

Sanblue Corporation Limited

24th

Annual Report

2016-2017

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL OF THE COMPANY

Mr. Jose Daniel (DIN:03532474)	Managing Director & CEO
Mr. Sanjiv Shah (DIN:00256817)	Executive Director
Mrs Krina Shah (DIN:01798704)	Women Director
Mr.Jigar Shah (DIN:00089575)	Independent Director
Mr. Yogesh Shah (DIN:02030459)	Independent Director
Mr Rajesh Shah (DIN:00092504)	Independent Director
Mr. Dhaval Sheth	CFO
Mr. Jekil Pancholi	Company Secretary

STATUTORY AUDITORS

M/s. Kantilal Patel & Company
Chartered Accountants
202, Paritosh, Usmanpura (Riverside),
Ashram Road, Ahmedabad - 380 013.

REGISTERED OFFICE

22A, Government Servant Society,
Near Municipal Market, C. G. Road,
Ahmedabad - 380 009.
Tel.:079 26562055
Email: inquiry@sanbluecorporation.com
Website: www.sanbluecorporation.com

REGISTRAR & SHARE TRANSFER AGENT

Bigshares Services Private Limited
A/802, Samudra Complex, Near Klassic Gold,
Girish cold drink, C. G. Road,
Ahmedabad, Gujrat - 380009.
Tel.: 079 – 40024135
Email: bssahd@bigshareonline.com
Website: www.bigshareonline.com

STOCK EXCHANGE

BSE Ltd.

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NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of Sanblue Corporation Limited will be held on Monday 25th Day of September, 2017 at Registered Office situated at 22A Government Society, Near Municipal Market C. G. Road, Ahmedabad-380009 at 11.30 a.m., to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Statement of Profit & Loss for the year ended on March 31, 2017, the Balance Sheet as at that date and Cashflow together with the Auditors' and Directors' Report thereon.
2. To appoint a Director in place of Mrs. Krina Shah (DIN: 01798704), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and ratify the re-appointment of Statutory Auditors.

“RESOLVED THAT pursuant to the provisions of Section 139,142 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Kantilal Patel & Co. (FRN: 104744W), Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held in the financial year 2017-18 on such remuneration as may be determined by the Board of Directors of the Company from time to time.”

**For and on behalf of the Board
Sanblue Corporation Limited**

**(Jose Daniel)
Chairman & Managing Director
DIN: 03532474**

**Date : 14/08/2017
Place: Ahmedabad**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 24TH ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIM/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and Share Transfer Book of the Company will remain closed from Wednesday, 20th September, 2017 to Monday, 25th September, 2017 (both days inclusive).
3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
4. Members are requested to notify immediately the change in address, if any, to the Company or to the Registrar and Transfer Agents (R&TA) or by their respective Depository Participants in case the shares are in electronic form.
5. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the copy of the Annual Report including Financial Statements, Board's Report etc. and this Notice is being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the Registrars and Share Transfer Agents of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to inquiry@sanbluecorporation.com mentioning your Folio/DP ID & Client ID.
6. As per Securities and Exchange Board of India (SEBI) Circular, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or transmission/transposition of shares. Members holding shares in dematerialized mode are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Company's R&TAs.
7. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to R&TAs for consolidating their holdings in a single folio. The share certificates will be returned to the members after making requisite changes therein.
8. Members / Proxies / Authorised Representatives should bring the enclosed attendance Slip, duly filled in, for attending the Meeting. Copies of the 24th Annual Report or Attendance Slips will not be distributed at the Meeting.
9. Details of the Directors seeking Reappointment at the 24th Annual General Meeting

Name	Krina Shah
DIN	01798704
Age	48
Date of Appointment	12.08.2014
Experience	10 years
Qualification	Graduate
Expertise	Management & Leadership.
Remuneration	Nil
Other Directorships	Sanblue Consulting Private Limited Executive Excellence Consultancy Private Limited
Chairman/Member of Committee	Nil
No of Board meeting attended during the year	4
Shareholding in the Company	Nil
Relationship with director's of the Company's	She is a wife of Sanjiv Shah, Director of the Company.

10. Voting Options :**Voting Through electronic means :**

The Business transacted as set out in the Notice may be transacted through the e - voting system and the Company will provide a facility for voting by 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. Please note that the voting through electronic means is optional for shareholders.

The members, whose names appear in the Register of members/list of Beneficial Owners as on Monday, September 18, 2017 i.e. cut off Date. are entitled to vote on the resolutions set forth in this Notice.

The voting through electronic means will commence on Friday, 22.09.2017 at 09.00 A.M and will end on Sunday, 24.09.2017 at 05.00 P.M. The members will not be able to cast their vote electronically envisaged herein above beyond the date and time mentioned above.

The Company has appointed Mr. Sanjay Dayalji Kukadia (CPN. 11308) Practicing Company Secretary, to act as the scrutinizer for conducting the electronic voting process in a fair and transparent manner.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for members for voting electronically are as under :-**In case of members receiving e-mail :****The instructions for shareholder voting electronically are as under :**

- (i) The voting period begins on <22.09.2017 at 09.00 A.M > and ends on <24.09.2017 at 05.00 P.M. >. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <18.09.2017> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Member holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN : 170719021 for the relevant <Sanblue Corporation Limited> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app - "m-Voting" for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Green Initiative – An Important Communication to Members

Ministry of Corporate Affairs has taken a green initiative by permitting companies to send various documents like notices, annual reports including annual accounts etc. to its Members through electronic mode. Keeping in spirit with the said initiative, we request you to update your email ID with your respective DP's in case of shares held in electronic form and with Registrar & Share Transfer Agent - M/s Bigshares Services Private Limited in case of shares held in physical form. Email is a better method to receive the communications quickly, with least cost implications and have a longer shelf life. The Company proposes to send all permitted communications electronically to the email id's of Members unless specific request is received for a physical copy from Member. Please act and contribute to preserve the environment for our better future.

DIRECTOR'S REPORT

To
The Members,

Your Directors have pleasure in submitting this 24th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2017.

1. FINANCIAL RESULTS :

Particulars	(Rs. In Lacs)	
	2016-17	2015-16
Revenue from Operations	173.71	328.09
Other Income	25.85	289.62
Profit before Tax	2.86	281.27
Less: Tax Expenses	(0.06)	(54.51)
Profit for the year	2.80	226.76
Balance of Profit/(Loss) for the year	2.80	226.76

2. REVIEW OF BUSINESS OPERATIONS

The operating Revenue of the Company during the year has decreased from Rs. 328.09 Lacs to Rs. 173.71 Lacs. The Profit After Tax (PAT) has Rs 2.80 Lacs for the year under review as compared to Rs 226.76 Lacs for the previous year.

3. DIVIDEND

During the period under review, your directors do not recommend any dividend for the current financial year.

4. RESERVES

The Company has not transferred any amount to the Reserve during the year under review.

5. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year Company has not provided any Loan or Guarantee under section 186 of the Companies Act, 2013. However Company has made investments. The particulars investments have been disclosed in the financial statements of the Company.

6. CORPORATE GOVERNANCE

As per the New (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified 2nd September, 2015 issued by Securities and Exchange Board of India, vide circular no. SEBI/LAD-NRO/GN/2015-16/013. Corporate Governance is not applicable to the Company as Company has not attained the prescribed limit as mentioned hereunder:

As per the Regulation 15 (Listing Obligations And Disclosure Requirements) Regulations, 2015 applicability of Corporate Governance shall not be mandatory for companies having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year.

7. RELATED PARTY TRANSACTIONS

Related party transactions that were entered into during the financial year were on arm's length basis and were in ordinary course of business. There are no materially significant related party transactions made by the Company which may have potential conflict with the interest of the Company.

There are no material related party transactions which are not in ordinary course of business or which are not on arm's length basis and hence there is no information to be provided as required under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website www.sanbluecorporation.com/policies.html

8. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

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 of the Company to which the financial statements relate and the date of the report.

9. INTERNAL FINANCE CONTROL SYSTEM

The Company has an adequate system of internal control procedures which is commensurate with the size and nature of business. The internal control systems of the Company are monitored and evaluated by internal auditors and their audit reports are periodically reviewed by the Audit Committee of the Board of Directors. The observations and comments of the Audit Committee are also generally placed before the Board.

10. DEPOSIT

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

11. CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

During the year under review, the Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

12. SHARE CAPITAL

During the year under review, there were no changes in the share capital of the Company.

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mrs. Krina Shah (DIN: 01798704) retires by rotation and being eligible has offered herself for reappointment.

14. DIRECTORS' RESPONSIBILITY STATEMENT

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

- i. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the company for that period;
- iii. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The Directors had prepared the annual accounts on a 'going concern' basis;
- v. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors have given declaration to the Company stating their independence pursuant to Section 149(6) of the Companies Act, 2013.

16. PERFORMANCE OF EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of the Directors individually as well as evaluation of the working of the Board by way of individual feedback from directors.

The evaluation frameworks were the following key areas:

(a) For Non Executive & Independent Directors :

- Knowledge
- Professional conduct
- Duties, Role and functions

(b) For Executive Directors:

- Performance as Member/Team Leader
- Evaluating Business Opportunity and analysis of Risk Reward Scenarios
- Key set Goals
- Professional conduct and integrity
- Sharing of information with Board.
- Responsibility
- Adherence applicable government law

The Directors expressed their satisfaction with the evaluation process.

17. STATUTORY AUDITORS

M/s. Kantilal Patel & Co. Chartered Accountants, Ahmedabad (FRN: 104744W), Statutory Auditors of the Company will be retiring at the conclusion of the ensuing Annual General Meeting. The Audit Committee and Board of Directors of the Company respectively at their meeting held on 30th May, 2017 proposed, subject to approval of the shareholders, the reappointment of M/s. Kantilal Patel & Co. as a Statutory Auditors of the Company, to hold office from the conclusion of ensuing Annual General Meeting up to the conclusion of next Annual General Meeting of the Company. The Auditor's Report is enclosed with the financial statements in this Annual Report.

The Auditor's Report for financial year 2016-17 does not contain any qualification, reservation or adverse remark.

18. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has reappointed Mr. Sanjay Dayalji Kukadia, Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as "Annexure A".

The Secretarial Audit Report for financial year 2016-17 does not contain any qualification, reservation or adverse remark.

19. INTERNAL AUDITOR

The Board of Directors has appointed M/s Rakesh J. Shukla & Associates, Chartered Accountants as Internal Auditors of the Company. The Company has in place a mechanism to identify, assess, monitor and mitigate various risk to key business objectives.

20. AUDIT COMMITTEE

The Audit Committee comprises of Mr. Jigar Shah, Mr. Yogesh Shah and Mr. Rajesh Shah. Mr. Jigar Shah is a Chairman of the Audit Committee. All the Directors in the Audit Committee are Non-Executive Independent Directors.

The Committee inter alia reviews the Internal Control Systems, Scope of Internal Audit and Compliance of various regulations. The Committee also reviewed at length, the financial statements and approved the same before they were placed before the Board of Directors. The Committee also review demonitisation effect and disclosure of SBN.

21. VIGIL MECHANISM

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Vigil Mechanism or Whistle Blower Policy for directors, employees and other stakeholders to report genuine concerns has been established. The same is also uploaded on the website of the Company i.e. www.sanbluecorporation.com.

22. LISTING OF SHARES

The Equity Shares of the Company are listed on BSE Limited (BSE) with scrip code number 521222. The Company confirms that the annual listing fees to the BSE Limited has paid.

23. REMUNERATION POLICY

The Remuneration Committee comprises of Mr. Jose Daniel (Executive and Non Independent Director), Mr. Jigar Shah (Independent Non-Executive Director) and Mr. Rajesh Shah (Independent Non-Executive Director) is a Chairman of the Remuneration Committee.

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in "Annexure B" and is attached to this report.

24. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE :

The Shareholders/Investor's Grievance Committee comprises of Mr. Jose Daniel (Executive and Non Independent Director), Mr. Jigar Shah (Independent Non-Executive Director) and Mr. Rajesh Shah (Independent Non-Executive Director) is a Chairman of the Shareholders/Investor's Grievance Committee.

25. EXTRACT OF THE ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure C".

26. SUBSIDIARY COMPANIES / ASSOCIATE COMPANIES / JOINT VENTURE

Since the Company does not have any Subsidiary / Joint Ventures / Associate Concerns, No financial position of such concern(s) are required to be included in the financial statement.

27. BOARD MEETINGS

The Board of Directors met 4 (Four) times during the year. The details of the meeting are as below:

(1) 30/05/2016	(2) 12/08/2016	(3) 12/11/2016	(4) 13/02/2017
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28. SIGNIFICANT AND MATERIAL ORDERS

There are no material orders passed by Regulators, Courts or Tribunals impacting the going concern status and company's operations in future.

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

During the year under review, there are no manufacturing activities undertaken by the Company, in view of the aforesaid fact, there was no scope for your Company to make any efforts for energy conservation, research and development and technology absorption. Hence the particulars required to be furnished in respect of the same are not given.

Foreign Exchange Earnings: NIL

Foreign Exchange Outgoes: NIL

30. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management discussion & Analysis report form part of this annual report is annexed herewith as "Annexure-D".

31. SHARE TRANSFER AGENT (R&TA)

The details of Registrar & Share Transfer Agent is as below:

Bigshares Services Private Limited

Address : A/802, Samudra complex, Near Klassic Gold, Girish cold drink, C.G Road, Ahmedabad, Gujrat - 380009.

Tel. No : 91-79-40024135, Email: bssahd@bigshareonline.com

Website : www.bigshareonline.com

32. PARTICULARS OF EMPLOYEE

The information required under section 197 of the Act read with rule 5(1) of the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given **Annexure- E**.

33. RISK MANAGEMENT

The Board of the Company has formed a risk management policy for oversight in the area of financial risks and controls.

34. ACKNOWLEDGEMENT

The directors thank the Company's employees, customers, vendors and investors for their continuous support. The directors are also thankful to the concerned government departments / agencies for their co-operation. The directors appreciate and value the contributions made by every member in the Company.

**For and on behalf of the Board
Sanblue Corporation Limited**

**Date : 14/08/2017
Place : Ahmedabad**

**(Jose Daniel)
Chairman & Managing Director
DIN: 03532474**

ANNEXURE - A**Form No. MR-3
SECRETARIAL AUDIT REPORT**

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

To the Members,
Sanblue Corporation Limited
22, Government Society,
Near Municipal Market, C. G. Road,
Ahmedabad-380006.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Sanblue Corporation Limited [CIN:L15400GJ1993PLC020073] (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 Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (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) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, except the following;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992:Not Applicable
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: Not Applicable
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999: Not Applicable
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations. 2008: Not Applicable
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: Not Applicable

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: Not Applicable

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

- (vi) The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector/ industry are:

- 1) Payment of Wages Act, 1936, and rules made thereunder;
- 2) The Minimum Wages Act, 1948, and rules made thereunder
- 3) Land Revenue laws of respective States

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Effective from July 1, 2015.) is applicable for the financial year 2016-2017.
- (ii) The Listing Agreements and Uniform Listing Agreement entered into by the Company with Bombay Stock Exchange Limited (BSE).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the observations noted against each legislation and the Company is having Registrar and Transfer Agent who provides electronic connectivity with Depositories and physical share transfer related work.

We further report that :

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

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

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

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

I further report that :

The Compliance by the Company of the applicable financial laws like Direct and Indirect Tax laws, has not been reviewed in this Audit since the same have been subject to the review by the Statutory Auditors and other designated professionals.

For, SANJAY DAYALJI KUKADIA

Place : Ahmedabad
Date : 05/06/2017

Company Secretaries
[Sanjay Dayalji Kukadia]
Proprietor (CP. No. 11308)

Note : 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.

(Annexure A forming part of Secretarial Audit Report)

To the Members,
Sanblue Corporation Limited
22, Government Society,
Near Municipal Market, C. G. Road,
Ahmedabad-380006, Gujarat, India.

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 processes 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 processes 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 procedures 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, SANJAY DAYALJI KUKADIA

Place : Ahmedabad
Date : 05/06/2017

Company Secretaries
[Sanjay Dayalji Kukadia]
Proprietor (CP. No. 11308)

ANNEXURE - B**REMUNERATION POLICY :**

In accordance with the provisions of Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Committee recommended the following remuneration policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees, which was approved and adopted by the Board.

I. REMUNERATION TO EXECUTIVE DIRECTORS; KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT & OTHER EMPLOYEES :

The Board of Directors and Nomination & Remuneration Committee (subject to applicable authorization from shareholders) is authorized to decide /recommend the remuneration and other terms of appointment of such Directors and Senior Management employees (one level below executive directors) and Key managerial Personnel and other employees of the Company. The remuneration structure shall inter alia, include salary, perquisites, retirement and/superannuation benefits as per policy decided by the management of the Company. Based on the performance appraisals, the changes in the remuneration shall be decided/recommended by the management/executive directors.

The remuneration on appointment and on appraisal based on the performance of other employees (other than senior management & Key Managerial Personnel) shall be decided by the functional head or business head from time to time considering the policy of the Company. The remuneration components shall include basic salary, allowances, perquisites, retirement benefits; pay as may be decided by the Management from time to time. The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate employees at all levels, having regard to the industry practice.

OTHER TERMS APPLICABLE TO EXECUTIVE DIRECTORS AND SENIOR & KEY MANAGEMENT EMPLOYEES

- i. The Remuneration and terms of employments shall be fixed/ recommended in such a manner that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- ii. The remuneration shall involve a good balance between fixed and incentive pay (considering industry benchmark/practice) reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- iii. The Executive Director, Whole time Director/ Managing Director and/or Senior Management Employee shall be eligible for advances/loans as per prevalent Policy of the Company subject to the applicable statutory provisions and approvals.

II. REMUNERATION TO NON-EXECUTIVE DIRECTORS :

Company is not paying remuneration to the non executive directors

III. CRITERIA FOR IDENTIFICATION OF PERSONS FOR APPOINTMENT AS DIRECTORS AND IN SENIOR MANAGEMENT :

Nomination and Remuneration Committee is required to formulate the criteria for determining qualifications, positive attributes and independence of a Director and senior management. The criteria adopted by the Nomination and Remuneration Committee for the aforesaid purpose is as under :

Criteria for determining qualifications, positive attributes and independence of a director:

I. QUALIFICATIONS:

- (a) He/ She should possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.
- (b) Such qualifications as may be prescribed under the Companies Act, 2013 read with rules framed there under and the Listing Agreement with Stock Exchanges.

A. Criteria for appointing a Director :

- a. He/She should be a person of integrity, with high ethical standards.
- b. He/She should be able to commit to his responsibilities and devote sufficient time and attention to his professional obligation as a Director.
- c. He/She should be having positive thinking, courtesy, humility.
- d. He/She should be knowledgeable and diligent in updating his knowledge.
- e. He/She should have qualifications, skills, experience and expertise by which the Company can benefit.
- f. In respect of independent director, in addition to the above (a)to (e), he should fulfill the criteria for being appointed as an Independent Director prescribed under section 149 of the Companies Act, 2013 read with Schedule IV to the said Act.
- g. In respect of Executive/Whole time Director/Managing Director, in addition to above (a)to (f), he should have strong quality of leadership and team mentoring, recognition, management skills, vision, ability to steer the organization even in adverse conditions, innovative thinking, result oriented approach, ability to enhance reputation of the organization.

B. Criteria for appointing a Senior Management Employee/ Key Managerial Personal :

- a. He/She should have the required educational, qualification, skills and functional knowledge for the post and eye for detailing & compliance
- b. He/She should have integrity, humility, positive thinking, leadership qualities, sincerity, alert, hardworking, team building ability, good soft skills, transparency in dealings with the Company and other stakeholders.
- c. Screening of the potential conflicts of interest and independence .
- d. Detailed background information in relation to a potential candidate should be provided to all directors.
- e. The identification of potential candidates may be assisted by the use of external search organizations as may be considered appropriate.

**For and on behalf of the Board
Sanblue Corporation Limited**

**(Jose Daniel)
Chairman & Managing Director
DIN: 03532474**

**Dat : 14/08/2017
Place : Ahmedabad**

ANNEXURE - C

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2017

Of

SANBLUE CORPORATION LIMITED

[Pursuant to Section 92(3) of the Companies Act, 2013

&

Rule 12(1) of the Companies (Mgt. and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) CIN: Foreign Company Registration Number/GLN	L15400GJ1993PLC020073 Not Applicable
ii) Registration Date [DDMMYY] Name of the Company	26/08/1993 SANBLUE CORPORATION LIMITED
iii) Category of the Company [Pl. tick]	<input checked="" type="checkbox"/> Public Company <input type="checkbox"/> Private Company
iv) Sub Category of the Company [Please tick whichever are applicable]	1. Government Company 2. Small Company 3. One Person Company 4. Subsidiary of Foreign Company 5. NBFC 6. Guarantee Company 7. Limited by shares <input checked="" type="checkbox"/> 8. Unlimited Company 9. Company having share capital 10. Company not having share capital 11. Company Registered under Sec. 8

V) NAME AND REGISTERED OFFICE ADDRESS OF COMPANY AND CONTACT DETAILS:

Address	22A, Government Servant Society, Near Municipal Market, C.G. Road
Town / City	Ahmedabad
State	Gujarat
Pin Code:	380009
Country Name :	India
Country Code	91
Telephone (With STD Area Code no)	079-26562055
Fax Number :	—
Email Address	inquiry@sanbluecorporation.com
Website	www.sanbluecorporation.com
Name of the Police Station having jurisdiction where the registered office is situated	Navrangpura Police Station
Address for correspondence, if different from address of registered office :	N.A.

vi) Whether shares listed on recognized Stock Exchange(s) If yes, details of stock exchanges where shares are listed	Yes		
	SN	Stock Exchange Name	Code
	1	Bombay Stock Exchange	521222

Vii) Name and Address of Registrar & Transfer Agents (RTA): Full address and contact details to be given.

Registrar & Transfer Agents	Bigshare Services Private Limited
Address	A/802, Samudra Complex, Near Klassic Gold, Girish Cold Drink, C. G. Road,
Town / City	Ahmedabad
State	Gujarat
Pin Code:	380009
Telephone (With STD Area Code Number)	91-79-40024135
Fax Number :	Nil
Email Address	bssahd@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1	Wholesale textile, fabric etc.	46695	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

[No. of Companies for which information is being filled]

Sr. No.	Name and Address of The Company	CIN/GLN	Holding/ Subsidiary / Associate
N.A.	N.A.	N.A.	N.A.

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 [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter' s									
(1) Indian									
a) Individual/ HUF	2882700	-	2882700	57.66	2882700	-	2882700	57.66	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	2882700	-	2882700	57.66	2882700	-	2882700	57.66	-
(2) Foreign									
(a)NRIs-Individuals	-	-	-	-	-	-	-	-	-
(b)Other-Individuals	-	-	-	-	-	-	-	-	-
© Bodies Corp.	-	-	-	-	-	-	-	-	-
(d)Banks FI	-	-	-	-	-	-	-	-	-
(e)Any Other....	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	2882700	-	2882700	57.66	2882700	-	2882700	57.66	-
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
l) Others (specify)(Trusts)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-

2. Non-Institutions									
a) Bodies Corp.									
i) Indian	75963	250	76213	1.52	73496	250	73746	1.48	(0.05)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	385751	194050	579801	11.60	389793	193800	583593	11.67	0.08
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	1308303	-	1308303	26.17	1337903	-	1337903	26.76	0.59
c) Others									
Clearing Members	30508	-	30508	0.61	508	-	508	0.01	(0.60)
Non Resident Indian (Repat+ Non Repat)	2275	69975	72200	1.44	1350	69975	71325	1.43	(0.02)
Overseas Bodies Corporates	-	49800	49800	1.00	-	49800	49800	1.00	-
Sub-total (B)(2):-	1802800	314075	2116875	42.34	1803050	313825	2116875	42.34	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	1802800	314075	2116875	42.34	1803050	313825	2116875	42.34	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total	4685500	314075	4999575	100	4685750	313825	4999575	100	-

(3) Shareholding of Promoters

Sr No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year as on			% 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	Sanjiv Shah	2203950	44.08	Nil	2203950	44.08	Nil	Nil
2	Bhavesh Shah	378750	7.58	Nil	378750	7.58	Nil	Nil
3	Aanal R Bhow	300000	6.00	Nil	300000	6.00	Nil	Nil
	TOTAL	2882700	57.66	Nil	2882700	57.66	Nil	Nil

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

Sr No.	Promoters Name	at the beginning of the year		Changes			Cumulative during the year	
		No of shares at the beginning (01/04/2016)/ end of the year (31/03/2017)	% of Total Shares of the Company	Date	Increase /Decrease in share holding	Reason	No of shares	% of total shares of the Company
1					Nil			

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

Sr No.	Name of Shareholders	at the beginning of the year		Changes			Cumulative during the year	
		No of shares at the beginning (01/04/2016) /end of the year (31/03/2017)	% of Total Shares of the Company	Date	Increase /Decrease in share holding	Reason	No of shares	% of total shares of the Company
1	Arunkumar K Patel	180000 180000	3.60 3.60	Nil	Nil	Nil	Nil	Nil
2	Karsandas M Patel	180000 180000	3.60 3.60	Nil	Nil	Nil	Nil	Nil
3	Hemant L Patel	180000 180000	3.60 3.60	Nil	Nil	Nil	Nil	Nil
4	Laljibhai M Patel	180000 180000	3.60 3.60	Nil	Nil	Nil	Nil	Nil
5	Nitin K Patel	180000 180000	3.60 3.60	Nil	Nil	Nil	Nil	Nil
6	Maharsheer Munshaw	240225 240225	4.80 4.80	Nil	Nil	Nil	Nil	Nil
7	ASE Capital market Ltd	69000 69000	1.38 1.38	Nil	Nil	Nil	Nil	Nil
8	Pashupati Securities Mauritius Ltd	49800 49800	1.00 1.00	Nil	Nil	Nil	Nil	Nil
9	Soni S Jamnadas (HUF)	0 30000	0.00 0.60	24.03.2017	Increase	purchase	30000	0.60
10	Fenil Shah	23100 23100	0.46 0.46	Nil	Nil	Nil	Nil	Nil

(v) Shareholding of Directors and Key Managerial Personnel :

Sr No.	Name of Promoters	at the beginning of the year		Changes			Cumulative during the year	
		No of shares at the beginning (01/04/2016) /end of the year (31/03/2017)	% of Total Shares of the Company	Date	Increase /Decrease in share holding	Reason	No of shares	% of total shares of the Company
1	Sanjiv Shah	2203950 2203950	44.08 44.08	Nil	Nil	Nil	Nil	Nil
2	Jose Daniel	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3	Krina Shah	Nil	Nil	Nil	Nil	Nil	Nil	Nil
4	Rajesh Shah	18025 18025	0.36 0.36	Nil	Nil	Nil	Nil	Nil
5	Yogesh Shah	Nil	Nil	Nil	Nil	Nil	Nil	Nil
6	Jigar Shah	Nil	Nil	Nil	Nil	Nil	Nil	Nil

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

(Amount In Rs.)

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

(In Rs.)

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager	Total Amount
1.	Gross salary	Jose Daniel	
2.	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5,00,000 (w.e.f. 01-06-2016)	5,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil
	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil
5.	Others, please specify	Nil	Nil
	Total (A)	5,00,000	5,00,000/-

B. Remuneration to other directors

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

C. Remuneration to Key Managerial Personnel Other Than MD/MANAGER/WTD (Amount In Rs.)

Sr No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	Jose Daniel	Jekil Pancholi	Dhaval Sheth	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5,00,000/- (W.e.f. 01/06/2016)	5,40,000/-	2,20,000/- (w.e.f. 01/05/2016)	12,60,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	5,00,000/-	5,40,000/-	2,20,000/-	12,60,000/-

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

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

For and on behalf of the Board
Sanblue Corporation Limited(Jose Daniel)
Chairman & Managing Director
DIN: 03532474Date: 14/08/2017
Place: Ahmedabad

ANNEXURE - D**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****A. Industry structure and developments**

In the Year 2017 The research ecosystem in India presents a significant opportunity for multinational corporations across the world due to its intellectual capital available in the country.

B. Opportunities and Threats

Your Company being trading of Fabrics, dress materials, man-made fibers, cotton fibers, textiles , related products and also provide services as a Consultants to corporate bodies, individual and others in commercial and industrial management. The volatility in the stock indices in the financial year under report represents both an opportunity and challenge for the Company

C. Segment-wise Performance

The Company is mainly doing single segments activities, hence the requirement of segment-wise reporting is considered irrelevant.

D. Risks and Concerns

Business risk like late payments, high interest cost , locality or a particular trade due to some external reasons. These reasons could be political, communal, failure of an industry /trade, etc. The risk that competitive forces will reduce revenue (e.g. a price war).

E. Internal Finance Control Systems their adequacy

The Company has satisfactory internal control system. The Company has an adequate system of internal controls to ensure accuracy of accounting records, compliance with all laws & regulations and compliance with all rules, procedures & guidelines prescribed by the management.

F. Financial Performance with respect to Operational Performance**• Share Capital**

The paid up equity share capital of the Company as on March 31, 2017 stands at Rs. 49995750 divided into 4999575 equity shares of Rs. 10/- each fully paid up

• Net Worth

The Net Worth of the Company increase from Rs. 705.46 Lacs to Rs. 708.25 lacs.

• Secured Loans

During the year under review, Company has not obtained any secured loan.

• Total Income

The total Revenue of the Company during the year has decreased from Rs. 617.72 Lacs to Rs. 199.56 Lacs.

G. Human Resources

There has been no material development on the Human Resource/ Industrial Relations front during the year. As on 31st March 2017 the Company has limited employees only.

**For and on behalf of the Board
Sanblue Corporation Limited**

**(Jose Daniel)
Chairman & Managing Director
DIN: 03532474**

**Date: 14/08/2017
Place: Ahmedabad**

ANNEXURE - E

Details under section 197(12) of the Companies Act,2013 read with Rule (5) (1) of the Companies(Appointment and Remuneration of Managerial Personnel), 2014

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

Name of Directors	Designation	Ratio of remuneration of the Directors to the median remuneration of the Employees
Mr. Jose Daniel	Managing Director	1.05

- b. The percentage increase in remuneration of each director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year.:

Name of Directors, CFO, CEO, Company Secretary, Manager	Designation	% increase in remuneration
Jose Daniel	CEO & Managing Director	Nil
Dhaval Sheth	CFO	Nil
Jekil Pancholi	Company Secretary	Nil

- c. The percentage increase in the median of employees in the financial year:NIL
- d. The number of permanent employees on the rolls of the Company.:4
- e. 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:: Nil
- f. The Key parameters for any variable component of remuneration availed by the Directors ; There are no variable components in remuneration package availed by thee directors.
- g. 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.

There is no employee covered under section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**For and on behalf of the Board
Sanblue Corporation Limited**

**Date: 14/08/2017
Place: Ahmedabad**

**(Jose Daniel)
Chairman & Managing Director
DIN: 03532474**

INDEPENDENT AUDITOR'S REPORT

To the members of SANBLUE CORPORATION LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of Sanblue Corporation Limited ('the Company'), which comprise the balance sheet as at 31st, March 2017, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made 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 procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2017, its profit and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) we have sought and obtained all the information and 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;
 - (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 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 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) with respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting of the Company, refer to our separate report in "Annexure B"; and
 - (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigation which would have impact on its financial position;
 - ii. The Company did not have any long term contracts, including derivate contracts for which there were any material foreseeable losses.
 - iii. During the year, the Company is not required to transfer any amount to the Investor Education and Protection Fund.
 - iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 based on information available with the company. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note 22.4 of financial statements.

**For KANTILAL PATEL & CO.,
CHARTERED ACCOUNTANTS
Firm Reg. No. : 104744W**

**Place : Ahmedabad
Date : May 30, 2017**

**Jinal A Patel
Partner
Membership No.: 153599**

Annexure - A

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

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets were physically verified during the year by Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, company does not hold any immovable property under the head "property, plant & equipment" as on balance sheet date hence Paragraph 3(i)(c) of the Order is not applicable.
- (ii) The Company does not carry the inventory of finished goods, stores and raw materials and hence Paragraph 3(ii) of the Order is not applicable.
- (iii) The Company has not granted loans to any bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Thus, paragraph 3(iii) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The company has not accepted deposits from public during the year and does not have any unclaimed deposits as at March 31, 2017 and therefore, the provision of clause 3(v) of the order are not applicable to the company.
- (vi) The maintenance of cost records has not been specified by Central Government under section 148(1) of the companies Act, 2013.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees state insurance, income-tax, sales tax, value added tax, duty of customs, duty of excise, service tax, cess and other material statutory dues, wherever applicable, have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2017 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, and on the basis of our examination of the records of the company, there are no any disputed dues in respect of sales Tax, income tax, service tax, value added tax, custom duty and excise duty / cess deposited with the appropriate authorities.

- (viii) In our opinion and according to information and explanation given to us, the company does not have any loans or borrowing from bank, financial institutions or government and has not issued any debentures. Accordingly, paragraph 3 (viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) The Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For KANTILAL PATEL & CO.,
CHARTERED ACCOUNTANTS
Firm Reg. No. : 104744W**

**Place : Ahmedabad
Date : May 30, 2017**

**[Jinal A Patel]
Partner
Membership No.: 153599**

Annexure - B

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

We have audited the internal financial controls over financial reporting of Sanblue Corporation Limited (“the Company”) as of 31st March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For KANTILAL PATEL & CO.,
CHARTERED ACCOUNTANTS
Firm Reg. No. : 104744W**

**Place : Ahmedabad
Date : May 30, 2017**

**[Jinal A Patel]
Partner
Membership No.: 153599**

Balance Sheet as at 31st March, 2017

Sr. No	Particulars	Note No.	As at 31.3.2017 (Rs.)	As at 31.3.2016 (Rs.)
I.	EQUITY AND LIABILITIES			
1	Share holder's Funds			
a	Share Capital	2	49,995,750	49,995,750
b	Reserves and Surplus	3	20,830,247	20,549,914
	Sub-total Equity and Liabilities		70,825,997	70,545,664
2	Current Liabilities			
a	Trade Payables	4	221,191	7,348,897
b	Other Current Liabilities	5	12,833	25,858
c	Short term Provisions	6	-	352,986
	Sub-total Current Liabilities		234,024	7,727,741
	Total Equity and Liabilities		71,060,021	78,273,405
II.	ASSETS			
	Non-current assets			
1	a Property, Plant and Equipment			
	Intangible Assets	7	-	-
b	Non- Current investments	8	60,876,152	55,228,290
c	Deferred tax assets (Net)	9	-	-
d	Long-term loans and advances	10	-	-
	Sub-total Non- Current Assets		60,876,152	55,228,290
2	Current Assets			
a	Trade Receivable	11	14,000	7,307,972
b	Cash and Bank Balances	12	903,810	6,469,712
c	Other Current Assets	13	9,266,059	9,266,059
d	Short Term & Loan Advances	14	-	1,372
	Sub-total Current Assets		10,183,869	23,045,115
	Total Assets		71,060,021	78,273,405

Significant accounting policies and notes to accounts 1 to 23 forming part of Financial Statements

In terms of our report attached

FOR KANTILAL PATEL & COMPANY
CHARTERED ACCOUNTANTS
 Firm Regn. No. 104744W

Jinal A. Patel
 Partner
 Membership No.: 153599

FOR SANBLUE CORPORATION LIMITED

Managing Director
Jose Daniel
 DIN : 03532474

CFO
Dhaval Sheth

Director
Sanjiv Shah
 DiN : 00256817

Company Secretary
Jekil Pancholi
 Mem No : A37920

Place : Ahmedabad
Date : 30/05/2017

Place : Ahmedabad
Date : 30/05/2017

Statement of Profit and Loss for the year ended 31st March, 2017

Particulars		Note No.	For the Year ended 31-03-2017 (Rs.)	For the Year ended 31-03-2016 (Rs.)
I	Revenue from Operations	15	17,371,556	32,809,292
II	Other Income	16	2,585,089	28,962,736
III	Total Revenue (I + II)		19,956,645	61,772,028
IV	Purchase of stock in trade	17	17,052,855	31,699,976
V	Employee benefits expense	18	1,568,400	387,540
	Finance costs	19	112,524	3,442
	Depreciations and amorization Expenses	7	-	-
	Other Expenses	20	936,304	1,553,682
	Total Expenses		19,670,083	33,644,640
VI	Profit before tax (III- V)		286,562	28,127,388
VII	Tax expenses :			
	1) Current Tax		-	(5,455,000)
	2) Deferred Tax		-	-
	3) Excess Provision for Earlier Year		(6,229)	4,400
VIII	Profit for the year		280,333	22,676,788
IX	Earnings per equity share :			
	Basic & Diluted	22.3	0.056	4.536

Significant accounting policies and notes to accounts 1 to 23 forming part of Financial Statements

In terms of our report attached

FOR KANTILAL PATEL & COMPANY
CHARTERED ACCOUNTANTS
 Firm Regn. No. 104744W

FOR SANBLUE CORPORATION LIMITED

Jinal Patel
Partner
 Membership No.: 153599

Managing Director
Jose Daniel
 DIN : 03532474

CFO
Dhaval Sheth

Director
Sanjiv Shah
 DIN : 00256817

Company Secretary
Jekil Pancholi
 Mem No : A37920

Place : Ahmedabad
Date : 30/05/2017

Place : Ahmedabad
Date : 30/05/2017

Notes to Financial Statements for the year ended 31st March, 2017**Corporate Information:**

Sanblue Corporation Limited is primarily engaged in the Trading business and providing consulting services.

Note 1. SIGNIFICANT ACCOUNTING POLICIES**a) Basis of preparation of Financial Statement**

The Financial Statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles, the Accounting Standards notified in the section 133 of the Companies Act 2013 read together with paragraph 7 of Companies (Accounts) Rules, 2014.

The Company follows mercantile system of accounting & recognizes income & expenditure on accrual basis.

b) USE OF ESTIMATES:

Preparation of financial statements in conformity with generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates, are recognized in the period in which the results are known/ materialized.

c) Property , Plant and Equipment :

Property, Plant and Equipment are stated at cost of acquisition and installation cost less accumulated depreciation and impairment loss, if any.

d) Depreciation :

Depreciation on Office Equipment, Computer, Mobile Phone & Printer has been provided on written down value at the rate prescribed in schedule II of the Companies Act 2013. Depreciation on Fixed Assets added/disposed off during the year is provided on pro-rata basis.

Building and Electrical Installation has been retired from active use and held for disposal , are valued at carrying amount as recoverable amount is more than the carrying amount , as per independent valuation carried out by the company. Hence depreciation is not provided as per Accounting Standard 6.

e) Impairment of Assets.

The carrying amount of assets is reviewed at each balance sheet date for any indication of impairment based on internal /external factors. An impairment loss is recognized wherever the carrying amount of fixed assets exceeds its recoverable amount. The recoverable amount is measured as the higher of the net selling price and the value in use determined by the present value of estimated future cash flows.

f) Cash and cash equivalents (for purpose of Cash Flow Statement)

Cash comprise cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

g) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit/ (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

h) Investments :

Investments are classified into current and Non Current investments.

Non Current investments are carried at cost. A provision for diminution in value of Non Current investments is made for each investment individually if such decline is other than temporary. Current investments are stated at the lower of cost or market value, computed category wise.

i) Revenue Recognition:

Revenue from consultancy, rental & interest income are recognized on mercantile system. Dividend income is recognized as and when the right to receive the amount is established.

j) Employee Benefit :

Short term employee benefits like salaries are provided on accrual basis. The provident fund , E.S.I , gratuity are not applicable to the company.

k) Provision, Contingent Liabilities and Contingent Assets

Provisions are recognized when the company has present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.

Contingent Liabilities are disclosed by way of notes to financial statements. Contingent Assets are neither recognized nor disclosed in the financial statements. Provisional, Contingent Liabilities and Contingent Assets are reviewed at each balance sheet date.

l) Taxes on income:

Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year that originate in one period and are capable of reversal in one or more subsequent periods. Such deferred tax is quantified using the tax rates and laws enacted or substantively enacted us on the balance sheet date.

Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

n) Earnings per Share

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

Note 2 : SHARE CAPITAL

Particulars	As at 31-03-2017 (Rs.)	As at 31-03-2016 (Rs.)
AUTHORISED CAPITAL		
2,00,00,000 (P.Y. 2,00,00,000) Equity Shares of Rs.10/- Each	200,000,000	200,000,000
	200,000,000	200,000,000
ISSUED, SUBSCRIBED & FULLY PAID UP SHARE CAPITAL		
49,99,575 (Previous year 49,99,575,) Equity Shares of Rs. 10/- Each Fully Paid up.	49,995,750	49,995,750
Total issued , Subscribed & Fully paid up Share Capital.	49,995,750	49,995,750

a) Terms/rights attached to equity shares

- The Company has only one class of equity shares having a par value of Rs 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend if any proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year ended 31 March 2017, the company has not declared any dividend to equity shareholders (31 March 2016: `Rs Nil).
- In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

Class of Shares / Name of Shareholders	As at 31-03-2017		As at 31-03-2016	
	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				
Sanjiv D Shah	2,203,950	44.08	2,203,950	44.08
Bhavesh D Shah	378,750	7.58	378,750	7.58
Aanal R Bhow	300,000	6.00	300,000	6.00

1. As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

c) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period.

	As at 31-03-2017		As at 31-03-2016	
	No.	Rs.	No.	Rs.
At the beginning of the period	4,999,575	49,995,750	4,999,575	49,995,750
Outstanding at the end of the period	4,999,575	49,995,750	4,999,575	49,995,750

d) The Company has not issued any bonus shares, or shares for consideration other than cash or bought back equity shares during the year or for the period of five years immediately preceding the date of balance sheet.

Note 3 : RESERVES AND SURPLUS

Deficit in statement of Profit and Loss

Particulars	As at 31-03-2017 (Rs.)	As at 31-03-2016 (Rs.)
Opening Balance	20,549,914	(2,126,874)
Profit/(Loss) for the year	280,333	22,676,788
Closing Balance	20,830,247	20,549,914

Note 4 : TRADE PAYABLE

Particulars	As at 31-03-2017 (Rs.)	As at 31-03-2016 (Rs.)
Trade Payable for Goods (Refer Note: 21.1 & 21.3)	-	7,181,823
Trade Payable for Expenses (Refer Note: 21.1 & 21.3)	221,191	167,074
Total	221,191	7,348,897

Note 5: OTHER CURRENT LIABILITIES

Particulars	As at 31-03-2017 (Rs.)	As at 31-03-2016 (Rs.)
Other Liabilities	12,833	25,858
	-	
Total	12,833	25,858

Note 6: SHORT TERM PROVISION

Particulars	As at 31-03-2017 (Rs.)	As at 31-03-2016 (Rs.)
Provision for taxation net of Advance Tax	-	352,986
	-	
Total	-	352,986

Note : 7 Property , Plant and Equipment - Intangible Assets

(Amount in Rs.)

Particulars	Gross Block (At Cost)			Depreciation				Net Block	
	As on	Addition/	Total	Up to	Dep.	Dep.	Upto	As On	As on
	1.04.2016	(Deduction)	As on	31.03.2016	During	Deduc-	31.03.2017	31.03.2017	31.03.2016
			31.03.2017		The Year	tion			
Mobile Phone	14,415	(14,415)	-	14,415	-	14,415	-	-	-
Office Equipment	10,400	(10,400)	-	10,400	-	10,400	-	-	-
Printer	10,661	-	10,661	10,661	-	-	10,661	-	-
Scale	3,900	(3,900)	-	3900	-	3,900	-	-	-
Computer & Accessories	241,623	-	241,623	241,623	-	-	241,623	-	-
Total	280,999	(28,715)	252,284	280,999	-	(28,715)	252,284	-	-
Previous Year	280,999		280,999	272,486	8,513		280,999	-	-

Note No 8: NON CURRENT INVESTMENTS (At or below cost - Non Trade)

Particulars	No of Shares	Face Value	As at 31-03-2017 (Rs.)	As at 31-03-2016 (Rs.)	
Investment In Equity shares (quoted) (Fully Paid)					
Name of Company	Current Year QTY	Previous Year QTY			
Alkyl Amines & Chemicals Ltd. (At Cost)	9056	22771	5	2,475,400	6,230,841
Abc India Ltd (At Cost)	40600	40600	10	3,776,114	3,776,114
Balaji Telefilm Ltd (As cost)	10000	-	2	1,099,422	
Bengal Assam company Ltd(At Cost)	5500	-	10	4,302,570	
Eldeco Housing Ltd	2567	-	10	1,017,542	
Orient Paper Ltd. (At Cost)	-	36890	1		978,177
PDS Multinational Ltd. (At Cost)	30175	11500	10	5,081,681	2,192,202
Pearl Global Ltd. (At Cost)	139741	135419	10	28,192,350	27,619,883
Pokarana Ltd. (At Cost)	25213	25213	10	5,537,942	5,537,942
Sika Interplant Systems Ltd. (At Cost)	1149	1149	10	104,619	104,619
Weizman Forex Ltd. (At Cost)	38533	38533	10	7,788,512	7,788,512
				59,376,152	54,228,290
Investment In shares (Un-quoted)					
Fibre2fashion Pvt. Ltd.	100000	100000	10	1,000,000	1,000,000
Mutual Fund (Quoted)					
Franklin India Ultra Short Bond Fund	22562	-	10	500,000	-
Total				1,500,000	1,000,000

(Aggregate cost of quoted shares Rs. 5,93,76,153 P. Y. Rs.5,42,28,290)

(Market Value of quoted shares Rs.8,12,78,319 P.Y. Rs. Rs.7,09,81,273)

(Aggregate cost of Unquoted shares Rs. 1,00,00,00 P.Y.Rs.10,00,000)

(Aggregate NAV of Mutual Fund Rs. 5,02,333/- P. Y. Rs. N.A.)

60,876,152	55,228,290
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Investments :

No Provision for difference between book value and market value of Rs.1,20,71,628 (P.Y. 14,80,867/-) in value of long term quoted investments in three scripts has been made since in the opinion of the management such difference is of temporary nature and do not represent a diminution other than temporary.

Note : 9 DEFERRED TAX (LIABILITY) / ASSETS

Taxes on Income : On considerations of prudence differed tax assets have been recognised to the extent of liability of differed tax.

Particulars	As at 31-03-2017 (Rs.)	As at 31-03-2016 (Rs.)
Deferred Tax Liability on account of		
a) Depreciation difference between I.T &Accounts	-	-
Deferred tax assets on account of		
b) Unabsorbed Depreciation and carry forward loss	-	-
Deferred Tax (net)	-	-

Note : 10 LONG TERM LOANS AND ADVANCES

Particulars			As at 31-03-2017 (Rs.)	As at 31-03-2016 (Rs.)
Long term loan & advances	Current Year	Previous Year		
Unsecured, considered doubtful	987000	987000	-	-
Less : provision for Advances	987000	987000	-	-
Advance Income Tax (Net of Provision)			-	-
Total			-	-

Note : 11 TRADE RECEIVABLE

Particulars	As at 31-03-2017 (Rs.)	As at 31-03-2016 (Rs.)
Unsecured, Considered good unless otherwise stated date they are due for payment	-	
Other receivables	14,000	7,307,972
Total	14,000	7,307,972

Note : 12 CASH AND BANK BALANCES

Particulars	As at 31-03-2017 (Rs.)	As at 31-03-2016 (Rs.)
Cash and cash equivalents		
Cash on Hand	57,339	44,245
Balance with banks in current accounts	846,471	6,425,467
Total	903,810	6,469,712

Note : 13 OTHER CURRENT ASSETS

Particulars	As at 31-03-2017 (Rs.)	As at 31-03-2016 (Rs.)
Fixed assets held for sale (refer note 21.2)	9,266,059	9,266,059
Total	9,266,059	9,266,059

Note : 14 SHORT TERM & LOAN ADVANCES

Particulars	As at 31-03-2017 (Rs.)	As at 31-03-2016 (Rs.)
Advance recoverable in cash or in kind or for value to be received.	-	1,372
Total	-	1,372

Note : 15 REVENUE FROM OPERATIONS

Particulars			For the Year ended 31-03-2017 (Rs.)	For the Year ended 31-03-2016 (Rs.)
Sales of Traded Goods	Current year	Previous Year		
Sales of Fabric	17371556	23302065		
Sales of Steel	-	9257227	17,371,556	32,559,292
Consultancy Income			-	250,000
Total			17,371,556	32,809,292

Note : 16 OTHER INCOME

Particulars	For the Year ended 31-03-2017 (Rs.)	For the Year ended 31-03-2016 (Rs.)
Interest on income Tax Refund	-	17,452
Other Interest Income	-	770,137
Dividend Received form Long Term Investments	352,846	1,299,022
Rent Income (Refer note no. 22.2)	148,500	90,000
Short Term Capital Gain/Loss	133,698	21,312,858
Long Term Capital Gain/Loss	1,950,045	5,472,655
Vatav & Kasar	-	612
Total	2,585,089	28,962,736

Note : 17 PURCHASE OF STOCK IN TRADE

Particulars			For the Year ended 31-03-2017 (Rs.)	For the Year ended 31-03-2016 (Rs.)
Purchase of Traded Goods	Current year	Previous Year		
Purchase of Fabric	17052855	22838521		
Purchase of Steel	-	8861455	17,052,855	31,699,976
Total			17,052,855	31,699,976

Note : 18 EMPLOYEE BENEFITS EXPENSES

Particulars	For the Year ended 31-03-2017 (Rs.)	For the Year ended 31-03-2016 (Rs.)
Salaries	1,568,400	387,540
Total	1,568,400	387,540

Note : 19 FINANCIAL COSTS

Particulars	For the Year ended 31-03-2017 (Rs.)	For the Year ended 31-03-2016 (Rs.)
Bank Charges	2,888	3,442
Interest Expenses	109,636	-
Total	112,524	3,442

Note : 20 OTHER EXPENSES

Particulars	For the Year ended 31-03-2017 (Rs.)	For the Year ended 31-03-2016 (Rs.)
Auditor's Remuneration	68,464	65,767
Insurance Expenses	5,322	5,222
Legal and Professional Charges	233,250	264,700
Stock Exchange Listing fees	229,000	224,720
Share Registrar fees	5,618	71,492
Advertisement Expenses	26,018	43,612
Postage Expenses	56,362	126,589
Stationary & Printing Expenses	74,568	59,250
Land Revenue Expenses	80,802	95,802
Security Transaction Tax	13,914	133,026
Receivable Written Off	-	180,000
Miscellaneous Expenses	142,986	146,307
Transportation charges	-	137,195
Total	936,304	1,553,682

Payment of Auditor

Particulars	As at 31-03-2017 (Rs.)	As at 31-03-2016 (Rs.)
a) Statutory Audit	34,500	34,350
b) Tax Audit	9,200	9,160
c) Other Matters	22,428	20,546
d) Out of Pocket Expense	2,336	1,711
Total	68,464	65,767

Note 21 : Additional information to the financial statement

Note : 21.1 Disclosure required under section 22 of the Micro, Small & Medium Enterprises development Act, 2006. The company has not received information from vendors regarding their status under the micro / small & medium enterprises development Act , 2006, hence disclosure relating to amounts unpaid as at the year end under this Act has not been given.

Note : 21.2 DETAILS OF PROPERTY , PLANT AND EQUIPMENT HELD FOR SALE.

Particulars	For the Year ended 31-03-2017 (Rs.)	For the Year ended 31-03-2016 (Rs.)
Freehold Land	3,746,650	3,746,650
Electrical Installation	545,859	545,859
Factory Building	4,973,550	4,973,550
Total	9,266,059	9,266,059

Note : 21.3 Certain balances of receivable, payables, loans and advances are subject to confirmation. Any adjustments, if required, would be made at the time of reconciliation/ settlement of Accounts

Note : 22 Disclosure under Accounting Standard**Note : 22.1 Disclosure under Accounting Standard: 17 : Segment Information**

The company is engaged mainly in trading business and as such, trading is the only main reportable segment as per Accounting Standard – 17 issued by The Institute of Chartered Accountants of India.

Note : 22.2 Related Parties disclosure in accordance with Accounting Standard - 18**a. Key Management Personnel (KMP)**

- 1) Jose Daniel - Managing Director
- 2) Sanjiv D Shah - Director
- 3) Dhaval Sheth - CFO
- 4) Jekil Pancholi - Company Secretary

b. Enterprises owned or significantly influenced by key management personnel or their relatives

- 1) Sanblue Infrastructure Private Limited
- 2) Fibre2fashion Private Limited

Transactions that have taken place during the year April 1, 2016 to March 31, 2017 with related parties by Company.

Enterprises owned or significantly influenced by key management personnel or their relatives	Nature of Transaction	Amount 2016-2017 (in Rs.)	Amount 2015-2016 (in Rs.)
Fibre2fashion Pvt. Ltd.	Investment in shares, Balance	1,000,000	1,000,000
Sanblue Infrastructure Pvt. Ltd.	Rent Income	148,500	90,000
	Closing Balance	14,000	-
Jekil Pancholi (Company Secretary)	Salary	540,000	79,140
Jose Daniel (w.e.f. June 2016)	Remuneration	500,000	-
Dhaval Sheth (w.e.f May, 2016)	Salary	220,000	-

Note : Related party relationship is as identified by the management & relied upon by the auditors.

Note : 22.3 EARNING PER SHARE (EPS) as per AS-20

Particulars	As at 31-03-2017 (Rs.)	As at 31-03-2016 (Rs.)
a) Weighted average number of shares at the beginning & end of the year.	4,999,575	4,999,575
b) Net Profit/(Loss) after Tax available for Equity Share holders (In Rs.)	280,333	22,676,788
c) Basic & Diluted Earnings/(Loss) per shares (In Rs.)	0.056	4.536

Note : 22.4 Disclosure on Specified Bank Notes (SBNs)

During the year, the company had specified bank notes or other denomination note as defined in the MCA notification GSR 308(E) dated March 31 , 2017 on the details of specified Bank Notes (SBNs) held and transacted during the period from 8th November , 2016 to 30th December, 2016, the denomination wise SBNs and other notes as per said notification is given below :

(In Rs.)

PARTICULARS	SBNS*	OTHER DENOMINATION NOTES	TOTAL
Closing Cash in hand on November 8, 2016	30000	9209	39209
(+) permitted receipts	-	50000	50000
(-) permitted payments	-	1870	1870
(-) Amount deposited in banks	30000	-	30000
Closing cash in hand as on December 30, 2016	-	57339	57339

23. Corresponding figures of the previous year have been re-grouped / re-stated, where necessary.

In terms of our report attached

FOR KANTILAL PATEL & COMPANY
CHARTERED ACCOUNTANTS
 Firm Regn. No. 104744W

Jinal A. Patel
Partner
 Membership No.: 153599

FOR SANBLUE CORPORATION LIMITED

Managing Director
Jose Daniel
 DIN : 03532474

CFO
Dhaval Sheth

Director
Sanjiv Shah
 DiN : 00256817

Company Secretary
Jekil Pancholi
 Mem No : A37920

Place : Ahmedabad
Date : 30/05/2017

Place : Ahmedabad
Date : 30/05/2017

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

Particulars	31-03-2017 (Rs.)	31-03-2016 (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit/(Loss) before tax	286,562	28,127,388
Adjustment for :		
Depreciation	-	-
Long Term Capital Gain	(1,950,045)	(5,472,655)
Short Term Capital Gain	(133,698)	(21,312,858)
Interest Received	-	(787,589)
Dividend Received	(352,846)	(1,299,022)
Operating income before working capital changes	(2,150,027)	(744,736)
Adjustment for : Changes in Working Capital		
Decrease/ (Increase) in Trade Receivable	7,293,972	(7,000,472)
Increase/ (Decrease) in Trade Payable	(7,127,706)	7,261,168
Increase/ (Decrease) Other Current Liability	(13,025)	16,863
Decrease /(Increase) in Short term advances	1,372	(1,372)
Cash used in operating Activities	(1,995,414)	(468,549)
Less: Direct Taxes paid/ Refund Received	(359,215)	(5,014,655)
Net Cash used in operating Activities	(2,354,629)	(5,483,204)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Interest Received	-	787,589
Dividend Received	133,698	-
Purchase of investments	352,846	1,299,022
Sale proceeds from investments	(10,381,230)	(85,206,523)
Net Cash used in investing Activities	6,683,413	89,781,147
C. CASH FLOW FROM FINANCIAL ACTIVITIES :	(3,211,273)	6,661,235
Net Cash from Financial Activities		
(A + B + C)	(5,565,902)	1,178,031
Net Increase/(Decrease) on cash & Cash Equivalents	(5,565,902)	1,178,031
Opening Balance of Cash & Cash Equivalents at the beginning of the year	6,469,712	5,291,681
Closing Balance of Cash & Cash Equivalents at the End of the Year	903,810	6,469,712
Cash on Hand	57,339	44,245
Bank Balance	846,471	6,425,467
Total cash and cash equipments (note 11)	903,810	6,469,712

The cash flow statement has been prepared under the 'Indirect Method' as per Accounting Standard - 3 on Cash Flow Statement issued by Companies (Accounting Standard) Rule, 2016

As per our report of even date

FOR KANTILAL PATEL & COMPANY
CHARTERED ACCOUNTANTS
 Firm Regn. No. 104744W

Jinal A. Patel
 Partner
 Membership No.: 153599

Place : Ahmedabad
 Date : 30/05/2017

FOR SANBLUE CORPORATION LIMITED

Managing Director
 Jose Daniel
 DIN : 03532474

Director
 Sanjiv Shah
 DIN : 00256817

Place : Ahmedabad
 Date : 30/05/2017

CFO
 Dhaval Sheth

Company
 Secretary
 Jekil Pancholi
 Mem No : A37920

SANBLUE CORPORATION LIMITED

Regd. Office : 22A, Government Servant Society, Near Municipal Market

C.G.Road, Ahmedabad-380009

CIN NUMBER: L15400GJ1993PLC020073

ATTENDANCE SLIP

24th ANNUAL GENERAL MEETING - SEPTEMBER 25, 2017

Name of Members/Proxy

Member's Folio No:

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 24th Annual General Meeting held on Monday, 25th September, 2017 at 11.30 am at 22A, Government Servant Society, Near Municipal Market, C.G.Road, Ahmedabad-380009.

.....
Signature of Members/Proxy

Note:

1. Please fill up the attendance slip and hand it over at the entrance of the meeting venue. Members are requested to bring their copies of the Annual Report at the AGM.

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SANBLUE CORPORATION LIMITED

Regd.Office : 22A, Government Servant Society, Near Municipal Market, C.G.Road, Ahmedabad - 380009

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]

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 :

E-mail :

Address :

or failing him

2. Name :

E-mail :

Address :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual general meeting of the company, to be held on the Monday, 25th September, 2017 At 11:30 a.m. at 22A Government Servant Society, Near Municipal Market, C.G.Road, Ahmedabad-380 009 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote		
		For	Against	Abstain
Ordinary Business				
1.	To receive, consider and adopt the Audited Statement of Profit & Loss Account for the year ended on March 31, 2017, the Balance Sheet as at that date and Cash flow together with the Auditor and Directors' Report thereon			
2.	To appoint a Director in place of Mrs. Krina Shah (DIN: 01798704), who retires by rotation and, being eligible, offers himself for re-appointment.			
3.	To consider and ratify the re-appointment of Statutory Auditors.			

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

Affix revenue stamp of not less than 1/-

Signature of Member

Signature of Proxy holder(s)

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VENUE OF THE AGM

Regd.Office : 22A, Government Servant Society, Near Municipal Market,
C.G.Road,Ahmedabad-380009



Book - Post

If undelivered please return to :

Sanblue Corporation Ltd.
Registered Office : 22A, Government Servant Society,
Near Municipal Market, C.G. Road,
Ahmedabad - 380 009.