

# **OASIS SECURITIES LIMITED**

**Twenty-eighth Annual Report and Accounts  
2014 – 2015**

**OASIS SECURITIES LIMITED**

**28<sup>th</sup> Annual Report**

**BOARD OF DIRECTORS**

Indra Kumar Bagri	Chairman & Chief Executive Officer
Vimal Pannalal Damani	Independent Director
Smita Naresh Pachisia	Independent Director (w.e.f.31.3.2015)
Anil Kumar Bagri	Director
Naresh Pachisia	Independent Director (upto.31.3.2015)

**CHIEF FINANCIAL OFFICER**

Narendra Kumar Thanvi

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Kirti Mool Chand Jain

**AUDITORS**

Aalok Mehta & Co., Chartered Accountants  
Chartered Accountants

**REGISTERED OFFICE**

Raja Bahadur Compound, Bldg No.5  
2nd Floor, 43 Tamarind Lane, Fort  
Mumbai – 400 001  
CIN: L51900MH1986PLC041499  
Website: [www.oasiscaps.com](http://www.oasiscaps.com)  
Email: [admin@oasiscaps.com](mailto:admin@oasiscaps.com)

**REGISTRAR & SHARE TRANSFER AGENT**

Satellite Corporate Services Pvt. Ltd.  
B- 302, Sony Apartments, 3<sup>rd</sup> Floor  
Opp. St. Judes' High School  
Andheri- Kurla Road, Sakinaka-Jarimari  
Mumbai – 400 072

**OASIS SECURITIES LIMITED**

CIN No.: L51900MH1986PLC041499

Regd. Office: Raja Bahadur Compound, Building No. 5, 43 Tamarind Lane, Mumbai – 400001

Tel No.:022-40463500, Fax No.:022-4046350

Email: [admin@oasiscaps.com](mailto:admin@oasiscaps.com)

Website: [www.oasiscaps.com](http://www.oasiscaps.com)

**NOTICE**

Notice is hereby given that the Twenty - Eighth Annual General Meeting of the Members of Oasis Securities Limited will be held on Monday, September 28, 2015 at 11:00 a.m. at Raja Bahadur Compound, Building No. 5, 2<sup>nd</sup> Floor, 43 Tamarind Lane, Fort, Mumbai – 400 001 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements as at 31st March, 2015 together with the Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Mr. Anil Kumar Bagri (DIN No. 00014338) who retires by rotation and is eligible 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 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s Aalok Mehta & Co. Chartered Accountants (Firm Registration No. 126756W) be and are hereby appointed as Auditors of the Company in to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting of the Company at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**SPECIAL BUSINESS:**

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

“RESOLVED that Ms. Smita Naresh Pachisia (DIN 07141023), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31<sup>st</sup> March, 2015 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Ms. Smita Naresh Pachisia (holding DIN: 07141023), a non-executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from March 31, 2015 up to March 30, 2020.”

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**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HEREWITH. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLCABLE.
2. The Register of Members and Share Transfer books of the Company will remain closed from 25<sup>th</sup> September, 2015 to 28<sup>th</sup> September, 2015 (both days inclusive).
3. Members are requested to notify promptly any change in their addresses to the Company's Registrar and Share Transfer Agent i.e. Satellite Corporate Services Pvt. Ltd. The shares of the Company are available for dematerialization
4. Members are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
5. Statement setting out material facts pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto
6. Members seeking further information on the financial accounts are requested to write to the Company at least seven days before the meeting, so that relevant information can be kept ready at the meeting.
7. In terms of Section 124 of the Companies Act, 2013 (Corresponding to Section 205A (5) of the Companies Act, 1956), dividends remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid / unclaimed dividend account of the Company shall be transferred by the Company to the Investor Education and Protection Fund established by the Central Government. Members are requested to seek early settlement of claim for payment of unpaid dividend from the Company. Members may please note that no claim of the transferred unclaimed / unpaid dividend shall lie against the Company after transfer of the amounts to the said fund.
8. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in security market. Shareholders holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Shareholders holding share in physical form can submit their PAN details to the Company.
9. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the year 2014-15 will also be available on the company's website: [www.oasiscaps.com](http://www.oasiscaps.com) for download.
10. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same.
11. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with Satellite Corporate Services Pvt. Ltd. / Depositories.
12. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote at a Meeting.

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#### 13. VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote at a Meeting.

- A. The instructions for members for voting electronically are as under:-
1. In case of members receiving e-mail:
    - (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
    - (ii) Click on “Shareholders” tab.
    - (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
    - (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the *captcha code* 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. If you are a first time user follow the steps given below.
    - (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in 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)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.	

\* 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 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. e.g: if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

# Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the Company

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- (xi) 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.
- (xii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and **captcha code** click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.co.in](http://www.evotingindia.co.in) and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same and can also email to [admin@oasiscaps.com](mailto:admin@oasiscaps.com)

2. In case of members receiving the physical copy:

- (i) Please follow all steps from sl. no. (i) to sl. no.(xvii) above to cast vote.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to helpdesk at [evoting@cdslindia.com](mailto:evoting@cdslindia.com).

14. The voting through electronic means will commence on Friday, 25<sup>th</sup> September, 2015 at 10:00 a.m. and will end on Sunday, 27<sup>th</sup> September, 2015 at 5:00 p.m. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the e-voting system shall be disabled for voting thereafter.

15. The Company has appointed Ms. Shalini Bhat, (Membership No. FCS: 6484) failing her Mr. J.U.Poojari, Practicing Company Secretary, (Membership No. FCS: 8102) to act as Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

16. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date 20<sup>th</sup> September, 2015. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting, voting through ballot form as well as voting at the meeting. The members who have not cast vote through remote e-voting or through ballot form shall be entitled to vote at the meeting.

17. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Ms. Shalini Bhat, Practicing Company Secretary, (Membership No. FCS 6484), at the address of the Registrar and Share transfer agent of the Company, M/s Satellite Corporate Services Pvt. Ltd., B- 302, Sony Apartment, Opp. St Jude High School, Off. Andheri Kurla Road, Jarimari, Sakinaka, Mumbai 400 072 not later than September 27, 2015 (5:00 pm IST). Ballot Form received after this date will be treated as invalid.

18. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

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19. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, 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 the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
20. The Results submitted by the Scrutinizer shall be announced by the Chairman or any person authorized by him on Tuesday, 29<sup>th</sup> September, 2015. The results declared along with the Scrutinizer's report, will be communicated to the BSE Limited where the shares of the Company are listed and posted on the Company's website and on [www.cdslindia.com](http://www.cdslindia.com) within two days of announcing the results.

By order of the Board

Indra Kumar Bagri  
Chairman & CEO

**Registered Office:**

Raja Bahadur Compound, Bldg No. 5  
2<sup>nd</sup> Floor, 43 Tamarind Lane, Fort  
Mumbai – 400 001

Date: May 29, 2015

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**ANNEXURE TO NOTICE**

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business under Item No. 4 of the accompanying Notice dated August 14, 2015.

**Item No. 4:**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Smita Naresh Pachisia (DIN 07141023) as an Additional Director of the Company with effect from March 31, 2015. As per the provisions of Section 161(1) of the Act, she holds office of Additional Director only up to the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as Director. The Company has received a notice under Section 160 of the Act proposing her candidature for the office of Director of the Company, along with the requisite deposit of Rs. 1.00 Lakh.

Ms. Smita Naresh Pachisia, aged 40 years is a B.Com. and has wide experience of 18 years in the area of investments and lending. She was earlier working with a company, also in the same field, but is now working independently and has build up a significant personal portfolio in a short space of time.

In terms of Section 149 and other applicable provisions of the Act, Ms. Smita Naresh Pachisia, non-executive director of the Company, being eligible was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years upto March 30, 2019 who shall not be liable to retire by rotation. She has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, she fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and she is independent of the management.

Having regard to the qualifications, experience and knowledge, her appointment as an Independent Director is in the interest of the Company.

As on date of this Notice, she does not hold by herself or for any other person on a beneficial basis, any equity share in the Company. She is not related to any other Directors of the Company. It is therefore proposed to appoint Ms. Smita Naresh Pachisia as Independent director of the company.

The terms and conditions of appointment of above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Except Ms. Smita Naresh Pachisia, none of the Directors and the Key Managerial Personnel of the Company including their relatives, is in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution of her appointment for the approval by the members of the Company by way of an Ordinary Resolution.

By order of the Board

Indra Kumar Bagri  
Chairman & CEO

**Registered Office:**

Raja Bahadur Compound, Bldg No. 5  
2<sup>nd</sup> Floor, 43 Tamarind Lane, Fort,  
Mumbai – 400 001

Date: May 29, 2015



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**DIRECTORS' REPORT TO THE MEMBERS**

*[Pursuant to Section 134(3) of the Companies Act, 2013]*

**To All the Members**

Your Directors present before you the Twenty-Eighth Annual Report and the Audited Accounts for the year ended 31<sup>st</sup> March, 2015.

**Financial Results**

*(Rs. in Lakhs)*

	Year ended 31.03.2015	Year ended 31.03.2014
Sales and Other Income	<b>717.16</b>	<b>2,335.35</b>
Profit/ (loss) before Depreciation and Tax	4.80	21.61
Depreciation	0.22	0.01
Profit / (Loss) before Tax	4.58	21.60
Tax Expenses	0.93	4.13
Profit after taxation	3.65	17.47

**REVIEW OF OPERATIONS**

Economic conditions during the past year were surprisingly weaker compared to expectations. Despite that, the company was able to squeeze out better performance in its margins. Although turnover has fallen, due to fewer trading opportunities, the operating profits did not drop as much. In fact, profits would have been lower only by 16% had it not been for the provisions for bad loans. We continue to be optimistic for the future, pinning our hopes for economic recovery on the new Central Government. A wave of reforms will bring with it significant business opportunities, of which the financial services sector will be a major beneficiary.

**TRANSFER TO GENERAL RESERVES**

There was no transfer to General Reserves. The accumulated profit has been retained in the Profit and Loss Account, which forms a part of the total Reserves and Surplus.

**MATERIAL CHANGES AND COMMITMENTS AFTER THE END OF FINANCIAL YEAR**

There have been no material changes and commitments, if any, affecting the financial position of the Company, which have occurred between the end of the financial year and date of the report.

**DIVIDEND**

With a view to conserve resources and to be prepared for financial opportunities, your Directors do not recommend any dividend for the Financial Year 2014-15.

**INFORMATION IN ACCORDANCE WITH SECTION 134 (3) OF THE ACT READ WITH COMPANIES (ACCOUNTS) RULES, 2014:**

In view of the nature of activities of the Company, the particulars regarding conservation of energy and technology absorption are not given. There was no foreign exchange earnings and outgo during the year under report.

**NUMBER OF MEETINGS OF BOARD OF DIRECTORS:**

The Board meets at regular intervals to discuss and decide on business policy and strategy apart from other board business.

During the year, eleven Board meetings were convened and held. The maximum interval between the meetings did not exceed the period prescribed under the Companies Act, 2013 and Listing Agreement.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Mr. Anil Kumar Bagri (DIN No. 00014338), Director of the company retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

Ms. Smita Naresh Pachisia (DIN 07141023) has been appointed as an Additional Director with effect from 31<sup>st</sup> March, 2015 by the Board of Directors of the Company and Independent Director in compliance with Section 149 of the Companies Act, 2013. By virtue of Section 161(1) of the Companies Act, 2013 she would hold office upto the date of the ensuing Annual General Meeting.

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Necessary resolution seeking approval of members for her appointment has been incorporated in the Notice of the ensuing Annual General Meeting of the company along with brief details about her. The Company has received notice under Section 160 of the Act along with the requisite deposit proposing her appointment.

Mr. Naresh Pachisia (DIN: 00015207), ceased to be the Director of the Company with effect from 31<sup>st</sup> March, 2015. The Board placed on record the sincere appreciation of the valuable advice rendered by him during his tenure as Director of the company.

Pursuant to the provisions of Section 203 of the Act, 2013, the Company appointed the following persons as Key Managerial Personnel effective from 15<sup>th</sup> December, 2014:

Mr. Indra Kumar Bagri - Chief Executive Officer

Mr. Narendra Kumar Thanvi - Chief Financial Officer

Ms. Kirti Mool Chand Jain - Company Secretary

**DECLARATION FROM INDEPENDENT DIRECTORS**

Mr. Vimal Damani (DIN: 00014486) and Mrs. Smita Naresh Pachisia (DIN 07141023) who are independent directors, have submitted a declaration that each of them meets the criteria of independence as provided in sub Section (6) of Section 149 of the Act and there has been no change in the circumstances which may affect their status as independent director during the year. In the opinion of the Board, the independent directors possess appropriate balance of skills, experience and knowledge, as required.

**COMMITTEES OF THE BOARD**

During the year, in accordance with the Companies Act, 2013, the Board has constituted/reconstituted Committees. Currently the Board has the following Committees:

Audit Committee

Nomination & Remuneration Committee

Share Transfer & Grievance Committee

**AUDIT COMMITTEE OF BOARD OF DIRECTORS**

The Audit committee of the Board of directors of the Company consists of Mr. Vimal Damani, Ms. Smita Pachisia and Mr. Anil Kumar Bagri as members.

**NOMINATION AND REMUNERATION POLICY**

The Board of Directors has framed a policy for appointment and remuneration of Directors, Key Managerial Personnel and Senior Management of the Company in compliance with Section 178 of the Companies Act, 2013.

As per the policy, the Nomination and Remuneration Committee recommend to the Board appointment, re-appointment of Directors, and Key Managerial Personnel and determination, fixation and revision of their remuneration and is approved by the Board of Directors, subject to the approval of shareholders, wherever necessary.

The objective and broad framework of the Company's Remuneration Policy is to consider and determine the remuneration, based on the performance and growth of the company, the current trends in the industry, the experience of the appointee, their past performances and other relevant factors.

**VIGIL MECHANISM**

The Company has formulated and published a Whistle Blower Policy to provide a mechanism ("Vigil Mechanism") for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177 (9) of the Act.

**POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND CRITERIA FOR INDEPENDENT DIRECTORS**

The Remuneration Policy for directors and senior management and the Criteria for selection of candidates for appointment as directors, independent directors, senior management as adopted by the Board of Directors are placed on the website of the Company and are annexed as Annexure I & II to this report.

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**BOARD EVALUATION**

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act.

The annual evaluation was carried out in following manner:

Sr. No	Performance evaluation of	Performance evaluation performed by
1	Board and individual directors	Board seeking inputs from all the Directors.
2	Individual directors	Nomination and Remuneration Committee
3	Non-independent directors; the Board as a whole and of the Chairman	Separate meeting of Independent Directors, taking into account the views of executive directors and non-executive directors
4	Board, its committees and individual directors	Board meeting held after the meeting of the Independent Directors, based on evaluation exercise carried out above.

Criteria for performance evaluation was as follows:

Sr. No	Performance evaluation of	Criteria
1	Board	Board composition and structure; effectiveness of Board processes, information and functioning etc
2	Directors	Contribution to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc. In addition the Chairperson was also evaluated on the key aspects of his/her role.

**DIRECTORS RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanation obtained, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013

- i. in the preparation of the annual financial statements for year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii. such accounting policies have been selected and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year on 31st March, 2015 and of the profit of the Company for the year ended on that date;
- iii. that proper and sufficient care have been taken for the 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 annual financial statements have been prepared on a 'going concern' basis;
- v. that proper internal financial controls were in place and that such internal financial controls are adequate and were operating effectively;
- vi. that systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

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#### **ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The Company has proper and adequate system of internal financial controls commensurate with its nature and size of business and meets the following objectives:

- Providing assurance regarding the effectiveness and efficiency of operations
- Efficient use and safeguarding of resources
- Compliance with policies, procedures and applicable laws and regulations and
- Transactions being accurately reported and recorded timely

The Company has budgetary control system to monitor expenditures and operations against budgets on an ongoing basis.

The internal auditor also regularly reviews the adequacy of internal financial control system.

#### **Associate Company:**

During the year under report, Azure Capital Advisors Pvt. Ltd., Bengaluru has become the Associate Company by virtue of Section 2(6) of the Companies Act, 2013. There has been no change in the nature of the business of the associate company. It is the business of managing real estate funds since November 2010. Its performance for the last year is given below:

#### **Azure Capital Advisors Pvt. Ltd.**

Turnover witnessed a sharp drop from Rs. 173 lakhs to Rs. 104 lakhs. The extensive cost-cutting measures, however, paid off, and along with a sharp drop in finance costs, resulted in the company swinging from a loss of Rs. 36 lakhs in the previous year to a profit of Rs. 19 lakhs in the last financial year. The average AUM of Azure increased to Rs. 43 crores from Rs. 41 crores in the previous financial year. The life of the fund is till October 2016, with an option to extend it further by one year.

#### **Extract of Annual Return**

As provided under sub Section (3) of Section 92 of the Act, the extract of annual return is enclosed, which forms part of the directors' report as Annexure III.

#### **Auditors**

M/s Aalok Mehta & Co, Chartered Accountants, the Auditors of the company who would retire at the ensuing Annual General Meeting offer themselves for re-appointment. M/s Aalok Mehta & Co, Chartered Accountants, the existing auditors have furnished a certificate, confirming that if reappointed for the financial year 2015-2016 their reappointment will be in accordance with Section 139 read with section 141 of the Companies Act, 2013.

#### **Secretarial Audit**

Pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Shalini Hegde & Associates, Practising Company Secretaries were appointed as the Secretarial Auditor for auditing the secretarial records of the Company for the financial year 2014-2015. The Secretarial Auditors' Report is annexed as Annexure IV.

#### **AUDITOR'S REPORT AND SECRETARIAL AUDITOR'S REPORT**

The auditor's report and secretarial auditor's report does not contain any qualifications, reservations or adverse remarks.

As regards remarks of the secretarial auditors, the company has filed with the Registrar of Companies the Form MGT-14 in respect of resolution passed by the Board on 17.03.2015 for borrowing.

#### **INFORMATION IN ACCORDANCE WITH SECTION 134(3) OF THE ACT READ WITH COMPANIES (ACCOUNTS) RULES, 2014:**

In view of the nature of activities of the Company, the particulars regarding conservation of energy and technology absorption are not given. There was no foreign exchange earnings and outgo during the year under report.

#### **PARTICULARS OF EMPLOYEES**

The company does not have any employee whose information is required to be given under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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**DEPOSITS FROM PUBLIC**

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

**SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORY/ JUDICIAL AUTHORITY**

There are no significant or material orders passed by any regulator or court that would impact the going concern status of the Company and its future operations.

**SAFETY, ENVIRONMENT AND HEALTH:**

The Company considers safety, environment and health as the management responsibility. Regular employee training programmes are carried out in the manufacturing facilities on safety and environment.

**PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

The Company has not given any loans or guarantees or made investments in contravention of the provisions of the Section 186 of the Companies Act, 2013.

**RISK MANAGEMENT POLICY**

The Board of Directors of the Company has framed a risk management policy and is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

**RELATED PARTY TRANSACTIONS**

Particulars of transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Form AOC-2 and the same forms part of this report as Annexure V.

**CORPORATE GOVERNANCE REPORT**

As per SEBI's circular no. CIR/CFD/POLICYCELL/7/2014 dated September 15, 2014, the revised clause 49 is not mandatory to the Company.

**ACKNOWLEDGEMENT**

The directors thank the Company's employees, customers, vendors, investors and academic institutions for their continuous support.

The directors also thank the government of various countries, government of India, the governments of various states in India and concerned government departments/agencies for their co-operation.

The directors appreciate and value the contributions made by every member of the OSL family.

**For and on behalf of the Board**

**Indra Kumar Bagri**  
**Chairman & CEO**

Place: Mumbai  
Date: May 29, 2015

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**ANNEXURE- I**  
**CRITERIA FOR SELECTION OF CANDIDATES FOR SENIOR MANAGEMENT**  
**AND MEMBERS ON THE BOARD OF DIRECTORS**

**Introduction:**

In accordance with the provisions of Section 178 of the Companies Act, 2013, the Board of Directors of the Company at its meeting held on 30.05.2014, re-constituted the existing Remuneration Committee by changing its nomenclature as Nomination and Remuneration Committee of the Board of Directors (Committee) and also stipulated additional terms of reference in line with the Companies Act, 2013.

The Board has delegated the responsibility to the Committee to formulate the criteria for identification, selection of the candidates fit for the various positions in senior management and who are qualified to be appointed as director on the Board of Directors of the Company.

**Criteria for Selection of Directors:**

The Committee has adopted the following criteria for selection of candidates eligible to be appointed in the senior management of the Company and also member on the Board of Directors of the Company.

- the candidate should be free from any disqualifications as provided under Sections 164 and 167 of the Companies Act, 2013;
- the candidate should possess the positive attributes such as Leadership, Business Advisor or such other attributes which in the opinion of the Committee the candidate possess and are in the interest of the Company;
- the candidate should possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, administration or such other areas which are relevant for the Company's business.
- In case of an Independent Director, the candidate should meet the conditions of being independent as stipulated under the Companies Act, 2013 and Listing Agreement entered into with Stock Exchanges in case of appointment of an independent director;

**Criteria for Selection of Senior Management Personnel:**

The term Senior Management shall have the same meaning as provided under the explanation to Section 178 of the Companies Act, 2013.

The Committee shall, before making any recommendation to the Board for appointment, consider the attributes of the candidate set forth below:

- The candidate should have a minimum experience of 2 years in any of the areas viz. financial management, legal, administration or such other areas or disciplines which in the opinion of the management and Committee are relevant for the Company's business;
- The candidate should possess the positive attributes such as leadership skills, decision making skills, effective communication, hard work, commitment and such other attributes which in the opinion of the Committee are in the interest of the Company.

If the Committee thought fit and in its opinion finds that the candidate meets the above criteria for appointment in senior management or director on the Board, as the case may be, the Committee shall make its recommendation to the Board.

Any amendment to the above criteria for directors and senior management shall be subject to the prior approval of the Committee and any such amendment shall be informed to the Board of Directors.

**For and on behalf of the Board**

**Indra Kumar Bagri**  
**Chairman & CEO**

Place: Mumbai  
Date: May 29, 2015

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### ANNEXURE- II

#### Policy on Remuneration of Directors, Key Managerial Personnel and other employees

##### REMUNERATION POLICY:

##### **SMPs & KMPS (other than MD/WTD):**

- i. Remuneration packages shall be designed in such manner that:
  - a) Motivates delivery of key business strategies, creates a strong performance-orientated environment and rewards achievement of the Company's objectives & goals over the short and long-term.
  - b) Attracts high-flier executives in a competitive global market and remunerate executives fairly and responsibly.
- ii. Remuneration shall be competitive and shall include salary comprising of both fixed and variable components, performance incentives and other benefits such as retiral benefits, health care insurance and hospitalisation benefits, telephone reimbursement etc.
- iii. Remuneration shall be evaluated annually and annual increase shall be decided considering the performance of the individual and also of the Company. Industry practices/ trends shall also be given due consideration.
- iv. Remuneration can be reset at any time considering the benchmark of international and domestic companies, which are similar in size and complexity to the Company. Benchmark information shall be obtained from internationally recognized compensation service consultancies.
- v. The remuneration to be paid to the KMPs viz. CEO, CFO, CS or SMPs, shall be recommended by the NRC considering relevant qualification and experience of the individual as well as the prevailing market condition.
- vi. The NRC may consider to grant Stock Options to KMPs & SMPs pursuant to any Stock Option Plan adopted by the Company, if any.

##### **MD / WTD:**

- i. Remuneration to the MD and WTD shall be proposed by the NRC and subsequently approved by the Board of Directors and the shareholders of the Company, whenever required.
- ii. Remuneration shall be evaluated annually against performance and a benchmark of international and domestic companies, which are similar in size and complexity. Benchmark information shall be obtained from internationally recognized compensation service consultancies.
- iii. Total remuneration for the MD and WTD shall be comprised of the following:
  - a) Salary (both fixed & variable).
  - b) Perquisites like house rent allowance, domiciliary medical expenses and club memberships etc.
  - c) Retirals, made in accordance with applicable laws and policies of the Company.
  - d) In addition, they shall also be entitled to a Performance Bonus linked to their individual performance and also the performance of the Company and the individual.
  - e) It shall be ensured that total remuneration payable to MD and WTD's shall not increase 10% of the net profit of the Company (not exceeding 5% for MD), computed in accordance with Section 198 of the Companies Act, 2013.

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**NEDs:**

- i. NEDs shall be entitled to such sitting fees as may be decided by the Board of Directors from time to time for attending the meeting of the Board and of the Committee thereof.
- ii. NEDs shall also be entitled for payment of commission, if any, as upto the limits permitted in Section 197 of the Companies Act, 2013 and approved by the shareholders from time to time.
- iii. IDs shall not be eligible for any Stock Options, pursuant to any Stock Option Plan adopted by the Company.
- iv. The NEDs shall be eligible for remuneration of such professional services rendered if in the opinion of the NRC, the NED possesses the requisite qualification for rendering such professional services.

**For and on behalf of the Board**

**Indra Kumar Bagri  
Chairman & CEO**

Place: Mumbai

Date: May 29, 2015



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**ANNEXURE A**

**A. Extract of Annual Return as on Financial year ended 31.03.2015 [Form MGT-9 pursuant to section 92(3) of the Companies Act, 2013 and rule 7.10(1)]**

**I. Registration and other details:**

i. CIN Number of the Company:	L51900MH1986PLC041499
ii. Registration Date:	06.11.1986
iii. Name of the Company:	OASIS SECURITIES LIMITED
iv. Category/ Sub-category of the Company:	Public Company / Limited by shares
v. Address of Registered office and contact details:	Raja Bahadur Compound, Building No. 5, 2 <sup>nd</sup> Floor, 43, Tamarind Lane, Fort, Mumbai – 400 001, Maharashtra Tel: 022 - 4046 3500 Fax: 022 - 4046 3502 Email: <a href="mailto:admin@oasiscaps.com">admin@oasiscaps.com</a> Website: <a href="http://www.oasiscaps.com">www.oasiscaps.com</a>
vi. Whether listed company:	Yes
vii. Name, Address and contact details of Registrar and Transfer Agent :	M/s Satellite Corporate Services Pvt. Ltd., B-302, Sony Apartment, 3 <sup>rd</sup> floor, Opp. St. Jude's High School, Off. Andheri-Kurla Road, Jarimari, Sakinaka, Mumbai - 400 072

**II. Principal Business Activity of the Company:**

Sr. No.	Name and Description of main products/ services	NIC Code of the product/ service	Percentage to total turnover of the company
1	NBFC	9971190	100%

**III. Particulars of Holding, Subsidiary and Associate Companies:**

Sr. No	Name and Address of the Company	CIN/ <del>GLN</del>	Holding/ Subsidiary / Associate	Percentage of shares held	Applicable Section
1	Azure Capital Advisors Pvt. Ltd	U67190KA2009PTC051891	Associate	49%	Sec 2(6) of Companies Act, 2013

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**IV. Share holding pattern (Equity Share Capital Breakup as percentage of Total Equity)**

**(i) Category-wise Share Holding:**

Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2014				No. of Shares held at the end of the year 31.03.2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1) Indian</b>									
a) Individuals / Hindu Undivided Family	1083021	0	1083021	58.54	1078021	0	1078021	58.27	-0.27
b) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
c) State Governments(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
e) Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total (A) (1)</b>	<b>1083021</b>	<b>0</b>	<b>1083021</b>	<b>58.54</b>	<b>1078021</b>	<b>0</b>	<b>1078021</b>	<b>58.27</b>	<b>-0.27</b>
<b>2) Foreign</b>									
a) Non-Resident Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>1083021</b>	<b>0</b>	<b>1083021</b>	<b>58.54</b>	<b>1078021</b>	<b>0</b>	<b>1078021</b>	<b>58.27</b>	<b>-0.27</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
d) State Governments(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) Foreign Institutional Investors	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Any Other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total (B) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>2. Non-Institutions</b>									
a) Bodies Corporate									
i) Indian	257647	100	257747	13.93	21889	100	21989	11.84	-2.10
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual Share- holders holding nominal Share Capital upto Rs.1 lacs	126768	85452	212220	11.47	187499	84852	272351	14.72	3.25

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ii) Individual Share holders holding nominal Share Capital in excess of Rs.1 lacs	229191	16000	245191	13.25	226335	16000	242335	13.10	-0.15
c) Any Other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
d) Clearing Member	1	0	1	0.00	0	0	0	0.00	0.00
e) Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
f) NRI- Repatriable	0	0	0	0.00	500	0	500	0.03	0.03
g) NRI-Non repatriable	500	0	500	0.03	1600	0	1600	0.09	0.06
h) HUF	15963	0	15963	0.86	14459	0	14459	0.78	-0.08
i) Employees	0	0	0	0.00	0	0	0	0.00	0.00
j) Directors & their relatives	35357	0	35357	1.91	21745	0	21745	1.18	-0.74
<b>Sub-total (B) (2)</b>	<b>665427</b>	<b>101552</b>	<b>766979</b>	<b>41.46</b>	<b>671027</b>	<b>100952</b>	<b>771979</b>	<b>41.73</b>	<b>0.27</b>
<b>Total Public Share holding (B) = (B)(1)+(B)(2)</b>	<b>665427</b>	<b>101552</b>	<b>766979</b>	<b>41.46</b>	<b>671027</b>	<b>100952</b>	<b>771979</b>	<b>41.73</b>	<b>0.27</b>
<b>TOTAL (A)+(B)</b>	<b>1748448</b>	<b>101552</b>	<b>1850000</b>	<b>100.00</b>	<b>1749048</b>	<b>100952</b>	<b>1850000</b>	<b>100.00</b>	<b>0.00</b>
Shares held by Custodians for GDRs & ADRs (C)	0	0	0	0.00	0	0	0	0.00	0.00
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>1748448</b>	<b>101552</b>	<b>1850000</b>	<b>100.00</b>	<b>1749048</b>	<b>100952</b>	<b>1850000</b>	<b>100.00</b>	<b>0.00</b>

ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2014			Shareholding at the end of the year 31.03.2015			% 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	Indra Kumar Bagri	743103	40.17	0	743103	40.17	0	0.00
2	Ananya Amit Bagri	83000	4.49	0	83000	4.49	0	0.00
3	Ishita Bagri	46450	2.51	0	46450	2.51	0	0.00
4	Stuti Bagri	46450	2.51	0	46450	2.51	0	0.00
5	Savitri Devi Jajoo	34500	1.86	0	34500	1.86	0	0.00
6	Anil Kumar Bagri	33685	1.82	0	33685	1.82	0	0.00
7	Archana Bagri	31600	1.71	0	31600	1.71	0	0.00
8	Indra Kumar Bagri HUF	30000	1.62	0	30000	1.62	0	0.00
9	Kamal Pannalal Damani	20800	1.12	0	18800	1.02	0	-0.10
10	Prerit Kamal Damani	9800	0.53	0	9800	0.53	0	0.00
11	Kamal Kumar P.Damani	3000	0.16	0	0	0.00	0	-0.16
12	Amit Kumar Bagri	633	0.03	0	633	0.03	0	0.00

(iii) Change in Promoters' Shareholding

	Shareholding at the beginning of the year i.e. 01.04.2014		Cumulative Shareholding during the year i.e. 01.04.2014 to 31.03.2015	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	<b>11083021</b>	<b>58.54%</b>		
Changes during the year			<b>0.27%</b>	
At the end of the year			<b>1078021</b>	<b>58.27%</b>

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

Serial no	Name of the Share Holder	Shareholding at the beginning of the year 01.04.2014		Changes during the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Advantage Overseas Pvt.Ltd	113090	6.11	18831	1.02	94259	5.09
2	Rangnath Somani	103778	5.61	30000	1.62	73778	3.99
3	Aggarsain Pharmaceuticals Pvt Ltd	39100	2.11	33579	1.81	5521	0.30
4	Aggarsain Automobiles Pvt.Ltd	35270	1.91	11275	0.61	23995	1.30
5	Raga Securities & Finance Pvt Ltd	28675	1.55	708	0.04	27967	1.51
6	Rajesh Joshi	23375	1.26	23375	1.26	0	0.00
7	Madhu Jajoo	23153	1.25	0	0.00	23153	1.25
8	Rajat Bagree	21645	1.17	0	0.00	21645	1.17
9	Adroit Fin Ser Pvt Ltd	20148	1.09	20123	1.088	25	0.001
10	Radha G. Damani	18397	0.99	18397	0.99	0	0.00
11	Manoj Mittal	0	0.00	35000	1.89	35000	1.89
12	Shanju Rani	0	0.00	35000	1.89	35000	1.89
13	Sumpoorna Portfolio Limited	0	0.00	24828	1.34	24828	1.34
14	Indira Securities Pvt.Ltd	0	0.00	21535	1.16	21535	1.16

(v) Shareholding of Directors and Key Managerial Personnel:

Serial no	Name of the Director/KMP	Date	Reason	Shareholding at the beginning of the year 01.04.2014		Cummulative Shareholding during the year	
				No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Indra Kumar Bagri			743103	40.17	743103	40.17
2	Anil Kumar Bagri			33685	1.82	33685	1.82
3	Vimal P. Damani			0	0.00	0	0.00
4	Smita N. Pachisia			0	0.00	0	0.00
5	Naresh Pachisia (resigned)			0	0.00	0	0.00
6	Narendra Kumar Thanvi (CFO)			0	0.00	0	0.00
7	Ms. Kirti Mool Chand Jain			0	0.00	0	0.00

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount		44,00,000		
ii. Interest due but not paid		0		
iii. Interest accrued but not due		7,693		
Total (i+ii+iii)		0		
Change in Indebtedness during the financial year				
<input type="checkbox"/> Addition		440,35,70,824		
<input type="checkbox"/> Reduction		440,79,70,824		
Net Change		0		
Indebtedness at the end of the financial year				
i. Principal Amount		0		
ii. Interest due but not paid		0		
iii. Interest accrued but not due		0		
Total (i+ii+iii)		0		

vii) Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: None.

\*The Company doesn't have any Whole time Directors. No remuneration, apart from Board Sitting Fees, has been paid to the CEO.

B. Remuneration to other Directors

Sr. no.	Particulars of Remuneration	Name of Directors			Total Amount (Rs.)
1	Independent Directors Fee for attending board / committee meetings Commission Others, please specify	Vimal Damani 9,000	Naresh Pachisia 7,000	Smita Pachisia 0	16,000
	Total (1)	9,000	7,000	0	16,000
2	Other Non-Executive Directors Fee for attending board / committee meetings Commission Others, please specify	Anil Kumar Bagri 11,000	Indra Kumar Bagri 9,000	-	20,000
	Total (2)	11,000	9,000		20,000
	Total (B)=(1+2)	20,000	16,000		36,000
	Total Managerial Remuneration	8,33,000	4,09,000		12,42,000

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**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD /  
MANAGER / WTD:**

	<b>Particulars of Remuneration</b>	<b>Key Managerial Personnel</b>	
		<b>CFO</b> Narendra Thanvi	<b>CS</b> Kirti Moolchand Jain
1.	Gross salary Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 Value of perquisites u/s 17(2) Income-tax Act, 1961 Profits in lieu of salary under section 17(3) Income-tax Act, 1961	205,000 0 0	60,000 0 0
2.	Stock Option	NA	NA
3.	Sweat Equity	NA	NA
4.	Commission as % of profit	NA	NA
5.	Others, please Specify	NA	NA
	<b>Total</b>	<b>205,000</b>	<b>60,000</b>

**(viii) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NONE**

**For and on behalf of the Board**

**Indra Kumar Bagri**  
**Chairman**

Place: Mumbai  
Date: May 29, 2015

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**ANNEXURE IV**

**Secretarial Audit Report [Section 204(1)]**  
**FORM No. MR-3**

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015  
(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,  
OASIS SECURITIES LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Oasis Securities Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Oasis Securities Limited'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 authorised 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, 2015 generally 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 made available to us and maintained by Oasis Securities Limited for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) The 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;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; and
- (v) Other laws including laws relating to Non Banking Financial Companies as are and to the extent applicable to the Company as per the representations made by the Company.

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

- (i) Secretarial Standards of The Institute of Company Secretaries of India with respect to board and general meetings are not in force as on the date of this report.
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

## OASIS SECURITIES LIMITED

### 28<sup>th</sup> Annual Report

During the period under review and as per the explanations given and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above subject to the following observations:

- (a) Form MGT-14 not filed for the resolution passed at the Board Meeting held on 17.03.2015 for borrowing.
- (b) Audited financial results for the quarter and year ended 31.03.2014 was not submitted to Stock Exchange within the stipulated period as required under clause 41 of the listing agreement.

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 was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent 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.

Decisions at the Board Meetings were taken unanimously.

We further report that as represented by the Company and relied upon by us 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 there were no major events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For Shalini Hegde & Associates  
Company Secretaries

Place: Mumbai  
Date: 29<sup>th</sup> May, 2015

Shalini Bhat  
FCS No: 6484      CP No: 6994

*This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.*



**OASIS SECURITIES LIMITED**

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‘Annexure A’

To,  
The Members  
Oasis Securities 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, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of 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 Shalini Hegde & Associates  
Company Secretaries

Place: Mumbai  
Date: 29<sup>th</sup> May, 2015

Shalini Bhat  
FCS No: 6484      CP No: 6994

**OASIS SECURITIES LIMITED**  
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**ANNEXURE V**

**PARTICULARS OF EMPLOYEES**

**A. Remuneration of Directors [Section 197(12) and Rule 13.3**

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

Non-executive directors	Ratio to median remuneration
N.A.	

Executive Directors	
N.A.	

- (b) The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% Increase / decrease in remuneration in the financial year
Managing Director	N.A.
Chief Financial Officer	N.A.
Company Secretary	N.A.

\* Both the CFO and CS were appointed during the year.

- (c) The percentage increase in the median remuneration of employees in the financial year:  
 No change.
- (d) The number of permanent employees on the rolls of company: 7
- (e) The explanation on the relationship between average increase in remuneration and company performance: NA
- (f) Comparison of the remuneration of the key managerial personnel against the performance of the Company:

Aggregate remuneration of key managerial personnel (KMP) in FY15 (Rs. in lakhs)	2.65
Revenue (Rs. in lakhs)	717.16
Remuneration of KMPs (as % of revenue)	0.37%
Profit before Tax (PBT) (in lakhs)	4.58
Remuneration of KMP (as % of PBT)	57.86%

**OASIS SECURITIES LIMITED**  
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- (g) Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particulars	March 31, 2015	March 31, 2014	% Change
Market Capitalisation (crore)	5.55	24.61	-77.45%
Price Earnings Ratio	152.11	140.91	+7.95%

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

Particulars	March 31, 2015	(IPO)	% Change*
Market Price (BSE)	30	10	+300%

- (i) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

- (j) Comparison of each remuneration of the key managerial personnel against the performance of the Company:

	CFO (w.e.f. 01.11.2014)	CS
Remuneration in FY15 (Rs. lakhs)	2.05	0.60
Revenue (Rs. lakhs)	717.16	
Remuneration (as % of Revenue)	0.29%	0.08%
Profit before Tax (PBT) (Rs. lakhs)	4.58	
Remuneration (as % of PBT)	44.76%	13.10%

- (k) The key parameters for any variable component of remuneration availed by the directors: N.A.
- (l) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: N.A.
- (m) Affirmation that the remuneration is as per the remuneration policy of the Company:  
The Company affirms remuneration is as per the remuneration policy of the Company.

**OASIS SECURITIES LIMITED**

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**ANNEXURE VI**

**FORM AOC2**

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto-

1. Details of contracts or arrangements or transactions not at arm's length basis – NIL  
Oasis has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2014-15.
2. Details of material contracts or arrangement or transactions at arm's length basis
  - (a) Name(s) of the related party and nature of relationship:  
Indra Kumar Bagri - Chairman  
Anil Kumar Bagri - Director
  - (b) Nature of contracts/arrangements/transactions:  
Indra Kumar Bagri – Sale of shares  
Anil Kumar Bagri – Sale of shares
  - (c) Duration of the contracts / arrangements/transactions:  
The transactions have been entered into on a spot basis, with payment being received and shares being transferred on the same day.
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:  
Indra Kumar Bagri – Rs. 54,00,000  
Anil Kumar Bagri – Rs. 6,00,000
  - (e) Date(s) of approval by the Board, if any:  
Not Applicable, since the contract was entered into in the ordinary course of business and on arm's length basis.
  - (f) Amount paid as advances, if any: None

**For and on behalf of the Board**

**Indra Kumar Bagri  
Chairman**

Place: Mumbai

Date: May 29, 2015

**INDEPENDENT AUDITOR'S REPORT**

To the Member of **OASIS SECURITIES LIMITED**

**REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of OASIS SECURITIES LIMITED, which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit & Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

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

**AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit

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**Chartered Accountant**

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 standalone financial statements.

**OPINION**

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

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- (b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- (c) In the case of the cash flow statement, of the cash flows for the year ended on that date.

**OTHER MATTERS**

We did not audit the financial statements/information of M/s **Azure Capital Advisors Private Limited, a Subsidiary Company**, included in the standalone financial statements of the Company whose financial statements / financial information reflect total assets of Rs 47,00,281 as at 31st March, 2015 and total revenues of Rs.1,05,53,515 for the year ended on that date, as considered in the standalone financial statements. The financial statements/information of these Subsidiary have been audited by **Singhvi, Dev & Unni** auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of these Subsidiary, is based solely on the report of such Auditor. Our opinion is not modified in respect of this matter

**REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

**2. As required by Section 143 (3) of the Act, we report that:**

- 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 have been kept by the Company so far as it appears from our examination of those books.

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**Chartered Accountant**

- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
- e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
  - 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 –to the financial statements; and
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For **M/s. Aalok Mehta & Co.**  
**Chartered Accountants**

**CA. Aalok Mehta**  
[Proprietor]  
Membership No. 114930  
Firm Reg. No. 126756W

Place: Mumbai  
Date: 29<sup>th</sup> May 2015

**Aalok Mehta & Co.**  
**Chartered Accountant**

**ANNEXURE REFERRED TO IN PARAGRAPH "A" OF AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF 'OASIS SECURITIES LIMITED' ON THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2015.**

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

In respect of its Fixed Assets

(a) The company is maintaining proper records to show full particulars, including quantitative details and situation of fixed assets.

(b) According to information and Explanation given to us, the fixed assets of the Company are physically verified by the management according to a phased program designed to cover all items over a period of time, which in our opinion, is reasonable having regards to the size of the Company and the nature of its assets. Pursuant to the program, fixed assets have been physically verified by the Management during the year and no material discrepancies between the book records and the physical inventories have been noticed.

In respect of its Inventories

(a) As informed to us, the inventories held in Dematerialized form, have been verified by the management with supportive evidence during the year. In our Opinion the frequency of verification is reasonable. In our Opinion, the procedures for physical verification of inventory followed by management are reasonable and adequate in relation to the size of company and the nature of its business. On the basis of our examination the records of inventory, we are of the opinion that company is maintaining proper records of inventory. We are informed that no discrepancies were noticed on physical verification.

(b) The company has inventories of Shares, and Inventories are valued at Market cost or Book value whichever is lower.

In respect of its Loans given:

The company has not granted any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. As the Company has not granted any loans, secured or unsecured, to parties listed in the Registers maintained under Section 189 of the Companies Act, 2013, consequently, clause 3(iii) (a) & (b) of the order are not applicable.

In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets and for the sale of goods. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, no major weakness has not been noticed or reported.

In our opinion, and according to the information and explanations given to us, the Company has not accepted any public deposits and hence directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable. As per the information and explanations given to us, no order has been



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**Chartered Accountant**

passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal in this respect.

We have broadly reviewed the books of account maintained by the company pursuant to subsection (1) of section 148 of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have, however not undertaken a detailed examination of the records with a view to determine whether they are accurate or complete.

(a) According to the information and explanation given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, VAT, Wealth Tax, Excise Duty, Service Tax, Cess and any other material statutory dues as applicable with the appropriate authorities.

(b) According to the information and explanations given to us and based on the records of the company examined by us, disputed dues payable by company as on 31<sup>st</sup> March 2015 of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty are as under.

Sr no.	Name of Statue	Nature of Dues	Amount	Period to which it relates	Forum where dispute is pending
2	Income Tax	Deleting allocation of expenses made by A.O and Disallowance u/s 14A r.w.rule 8D	3,17,100	2009-10	Commissioner of Income tax (Appeals)
3	Income Tax	Deleting allocation of expenses made by A.O and Disallowance u/s 14A r.w.rule 8D and Dividend stripping u/s 94(7)	41,35,240	2010-11	Commissioner of Income tax (Appeals)

(c) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund.

10. According to Information and Explanation given to us , The Company has not given any guarantee for loans taken by others from banks or financial institutions
11. During the course of our examination of the books of accounts carried out in accordance with the generally accepted auditing standards in India and according to the information and explanations given to us, we have not come across any instances of fraud, either noticed or reported during the year, on or by the Company.

**For M/s. Aalok Mehta & Co.**  
Chartered Accountants  
Firm Reg. No. 126756W

**CA. Aalok Mehta**  
[Proprietor]  
Membership No. 114930

**Place: Mumbai**  
**Date: 29<sup>TH</sup> May 2015**

**Balance Sheet as at 31 March, 2015**

Particulars	Note No.	As at 31 March, 2015	As at 31 March, 2014
		Rs.	Rs.
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	2	18,500,000	18,500,000
(b) Reserves and surplus	3	60,417,043	60,052,172
<b>2 Non-current Liabilities</b>			
(a) Deferred Tax Liabilities (Net)		6,536	4,001
<b>2 Current liabilities</b>			
(a) Short-term borrowings	4	-	4,400,000
(b) Other current liabilities	5	314,985	600,501
<b>TOTAL</b>		<b>79,238,564</b>	<b>83,556,674</b>
<b>B ASSETS</b>			
<b>1 Fixed Assets</b>			
(i) Tangible Assets	6	95,111	44,868
<b>2 Non-current assets</b>			
(a) Non-current investments	7	27,303,600	27,303,600
(b) Long-term loans and advances	8	2,529,308	2,635,107
(c) Other non-current assets	9	20,000,000	20,000,000
<b>3 Current assets</b>			
(a) Inventories	10	7,029,750	8,701,440
(c) Cash and cash equivalents	11	2,255,582	3,392,847
(d) Short-term loans and advances	12	19,069,929	19,632,510
(e) Other current assets	13	955,283	1,846,302
<b>TOTAL</b>		<b>79,238,564</b>	<b>83,556,674</b>
<b>See accompanying notes (including significant accounting policies) forming part of the financial statements</b>	1-21		

as per our report of even date attached.

**For M/s. Aalok Mehta & Co.**

Chartered Accountants

(FRN: 126756W)

(Aalok Mehta)

**Proprietor**

(Membership No: 114930)

Place : Mumbai  
Date : May 29, 2015

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

Indra Kumar Bagri  
Anil Kumar Bagri  
Narendra Thanvi  
Kirti Jain

Chairman  
Director  
Chief Financial Officer  
Company Secretary

Place : Mumbai  
Date : May 29, 2015

**Statement of Profit and Loss for the year ended 31 March, 2015**

Particulars	Note No.	For the year ended 31 March, 2015 Rs.	For the year ended 31 March, 2014 Rs.
<b>CONTINUING OPERATIONS</b>			
Revenue from operations (gross)	14	65,571,895	229,635,325
<b>Revenue from operations (net)</b>		<u>65,571,895</u>	<u>229,635,325</u>
Other income	15	6,144,477	3,899,611
<b>Total Revenue (1+2) (A)</b>		<u><b>71,716,371</b></u>	<u><b>233,534,936</b></u>
<b>Expenses</b>			
(a) Purchases of stock-in-trade	16	53,375,638	191,713,073
(b) Changes in inventories of stock-in-trade	16 A	1,671,690	29,472,556
(c) Employee benefits expense	17	5,255,869	1,248,112
(d) Finance Cost	18	7,769,088	1,944,288
(e) Provision & Contingencies		1,347,636	-
(f) Depreciation	6	21,746	732
(e) Other expenses	19	1,817,054	6,996,342
<b>Total Expenses (a+b+c+d+e) (B)</b>		<u><b>71,258,722</b></u>	<u><b>231,375,103</b></u>
<b>Profit / (Loss) before tax (A-B) = ( C )</b>		<u><b>457,650</b></u>	<u><b>2,159,833</b></u>
<b>Tax expense:</b>			
(a) Current tax expense		87,688	-
(b) (Less): MAT credit (where applicable)		-	-
(a) Current tax expense relating to prior years		2,556	409,000
(b) Deferred tax		2,535	4,001
<b>Total ( D )</b>		<u><b>92,779</b></u>	<u><b>413,001</b></u>
<b>Profit / (Loss) for the year ( C-D )</b>		<u><b>364,871</b></u>	<u><b>1,746,832</b></u>
<b>Earnings per share (of Rs. 10/- each):</b>			
(a) Basic			
(i) Continuing operations	20	0.20	0.94
(ii) Total operations	20	0.20	0.94
<b>See accompanying notes (including significant accounting policies) forming part of the financial statements</b>	1-21		

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

Indra Kumar Bagri	Chairman
Anil Kumar Bagri	Director
Narendra Thanvi	Chief Financial Officer
Kirti Jain	Company Secretary

Mumbai  
May 29, 2015

Place : Mumbai  
Date : May 29, 2015

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

Particulars	For Year Ended 31st March, 2015		For Year Ended 31st March, 2014	
<b>Cash Flow from Operating Activities</b>				
<b>Profit Before Tax and Extraordinary items</b> (As per Profit and Loss Account)		457,650		2,159,833
<u>Adjustments for:</u>				
Depreciation	21,746		732	
Finance Cost	7,769,088		1,944,288	
Interest Income	(793,970)		(2,814,490)	
Dividend Income	(14,077)	6,982,787	(110,679)	(980,149)
<b>Operating Profit before Working Capital Changes</b>		<b>7,440,437</b>		<b>1,179,684</b>
<u>Adjustments for:</u>				
(Increase)/Decrease in Inventories	1,671,690		29,472,556	
(Increase)/Decrease in Sundry Debtors	-		-	
(Increase)/Decrease in Short Term Loans and Advance	562,581		13,899,047	
(Increase)/Decrease in Other Current Assets	891,019		(417,266)	
(Increase)/Decrease in Other Non-Current Assets	-		(20,000,000)	
<u>Adjustments for increase / (decrease) in operating liabilities:</u>				
Increase/(Decrease) in Current Liabilities & Provision	(373,204)	2,752,086	113,549	23,067,886
Cash Generated From Operations		10,192,523		24,247,570
Less: Income Tax Paid		2,556		(75,771)
<b>Net Cash from / (Used in) Operating Activities A</b>		<b>10,189,967</b>		<b>24,323,341</b>
<b>Cash Flow from Investing Activities</b>				
Interest received	793,970		2,814,490	
Dividend received	14,077		110,679	
Purchase of Fixed Assets	(71,989)		(45,600)	
Purchase of Investments	-		(27,078,600)	
Long-term loans and advances	105,799		-	
<b>Net Cash from / (Used in) Investing Activities B</b>		<b>841,857</b>		<b>(24,199,031)</b>
<b>Net Cash from Financial Activities C</b>				
Finance Cost	(7,769,088)		(1,944,288)	
Short Term Borrowings	(4,400,000)		4,400,000	
<b>Net Cash from / (Used in) Financing Activity C</b>		<b>(12,169,088)</b>		<b>2,455,712</b>
<b>Net Increase/ Decrease in Cash and Cash Equivalents (A+B+C)</b>		<b>(1,137,265)</b>		<b>2,580,022</b>
<b>Cash and Cash Equivalents - Opening Balance</b>		<b>3,392,847</b>		<b>812,825</b>
<b>Cash and Cash Equivalents - Closing Balance</b>		<b>2,255,582</b>		<b>3,392,847</b>

**For M/s. Aalok Mehta & Co.**

Chartered Accountants  
(FRN: 126756W)

(Aalok Mehta)

**Proprietor**

(Membership No: 114930)

Place : Mumbai

Date : May 29, 2015

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

Indra Kumar Bagri

Anil Kumar Bagri

Narendra Thanvi

Kirti Jain

Chairman

Director

Chief Financial Officer

Company Secretary

**Notes forming part of the financial statements**

**Note 2: Share Capital**

1) Particulars	As at 31 March, 2015		As at 31 March, 2014	
	Number of shares	Amount Rs.	Number of shares	Amount Rs.
(a) Authorised 5,000,000 Equity shares of Rs 10/- each par value with voting rights	5,000,000	50,000,000	5,000,000	50,000,000
(b) Issued 1,850,000 Equity shares of Rs 10/- each par value with voting rights	1,850,000	18,500,000	1,850,000	18,500,000
(c) Subscribed and fully paid up 1,850,000 Equity shares of Rs 10/- each par value with voting rights	1,850,000	18,500,000	1,850,000	18,500,000
<b>Total</b>	<b>1,850,000</b>	<b>18,500,000</b>	<b>1,850,000</b>	<b>18,500,000</b>

2) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue	Bonus	ESOP	Conversion	Buy back	Other changes (give details)	Closing Balance
Equity shares with voting rights								
Year ended 31 March, 2015								
- Number of shares	1,850,000	-	-	-	-	-	-	1,850,000
- Amount (Rs)	18,500,000	-	-	-	-	-	-	18,500,000
Year ended 31 March, 2014								
- Number of shares	1,850,000	-	-	-	-	-	-	1,850,000
- Amount (Rs)	18,500,000	-	-	-	-	-	-	18,500,000

3) Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates: NIL

4) The Company has only one class of shares referred to as equity shares having par value of Rs. 10/-; each holder of equity shares is entitled to one vote per share.

5) The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting except in case of interim dividend.

6) In event of liquidation of the company the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after the distribution of all preferential amounts, in proportion to the number of equity shares held by shareholders.

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

Class of shares / Name of shareholder	As at 31 March, 2015		As at 31 March, 2014	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Indra Kumar Bagri	773,103	41.79	773,103	41.79
Advantage Overseas Pvt.Ltd	94,259	5.10	113,090	6.11
Ranganath Somani	0	0	103,778	5.61

8) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash, bonus shares and shares bought back for the period of 5 years immediately preceding the Balance Sheet date: NIL

9) Details of Calls unpaid : NIL.

10) Details of forfeited shares : NIL.

**Notes forming part of the financial statements**

**Note 3: Reserves and Surplus**

Particulars	As at 31 March, 2015 Rs.	As at 31 March, 2014 Rs.
(a) Securities Premium Account		
Opening Balance	17,100,000.00	17,100,000
Closing Balance	<u>17,100,000.00</u>	<u>17,100,000</u>
(b) General Reserves		
Opening Balance	145,000.00	145,000
Closing Balance	<u>145,000.00</u>	<u>145,000</u>
(c) Statutory Reserves under RBI Act(45 IC)		
Opening balance	17,171,094.00	16,821,728
Add: Additions / transfers during the year	72,974.00	349,366
Closing balance	<u>17,244,068.00</u>	<u>17,171,094</u>
(d) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	25,636,078.00	24,238,612
Add: Profit / (Loss) for the year	364,870.50	1,746,832
Statutory Reserves under RBI Act (45 IC)	72,974.00	349,366
Closing Balance	<u>25,927,974.50</u>	<u>25,636,078</u>
<b>Total</b>	<b><u>60,417,042.50</u></b>	<b><u>60,052,172</u></b>

**Note 4: Short Term Borrowings**

Loan From BCB Finance Limited	0	4,400,000
<b>Total</b>	<b><u>0</u></b>	<b><u>4,400,000</u></b>

**Note 5: Other Current Liabilities**

(a) Interest Accrued and due on Borrowings	0	7,693
(b) Other Payables		
(i) Statutory Remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, etc.)	137,704	37,059
(ii) Sundry Creditors for Expenses	79,593	136,749
(iii) Payable for Purchase of Shares	10,000	10,000
Provision for Tax	87,688	409,000
<b>Total</b>	<b><u>314,985</u></b>	<b><u>600,501</u></b>

Notes forming part of the financial statements  
 Note 6: Fixed Assets

A.	Tangible Assets	Gross Block									
		Balance as at 1 April, 2014	Additions	Disposals	Acquisitions through business combinations	Reclassified as held for sale	Revaluation increase	Effect of foreign currency exchange differences	Borrowing Cost Capitalised	Other adjustments	Balance as at 31 March, 2015
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
	Computers	36,000	-	-	-	-	-	-	-	-	36,000
	Printer	9,600	-	-	-	-	-	-	-	-	9,600
	Refrigerator	-	15,000	-	-	-	-	-	-	-	15,000
	Television	-	56,989	-	-	-	-	-	-	-	56,989
	<b>Total</b>	<b>45,600</b>	<b>71,989</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>117,589</b>
	<b>Previous year</b>		<b>-</b>								<b>117,589</b>

Note 6: Fixed Assets (contd.)

B.	Tangible Assets	Accumulated Depreciation and Impairment							Net Block		
		Balance as at 1 April, 2014	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Eliminated on reclassification as held for sale	Impairment losses recognised in statement of profit and loss	Reversal of impairment losses recognised in Statement of Profit and Loss	Other adjustments	Balance as at 31 March, 2015	Balance as at 31 March, 2015	Balance as at 31 March, 2014
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
	Computers	687	11,401	-					12,088	23,912	35,313
	Printer	45	3,040						3,085	6,515	9,555
	Refrigerator	-	1,905						1,905	13,095	-
	Television	-	5,399						5,399	51,590	-
	<b>Total</b>	<b>732</b>	<b>21,746</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>22,478</b>	<b>95,111</b>	<b>44,868</b>
	<b>Previous year</b>	<b>-</b>	<b>-</b>	<b>-</b>					<b>-</b>	<b>-</b>	<b>-</b>



**Notes forming part of the financial statements**

**Note 7: Non-current investments**

Particulars	As at 31 March, 2015			As at 31 March, 2014		
	Quoted	Rs. Unquoted	Total	Quoted	Rs. Unquoted	Total
Investments (At cost):						
A. <u>Trade</u>	-	27,078,600	-	-	27,078,600	-
<b>Total - Trade (A)</b>	-	27,078,600	-	-	27,078,600	-
B. <u>Other investments</u>						
(a) Investment in equity instruments (give details separately for fully /partly paid up instruments)						
(i) of associates	225,000	-	225,000	225,000	-	225,000
1)100,000 (PY 100,000) Equity Shares of Ikab Securities & Investment Ltd. of Rs. 10/- each (Market Value : CY Rs. 16,00,000/- ; PY Rs. 16,00,000/-)						
<b>Total - Other investments (B)</b>	225,000	-	225,000	225,000	-	225,000
Total (A+B)	225,000	27,078,600	225,000	225,000	27,078,600	225,000
<b>Total</b>	<b>225,000</b>	<b>27,078,600</b>	<b>27,303,600</b>	<b>225,000</b>	<b>27,078,600</b>	<b>27,303,600</b>
Aggregate amount of quoted investments	225,000		225,000	225,000		225,000
Aggregate market value of listed and quoted investments	<b>1,600,000</b>	-	<b>1,600,000</b>	<b>1,600,000</b>	-	<b>1,600,000</b>

**Notes forming part of the financial statements****Note 8: Long-term loans and advances**

Particulars	As at 31 March, 2015 Rs.	As at 31 March, 2014 Rs.
(a) Security deposits		
Secured, considered good		
Unsecured, considered good	9,210	9,210
Doubtful		
(b) Advance income tax (net of provision as at 31 March) (Unsecured, considered good)	2,520,098	2,625,897
<b>Total</b>	<b>2,529,308</b>	<b>2,635,107</b>

**Note 9: Other Non-current Assets**

(a) Long-term trade receivables		
Secured, considered good	-	-
Unsecured, considered good	20,000,000	20,000,000
Doubtful	-	-
	20,000,000	20,000,000
Less: Provision for doubtful trade receivables	-	-
<b>Total</b>	<b>20,000,000</b>	<b>20,000,000</b>

**Note 10: Inventories**

(At lower of cost and net realisable value)

(a) Stock-in-trade (Shares & Securities)	7,029,750	8,701,440
<b>Total</b>	<b>7,029,750</b>	<b>8,701,440</b>

**Note 11: Cash and Cash Equivalents**

(a) Cash on hand	89,461	56,238
(b) Cheques on hand	556,852	
(c) Balances with banks		
(i) In Current Accounts	1,609,269	3,336,608
<b>Total</b>	<b>2,255,582</b>	<b>3,392,847</b>

Notes forming part of the financial statements		
Note 12: Short-term loans and advances		
Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs.	Rs.
(a) Loans and Advances to Employees		
Secured, considered good	-	-
Unsecured, considered good	428,000	-
Doubtful	-	-
Less: Provision for doubtful loans and advances	-	-
	<b>428,000</b>	-
(b) Prepaid Expenses - Unsecured, considered good	<b>6,617</b>	4,000
(c) Inter-corporate deposits		
Secured, considered good	-	-
Unsecured, considered good	5,100,000	5,403,510
Doubtful	-	-
Less: Provision for doubtful inter-corporate deposits	-	-
	<b>5,100,000</b>	5,403,510
(d) Others (Loans to non-Corporates)		
Secured, considered good	-	-
Unsecured, considered good	-	14,225,000
Doubtful	-	-
	-	14,225,000
Less: Provision for NPA	13,535,312	-
		14,225,000
<b>Total</b>	<b>19,069,929</b>	<b>19,632,510</b>

**Note 13: Other current assets**

(a) Accruals		
(i) Interest Receivable	886,759	1,846,302
(b) Others		
(i) Trade Receivables	68,524	-
<b>Total</b>	<b>955,283</b>	<b>1,846,302</b>

**Note 14: Revenue from operations**

(a) Sale of Shares and Stock	65,571,895	229,635,325
<b>Total</b>	<b>65,571,895</b>	<b>229,635,325</b>

## Notes forming part of the financial statements

### Note 15: Other income

Particulars	For the year ended 31 March, 2015 Rs.	For the year ended 31 March, 2014 Rs.
(a) <b>Interest Income</b>	-	2,814,490
<i>Interest Received on Loan</i>	771,223	
Others	22,747	
(b) Dividend Income	14,077	110,679
(c) Other non-operating income	5,336,430	974,441
<b>Total</b>	<b>6,144,477</b>	<b>3,899,611</b>

### Note 16: Purchase of Traded Goods

Shares & Securities	53,375,638	191,713,073
<b>Total</b>	<b>53,375,638</b>	<b>191,713,073</b>

### Note 16 A: Changes in Inventories of Stock-in-trade

<u>Inventories at the end of the year:</u>		
Stock-in-trade	7,029,750	8,701,440
<u>Inventories at the beginning of the year:</u>		
Stock-in-trade	8,701,440	38,173,996
<b>Net (increase) / decrease</b>	<b>1,671,690</b>	<b>29,472,556</b>

### Note 17: Employee benefits expense

Salaries and wages	5,177,810	1,151,252
Contributions to provident fund	71,284	45,336
Staff welfare expenses	6,775	51,524
<b>Total</b>	<b>5,255,869</b>	<b>1,248,112</b>

### Note 18: Finance Costs

(a) Interest expense on:		
(i) Borrowings	7,768,267	1,944,288
(b) Other borrowing costs		
Bank Charges	821	-
<b>Total</b>	<b>7,769,088</b>	<b>1,944,288</b>

## Notes forming part of the financial statements

### Note 19: Other Expenses

Particulars	For the year ended	For the year ended
	31 March, 2015	31 March, 2014
	Rs.	Rs.
Advertisement Expenses	56,191	48,919
Audit Fees	50,000	60,000
Bank Charges	-	702
Board Sitting Fees	36,000	29,000
Business Promotion Expenses	510,621	233,734
Conveyance and Travelling Expenses	168,592	365,283
Depository Charges	15,206	14,295
Electricity Charges	159,264	147,415
Legal and Professional Fees	362,587	759,404
Loss on Derivatives Trading	-	4,684,550
Membership, Subscription and Registration Fees	-	18,500
Postage & Courier Expenses	19,970	4,171
Printing and Stationery	69,395	38,312
Repairs & Maintenance	27,475	4,393
Rent, Rates and Taxes	145,679	273,105
Sundry Expenses	37,321	202,696
Telephone Charges	121,550	80,721
Transaction Charges	4,997	10,082
Interest on Income Tax (Last Year)	32,207	-
Sundry Balance Written off	-	21,060
<b>Total</b>	<b>1,817,054</b>	<b>6,996,342</b>

Particulars	For the year ended	For the year ended
	Rs	Rs
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - statutory audit	35,000	35,000
For taxation matters	10,000	15,000
For other services	5,000	10,000
Reimbursement of expenses		
<b>Total</b>	<b>50,000</b>	<b>60,000</b>

**Notes forming part of the financial statements**

**Note 20 Disclosures under Accounting Standards (contd.)**

Note	Particulars	For the year ended 31 March, 2015 Rs.	For the year ended 31 March, 2014 Rs.
	<b>Earnings per share</b>		
	<u>Basic</u>		
a	<u>Continuing operations</u>		
	Net profit / (loss) for the year from continuing operations	364,870.50	1,746,832.48
	Less: Preference dividend and tax thereon	-	-
	Net profit / (loss) for the year from continuing operations attributable to the equity shareholders	364,870.50	1,746,832.48
	Weighted average number of equity shares	1,850,000.00	1,850,000.00
	Par value per share	10.00	10.00
	Earnings per share from continuing operations - Basic	<u>0.20</u>	<u>0.94</u>
b	<u>Total operations</u>		
	Net profit / (loss) for the year	364,870.50	1,746,832.48
	Less: Preference dividend and tax thereon	-	-
	Net profit / (loss) for the year attributable to the equity shareholders	364,870.50	1,746,832.48
	Weighted average number of equity shares	1,850,000.00	1,850,000.00
	Par value per share	10.00	10.00
	Earnings per share - Basic	<u>0.20</u>	<u>0.94</u>

Schedules attached forming part of Accounts. 1-21

As per our Report of even date attached.

**For M/s. Aalok Mehta & Co.**

Chartered Accountants  
(FRN: 126756W)

(Aalok Mehta)

**Proprietor**

(Membership No : 114930)

Place : Mumbai  
Date : May 29, 2015

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

Indra Kumar Bagri	Chairman
Anil Kumar Bagri	Director
Narendra Thanvi	Chief Financial Officer
Kirti Jain	Company Secretary

Place : Mumbai  
Date : May 29, 2015

**Notes forming part of the financial statements**

**Note 21: Contingent Liabilities**

Sr no.	Name of Statue	Nature of Dues	Amount	Period to which it relates	Forum where dispute is pending
1	Income Tax	Deleting allocation of expenses made by A.O and Disallowance u/s 14A r.w.rule 8D	3,17,100	F Y 2009-10	Commissioner of Income tax (Appeals)
2	Income Tax	Deleting allocation of expenses made by A.O and Disallowance u/s 14A r.w.rule 8D and Dividend stripping u/s 94(7)	4,134,240	F Y 2010-11	Commissioner of Income tax (Appeals)

**Oasis Securities Ltd  
FY 2014-15**

Sr.No.	Name of the Related Party	Nature of Relationship	Board Sitting Fees	Salary and Allowances	Interest On Loan	Provision for doubtful debts	Amount w/off in respect of debts
1	Indra Kumar Bagri	Self	9,000	-	137,111	-	-
2	Anil Kumar Bagri	Director	11,000	-	23,053	-	-
3	Aakriti Bagri	Spouse of Abhishek Bagri	-	400,000	-	-	-
4	Naresh Pachisia	Director	7,000	-	-	-	-
5	Vimal Damani	Director	9,000	-	-	-	-
6	Smita Pachisia	Director	-	-	-	-	-
<b>Total</b>			36,000	400,000	160,164	-	-



## OASIS SECURITIES LIMITED

28<sup>th</sup> Annual Report

### SCHEDULE TO THE BALANCE SHEET AS ON 31.03.2015 OF OASIS SECURITIES LIMITED, A NON-DEPOSIT TAKING NON BANKING FINANCIAL COMPANY

(AS REQUIRED IN TERMS OF PARAGRAPH 13 OF THE NON-BANKING FINANCIAL (NON-DEPOSIT  
ACCEPTING OR HOLDING) COMPANIES PRUDENTIAL NORMS (RESERVE BANK) DIRECTIONS 2007)

(Rs.)

Sr No.	PARTICULARS	A M O U N T	
	<b>LIABILITIES SIDE</b>		
(1)	LOANS AND ADVANCES AVAILED BY THE NON BANKING FINANCIAL COMPANY INCLUSIVE OF INTEREST ACCRUED THEREON BUT NOT PAID	AMOUNT OUTSTANDING	AMOUNT OVERDUE
	(A) DEBENTURES	NIL	NIL
	(B) DEFERRED CREDITS	NIL	NIL
	(C) TERM LOANS	NIL	NIL
	(D) INTERCORPORATE LOANS AND BORROWING	NIL	NIL
	(E) COMMERCIAL PAPER	NIL	NIL
	(F) OTHER LOANS	NIL	NIL
	<b>ASSETS SIDE</b>		
		AMOUNT OUTSTANDING	
(2)	BREAK-UP OF LOANS AND ADVANCES INCLUDING BILLS RECEIVABLES (OTHER THAN THOSE INCLUDED IN (4) BELOW)		
	(A) SECURED	NIL	
	(B) UNSECURED	19,069,929/-	
(3)	LEASED ASSETS AND STOCK ON HIRE AND OTHER ASSETS COUNTING TOWARDS AFC ACTIVITIES	NIL	
(4)	BREAK UP OF INVESTMENTS		
A.	CURRENT INVESTMENTS		
	<b><u>I. QUOTED</u></b>		
	(1)(A) EQUITY SHARES	7,029,750/-	
	(I)(B) PREFERENCE SHARES	NIL	
	(II) DEBENTURES AND BONDS	NIL	
	(III) UNITS OF MUTUAL FUNDS	NIL	
	(IV) GOVERNMENT SECURITIES	NIL	
	(V) OTHERS	NIL	
	<b><u>II. UNQUOTED</u></b>		
	(1)(A) EQUITY SHARES	NIL	
	(I)(B) PREFERENCE SHARES	NIL	
	(II) DEBENTURES AND BONDS	NIL	
	(III) UNITS OF MUTUAL FUNDS	NIL	
	(IV) GOVERNMENT SECURITIES	NIL	
	(V) OTHERS	NIL	
B.	LONG TERM INVESTMENTS		
	<b><u>I. QUOTED</u></b>		
	(1)(A) EQUITY SHARES	225,000/-	
	(I)(B) PREFERENCE SHARES	NIL	
	(II) DEBENTURES AND BONDS	NIL	
	(III) UNITS OF MUTUAL FUNDS	NIL	
	(IV) GOVERNMENT SECURITIES	NIL	
	(V) OTHERS	NIL	

<b>II. UNQUOTED</b>				
(1)(A) EQUITY SHARES	27,078,600			
(I)(B) PREFERENCE SHARES	NIL			
(II) NABARD BONDS	NIL			
(III) UNITS OF MUTUAL FUNDS	NIL			
(IV) GOVERNMENT SECURITIES	NIL			
(V) OTHERS	NIL			
(5)	BORROWER GROUP-WISE CLASSIFICATION OF ASSETS FINANCED AS IN (2) AND (3) ABOVE			
	CATEGORY	AMOUNT NET OF PROVISIONS		
		SECURED	UNSECURED	TOTAL
	1.RELATED PARTIES	NIL	NIL	NIL
	2.OTHER THAN RELATED PARTIES	NIL	NIL	NIL
(6)	INVESTOR GROUP-WISE CLASSIFICATION OF ALL INVESTMENTS (CURRENT AND LONG TERM) IN SHARES AND SECURITIES (BOTH QUOTED AND UNQUOTED)			
	CATEGORY	MARKET VALUE/ BREAK-UP OR FAIR VALUE OR NAV	BOOK VALUE (NET OF PROVISIONS)	
	1. RELATED PARTIES			
	(A) SUBSIDIARIES	NIL	NIL	
	(B) COMPANIES IN THE SAME GROUP	225,000/-	225,000/-	
	(C) OTHER RELATED PARTIES	NIL	NIL	
	2. OTHER THAN RELATED PARTIES	7,029,750/-	7,029,750/-	
	(A) ASSOCIATE COMPANIES	27,078,600	27,078,600	
(7)	OTHER INFORMATION			
	PARTICULARS	AMOUNT		
(I)	GROSS NON PERFORMING ASSETS	13,47,636		
(II)	NET NON PERFORMING ASSETS	13,47,636		
(III)	ASSETS ACQUIRED IN SATISFACTION OF DEBT	NIL		

Notes:

- 1) Item No 4 (A) above includes Shares held as Stock in Trade.
- 2) Item No 6 (2) (A) represents cost of unquoted Equity Shares.
- 3) Item No 6 (2) represents cost or market value whichever is lower adopted for stock valuation as mention in Item No 4 (A)

As per our attached Report on even date.

For Aalok Mehta & Co.  
Chartered Accountants

Sd/-

Aalok K. Mehta  
Proprietor  
(Membership No: 114930)  
Place: Mumbai  
Date: May 29, 2015

For OASIS SECURITIES LIMITED

Sd/-

Director  
Place: Mumbai  
Date: May 29, 2015

**OASIS SECURITIES LIMITED**

**Registered office:** Raja Bahadur Compound, Bldg. No. 5, 2nd floor, 43 Tamarind Lane, Fort, Mumbai - 400 001 **CIN: L51900MH1986PLC041499, Website: [www.oasiscaps.com](http://www.oasiscaps.com), Email id: [admin@oasiscaps.com](mailto:admin@oasiscaps.com) Telephone No.: 022-40463500 , Fax No. 022-40463502**

**FORM NO.MGT-11  
PROXY FORM**

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

**28th ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, SEPTEMBER 28, 2015, AT 11.00 A.M.**

Name of the member (s)

Registered address:

E-mail Id:

Folio No. / Client Id:

DP ID:

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

1. Name : ----- Address: -----

E-mail Id: ----- Signature: ----- or failing him

2. Name : ----- Address: -----

E-mail Id: ----- Signature: ----- or failing him

3. Name : ----- Address: -----

E-mail Id: ----- Signature: ----- or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 28th Annual General Meeting of the Company to be held on Monday, September 28, 2015 at 11.00 a.m.at Raja Bahadur Compound, Building No. 5, 43 Tamarind Lane, Mumbai – 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of the Audited Financial Statements as at 31st March, 2015 together with the Reports of the Directors and Auditors thereon.
2. Re-appointment of Mr. Anil Kumar Bagri (DIN No. 00014338), who retires by rotation as a Director of the Company
3. Re-appointment of M/s Aalok Mehta & Co. Chartered Accountants, (Firm Registration No. 126756W) as Statutory Auditors of the company.
4. Appointment of Mrs Smita Naresh Pachisia (DIN 07141023) as Independent Director of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder (s): \_\_\_\_\_

Affix  
Revenue  
Stamp

**OASIS SECURITIES LIMITED**

**Registered office:** Raja Bahadur Compound, Bldg. No. 5, 2nd floor, 43 Tamarind Lane, Fort, Mumbai - 400 001 **CIN: L51900MH1986PLC041499, Website: [www.oasiscaps.com](http://www.oasiscaps.com), Email id: [admin@oasiscaps.com](mailto:admin@oasiscaps.com) Telephone No.: 022-40463500 , Fax No. 022-40463502**

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**ATTENDANCE SLIP**

28th ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, SEPTEMBER 28, 2015 AT 11.00 A.M.

PLEASE FILL IN THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholder(s) may obtain additional Attendance Slip(s) at the venue of the meeting.

*DP ID		*Client ID	
# Folio No		No. of shares held	

Name and address of the shareholder:

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I certify that, I am a registered shareholder / proxy for the registered shareholder of the Company.  
I hereby record my presence at the 28th Annual General Meeting of the Company at Raja Bahadur Compound, Building No. 5, 43 Tamarind Lane, Mumbai – 400 001 on Monday, September 28, 2015 at 11.00 a.m

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Shareholder's / Proxy's Signature

\* Applicable for members holding shares in dematerialised form

# Applicable for members holding shares in physical form

## OASIS SECURITIES LIMITED

**Registered office:** Raja Bahadur Compound, Bldg. No. 5, 2nd floor, 43 Tamarind Lane, Fort, Mumbai - 400 001 **CIN:** L51900MH1986PLC041499, **Website:** [www.oasiscaps.com](http://www.oasiscaps.com),  
**Email id:** [admin@oasiscaps.com](mailto:admin@oasiscaps.com) **Telephone No.:** 022-40463500 , **Fax No.** 022-40463502

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### BALLOT FORM

(1) Name and Registered Address:  
Of the Sole/First named  
Shareholder

(2) Name(s) of the :  
Joint Holder(s)  
(if any)

(3) Registered Folio No./ :  
DP ID No. and Client ID No.

(4) Number of Share(s) held :

(5) EVEN (e-Voting EVENT Number) :

(6) User ID :

(7) Password :

(8) I/We hereby exercise my/our vote(s) in respect of the Ordinary / Special Resolutions set out in the Notice of the Annual General Meeting (AGM) of the Company to be held on Monday, September 28, 2015, by sending my/our assent or dissent to the said Resolutions by placing the tick(√) mark at the appropriate box below:

Sr. No.	Resolution	No of Shares	(FOR) I/We assent to the Resolution	(AGAINST) I/We dissent the Resolution
1.	Adoption of the Audited Financial Statements as at 31st March, 2015 together with the Reports of the Directors and Auditors thereon.			
2.	Re-appointment of Mr. Anil Kumar Bagri (DIN No. 00014338), who retires by rotation as a Director of the Company			
3.	Re-appointment of M/s Aalok Mehta & Co. Chartered Accountants, (Firm Registration No. 126756W) as Statutory Auditors of the company.			
4.	Appointment of Mrs Smita Naresh Pachisia (DIN 07141023) as Independent Director of the company.			

Place:

Date:

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(Signature of the Shareholder)

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## INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the AGM.
4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of the AGM.  
Process and manner for Members opting to vote by using the Ballot Form:
  1. Please complete and sign the Ballot Form (no other form or photo copy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Ms. Shalini Bhat, Practicing Company Secretary, at the address of the Registrar and Share transfer agent of the Company, M/s Satellite Corporate Services Pvt. Ltd., B- 302, Sony Apartment, Opp. ST Jude High School, Off. Andheri Kurla Road, Jarimari, Sakinaka, Mumbai 400 072.
  2. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
  3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/ Authorization.
  4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (√) mark in the column provided in the Ballot.
  5. The voting rights of shareholders shall be in proportion of the share held by them in the paid up equity share capital of the company as on 20.09.2015 and as per the Register of Members of the Company.
  6. Duly completed Ballot Form should reach the Scrutinizer not later than September 27, 2015 (5.00 p.m.). Ballot Form received after September 27, 2015 will be strictly treated as if the reply from the Members has not been received.
  7. A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. 6 above.
  8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
  9. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
  10. The results declared along with Scrutinizer's Report, shall be placed on the Company's website on 29.09.2015 and will be communicated to the BSE Limited, CDSL, where the shares of the Company are listed.