



## ISS Enterprise Limited

(Erstwhile : ISE Securities & Services Ltd.)

**Corporate Office :** 6th Floor, 601, "Dakshna" Next to Raigad Bhavan, Sector - 11, CBD - Belapur, Navi Mumbai - 400 614, Tel : (022) 61829500, Fax : (022) 61829547, e-mail : helpdesk@iseindia.com  
Internet URL : <http://www.isesec.com>, **Investor grievance e-mail :** invgrieviss@iseindia.com  
CIN : U67100MH2000PLC123707



### NOTICE OF THE 19<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the Nineteenth Annual General Meeting of the Members of ISS Enterprise Limited (Erstwhile: ISE Securities & Services Limited) will be held on Tuesday, September 18, 2018, at 4.30 p.m., at Hotel Abbott, Sector-2, Near Meghraj Cinema Hall, Vashi, Navi Mumbai- 400 703, to transact the following business:

#### **ORDINARY BUSINESS**

1. To receive, consider approve and adopt the audited Balance Sheet as at March 31, 2018, Profit & Loss Account for the financial year ended March 31, 2018 and the Directors' and Auditors' report thereon.
2. To appoint a Director in place of Mr. Peter Markose, Director, (DIN: 01849369) who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Shrichand Pareek, Director, (DIN: 06680951) who retires by rotation, and being eligible offers himself for re-appointment.
4. To appoint Auditors in place of Auditors M/s. Chhajer Kedia & Associates, Chartered Accountants (Firm Registration Number: 119248W) and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution, as an ORDINARY RESOLUTION: -

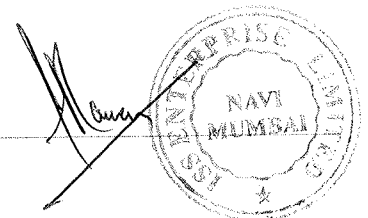
**"RESOLVED THAT** in conformity with the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and Rules 3,4,5,6 of The Companies (Audit and Auditors) Rules, 2014, M/s Chhajer Kedia & Associates Chartered Accountants, (Firm Registration Number: 119248W) be and are hereby appointed as Statutory Auditors of the company, to hold office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting of the company, at remuneration of ₹ 2,25,000/- plus Out of Pocket Expenses (OPE) not exceeding ₹ 5,000/- Plus taxes if any."

#### **SPECIAL BUSINESS:**

5. **Remuneration to Mr. Sivaraman K.M., Whole Time Director.**

To consider and if thought fit to pass with or without modification(s), the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section: 197, read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for time being in force), subject to the provisions of the Articles of Association of the company and such other approvals as may be necessary, consent of the members be and is hereby accorded for payment of additional bonus amounting to ₹ 85,290/- to Mr. Sivaraman K.M. (DIN: 02961895) acting



## ISS Enterprise Limited

as Chief Executive Officer (CEO) of the company and also whole time Director of the company.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the company and the Company Secretary be and are hereby severally authorized to do all such acts deeds, matter and things as it may be in its absolute discretion deem necessary, expedient usual and proper.”

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ONLY ON POLL AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
2. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect special business at item no. 5 of the notice, is annexed hereto.
3. Members seeking any information or clarification on the Accounts are requested to send in writing queries to the company. Replies to such written queries received, will be provided at the meeting.
4. Members / proxies should bring the Attendance Slip sent herewith, duly filled in, along with the Annual Report for attending the Meeting.
5. This is the shorter notice issued pursuant to the consent given as per provisions of Section 101(1) of the Companies Act, 2013, by shareholder i.e. Inter-Connected Enterprises Limited holding 99.99% of paid up share capital of the company together with all the shareholders, vide their letters dated August 13, 2018, received by the company on August 14, 2018

Date: September 07, 2018  
Place: Belapur, Navi Mumbai

BY ORDER OF THE BOARD

  
Sivaraman K.M

Chief Executive Officer & Whole Time Director

(DIN: 02961895)



# ISS Enterprise Limited

## Annexure to Notice

### Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013.

#### Item No.5

Pursuant to resolution passed at the 16<sup>th</sup> Annual General Meeting of the company held on September 15, 2015, Mr. Sivaraman K.M., was re appointed as a Whole time Director of the company for the period from January 22, 2016 to January 21, 2019, as per the terms and conditions mentioned in the said resolution.

The Board also approved payment of Bonus to employees including to Mr. Sivaraman K.M. Whole Time Director for the F.Y. 2016-17, at its 133<sup>rd</sup> Meeting held on September 21, 2017. The amount paid as Bonus to Mr. Sivaraman K.M. was ₹ 85,290 /-

As per the provisions contained in Section 197 of the Companies Act 2013, any increase in Remuneration of Whole Time Director requires shareholders' approval.

In view of this, the Board of Directors recommends the adoption of the resolution at item No. 5 of the Notice.

No director is in any way concerned or interested in the Resolution at item No. 5 of the Notice, except Mr. Sivaraman K.M.

Date: September 07, 2018

Place: Belapur, Navi Mumbai

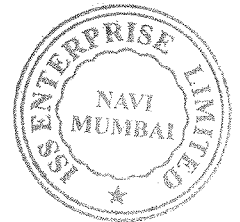
BY ORDER OF THE BOARD



Sivaraman K.M.

Chief Executive Officer & Whole Time Director

(DIN: 02961895)





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### BOARD OF DIRECTORS

Mr. Manubhai K. Parekh, Director  
Mr. Ashok Anopchand Lunia, Director  
Mr. Peter Markose, Director  
Mr. Sanjay Sakaria, Director  
Mr. Shrichand Pareek, Director  
Mr. Sivaraman K. M., Chief Executive Officer & Whole Time Director

### SECRETARIAL AND LEGAL

Mr. Mayank Mehta, Company Secretary & Compliance Officer

### STATUTORY AUDITORS

M/s. Chhajed Kedia & Associates, Chartered Accountants

### BANKERS

HDFC Bank Limited  
ICICI Bank Limited  
Axis Bank Limited  
IDBI Bank Limited  
State Bank of India  
Corporation Bank  
Bank of Baroda  
Vijaya Bank  
Citibank N.A.  
South Indian Bank Limited

### REGISTERED OFFICE

International Infotech Park  
Tower 7, 5<sup>th</sup> Floor, Sector 30  
Vashi, Navi Mumbai – 400703

### CORPORATE & CORRESPONDENCE OFFICE

6<sup>th</sup> Floor, 601, "Dakshna",  
Next to Raigad Bhavan  
Sector – 11, CBD Belapur,  
Navi Mumbai - 400614



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### ISS Enterprise Limited

(Erstwhile : ISE Securities & Services Ltd.)

SEBI Registration No. INZ000157633

**Registered Office :** International Infotech Park, Tower No. 7, 5th Floor, Sector - 30, Vashi, Navi Mumbai - 400 703. Tel. : (022) 2781 2056



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### DIRECTORS' REPORT 2017-2018

Dear Members

The Directors are pleased to present the Nineteenth Annual Report and the Company's audited financial statement for the Financial Year ended March 31, 2018.

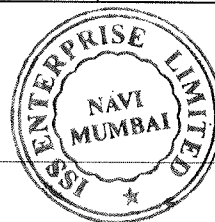
#### 1. Financial Performance

The Company's financial performance, for the year ended March 31, 2018 has posted net profit of ₹ 271.00 Lakhs. This includes Interest on Income Tax Refund amounting to ₹ 1.51 Lakhs. The Company earned a total income of ₹ 981.10 lakhs during the year, compared to ₹ 776.96 lakhs during the previous year. Expenditure before depreciation, interest and tax during the year under review stood at ₹ 594.41 lakhs, compared to ₹ 636.47 lakhs during the preceding year. After considering interest, finance charges and depreciation, the increase of income over expenditure for the year 2017-18 was ₹ 271.00 lakhs as compared to ₹134.61 lakhs for the previous year.

**The Comparative Statement of the Financials of the Company for the last Five Years:**

PERFORMANCE AT A GLANCE	(All figures Rs.in ₹ lakh)				
	Financial Performance **				
	17-18	16-17	15-16	14-15	13-14
<b>Income</b>					
Net Operational Income	449.82	327.83	285.31	298.45	324.23
Interest	348.85	262.16	266.53	333.87	503.30
Networking Recoveries	27.43	25.43	29.50	29.52	46.41
Annual Fees	12.40	12.55	13.25	13.60	20.95
Exceptional Items	0.00	0.00	0.00	0.00	00.00
Depository Business Income	98.58	91.31	91.56	120.80	44.94
Other Income	44.02	57.68	50.51	92.54	108.48
<b>Total Income</b>	<b>981.10</b>	<b>776.96</b>	<b>736.66</b>	<b>888.78</b>	<b>1048.31</b>
<b>Expenditure</b>					
Others Expenses	328.80	314.60	312.96	326.54	323.40
Employee Cost	265.61	321.87	332.49	363.37	333.63
Finance Cost	111.80	0.00	0.00	0.02	-
Reimbursement of actual Expenses-ISE	0.00	0.00	0.00	1.69	20.02
Management Fees to ISE	0.00	0.00	0.00	40.00	60.00
Depreciation / Amortization	3.90	5.88	31.28	42.08	38.03
<b>Total Expenditure</b>	<b>710.11</b>	<b>642.35</b>	<b>676.73</b>	<b>773.70</b>	<b>775.08</b>
<b>Profit / (Loss) before Taxation</b>	<b>271.00</b>	<b>134.61</b>	<b>59.93</b>	<b>115.08</b>	<b>273.23</b>
<b>Excess(Short) Provisions of Taxes of earlier years</b>	<b>0.00</b>	<b>6.02</b>	<b>0.00</b>	<b>0.00</b>	<b>(10.32)</b>

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Provision for : Current Tax	(56.00)	(49.75)	(15.60)	(38.00)	(99.00)
Deferred Tax Expenses)/Savings	(16.00)	8.34	(6.58)	2.55	2.28
<b>Net Profit / (Loss) after Taxation</b>	<b>199.01</b>	<b>99.22</b>	<b>37.75</b>	<b>79.36</b>	<b>166.19</b>
Share Capital	550.00	550.00	550.00	550.00	550.00
Reserves & Surplus	1226.02	1027.02	927.80	890.04	815.86
Long Term Borrowings	700.00	0	0	0	0
Net Fixed Assets	2016	16.55	21.28	51.70	98.79
Investments	67.10	67.10	67.10	67.10	67.10
Net Current Assets	1674.75	904.59	<b>695.61</b>	596.14	511.14
<b>Net worth</b>	<b>1776.02</b>	<b>1577.01</b>	<b>1477.80</b>	<b>1440.04</b>	<b>1365.86</b>
<b>Earning per share ( in `)</b>	<b>3.62</b>	<b>1.80</b>	<b>0.69</b>	<b>1.50</b>	<b>3.02</b>

Note: \*\* Previous year amount have been re-grouped/re-classified and recast wherever necessary to confirm to current year's classifications.

### 2. Dividend

The Board of Directors at their meeting held on, August 13, 2018, not recommended the payment of dividend, for the year ended March 31, 2018, on 55,00,000 equity shares of Rs.10/- each.

### 3. Reserves

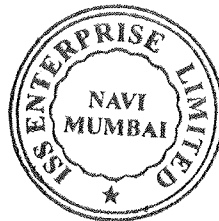
The Board of Directors has decided not to transfer any amount to General Reserves.

### 4. Brief description of the Company's working during the year/State of Company's affair

#### Operational Highlights

During the year 2017-2018, the Company recorded a turnover of ₹ 14,96,467.41 Lakhs in the NSE Capital Market (CM) segment, ₹ 21,78,796.63 Lakhs in the NSE equity derivatives (F&O) segment, & ₹ 28198.81 Lakhs in NSE currency derivatives (CD) segment, aggregating to ₹ 3703462.85 Lakhs. During the year 2017-2018, turnover of ₹ 450590.40 Lakhs was recorded in BSE Equities segment. The turnover of NSE CM, F&O & CD segments and BSE Equities segment taken together was recorded at Rs. 4154053.25 Lakhs during the year 2017-2018.

The month-wise turnover of the Company for the financial year in the Capital Market, Equity Derivatives & Currency Derivatives segments of NSE & Equities Segment of BSE is given below and the same are also represented below diagrammatically:


# ISS Enterprise Limited

Month	NSE Capital Market, Equity Derivatives & Currency Derivatives segments and BSE Equities Segment							
	Total Turnover Rs. (₹ Lakhs.) (Rounded off)				No. of Active Intermediaries (sub-brokers/ Authorized Persons)			
	NSE Capital Market	BSE Equities	NSE Equity Derivatives #	NSE Currency Derivatives #	NSE Capital Market	BSE Equities	NSE Equity Derivatives	NSE Currency Derivatives
April-2017	106625.21	32226.63	130400.11	808.27	169.00	143.00	66	4
May-2017	119776.60	36207.67	158610.28	684.51	174.00	146.00	72	4
June-2017	89725.81	31280.65	144741.04	3777.22	174.00	142.00	71	4
July-2017	107414.33	37761.99	203898.30	2214.97	167.00	144.00	69	3
August-2017	105651.22	35778.89	255215.17	2724.03	171.00	147.00	71	3
September-2017	133167.29	36564.95	189133.16	2124.35	173.00	144.00	67	3
October-2017	123781.46	33771.70	144150.04	2268.71	171.00	147.00	67	3
November-2017	158469.39	45560.12	170674.09	3230.22	172.00	150.00	69	3
December-2017	129079.59	38051.17	161206.17	2449.75	172.00	147.00	65	3
January-2018	180942.54	55859.16	198286.65	2554.44	174.00	149.00	67	3
February-2018	117759.94	31093.61	200949.07	3180.97	175.00	142.00	63	4
March-2018	124074.03	36433.86	221532.55	2181.37	172.00	145.00	64	3
<b>Total 2017-18</b>	<b>1496467.41</b>	<b>450590.40</b>	<b>2178796.63</b>	<b>28198.81</b>				

**# Note:**

Futures Turnover = Trade Quantity \* Trade Price

Futures Final Settlement = Futures Final Long Settlement Value + Futures Final Short Settlement Value

Option Turnover = Trade Quantity \* Trade Price

Exercised Strike Value = Exercised Quantity \* Strike Price

