for the year</b>		<b>214738</b>	<b>77883</b>
Earnings per Equity Share:- Basic & Diluted	17	0.07	0.03
Weighted average number of Equity Shares (face value of ₹ 10 each)		<b>3000600</b>	<b>3000600</b>
Significant accounting policies	1		
Notes forming part of the Financial Statements	1 - 23		
The notes referred to above form an integral part of these accounts.			

In terms of our report of the even date annexed hereto:

**For VIRENDRA SURANA & CO.**

Chartered Accountants

Firm's Registration No. 319179E

**V. K. Surana**

Partner

Membership No. 054470

Place : Kolkata

Date : May 27, 2016

**For and on behalf of the Board of Directors  
TYPHOON FINANCIAL SERVICES LIMITED**

**Ashok Chhajer**

Managing Director

**Sushma Chhajer**

Director

**Bhoomi Sagar Shah**

Company Secretary

Place : Ahmedabad

Date : May 27, 2016



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**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016**


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	Year ended March 31, 2016	Year ended March 31, 2015
<b>I. Cash flow from Operating Activities</b>		
Net Profit / (Loss) before Tax	275935	95011
Add: Adjustments for:		
Provision for contingencies	(50461)	40737
Depreciation	10122	10122
Cash flow before working capital changes	235596	145870
<u>Adjustment for Working capital Changes :</u>		
Loans & Advances	20184148	3345269
Other Liabilities	112949	48413
Cash flow from operating activities before taxes paid	20532693	3539552
Taxes Paid	651558	(154402)
<b>Cash flow from Operating Activities</b>	<b>21184251</b>	<b>3385150</b>
<b>II. Cash flow from Investing Activities</b>		
Sale/(Purchase) of Non-current Investments	(4500000)	(964000)
<b>Cash flow from Investing Activities</b>	<b>(4500000)</b>	<b>(964000)</b>
<b>III. Cash flow from Financing Activities</b>		
Borrowings made/(repaid), net	(7315000)	(2435000)
<b>Cash flow from Financing Activities</b>	<b>(7315000)</b>	<b>(2435000)</b>
Net Increase / (Decrease) in Cash flow (I + II + III)	9369251	(13850)
Opening Cash / Cash Equivalents	392588	406438
Closing Cash / Cash Equivalents	9761839	392588

**Non Cash Transactions:**

Following non-cash transactions incurred during the year are not been included in the above cash flow statement.

- Conversion of Stock in trade of shares into non-current investments of ` Nil (previous year ` 1726985).
- Conversion of Debt investments into short-term loans and advances of ` Nil (previous year ` 19640000).

Significant accounting policies 1  
Notes forming part of the Financial Statements 1 - 23

In terms of our report of the even date annexed hereto:

**For VIRENDRA SURANA & CO.**

Chartered Accountants

Firm's Registration No. 319179E

**V. K. Surana**

Partner

Membership No. 054470

Place : Kolkata

Date : May 27, 2016

**For and on behalf of the Board of Directors  
TYPHOON FINANCIAL SERVICES LIMITED**

**Ashok Chhajer** Managing Director

**Sushma Chhajer** Director

**Bhoomi Sagar Shah** Company Secretary

Place : Ahmedabad

Date : May 27, 2016

# TYPHOON FINANCIAL SERVICES LIMITED

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

### 1. Significant accounting policies

- a. **Basis of preparation** : The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP) to comply in all material respects with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.
- b. **Use of estimates** : The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.
- c. **Tangible fixed assets** : Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.
- d. **Depreciation on tangible fixed assets** : Depreciation on fixed assets is calculated on a straight-line basis using the useful life as prescribed under the Schedule II to the Companies Act, 2013.
- e. **Advances** : Advances are classified under four categories i.e., (i) standard assets, (ii) sub-standard assets, (iii) doubtful assets, (iv) Loss assets in accordance with the RBI guidelines. Provisions on standard assets is made as stipulated in RBI guidelines.
- f. **Impairment of assets** : Carrying amount of assets is reviewed at Balance Sheet date, if there is indication of impairment, based on the internal and external factors. The assets are treated as impaired when the carrying amount of asset exceeds its recoverable amount. An impairment loss, if any, is charged to Profit and Loss account in the year in which the asset is identified as impaired. Reversal of impairment loss recognized in prior year, is recorded when there is an indication that impairment loss recognized for the assets no longer exists or has decreased.
- g. **Investments** : Long-term investments are carried at cost.
- h. **Inventories** : Inventories are valued at cost or net realizable value, whichever is lower.
- i. **Revenue recognition** : Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.  
Interest  
Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.
- j. **Retirement and other employee benefits**  
All employee benefits are in short term in nature and are expensed as and when they accrues.
- k. **Income taxes**  
Income taxes comprise current tax, deferred tax and earlier year tax. Current taxes are accrued for on the basis of tax payable to tax authorities in accordance with the Income Tax Act 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.  
Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.
- l. **Earnings per share**  
Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.
- m. **Provisions**  
A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.
- n. **Contingent liabilities**  
The company does not recognize a contingent liability but discloses its existence in the financial statements.

## ANNUAL REPORT 2015-16

	March 31, 2016	March 31, 2015
<b>Particulars</b>		
<b>2. Share Capital</b>		
<b>Authorised :</b>		
3250000 (previous year 3250000) equity shares of ` 10/- each	32500000	32500000
	<b>32500000</b>	<b>32500000</b>
<b>Issued, Subscribed and Paid up:</b>		
3000600 (previous year 3000600) equity shares of ` 10/- each, fully paid up	30006000	30006000
	<b>30006000</b>	<b>30006000</b>
<b>a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period.</b>		
	<b>March 31, 2016</b>	<i>March 31, 2015</i>
<b>Equity shares</b>	<b>No.</b>	<i>No.</i>
Opening balance	3000600	3000600
Closing balance	<b>3000600</b>	<i>3000600</i>
<b>b. Terms/rights attached to equity shares</b>		
The company has only one class of shares having a par value of ` 10 per share. Each holder of equity shares is entitled to one vote per share.		
In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential allotments. The distribution will be in proportion to the number of equity shares held by the shareholders.		
<b>c. Details of shareholders holding more than 5% shares in the Company</b>		
	<b>March 31, 2016</b>	<i>March 31, 2015</i>
	<b>No.</b>	<i>No.</i>
	<b>%</b>	<i>%</i>
Woodlands Consultancy Services Pvt. Ltd.	290000	290000
Decent Fabrics Pvt . Ltd.	250000	250000
Castle Housing Development Pvt. Ltd.	257000	257000
Rishabh Business Pvt. Ltd.	275000	275000
Bosco Chemtex Pvt. Ltd.	213600	213600
Technomod Properties Pvt. Ltd.	226700	226700
Sushma Chhajer	275400	275400
As per records of the Company, including its register of shareholder/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.		
	<b>March 31, 2016</b>	<i>March 31, 2015</i>
<b>3. Reserves and Surplus</b>		
<b>NBFC Reserve (As per RBI Guidelines)</b>		
Opening Balance	83519	67942
Add: Transferred from Surplus	42948	15577
Closing Balance	<b>126467</b>	<b>83519</b>
<b>Surplus</b>		
Opening balance	583832	710879
Add: Profit for the year	214738	77883
	798570	788762
Less : Appropriations		
Adjustment relating to Fixed Assets (Refer Note 8)	-	189353
NBFC Reserve (As per RBI Guidelines)	42948	15577
Closing Balance	<b>755622</b>	<b>583832</b>
	<b>882089</b>	<b>667351</b>

# TYPHOON FINANCIAL SERVICES LIMITED

March 31, 2016 *March 31, 2015*

<b>4. Short-term Borrowings</b>		
<u>Unsecured</u>		
Other loans and advances	61390000	68705000
	<b>61390000</b>	<b>68705000</b>
<b>5. Other Current Liabilities</b>		
Liabilities for expenses	223518	97471
TDS payable	14764	27862
	<b>238282</b>	<b>125333</b>
<b>6. Short-term Provisions</b>		
Current income taxes (net)	92625	31428
Provision for contingencies	128519	178980
	<b>221144</b>	<b>210408</b>
<b>7. Fixed Assets</b>		

Description	Gross Block			Accumulated Depreciation			Net Block	
	As at April 1, 2015	Additions (Deletions)/ Adjustments	As at March 31, 2016	As at April 1, 2015	For (Deletions)/ the Adjustments year	As at March 31, 2016	As at March 31, 2016	As at March 31, 2015
<b>(i) TANGIBLE ASSETS</b>								
Building	129000	-	129000	56754	10122	-	66876	62124
Computer Equipment	33526	-	33526	33526	-	-	33526	-
Furniture and Fixtures	12076	-	12076	12076	-	-	12076	-
Vehicles	1164004	-	1164004	1105804	-	-	1105804	58200
<b>Total</b>	<b>1338606</b>	<b>-</b>	<b>1338606</b>	<b>1208160</b>	<b>10122</b>	<b>-</b>	<b>1218282</b>	<b>120324</b>
<i>Previous Year</i>	<i>1338606</i>	<i>-</i>	<i>1338606</i>	<i>1008685</i>	<i>10122</i>	<i>189353</i>	<i>1208160</i>	<i>130446</i>

**Note:**

Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II. Accordingly the unamortised carrying value is being depreciated / amortised over the revised/ remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April 2014 have been adjusted net of tax, in the opening balance of Surplus (Profit and Loss Account) amounting to 189353 in financial year 2014-15.

March 31, 2016 *March 31, 2015*

No. of Shares *No. of Shares*

<b>8. Non-current Investments</b>				
<b>OTHER INVESTMENTS</b>				
(a) <u>Fully paid equity shares (Quoted) of ₹ 10 each</u>				
Gujarat Craft Industries Ltd.	205700	5446785	205700	5446785
		<b>5446785</b>		<b>5446785</b>
(b) <u>Fully paid equity shares (Unquoted) of ₹ 10 each</u>				
APA Finance Ltd.	92000	92000	92000	92000
Asian Gases Ltd.	25000	40000	25000	40000
Bosco Chemicals Pvt. Ltd.	900	900	900	900
Decent Fabrics Pvt. Ltd.	19000	19000	19000	19000
Garima Properties Pvt. Ltd.	200	100000	200	100000
Precision cast alloys Pvt. Ltd.	120500	964000	120500	964000
Prestige Marketing Pvt. Ltd.	154000	1540000	154000	1540000
Raytheon Asset Reconstruction Pvt. Ltd.	450000	4500000	-	-
Sigma Polyfims Pvt. Ltd.	900	900	900	900
Woodlands Consultancy Service Pvt. Ltd.	9900	9900	9900	9900
		<b>7266700</b>		<b>2766700</b>
(c) <u>Other Investments</u>				
Debts purchased		18408000		18408000
		<b>18408000</b>		<b>18408000</b>
		<b>31121485</b>		<b>26621485</b>

**Note**

Market value of quoted investment	2922997	3118412
Book value of quoted investment	5446785	5446785
Book value of unquoted investments	25674700	21174700

# ANNUAL REPORT 2015-16

March 31, 2016      March 31, 2015

<b>9.</b>	<b>Long-term Loans and Advances</b>		
	<u>Unsecured, considered good</u>		
	Deposits	21750	21750
		<u>21750</u>	<u>21750</u>
<b>10.</b>	<b>Cash and Cash Equivalents</b>		
	Balances with banks		
	In current accounts	8971030	74984
	Cash on hand	790809	317604
		<u>9761839</u>	<u>392588</u>
<b>11.</b>	<b>Short-term Loans and Advances</b>		
	<u>Unsecured, Considered good</u>		
	Advance tax	-	807913
	Tax deducted at sources	304407	148052
	Loans and advances to related parties	14059810	42323640
	Other loans and advances	37347900	29268218
		<u>51712117</u>	<u>72547823</u>
<b>12.</b>	<b>Revenue from Operations</b>		
	Interest Income	1563951	1476457
		<u>1563951</u>	<u>1476457</u>
<b>13.</b>	<b>Other Income</b>		
	Other Income	102667	-
		<u>102667</u>	<u>-</u>
<b>14.</b>	<b>Changes in Inventories Finished Goods, Work in Progress and Stock in Trade</b>		
	<u>Stock in trade</u>		
	Opening Stock of shares	-	1726785
	Closing Stock of shares	-	-
		<u>-</u>	<u>1726785</u>
<b>15.</b>	<b>Employee benefit expenses</b>		
	Salary and bonus	298000	220000
		<u>298000</u>	<u>220000</u>
<b>16.</b>	<b>Other Expenses</b>		
	Legal and professional fees	532502	121192
	Postage and courier expenses	4095	24939
	Advertisement expenses	40968	3600
	Conveyance expenses	18620	15265
	Demat expenses	3175	393
	Filing fees	9000	7800
	Listing fees	421422	839299
	Insurance	19874	11665
	Website charges	16250	25250
	Bank charges	1716	327
	Printing and stationery	12500	32500
	<u>Payment to auditors:</u>		
	Statutory audit	28625	28090
	Miscellaneous expenses	24275	267
		<u>1133022</u>	<u>1110587</u>
<b>17.</b>	<b>Earning per Share (EPS)</b>		
	Net profit/(loss) after tax attributable to equity shareholders (in `)	214738	77883
	Weighted average no. of equity shares outstanding	3000600	3000600
	<b>Basic &amp; Diluted earning per share of ` 10/- each</b>	<b>0.07</b>	<b>0.03</b>

## TYPHOON FINANCIAL SERVICES LIMITED

### 18. Segment Information

As the company's business activity falls within a single primary business segment the disclosure requirement of AS 17 (Segment Reporting) issued by the Institute of Chartered Accountants of India is not applicable

### 19. Related Party Disclosures

#### Names of related parties and related parties relationship

Related parties where control exists

#### Key Management Personnel

Ashok Ratanchand Chhajer

Sushma Chhajer

Kashyap Rajendrabhai Mehta

#### Enterprises owned or significantly influenced by Key Management Personnel

Gujarat Craft Industries Ltd.

Woodland Consultancy Service Pvt. Ltd. (upto 31.03.2015)

Worldwide Impex Pvt. Ltd.

#### Related Party Transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year :

	<b>March 31, 2016</b>	<i>March 31, 2015</i>
<b>Transaction during the year</b>		
<u>Key Management Personnel</u>		
Legal and professional fees	<b>142392</b>	79214
<u>Enterprises owned or significantly influenced by Key Management Personnel</u>		
Interest Income	-	334895
<b>Outstanding balance</b>		
<u>Key Management Personnel</u>		
Other current liabilities	<b>18033</b>	27809
<u>Enterprises owned or significantly influenced by Key Management Personnel</u>		
Loans and advances given (net)	<b>14059810</b>	<u>42323640</u>
<b>20. Contingent Liabilities</b>		
Income tax demand for AY 2008-09 (See note below)	-	807913
	-	807913

#### **Note:**

The Company has paid ` Nil (*previous year` 807913.00*) towards the above income tax demand and shown the amount under short term loans and advances.

### 21. Particulars as per RBI Notification

Particulars as required to be furnished by a non-deposit taking Non-Banking Financial Companies as required in terms of para 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007) vide notification no. DNBS. 192 / DG (VL)-2007 dated February 22, 2007, issued by the RBI is given in Annexure – I attached hereto.

### 22. Disclosures as required under section 186(4) of the Companies Act, 2013

The Company being an NBFC company, provisions of Section 186 of the Companies Act 2013 are not applicable.

### 23. Previous Year Figures

The company has reclassified previous year figures to conform to this year's classification.

In terms of our report of the even date annexed hereto:

**For VIRENDRA SURANA & CO.**

Chartered Accountants

Firm's Registration No. 319179E

**V. K. Surana**

Partner

Membership No. 054470

Place : Kolkata

Date : May 27, 2016

**For and on behalf of the Board of Directors  
TYPHOON FINANCIAL SERVICES LIMITED**

**Ashok Chhajer** Managing Director

**Sushma Chhajer** Director

**Bhoomi Sagar Shah** Company Secretary

Place : Ahmedabad

Date : May 27, 2016

**Annexure to the Balance Sheet as on March 31, 2016**

(as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)

( ` in lakhs)

Particulars	Amount Outstanding	Amount Overdue
<b>Liabilities side :</b>		
(1) <b>Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:</b>		
(a) Debentures :		
— Secured	-	-
— Unsecured	-	-
(other than falling within the meaning of public deposits*)		
(b) Deferred Credits	-	-
(c) Term Loans	-	-
(d) Inter-corporate loans and borrowing	-	-
(e) Commercial Paper	-	-
(f) Other Loans (repayable on demand)	613.90	-
* Please see Note 1 below		
<b>Assets side :</b>		
		<b>Amount Outstanding</b>
(2) <b>Break-up of Loans and Advances including bills receivables [other than those included in (3) below] :</b>		
(a) Secured		-
(b) Unsecured		514.29
(3) <b>Break up of Leased Assets and stock on hire and hypothecation loans counting towards AFC activities</b>		
(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		
(a) Loans where assets have been repossessed		-
(b) Loans other than (a) above		-
(4) <b>Break-up of Investments :</b>		
<u>Current Investments :</u>		
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)		-
<u>Long Term Investments :</u>		
1. Quoted :		
(i) Shares : (a) Equity		54.47
(b) Preference		-
(ii) Debentures and Bonds		-
(iii) Units of mutual funds		-
(iv) Government Securities		-
(v) Others (please specify)		-

## TYPHOON FINANCIAL SERVICES LIMITED

2.	Unquoted :	
	(i) Shares : (a) Equity	72.67
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others (Please specify) - Debts Purchased	184.08

**(5) Borrower group-wise classification of all assets financed as in (2) and (3) 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	-	140.60	140.60
2. Other than related parties	-	373.69	373.69
Total	-	514.29	514.29

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

Please see note 3 below

Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties **		
(a) Subsidiaries		
(b) Companies in the same group		
(c) Other related parties	29.23	54.47
2. Other than related parties	72.67	72.67
Total	101.90	127.14

\*\* As per Accounting Standard of ICAI (Please see Note 3)

**(7) 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	-

**Notes:**

- As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (4) above.



# TYPHOON FINANCIAL SERVICES LIMITED

CIN : L65923GJ1990PLC014790

Registered Office:

35, Omkar House, Near Swastik Cross Roads, C. G. Road, Navrangpura, Ahmedabad 380 009.

Email: [info@typhoonfinancial.com](mailto:info@typhoonfinancial.com) ; [info@gujaratcraft.com](mailto:info@gujaratcraft.com) Website: [www.typhoonfinancial.com](http://www.typhoonfinancial.com)

## FORM MGT-11

### PROXY FORM

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

Name of the member (s):	
Registered Address:	
Email Id:	
Folio No./ DPID-Client ID:	

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

1. Name:.....

Address:.....

.....

Email Id: ..... Signature: ..... or failing him

2. Name:.....

Address:.....

.....

Email Id: ..... Signature: .....

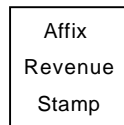
as my/ our proxy to attend and vote for me as me/us and on my/ our behalf at the 26<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, the 27<sup>th</sup> September, 2016 at 4.00 p.m. at the Registered Office of the Company at, 35, Omkar House, Near Swastik Cross Roads, C. G. Road, Navrangpura, Ahmedabad - 380 009 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional	
		For	Against
	Ordinary Business		
1	Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon.		
2	Re-Appointment of Ms. Sushma Chhajjer, liable to retire by rotation and being eligible, offers herself for re-appointment		
3	Ratification of Appointment of Statutory Auditors of the Company		

Signed this ..... day of ..... 2016

Signature of Shareholder .....

Signature of Proxy holder(s) (1) ..... (2) .....



**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.**



# TYPHOON FINANCIAL SERVICES LIMITED

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## Route Map for Annual General Meeting



# TYPHOON FINANCIAL SERVICES LIMITED

CIN : L65923GJ1990PLC014790

Registered Office:

35, Omkar House, Near Swastik Cross Roads, C. G. Road, Navrangpura, Ahmedabad 380 009.

Email: [info@typhoonfinancial.com](mailto:info@typhoonfinancial.com) ; [info@gujaratcraft.com](mailto:info@gujaratcraft.com) Website: [www.typhoonfinancial.com](http://www.typhoonfinancial.com)

## FORM MGT-12

### ATTENDANCE / BALLOT FORM

(TO BE USED BY SHAREHOLDERS PERSONALLY PRESENT/THROUGH PROXY AT THE MEETING AND HAVE NOT OPTED FOR E-VOTING)

1	Name and address of the Sole/ First named Shareholder	
2	Name(s) of the Joint Holder(s) (if any)	
3	Registered Folio No./ DPID-Client ID	
4	Number of Shares(s) held	
5	I/We hereby exercise my/our attendance at the meeting and vote(s) in respect of the Resolutions set out in the Notice of 26 <sup>th</sup> Annual General Meeting (AGM) of the Company to be held on Tuesday, 27 <sup>th</sup> September, 2016, by sending my/our assent or dissent to the said Resolutions by placing the tick (") mark at the appropriate box below:	

Resolution No.	Resolutions	No. of Shares	(FOR) I/We assent to the resolution	(AGAINST) I/We dissent the resolution
<b>Ordinary Business</b>				
1	Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon.			
2	Re-Appointment of Ms. Sushma Chhajer, liable to retire by rotation and being eligible, offers herself for re-appointment			
3	Ratification of Appointment of Statutory Auditors of the Company			

Place :

Date :

(Signature of the Shareholder/Proxy)

**Note:** This Form is to be used for exercising attendance/voting at the time of 26<sup>th</sup> Annual General Meeting to be held on Tuesday, the 27<sup>th</sup> September, 2016 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of AGM.



*If undelivered, please return to :*

**Typhoon Financial Services Limited**

**Regd. Office** : 35, Omkar House,  
Near Swastik Cross Roads,  
C.G. Road, Navrangpura,  
Ahmedabad 380 009.