



SUMEDHA
adding values to value



Adding Values to Value

ANNUAL REPORT 2018-19
SUMEDHA FISCAL SERVICES LIMITED



SUMEDHA
adding values to value

SUMEDHA FISCAL SERVICES LIMITED

(CIN : L70101WB1989PLC047465)

REGISTERED and CORPORATE OFFICE

6A Geetanjali, 8B Middleton Street, Kolkata – 700 071

Tel: +91 33 2229 8936/6758/3237/4473 Fax: +91 33 2226 4140/2265 5830

Website: www.sumedhafiscal.com Email: kolkata@sumedhafiscal.com

BRANCH OFFICES

MUMBAI

C-703 “Marathon Innova”,
Off Ganapatrao Kadam Marg,
Opp. Peninsula Corporate Park,
Lower Parel (W) , Mumbai - 400 013
Tel: +91 22 4033 2400
Fax: +91 22 2498 2878
Email: mumbai@sumedhafiscal.com

NEW DELHI

B1/12, Safdarjung Enclave, 2nd Floor
New Delhi – 110 029
Tel: +91 11 4165 4481/4482
Fax: +91 11 4165 4483
Email: delhi@sumedhafiscal.com

AHMEDABAD

A/82, Pariseema Complex, Opp. IFCI Bhawan
C.G. Road, Ahmedabad – 380 009
Tel: +91 79 3002 3337 / 6605 2957
Fax: +91 79 2646 0394
Email: ahmedabad@sumedhafiscal.com

BANGALORE

“Park Plaza”, 1st Floor, No. 1 Park Road
(Off. Infantry Road), Tasker Town
Bangalore – 560 051
Tel: +91 80 4124 2545 / 2546
Fax: +91 80 4124 2547
Email: bangalore@sumedhafiscal.com

HYDERABAD

309/1, 3rd Floor, Krishna Plaza
Khairatabad, Hyderabad – 500 004
Tel: +91 40 4020 2826/4026 7272
Fax: +91 40 4020 2826
Email: hyderabad@sumedhafiscal.com

SEBI CATEGORY I MERCHANT BANKER: MB/INM000008753, PMS: PM/INP000004144

AMFI NO: ARN - 0205

BOARD OF DIRECTORS

Dr. Basudeb Sen
Independent Director



Mr. Ratan Lal Gaggar

Chairman,
Independent
Director

**Mr. S. A. Ramesh
Rangan**
Independent
Director



Mr. Santanu Mukherjee
Independent Director

Mr. Vijay Maheshwari
Non-Executive Director



Mr. Prashant Sekhar Panda
Independent Director

Mr. Anil Kumar Birla
Non-Executive Director



Mr. Bijay Murmuria
Non-Executive Director

Mr. Bhawani Sankar Rathi
Wholetime Director



Mrs. Garima Maheshwari
Non-Executive Director

Sumedha Fiscal Services Ltd.

(Composition of Committees of Directors)

Audit Committee

Sl. No.	Name of the Member	Category
1.	Mr. Prashant Shekhar Panda, Chairman	Independent Director
2.	Mr. S. A. Ramesh Rangan	Independent Director
3.	Mr. Santanu Mukherjee	Independent Director
4.	Mr. Bijay Murmuria	Non-Executive Director/Promoter

Stakeholders Relationship Committee

Sl. No.	Name of the Member	Category
1.	Mr. Prashant Shekhar Panda, Chairman	Independent Director
2.	Mr. Anil Kumar Birla	Non-Executive Director
3.	Mr. Bijay Murmuria	Non-Executive Director/Promoter

Nomination & Remuneration Committee / Compensation Committee

Sl. No.	Name of the Member	Category
1.	Mr. Prashant Shekhar Panda, Chairman	Independent Director
2.	Mr. S. A. Ramesh Rangan	Independent Director
3.	Mr. Santanu Mukherjee	Independent Director
4.	Mr. Vijay Maheshwari	Non-Executive Director/Promoter
5.	Mr. Bijay Murmuria	Non-Executive Director/Promoter

Management Committee

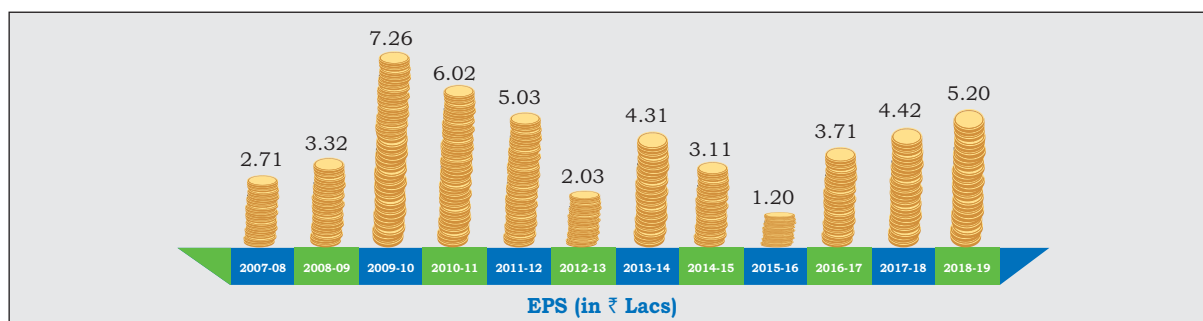
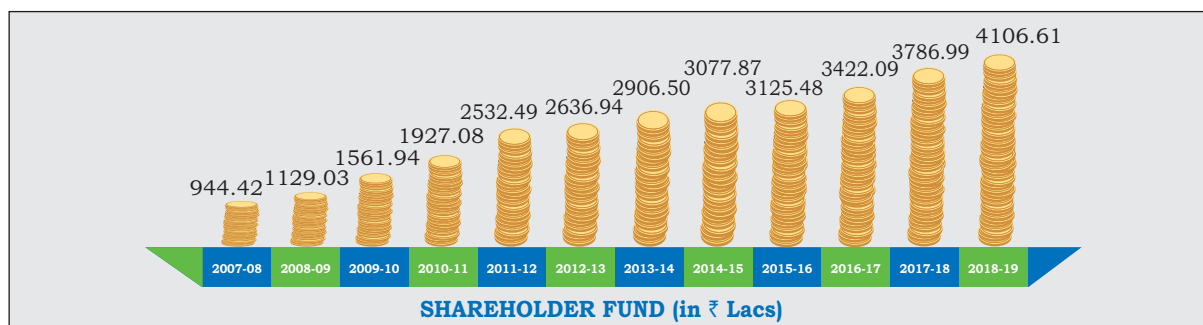
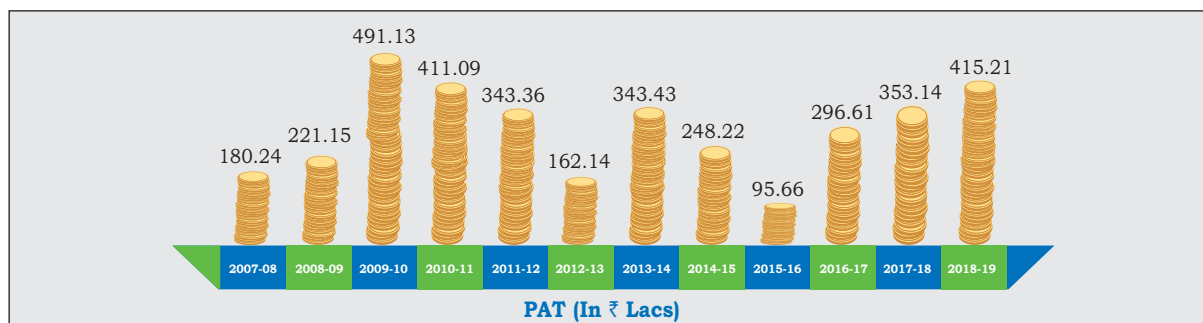
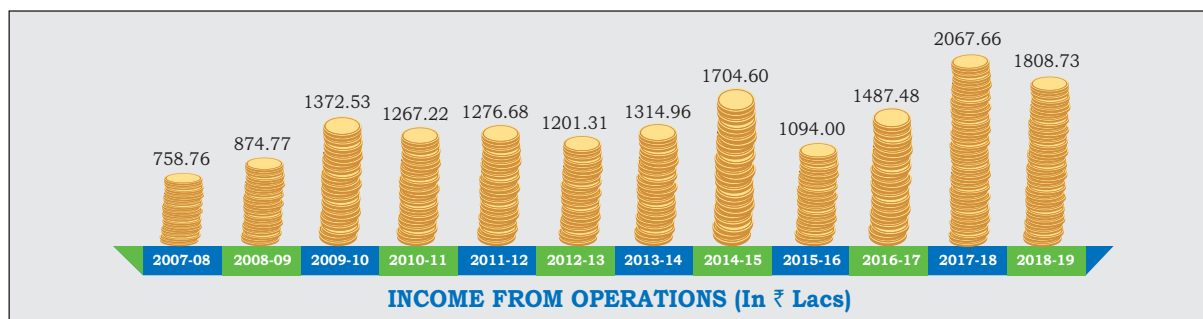
Sl. No.	Name of the Member	Category
1.	Mr. Bijay Murmuria, Chairman	Non-Executive Director/Promoter
2.	Mr. Anil Kumar Birla	Non-Executive Director
3.	Mr. Vijay Maheshwari	Non-Executive Director/Promoter



KEY BUSINESS HIGHLIGHTS IN 2018 – 2019

- PAT stood at ₹ 415.21 Lacs.
- The Investment Banking Segment continues to remain the major earning vertical accounting to 60.45% of Total Income and 71.11% of operating profits of the Company.

PERFORMANCE HIGHLIGHTS



CHAIRMAN'S ADDRESS



Dear Stakeholders,

Welcome to the 30th Annual General Meeting of your Company. We believe that organizations can emerge stronger in a dynamic environment by staying firm to its core values of Trust, Customer centric approach, Teamwork and Transparency.

India has once again reposed faith in Prime Minister Narendra Modi's vision for a new India with huge mandate. A strong and stable Government would put focus on economic transformation.

Global headwinds and geopolitical events threaten to drag down major economies and disrupt global trade and commerce. India in the midst of these challenges need to put across structural and financial sector reforms to put back economy towards double digit growth.

Key area of focus

Investment Banking continues to be the focus area for the Company, as a one-stop solution for major value added corporate services. The services covered include merchant banking, loan syndication, financial restructuring, resolution of stressed assets, merger amalgamation, placements of securities. Income there from was Rs. 1131 lacs in FY 19 compared to Rs. 1033

lacs during FY 18.

Considering the overall risk and rewards attached, your Company closed down its Broking and allied operations effective April 2019 while it remains committed to its broader financial services business.

Financial performance

The Company has posted revenues of Rs. 1809 lacs during FY19 (Rs. 2068 Lacs for FY 18). Profit before Tax was Rs. 551 lacs against Rs. 445 lacs in the previous year (23.86% increase), whereas PAT was Rs. 415 lacs compared with Rs. 353 lacs for FY18 (17.58% increase). EPS stood at Rs. 5.20 in FY19, compared to Rs. 4.42 in FY18.

Looking ahead

With positive developments all around, your Company is confident of availing the opportunities to consolidate, venture into new related opportunities and move forward.

I thank you for your sustained trust, encouragement and support.

Warm Regards,



R. L. Gaggar
Chairman



VALUES

That little addition which changes the dynamics of everything —

...be it in the way you conduct your business, nurture relationships or in your day to day interactions.

At Sumedha, we understand why this little addition is so critical for growth and maintaining long lasting relationships.

Since our inception more than a decade ago, we have nurtured these values. We today take so much pride in maintaining transparency in our dealings, of going that extra mile to ensure greater success for you and standing by you through thick and thin.

Bring that little 'S' in your business with Sumedha and experience the change yourself.

CONTENTS

Notice – 30th AGM	06
Location of the AGM Venue	17
CFO Certification	18
Directors’ Report	19
Management Discussion and Analysis	27
Corporate Governance Report	31
Auditors’ Certificate on Corporate Governance	45
Extract of Annual Return (MGT-9)	46
Secretarial Audit Report	57
Ratio of Remunerations	60
Independent Auditors’ Report	61
Financial Statements 2018-19	68
Subsidiary & Associates Particulars (AOC – 1)	116
Auditors’ Report on Consolidated Financial Statements	117
Consolidated Financial Statements 2018-19	124
Financial Highlights	Back Inside Cover

Corporate Information

Board of Directors

Mr. Ratan Lal Gaggar, *Chairman*

Dr. Basudeb Sen

Mr. S. A. Ramesh Rangan (*appointed on Nov. 10, 2018*)

Mr. Santanu Mukherjee (*appointed on May 18, 2019*)

Mr. Prashant Shekhar Panda

Mr. Vijay Maheshwari

Mr. Anil Kumar Birla

Mr. Bijay Murmuria

Mr. Bhawani Shankar Rathi, *Wholetime Director*

Mrs. Garima Maheshwari

Company Secretary

Mr. Deb Kumar Sett

Registered & Corporate Office

6A, Geetanjali, 8B, Middleton Street,
Kolkata – 700071.

Corporate Identity No.: L70101WB1989PLC047465

Tel: + 91 33 2229 8936/6758/3237/4473

Fax: + 91 33 2226 4140/2265 5830

Web: www.sumedhafiscal.com

Email: investors@sumedhafiscal.com

Bankers

Canara Bank

HDFC Bank

Auditors

V. Singhi & Associates,

Chartered Accountants, Kolkata

Registrar & Share Transfer Agents

Maheshwari Datamatics Private Limited

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

Tel. No.: 033-2243-5029, 2248-2248

Fax No.: 033-2248 4787

Email: mdpldc@yahoo.com

Annual General Meeting

Day: Saturday

Date: 14th September, 2019

Time: 10.30 A.M.

Venue: Merchants’ Chamber of Commerce & Industry
15-B, Hemanta Basu Sarani,
Kolkata - 700 001

Sumedha Fiscal Services Ltd.

Corporate Identification Number: L70101WB1989PLC047465

Registered Office: 6A, Geetanjali, 8B, Middleton Street, Kolkata – 700071

Tel: 033-2229-8936/6758 Fax: 033-2226-4140/033-2265-5830

Email: investors@sumedhafiscal.com Website: www.sumedhafiscal.com

NOTICE OF 30TH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirtieth Annual General Meeting of Sumedha Fiscal Services Ltd. will be held at Merchants' Chamber of Commerce & Industry, 15B Hemanta Basu Sarani, Kolkata – 700 001, on Saturday, the 14th day of September, 2019 at 10:30 AM for transaction of the following business:-

ORDINARY BUSINESS

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2019, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.
2. To declare dividend for the financial year ended 31st March, 2019.
3. To appoint Mr. Bijay Murmuria [DIN – 00216534], who retires by rotation and being eligible, offer himself for re-election.

SPECIAL BUSINESS

4. To appoint **Mr. S. A. Ramesh Rangan** as an Independent Director and in this regard, pass the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Meeting hereby approves the appointment of Mr. S. A. Ramesh Rangan (DIN: 07586413) as an Independent Director of the Company for a period of five years with effect from 14th September, 2019, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.”
5. To appoint **Mr. Santanu Mukherjee** as an Independent Director and in this regard, pass the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Meeting hereby approves the appointment of Mr. Santanu Mukherjee (DIN: 07716452) as an Independent Director of the Company for a period of five years with effect from 14th September, 2019, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.”
6. Re-appointment of **Mr. B. S. Rathi** as Wholetime Director and in this regard, pass the following resolution as a **Special Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, Schedule V of the Companies Act, 2013 (‘the Act’) (including any amendment and /or re-enactment thereof) and other applicable provisions, if any, the Company hereby approves the re-appointment of Mr. Bhawani Shankar Rathi (DIN: 00028499) as Wholetime Director of the Company for a period of 3 (three) years with effect from April 1, 2019 on the terms and at a remuneration as detailed in Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Company be and is hereby authorized to pay the minimum remuneration, as detailed in the Explanatory Statement, to Mr. Rathi for the financial years, in which there is inadequacy or absence of profits, during the period of three years from the effective date of his appointment.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to increase, vary or amend the remuneration including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary, in compliance with applicable statutes, rules, regulations or guidelines.”

Registered Office:
6A, Geetanjali,
8B, Middleton Street,
Kolkata – 700 071.
Date : 18th May, 2019

By Order of the Board
Deb Kumar Sett
Company Secretary

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting (“Meeting”) is annexed hereto.
2. **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
3. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
4. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, September 9, 2019 to Saturday, September 14, 2019** (both days inclusive). The **Book Closure** dates have been fixed in consultation with the Stock Exchanges.
6. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are sent herewith. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.

7. In terms of the provisions of Section 152 of the Act, Mr. Bijay Murmuria, Director, retire by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment.
8. Mr. Bijay Murmuria and his relatives are interested in the Ordinary Resolution set out at Item No. 3 of the Notice with regard to his re-appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said item of business.
9. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 23, 2017 for a period of 5 (five) years for the period from Financial Year 2017-18 to 2022-23.
10. Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Meeting are provided in the “Annexure” to the Notice.
11. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
12. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
13. The dividend on equity shares, if declared at the Meeting, will be credited within a week / despatched within 30 days from the conclusion of the Meeting to those members whose names appear on the Company’s Register of Members as on the Record Date fixed for the purpose; in respect of the shares held in dematerialised mode, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as Beneficial Owners as on that date.
14. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants (“DPs”) with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / Company’s Registrar and Transfer Agents, i.e. Maheshwari Datamatics Private Limited (“MDPL”). The Bank Mandate Form (NECS Mandate) is annexed herewith and can also be downloaded from website of the Company through the link (http://www.sumedhafiscal.com/ecs_mandate.pdf).
15. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Saturday, September 7, 2019**, being the **cut-off date**, are entitled to vote on the Resolutions set forth in this Notice.
Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). **The remote e-voting period** will commence at **Wednesday, September 11, 2019** (9.00 A.M. IST) and end on **Friday, September 13, 2019** (5.00 P.M. IST). Voting by ballot process shall be available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Company has appointed M/s. A. K. Labh, a firm of Company Secretaries in Practice, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

PROCEDURE FOR REMOTE E-VOTING

- I. The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:
- (i) The **voting period begins on Wednesday, September 11, 2019** (9.00 A.M. IST) and **ends on Friday, September 13, 2019** (5.00 P.M. IST). 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 September 7, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website *www.evotingindia.com*.
 - (iv) Click on Shareholders.
 - (v) 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.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) 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.
 - (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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).

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

- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app “CDSL m-Voting” available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **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.
 - 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.
- (xxi) In case of 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.
- II.** The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company.
- 16.** The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on September 15, 2018 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: <http://www.sumedhafiscal.com/UnpaidUnclaimedDividend.asp>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
- 17. (a) Adhering to the various requirements set out in the Investor Education And Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2018-19, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. September 26, 2018. Details of shares transferred to the IEPF Authority are**

available on the website of the Company and the same can be accessed through the link: <http://www.sumedhafiscal.com/shares-iepf.asp>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

- (b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/ investors are advised to visit the weblink: <http://www.iepf.gov.in/IEPFA/refund.html> or contact MDPL for lodging claim for refund of shares and / or dividend from the IEPF Authority.

18. SEBI had notified that effective April 01, 2019, securities of listed companies can be transferred only in dematerialised form. Therefore members are advised to dematerialise shares held by them in physical form.

19. Due dates for transfer of unclaimed/unpaid dividends for the financial year 2010-11 and thereafter to IEPF:

FY ended	Declaration Date	Due Date
March 31, 2012	25-Aug-12	01-Oct-19
March 31, 2013	10-Aug-13	16-Sep-20
March 31, 2014	13-Sep-14	20-Oct-21
March 31, 2015	12-Sep-15	19-Oct-22
March 31, 2016	17-Sep-16	24-Oct-23
March 31, 2017	23-Sep-17	30-Oct-24
March 31, 2018	15-Sep-18	30-Oct-25

20. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item Nos. 4 and 5

The Board of Directors, at its meeting held on November 10, 2018 and May 18, 2019, respectively appointed Mr. S. A. Ramesh Rangan and Mr. Santanu Mukherjee as Additional Directors of the Company with immediate effect pursuant to Section 161 and 149 of the Companies Act, 2013, read with Article 138 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. S. A. Ramesh Rangan and Mr. Santanu Mukherjee will hold office up to the date of the ensuing AGM. The Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013, from members, proposing their candidature for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. S. A. Ramesh Rangan and Mr. Santanu Mukherjee (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) declarations to the effect that they meet the criteria of independence as provided in Sub-section (6) of Section 149

of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The resolutions seek the approval of members for the appointment of Mr. S. A. Ramesh Rangan and Mr. Santanu Mukherjee as Independent Directors of the Company for a period of 5 (five) years from September 14, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. They will not be liable to retire by rotation.

In the opinion of the Board, Mr. S. A. Ramesh Rangan and Mr. Santanu Mukherjee, the Independent Directors proposed to be appointed, fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder and they are independent of the Management. The Directors also think that their inclusion to the Board would benefit the Company. No director, key managerial personnel or their relatives, except Mr. S. A. Ramesh Rangan and Mr. Santanu Mukherjee, to whom the resolutions relate, is interested or concerned in the resolutions.

The Board recommends the resolution set forth in Item No. 4 and 5 for the approval of the members

Item No. 6

Mr. Bhawani Shankar Rathi has been Wholetime Director of the Company since April 1, 1994. Tenure of his office expired on March 31, 2019. Mr. Rathi is responsible for day-to-day business operations, administration, accounting and finance and internal controls. He is also in-charge of Mumbai Office of the Company. The Board of Directors at its meeting held on May 18, 2019 has re-appointed him as “Wholetime Director” w.e.f. April 1, 2019 for a period of three years according to the recommendation of the Nomination and Remuneration Committee.

On his re-appointment, Mr. Rathi will be entitled to the following remuneration and perquisites:-

- Basic Salary – Rs. 1,75,000/- per month;
- House Rent Allowance – Rs. 25,000/- per month;
- Performance Linked Incentive – As per Company Rules (not exceeding 150% of Basic Salary); and
- Other Allowances – Rs. 30,000/- per month.

This disclosure may also be read and treated as compliance with the requirements of Section 190 of the Companies Act, 2013.

Except Mr. Bhawani Shankar Rathi and his relatives, none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. Shareholding interest of the Directors are provided hereunder:

Name of Director/Relatives	Extent of Shareholding in the Company (%)
Mr. Bhawani Shankar Rathi	119270 (1.49%)
Mrs. Sangeeta Rathi	50600 (0.63%)

For others statutory information refer to the Annexure is attached herewith.

The Board recommends the resolution set forth in Item No. 6 of the Notice for approval of the members.

Registered Office:

6A, Geetanjali,
8B, Middleton Street,

Kolkata – 700 071.

Date : 18th May, 2019

By Order of the Board

Deb Kumar Sett

Company Secretary

**The Information as required under Section II of Part II of Schedule V
of the Companies Act, 2013 in respect of Item No. 6**

I. GENERAL INFORMATION

1.	Nature of Industry	Other Financial Services			
2.	Date or expected date of commencement of commercial production	Not Applicable (the Company is an existing Company)			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4.	Financial performance based on given indicators	Particulars	2018-19 (₹ in Lacs)	2017-18 (₹ in Lacs)	2016-17 (₹ in Lacs)
		Total Revenue	1856.87	2163.62	1696.57
		Profit after tax	415.21	353.14	355.71
5.	Foreign investments or collaborators, if any	Not Applicable			

II. INFORMATION ABOUT THE APPOINTEE – Mr. Bhawani Shankar Rathi

1.	Background details	Qualified Chartered Accountant, having 25 years' post qualification experience in Finance, Law and Banking. Specialist on corporate debt restructuring, a major contributor to investment Banking services of the Company.		
2.	Past remuneration	Financial Years	Amount (in ₹)	
		2018-19	25,14,867	
		2017-18	24,82,200	
		2016-17	25,22,147	
3.	Recognition or awards	Rank-holder (3rd) in the Final Examination held by Institute of Chartered Accountants of India. Completed MBF course conducted by Institute of Chartered Accountants and obtained degree. Stood 1st all over India in the exam held for the degree.		
4.	Job profile and his suitability	Mr. Rathi is handling the area of core business of Investment Banking, Corporate Advisory Services and managing/ supporting business development of the Company. He is also heading the Mumbai Branch Office.		
5.	Remuneration proposed	As per details herein above given in the Explanatory Statement.		
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration payable to Mr. Rathi has been benchmarked with the remuneration being drawn by similar positions in the industry and size, nature of business and revenue pattern of the Company. The remuneration has been considered by the Nomination and Remuneration Committee of the Company at its meeting held on 18-May-19.		
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Being one of the Promoters of the Company, holds 1,19,270 Equity Shares (1.49%) in the Company and 50,600 Equity Shares (0.63%) is held by his family member(s). He has no other pecuniary relationship directly or indirectly with the Company.		

III. OTHER INFORMATION

1.	Reasons for loss or inadequate profits	Performance of Financial Service Sector is linked with market sentiment. Securities Market is performing in subdued manner with occasional spurt in sentiment. Middle Class investors are away from the Market. These have reflected in the performance of the Company.
2.	Steps taken or proposed to be taken for improvement	The Company has discontinued its Broking operations with effect from April 1, 2019, in compliance with all regulatory requirements. This would bring down the overhead costs and release funds block towards security deposits with NSE/BSE and their associates for alternate use /deployment. The Company is in the process of diversification in some other areas and expect to improve the situation with reasonable time.
3.	Expected increase in productivity and profits in measurable terms	Not measurable-depending upon market sentiment and growth rate of the economy.

IV. DISCLOSURE

(1)	The shareholders of the Company shall be informed of the remuneration package of the managerial person	As per details herein above given in the Explanatory Statement.
(2)	The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the Annual Report –	Included in Corporate Governance Report (Annexure – II).
(i)	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the directors;	
(ii)	Details of fixed component and performance linked incentives along with the performance criteria;	
(iii)	Service contracts, notice period, severance fees;	
(iv)	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	

It is proposed to approve the above in order to enable the Company to pay the remuneration to its Wholetime Director in the eventuality of loss/inadequacy of profits.

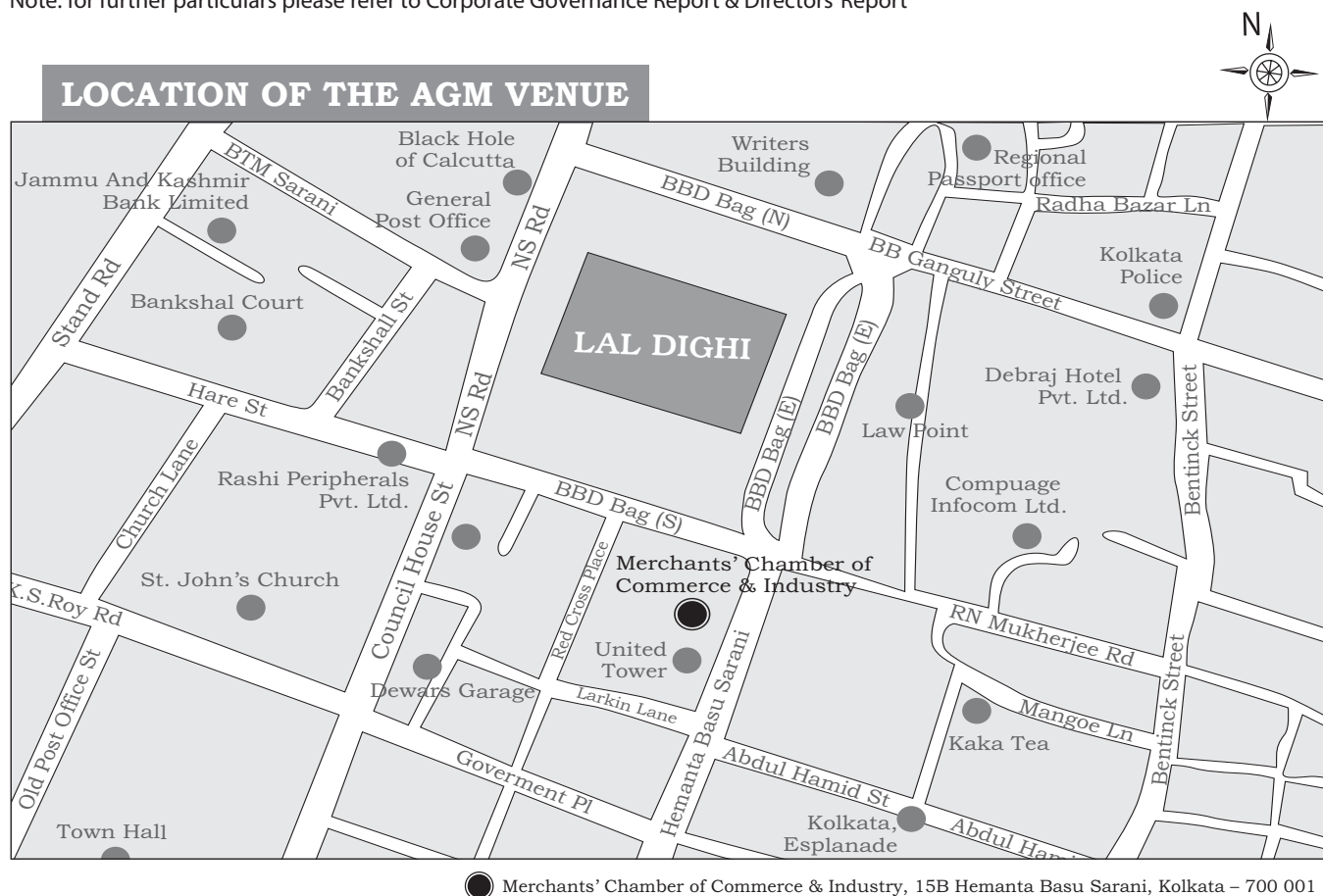
**PARTICULARS RELATING TO DIRECTOR PROPOSED
TO BE APPOINTED/RE-APPOINTED**

Name	Mr. S. A. Ramesh Rangan	
Date of Birth	15-May-1957 (Age : 62 years)	
Date of Appointment	10-Nov-2018 (Appointed as Additional and Independent Director)	
Qualifications	B.Sc., CAIIB, India, Management Diploma from Dukes' University (London), AMIE (Part I), Fellow of IIBF, Executed Education Course on Leadership & Corporate Accountability from Harvard Business School.	
Expertise/ Experience	He has 38 years of experience into the banking sector managing several prestigious positions. Mr. Rangan served as Managing Director, State Bank of Patiala, on deputation from State Bank of India, including overseeing the merger of the Bank with State Bank of India, as a part of Banking Consolidation. His wide ranging experiences are in the field of Handling of Small scale credit and Agricultural Financing, Corporate & MSME Credit etc. His banking acumen gives a new dimension to our professional expertise in serving Corporate clients.	
No. of Board Meeting Attended during the year	2 out of 2 (He was entitled to attend 2 out of 4 Board Meetings)	
Chairman/Member of the Committee of the Company	Audit Committee, Member Nomination and Remuneration Committee, Member and Compensation Committee, Member	
Other Directorships / Membership or Chairmanship of committees of other Boards	Name of the Company	Committee Membership, if any
	■ Listed Companies	
	-	-
	■ Unlisted Companies	
	1. Omkara Assets Reconstruction Private Limited	-
Details of Remuneration	Fees of attending meetings of the Board of Directors and Committees of the Company.	
Shareholding in the Company (as on 31.03.2019)	Nil	
Relationship	Not related to any Director or Key Managerial Personnel	
Terms and conditions of appointment or re-appointment	Appointment as an Independent Director, for 5 (five) years with effect from 14th September, 2019.	

Name	Mr. Santanu Mukherjee	
Date of Birth	29-Dec-1956 (Age : 63 years)	
Date of Appointment	18-May-2019 (Appointed as Additional and Independent Director)	
Qualifications	B.Sc. (Honours) from Presidency College under University of Calcutta and CAIIB from Indian Institute of Bankers.	
Expertise/Experience	Mr. Mukherjee is a veteran banker and serves on the Boards of several renowned companies including Bandhan Bank Ltd., Suven Life Sciences Ltd., Vishnu Chemicals Ltd., Donear Industries Ltd., Bhanix Finance and Investment Ltd. He served as the Managing Director of State Bank of Hyderabad Ltd. and as Chief Executive Officer of SBI in Paris, as Chief General Manager of Commercial Banking of State Bank of Bikaner & Jaipur.	
No. of Board Meeting Attended during the year	Not applicable	
Chairman/Member of the Committee of the Company	Audit Committee, Member Nomination and Remuneration Committee, Member and Compensation Committee, Member	
Other Directorships / Membership or Chairmanship of committees of other Boards	Name of the Company	Committee Membership, if any
	■ Listed Companies	
	1. Suven Life Sciences Limited	<input type="checkbox"/> Audit Committee, Member
	2. Bandhan Bank Limited	<input type="checkbox"/> Audit Committee, Member
		<input type="checkbox"/> Risk Management Committee, Member
		<input type="checkbox"/> IT Strategy Committee, Member
	3. Donear Industries Limited	<input type="checkbox"/> Audit Committee, Member
		<input type="checkbox"/> Stakeholder's Relationship Committee, Member
		<input type="checkbox"/> Nomination And Remuneration Committee, Member
		<input type="checkbox"/> Risk Management Committee, Member
	■ Unlisted Companies	
4. Bhanix Finance and Investment Limited	-	
5. Muthoot Housing Finance Company Limited	<input type="checkbox"/> Audit Committee, Member	
Details of Remuneration	Fees of attending meetings of the Board of Directors and Committees of the Company.	
Shareholding in the Company (as on 31.03.2018)	Nil	
Inter-se Relationship	Not related to any Director or Key Managerial Personnel.	
Terms and conditions of appointment or re-appointment	Appointment as an Independent Director, for 5 (five) years with effect from 14th September, 2019.	

Name	Mr. Bhawani Shankar Rathi	
Date of Birth	14-Mar-1966 (Age : 53 Years)	
Date of Appointment	01-Mar-1994	
Qualifications	B.Com (Hons.), FCA, MBF from ICAI, [Rank-holder (3rd) in the Final Examination held by Institute of Chartered Accountants of India.]	
Expertise/Experience	Having 25 years' post qualification experience in Finance, Law and Stock Broking. Specialist on corporate debt a major contributor to investment Banking services of the Company. Managing the support structure of the Company.	
No. of Board Meeting attended during the year	4 out of 4	
Chairman/Member of the Committee of the Company	Nil	
Other Directorships / Membership or Chairmanship of Committees of other Boards	Name of the Company	Committee Membership, if any
	■ Listed Companies	
	-	-
	■ Unlisted Companies	
	1. Tropicana Exports Pvt. Ltd.	-
2. Precision Processors (India) Pvt. Ltd.	-	
Details of Remuneration	Remuneration as stated in Item No. 6 of the Explanatory Statement of the Notice of the 30th AGM.	
Shareholding in the Company (as on 31.03.2019)	1,19,270 Equity Shares of Rs. 10/- each	
Relationship	Not related to any Director or Key Managerial Personnel	
Terms and conditions of appointment or re-appointment	Re-appointment as Wholetime Director, for 3 (three) year with effect from 01-Apr-19. Not liable to retire by rotation.	

Note: for further particulars please refer to Corporate Governance Report & Directors' Report



CERTIFICATION BY CFO OF THE COMPANY

- A.** We have reviewed Financial Statements and the Cash Flow statement for the year ended 31-Mar-19 and that to the best of our knowledge and belief;
- B.** these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- C.** These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- D.** There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's Code of Conduct.
- E.** We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- F.** We have indicated to the Auditors and the Audit Committee:
- (1) Significant changes in internal control over financial reporting during the year;
 - (2) Significant changes in accounting policies during the year and that the same have been disclosed in the Notes to the Financial Statements; and
 - (3) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.
- G.** We further declare that all Board members and Senior Management personnel have affirmed compliance with the Code of Conduct of the Company during the year under review.

Place: Kolkata
Date : 6th May, 2019

Bhawani Shankar Rathi
Wholetime Director

Girdhari Lal Dadhich
Chief Financial Officer

DIRECTORS' REPORT TO THE SHAREHOLDERS

Dear Members,

Your Directors are pleased to present the Thirtieth Annual Report together with the Audited Financial Statements for the year ended March 31, 2019.

Financial Highlights

(Rs. in lakhs, except equity share data)

Particulars	Consolidated		Standalone	
	Year ended 31.3.2019	Year ended 31.3.2018	Year ended 31.3.2019	Year ended 31.3.2018
Total Income	1864.25	2171.74	1856.87	2163.61
Cash Profit	646.93	505.80	603.36	494.52
Less: Depreciation	53.13	50.39	52.64	49.87
Profit before Tax	593.80	455.41	550.72	444.65
Less: Provision for Taxation	141.24	115.66	139.50	114.00
Add / (Less): Deferred Tax	(8.15)	25.45	(1.72)	22.15
Profit after Tax (Net of adjustment for earlier years)	450.06	365.20	415.20	353.14
Other Comprehensive Income	(6.82)	10.28	0.67	3.05
Add : Retained Earning brought forward	2853.22	2573.83	2722.09	2461.99
Balance available for appropriation	3296.46	2949.31	3137.96	2818.18
APPROPRIATION				
Less: Dividend Paid (Including Dividend Tax)	96.25	96.09	96.25	96.09
Balance carried to Balance Sheet	3200.21	2853.22	3041.71	2722.09
Earnings per Share (Rs.10/- each)				
Basic (in Rs.)	5.64	4.57	5.20	4.42
Diluted (in Rs.)	5.64	4.57	5.20	4.42

Operational Review

In 2018-19, your Company's total Income from Operations stood at Rs.1808.72 lacs as against Rs. 2067.65 lacs during the previous year.

Your Company continued its focus on fee based activities (Investment Banking) and income therefrom was Rs. 1122.61 lacs as against Rs. 987.40 lacs during the previous year, recording an increase of 13.69%. It continues to be the thrust area for the Company.

Income from Capital Market Operation for the year has been Rs. 257.93 lacs as against Rs. 232.91 lacs during the previous year.

Income from Other Sources was at Rs. 48.14 lacs as against Rs. 95.96 lacs during the previous year.

There has not been any change in the nature of business of the Company during the year.

Indian Accounting Standards

Pursuant to the notification dated February 16, 2015 issued by the Ministry of Corporate Affairs, the Company has adopted the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standard) Rules, 2015. Accordingly, the Financial Statements have been prepared in compliance with Ind AS. Consequently, the subsidiary, associate and joint venture companies also have adopted Ind AS (irrespective of their net worth).

Dividend & Reserves

The Board of Directors is pleased to recommend a dividend of Re. 1/- per share (10%) for the year ended March 31, 2019, subject to the approval of the Members at the 30th Annual General Meeting.

During the year under review, there was no transfer to General Reserve (Previous year Rs. Nil).

Employee Stock Option Scheme

No shares have been issued under the SFSL Employee Stock Option Scheme, 2011 during the FY 2018-19. Disclosures with respect to Stock Options, as required under Regulation 14 of the SEBI SBEB Regulations are available on the Company's website <http://www.sumedhafiscal.com> under the section INVESTORS/ESOP DISCLOSURE.

Your Company's Auditors, M/s. V. Singhi & Associates have certified that the Employees Stock Option Scheme of the Company have been implemented in accordance with the Regulations and the resolutions passed by the members in this regard.

Share Capital

The Paid-up Equity Share Capital as at March 31, 2019 stood at Rs. 7,98,44,240/-. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2019, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

Management Discussion and Analysis Report

In terms of requirements of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), a Management Discussion and Analysis Report is attached **Annexure - I** forming part of this Report.

Report on Corporate Governance

In terms of requirements of Regulation 34 of the SEBI LODR, a Report on Corporate Governance together with Auditors' Certificate regarding compliance of Conditions of Corporate Governance are attached as **Annexure - II** and **Annexure - III**, forming part of this Report.

Consolidated Financial Statement

In accordance with Section 136 of the Companies Act, 2013 and Regulation 34 of the Listing Regulations read with other applicable provisions, your Directors have attached the Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, prepared in accordance with applicable Ind AS, which form a part of the Annual Report. The financial statements including consolidated financial statements and the audited accounts of the subsidiary are available on the Company's website <http://www.sumedhafiscal.com/financials.asp>.

Accordingly a statement in Form AOC-1 is attached to the Financial Statements of the Company for your information.

Performance Subsidiary:

SFSL Commodity Trading Pvt. Ltd. - Subsidiary

During the year the Company recorded Total Revenue of Rs.18,17,379/- (previous year Rs. 17,22,525/-) and Net Profit of Rs. 82,770/- for the year ended 31st March, 2019 (Previous Year: Rs. 10,04,544/-).

The subsidiary has formally discontinued commodity trading activities (Membership with MCX) from April 1, 2019, considering overall profitability and risks associated with commodity trading.

Performance of Associate Companies

US Infotech Pvt. Ltd.

During the year the Company recorded Total Revenue of Rs.51,33,289/- (previous year Rs. 52,64,855/-) and Net Profit of Rs. 24,41,885/- for the year ended 31st March, 2019 (Previous Year: Rs. 25,84,553/-).

The financial results includes outcome of operations of the Transferor Companies [Capita Finance Services Ltd., SFSL Risk Management Services Pvt. Ltd., SFSL Insurance Advisory Services Pvt. Ltd., APC Plants Pvt. Ltd., Hitech Tradecom Pvt. Ltd. (previously Associate/Group Companies) as well as other companies - Cardrone Trading Ltd. and Hitech Tradecom Pvt. Ltd.] merged with the Company (effective April 1, 2017).

The Company continues to explore growth opportunities.

Brandshoots Ventures Pvt. Ltd.

During the year the Company recorded a revenue of Rs. 7,09,367/- (Previous year : Rs. 6,38,931/-) and booked Net Loss of Rs. 6,95,425/- for the year ended 31st March, 2019 (Previous year : Rs. 4,49,499/-).

The Company is building requisite eco-system to support start-up entities.

Sumedha Management Solutions Pvt. Ltd. (IPE)

During the year the Company recorded a revenue of Rs. 6,69,08,158/- (Previous year : Rs. 1,04,43,192/-) and Net Profit of Rs. 97,02,763/- for the year ended 31st March, 2019 (Previous year : Rs. 10,09,219/-).

Material Subsidiary

In accordance with the Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('Listing Regulations'), the unlisted subsidiary of this Company is not a material subsidiary. The Company has formulated a policy for determining material subsidiary. The policy has can be accessed at the Company's website at http://www.sumedhafiscal.com/material_subsidary.pdf.

Corporate Social Responsibility

The Company is not yet required to comply to with the requirement associated with Section 135 of the Companies Act, 2013.

Business Responsibility Report

The Company is not required to comply with the requirements associated with Regulation 34(2)(f) of the Listing Regulations, 2015.

Secretarial Standards

The applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

Directors' Responsibility Statement

To the best of knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3)(c) of the Companies Act, 2013:

- (i) that in the preparation of the Annual Accounts for the year ended March 31, 2019, the applicable accounting standards have been followed and there are no material departure;
- (ii) 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 as at March 31, 2019 and profits of the Company for the year ended on that date;
- (iii) that Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the annual accounts have been prepared on a going concern basis;
- (v) that 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 have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2019.

Directors

Members of the Company at its 29th Annual General Meeting held on 15th September, 2018, approved re-appointment of Mr. Anil Kumar Birla (DIN – 00015948) as a Director liable to retire by rotation.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Bijay Murmuria (DIN: 00216534), Director, retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. The Board of Directors on recommendation of the Nomination and Remuneration Committee has recommended his re-appointment.

Mr. S. A. Ramesh Rangan and Mr. Santanu Mukherjee have joined the Board as Additional Director and Independent Director of the Company and their offices are subjected to approval of the member of the Company. The Company has received their respective consents for appointment as Independent Director as well as Notices u/s. 160 of Companies Act, 2013 proposing their appointments. Nomination and Remuneration Committee and the Board of Directors have recommended their appointments. The matter is being placed before the members at the forthcoming Annual General Meeting for their required approvals.

The Independent Directors of your Company have confirmed that they meet the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Bhawani Shankar Rathi has been re-appointed for a period of 3 years by the Board of Directors on the recommendation of Nomination and Remuneration Committee. The Remuneration payable to Mr. Rathi would be considered at the forthcoming AGM. Statutory particulars about the same have been provided into the Explanatory Statement annexed to the Notice convening the Annual General Meeting.

Mr. Prabhat Agarwala, Independent Director, has resigned from the Board due to his other pre-occupations. The Board acknowledged his deep involvement and contributions in the affairs of the Company.

Board Evaluation

The Company had annual evaluation of its Board, Committees and individual Directors pursuant to the provisions of Companies Act, 2013 and Listing Regulations. The Nomination and Remuneration Committee (NRC) specified the methodology for effective evaluation of performance of Board and Committees and individual Directors and also finalised the Evaluation Statement (containing required particulars as per Guidance Note issued by the SEBI) and authorized the Board to undertake the evaluation process. The Evaluation Statement was reviewed by the Independent Directors.

The performance of individual directors was evaluated on parameters, such as, number of meetings attended, contribution made in the discussions, contribution towards formulation of the growth strategy of the Company, independence of judgement, safeguarding the interest of the Company and minority shareholders etc. The Board then evaluated the performance of the Board, Committees and the individual Directors in the prescribed manner.

Number of Meetings of the Board

Four meetings of the Board were held during the year ended 31st March, 2019.

Key Managerial Personnel (KMP)

The Company is having the following Key Managerial Personnel during the year

Name	Designation
Mr. Bhawani Shankar Rathi	Wholetime Director
Mr. Deb Kumar Sett	Company Secretary
Mr. Girdhari Lal Dadhich	Chief Financial Officer

Committees of the Board

The Board of Directors has the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

Loans, Guarantees or Investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186(4) of the Companies Act, 2013 are provided in the Notes to Financial Statements.

Vigil Mechanism/Whistle Blower Policy

The Company has a Whistle Blower Policy to report genuine concerns or grievances. The Whistle Blower Policy has been posted on the website of the Company http://www.sumedhafiscal.com/whistle_blower_policy.pdf.

Remuneration and Nomination Policy

The Company has updated its Nomination and Remuneration Policy for determining remuneration of its Directors, Key Managerial Personnel and Senior Management and other matters provided under Section 178(3) of the Companies Act, 2013 and Listing Regulations, adopted by the Board. The details of this policy have been posted on the website of the Company http://www.sumedhafiscal.com/remuneration_policy.pdf.

The Remuneration Policy has also been outlined in the Corporate Governance Report forming part of this Annual Report.

Related Party Transactions

All transactions entered with Related Parties for the year under review were in ordinary course of business and on arm's length basis and thus a disclosure in **Form AOC-2** in terms of Section 134 of the Companies Act, 2013 is not required. Further, there is no material related party transaction during the year. All related party transactions are mentioned in the Notes to Accounts.

All Related Party Transactions are placed before the Audit Committee (for approval) as well as the Board of Directors, on a quarterly basis. There has not been any Omnibus approval for such transactions pursuant to Regulation 23 of the Listing Regulations, 2015.

In line with the requirements of the Companies Act, 2013 and Listing Regulations, your Company has updated its Policy on Related Party Transactions which is also available on http://www.sumedhafiscal.com/policy_on_rpt.pdf. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

Risk Management Policy and Internal Financial Control

The Company has a risk management policy, the objective of which is to lay down a structured framework for identifying potential threats to the organisation on a regular basis, assessing likelihood of their occurrence, designate risk owners to continually evaluate the emergent risks and plan measures to mitigate the impact on the Company, to the extent

possible. The framework and the system are reviewed from time to time to enhance their usefulness and effectiveness. The policy recognizes that all risks in the business cannot be eliminated but these could be controlled or minimised through effective mitigation measures, effective internal controls and by defining risk limits.

A comprehensive Risk Management Framework has been put in place for each of the businesses segments of the Company which is stringently followed for the management of risks, including categorisation thereof based on their impact on the organisation. Such categorisation gives highest weightage to the risks which have the potential to threaten the existence of the Company. The risks with higher severity receive more attention and management time and it is the endeavour of the Company to strengthen internal controls and other mitigation measures on a continuous basis to improve the risk profile of the Company.

Risk Management System has been integrated with the requirements of internal controls as referred to in Section 134(5)(e) of the Companies Act, 2013 to evolve risk related controls.

Closure of Broking Operations

The Company has discontinued its Broking Operations with NSE, BSE & MCX (for Subsidiary) (effective April 1, 2019) considering overall profitability and risks associated therewith, in compliance with all regulatory requirements.

Deposits

The Company has neither accepted nor renewed any deposits during the year. No deposit has remained unpaid or unclaimed at the end of the year under review.

Going Concern Status

No significant and material orders have been passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operation in the future.

Material Changes and Commitments

Except closure of Broking Operations of the Company and its Subsidiary, there has not been any material change and commitment affecting the financial position of the Company occurred between the end of the Financial Year 2018-19 and the date of the Report.

Compliance System

Based on quarterly reports on the status of statutory compliance from Departmental Heads/ Responsibility Centres, the Company Secretary issues Certificate under Section 205 of the Companies Act, 2013 (Act) and Rules made thereunder. The Certificate is also endorsed by the Wholetime Director of the Company and placed before the Audit Committee and Board of Directors for review.

The status of Statutory Compliance is verified by the Internal Auditors and Secretarial Auditors pursuant to Sections 138 and 204 of the Companies Act, 2013 as well as Annual Secretarial Compliance Report pursuant to Reg. 24A of Listing Regulations.

Annual Return

Annual Return of the Company pursuant to the provisions of Section 92 of the Companies Act, 2013, has been uploaded to the website of the Company and can be accessed at http://www.sumedhafiscal.com/annual_return.asp. The extract of Annual Return in Form MGT-9 pursuant to aforesaid provision of the Companies Act, 2013 and Rules made there under, is attached to this report as **Annexure - IV**.

AUDITORS

Statutory Auditors

M/s. V. Singhi & Associates, Chartered Accountants, 4, Mangoe Lane, Ground Floor, Kolkata – 700001 (Firm Registration No. 311017E) were appointed as the Statutory Auditors of the Company for a period of 5 (five) consecutive years for the period from Financial Year 2018-19 to 2021-22, at the 28th AGM of the Company held on 23-Sep-17.

The Board and the Audit Committee has approved their continuation as Statutory Auditors of the Company for the Financial Year 2019-20, based on their consent and confirmation of eligibility dated May 6, 2019.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

Secretarial Audit

In terms of the requirements of Section 204 of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, M/s. A. K. Labh & Co., Practicing Company Secretaries has been re-appointed to conduct the Secretarial Audit of the Company for FY 2018-19.

Based on the consent received from M/s. A. K. Labh & Co. and recommendation of the Audit Committee, the Board has appointed them as Secretarial Auditor of the Company for FY 2019-20.

The Secretarial Audit Report and Annual Secretarial Compliance Report for FY 2018-19 (attached as **Annexure – V**) is free from any qualification.

Cost Audit

The Company is not engaged in production of goods or providing services pursuant to Section 148 of the Act and therefore not required to comply with the requirements thereunder.

Board's Response on Auditors' Qualification, Reservation or Adverse Remark or Disclaimer Made

There are no qualifications, reservations or adverse remarks made by the Statutory Auditors in their report or by the Practicing Company Secretary in their Secretarial Audit Report and Annual Secretarial Compliance Report for FY 2018-19. During the year, there has been no instances of frauds reported by Auditors under section 143(12) of the Companies Act, 2013.

Significant and Material Orders Passed by the Courts/ Regulators

None.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has a Prevention of Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the period under review, no complaint was received by the Internal Complaint Committee.

Conservation of Energy and Technology Absorption

Since the Company does not own any manufacturing facility, the other particulars relating to conservation of energy and technology absorption stipulated in the Companies (Accounts) Rules, 2014 are not applicable.

Foreign Exchange Earning and Outgo

Foreign Exchange earnings and outgo during the year under review were Rs. 7.62 Lacs and Rs. 10.00 Lacs, respectively (previous year Rs. 6.96 Lacs and Rs. 4.94 Lacs, respectively).

Risk Management

The Company, as an Intermediary (Merchant Banker, Stock Broker, Depository Participant, Portfolio Management Service provider) is registered with the Securities and Exchange Board of India (SEBI) and is required to comply with the prescribed risk management measures. Accordingly, the quarterly status of various risks being faced by the Company and measures for mitigation thereof are placed before the Audit Committee and Board of Directors of the Company, for review and appropriate measures. With closure of Broking Operations (effective April 1, 2019), risks associated therewith stand extinguished.

Further details about the pertinent risks are contained in the statement of Management Discussion and Analysis (**Annexure I**).

Particulars of Employees

The ratio of the remuneration of each Director to the median employee's remuneration and other particulars or details of employees pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are attached to this Report as **Annexure VI**. None of the employees of the Company is in receipt of remuneration coming under purview of the said Section/Rule.

A Statement comprising of top 10 employees in terms of remuneration drawn is annexed **Annexure VII**. The said Annexure is not being sent along with this Annual Report to the Members of the Company in line with the provisions of Section 136 of the Act. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company.

Key Financial Ratio

Key financial Ratios for the financial year ended March 31, 2019, are provided in the Management Discussion and Analysis Report.

Appreciation

We acknowledge our appreciation to Shareholders, Bankers, Regulators, National Stock Exchange, Multi-Commodity Exchange, Bombay Stock Exchange and Clients for their continued support. The Board also takes this opportunity to express its whole-hearted appreciation of the efforts put in by the employees at all levels. We look forward to the future with confidence and stand committed to creating a brighter future for all shareholders.

Place: Kolkata
Date: 18th May, 2019

On Behalf of the Board

Ratan Lal Gaggar
Chairman

Annexure – I

MANAGEMENT DISCUSSION & ANALYSIS

ECONOMY: REVIEW

The Reserve Bank of India in its Financial Stability Report issued on December 31, 2018 pointed out the need for:

- Containing the spill-over risk due to tightening of financial conditions in Advanced Economies, protectionist trade policies and increased global geopolitical tension adversely affecting inflow of capital and rate of interest.
- Reviving growth of gross domestic product (GDP) while inflation remains contained.
- Increased monitoring of lending from different sources (from depositors, credit market borrowings and other sources) as well as interconnectivity between banks and the non-banking entities.

Transformation of Market

Post World War-II, “**globalization**” was the buzz-word and that led to fall of Berlin Wall (1989) and subsequent re-unification of East and West Germany. It also led to the break-up of Soviet Union (1991). Such is the power of market forces. It was followed by waves of Information and Communications Technology (ICT) and Supply Chain Management (SCM). ICT enabled delivery of service to any location in the world through internet, leading to “**death of distance**”. SCM, on the other hand, hunts for lowest cost source of manufacturing and service and enables seamless flow of goods from producer/manufacturer to the ultimate customer. It has also enabled supplying the product just on time and reduced investment in inventory to minimum but enhanced **goods-in-transit** to phenomenal level. Emergence of Supply Chain has become the key differentiator for any business.

SCM ensures that a Walmart Store selling an item anywhere in the world, the change in the level of inventory is transmitted automatically to the designated supplier thereof for replenishing the stock. Combined effect of ICT and SCM has revolutionized the flow of goods and services. Survival/success of a business today is largely dependent upon effective marketing on digital platforms [search engines (Google), company websites] and supply synchronized through well-oiled Supply Chain. Global firms with multi-geographic locations often determines government policies through supply-chain network and gravitates to the lowest tax destination.

Economies are entering into automated as well as remote controlled manufacturing/ service process (Industrial Revolution 4.0) and gradually rendering repetitive human intervention un-necessary, except in the areas where the job cannot be done by application of artificial intelligence. This is leading to jobless growth of the economy, gradually narrowing the area of employment and employability for the middle-class population and resulting in friction in the society. Mass migration of people due to outcome of climate change and failure of state machinery vis-a-vis growing anti-immigration sentiment by citizens are shaping state policies. Fissures are surfacing in Brussels-based EU between strong economies of northern Europe and weak economies of southern Europe and UK (Brexit).

All these shall affect the size and location of the market. Now economic issues, to be successfully addressed, are required to be looked from wider perspective.

A business entity cannot afford to ignore the larger picture, in order to sustain and grow in an inter-connected world.

Capital Markets

With the global economy still in and out of turbulent times, the Indian capital markets often emerge as one of the most stable and sustainable of all emerging markets and are often crowned as a safe investment destination.

The promising corporate earnings combined with a rising domestic investor appetite could be the two main factors supporting the current trend. Development of junior platforms such as the NSE Emerge and BSE SME with a corresponding surge in offerings on these IPOs have been a remarkable trend in recent times.

Having overcome the effects of two bold moves by the current government, the demonetisation drive of 2016 and implementation of the Goods and Services Tax, the Indian economy is back on track with a better-than-expected corporate earnings and a stable GDP growth.

Recent Significant Capital Markets Amendments

There has been an increased focus on the transparency and corporate governance of the board of a listed company by emphasizing on the role of independent directors. The definition of independent director has been modified to enhance their accountability in a scenario where this role has often been called into question in the wake of several scams. A proposal for entry bar for the independent directors is also in the anvil.

The role of the independent directors will now be evaluated for their performance as well as fulfilment of the independence criteria by the board of a listed entity. Separation of the positions of chairperson from that of a managing director or a chief executive officer to be effective from the year 2020 for top 500 listed entities, to start with. The maximum number of directorships in listed companies for an Independent Director has been pegged at seven.

Initiatives by the government towards ease of doing business, enhanced sectoral caps, simpler mechanism to obtain approval for investment coupled by tax exemptions can help maintain a robust business environment for foreign investors leading to a larger inflow of capital.

Introduction of United Payments Interface (“UPI”) with the Application Supported by Blocked Amount (“ASBA”) mechanism would benefit retail investors with flexibility and reduce the time required for raising funds, drastically.

SEBI has mandated that listed “large corporates” (long term borrowing of Rs.100 crores or more with credit rating of “AA and above”) to raise 25% of its incremental borrowings through the bond market. The step is to reduce sole dependence for borrowings on banks and also help promote the bond market.

With such favourable regulatory environment, the Indian Capital Market should emerge as more attractive to both domestic and foreign investors. SEBI, as a torchbearer of the capital markets, by maintaining higher regulatory standards has demonstrated the depth and maturity of the Indian Capital Markets and is gradually helping restore and promote investor confidence.

Merger of Banks

For Banks, size matters and merger of banks bring value and efficiencies. The State Bank of India’s (SBI) merger with its own five associate banks, and the merger of Bharatiya Mahila Bank with SBI has been the first major case of merging multiple entities into one to create both scale and efficiencies. HDFC Bank, the largest private sector bank in India today, grew through a series of acquisitions. The amalgamation of ING Vysya with Kotak Mahindra Bank was to achieve significant gains. Dena Bank and Vijaya Bank have also come together to join Bank of Baroda. India needs a strong banking system, supported by six or seven globally competitive large banks as its pillars.

Outlook

In the latest edition of World Economic Outlook (WEO), released during 2019 Spring Meeting, India is expected to grow at 7.3 per cent in fiscal year 2019-20. This is 20 basis points lower than January outlook and 10 basis points lower than October’s forecast. Though the growth is estimated to go up at 7.5 per cent during 2020-21, still it will be 20 basis points lower than January and October 2018 forecast.

“India’s (GDP) growth is supported by the continued recovery of investment and robust consumption amid a more expansionary stance of monetary policy and some expected impetus from fiscal policy,” the report said.

It further said that nevertheless, reflecting the recent revision to the national account statistics that indicated somewhat softer underlying momentum, growth forecasts have been revised downward compared with the October 2018 WEO. It also said that growth in India is expected to stabilise at just short of 7¼ per cent over the medium term, based on continued implementation of structural reforms and easing of infrastructure bottlenecks.

The report advised that continued implementation of structural and financial sector reforms with efforts to reduce public debt remain essential to secure the economy’s growth prospects. In the near term, continued fiscal consolidation is needed to bring down elevated public debt. This should be supported by strengthening Goods and Services Tax compliance and further reducing subsidies.

The report noted that important steps have been taken to strengthen financial sector balance sheets, including through accelerated resolution of non-performing assets under a simplified bankruptcy framework. These efforts should be reinforced by enhancing governance of public sector banks.

“Reforms to hiring and dismissal regulations would help incentivise job creation and absorb the country’s large demographic dividend; efforts should also be enhanced on land reform to facilitate and expedite infrastructure development,” it said.

Talking about global outlook, Chief Economist at IMF Gita Gopinath in her blog titled The Global Economy: A Delicate Moment said that weakness in global expansion is expected to persist into the first half of 2019 from second half of 2018. Accordingly, IMF’s new World Economic Outlook projects a slowdown in growth in 2019 for 70 per cent of the world economy. Global growth softened to 3.6 per cent in 2018 and is projected to decline further to 3.3 per cent in 2019.

Highlights of Financial Performance during FY 2018-19

- Total Income from Operation of Rs. 1809 Lacs (Rs. 2068 Lacs for FY17-18)
- Profit Before Tax of Rs. 551 lacs (Rs. 445 lacs in FY17-18)
- Net Profit of Rs. 415 lacs (Rs. 353 lacs in FY17-18)
- Basic EPS after extra ordinary items stood at Rs. 5.21, compared to Rs. 4.42 in FY17-18.

BUSINESS OVERVIEW

Investment Banking

Investment Banking continues to be the major revenue earning division of the Company, contributing around 61% to total revenue for the year under review. Performance of this segment improved overall in revenue terms but below its potential due to stagnant investment climate in the economy and weak corporate investment activity. Reluctance of public sector banks for fresh lending due to regulatory restrictions and uncertainties of repayment/recovery also contributed to the scenario.

The Company provides merchant banking, loan syndication, financial restructuring, portfolio resolution of stressed assets, M&A and equity placements under its investment banking division. In spite of challenging situation in the market Income from this segment has recorded Rs. 1123 lacs (previous year Rs. 987 lacs).

Capital Market Operation

Capital Market Division of the Company offers equity, currency and commodity broking and wealth management for institutional and individual clients.

The market remained buoyant during most of the year and driven mainly by transactions from FIIs and domestic Institutions as well. Participation of common man has been very low. The scenario is featured with low margin, high investment in hardware and software, high compliance cost and growing regulatory requirements. The Company has recorded an income of Rs. 133 lacs against Rs. 233 lacs during FY17-18.

Risks & Concerns

The company is subject to following broad risks -

- Operational Risk
- Market Risk
- Financial Risk
- Compliance Risk

The Company is having a system of risk management commensurate with its size and nature of activities to address the consequent vulnerability. Quarterly reports on relevant areas are placed before the Audit Committee and the Board of Directors of the Company. All major risks are identified, monitored and acted upon within the internal framework. However the Company is not yet required to constitute a Risk Management Committee pursuant to Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Closure of Broking Operation

The Company has discontinued its Broking and related operations, (effective April 1, 2019) considering the overall profitability and risks involved, in compliance with all regulatory formalities.

Internal Control Systems

The Company currently operates in areas related to Investment Banking and Wealth Management. The Company is having all the required regulatory approvals with clear demarcation of operational and compliance responsibilities. Quarterly status thereof are reviewed by the Internal Auditors (external) and placed before the Audit Committee and the Board for remedial measures, if any.

There has been no material developments in the area of Human Resources.

The Company had 70 permanent employees during the year under review.

Key Financial Ratios

[Pursuant to Schedule V(B) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Details of significant changes in key financial ratios, along with detailed explanations therefor:

Ratio Analysis	2019		2018		Remarks
Debtor Turnover	393469/1856870	0.21	516615/2163616	0.24	Decreased by 12.50%
Inventory Turnover	700438/1856870	0.38	511578/2163616	0.24	Increased by 58.33% (a)
Operating Profit Ratio%	467843/1856870	25.20	403010/2163616	18.63	Increased by 35.26% (b)
Net Profit Ratio%	415207/1856870	22.36	353138/2163616	16.32	Increased by 37.01% (c)
Debts Equity Ratio%	18577/798442	0.02	23779/798442	0.03	NIL
Interest Coverage Ratio%	90 Times		86 Times		Increased by 4.65%
Current Ratio%	3027117/103404	29.27	2687512/193855	13.86	Increased by 111.18% (d)
Return on Networth%	10.28		9.50		Increased by 8.21%

NOTE : (a) Majorly due to increase of fund deployment towards Capital market exposure.

(b) Majorly due to improvement in overall revenue from Investment Banking.

(c) Majorly due to improvement in overall revenue from Investment Banking.

(d) Majorly due to increase of available funds in liquid instruments.

Details of change in return on Net Worth as compared to the immediately previous Financial Year along with a detailed explanation thereof:

There has been marginal increase in return to net worth by 0.78 % to 10.28 % for the FY19 compared to 9.50 % for the FY 18 due to increase in operating profit by 35.26%.

Cautionary Statement

This Management Discussion and Analysis provides the details of the Company objectives. Statements detailed here are not exhaustive but are for information purposes only. The actual performance of the Company in future may vary substantially from those outlined herein. Some of the statements written herein are forward looking and should not be construed as a guarantee of performance. The readers must exercise their due diligence before forming any opinion based on this statement.

For and on behalf of the Board

Place: Kolkata

Date: 18th May, 2019

Ratan Lal Gaggar
Chairman

Annexure – II

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company is of the belief that sound Corporate Governance is vital to enhance and retain stakeholders' trust. Good Governance underpins the success and integrity of the organisation, institutions and markets. It is one of the essential pillars for building an efficient and sustainable environment, systems and practices to ensure that the affairs of the Company are being managed in a way which ensure accountability, transparency, fairness in all its transactions in the widest sense and meeting its stakeholder's aspirations and societal expectations. Your Company is committed to adopt the best governance practices and their adherence in the true spirit at all times. It envisages the attainment of a high level of transparency and accountability in the functioning of the Company and in the way it conducts business internally and externally.

In line with the above philosophy, your Company continuously strives for excellence through adoption of best governance and disclosure practices. The Company recognises that good governance is a continuing exercise and thus reiterates its commitment to pursue highest standard of Corporate Governance in the overall interest of its stakeholders. Your Company has been consistently working for the betterment of the governance system and is committed to doing things in the right way which includes but not limited to compliance with its applicable statutory requirements.

THE HIGHLIGHT OF THE CORPORATE GOVERNANCE SYSTEM INCLUDES:

1. The Board of Directors of the Company is well represented with Executive, Non-Executive and Independent Non-Executive Directors with the Non-Executive Independent Director as Chairman. As on the date of this report, the Independent & Non-Executive Directors form 50% of the Board of Directors.
2. The Board has constituted several Committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, as required statutorily. The Board is empowered to constitute additional functional Committees depending upon the business needs. Accordingly, Management Committee of Directors has been formed to address routine decision-making requirements in ordinary course of its business.
3. The Company has established a Code of Conduct for Directors and Senior Management of the Company.
4. Whistle Blower Policy wherein the Employees and Directors may have the direct access to the Chairperson of the Audit Committee.
5. Risk Management framework to identify the risk for its businesses, to assess the probability of its occurrence and its mitigation plans. The information about the framework is placed before the Board of Directors and the Audit Committee, periodically.

BOARD OF DIRECTORS

The Company is managed and guided by the Board of Directors. The Board formulates the strategy, regularly reviews the performance of the Company and determines the purpose and values of the Company. The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness and ensures that the long-term interests of the shareholders are being served. The Board with the support of the Wholetime Director and senior executives oversees the functional matters of the Company.

As on the date of this report, the Board comprises of 10 (ten) Directors - 5 (five) Non-Executive and Independent Directors, 4 (four) Non-Executive Non-Independent Directors [including 1(one) Woman Director] and 1 (one) Wholetime Director. All the members of the Board are persons with professional expertise and valuable experience in their respective areas of specialisation and bring a wide range of skills and experience to the Board.

Subsequent to the last Report of the Board, Mr. S. A. Ramesh Rangan and Mr. Santanu Mukherjee, both veteran bankers (formerly Deputy Managing Directors, State Bank of India) have joined the Board as Independent Directors.

Mr. Prabhat Agarwala, Independent Director, has resigned from the Board due to his pre-occupation with his other area of activities.

None of the Directors on the Board is a Member on more than 10 Committees, and Chairperson of more than 5 Committees across all listed companies in which he is a Director. Necessary disclosures regarding Committee positions have been made by the Directors.

Meetings of the Board

The Board of Directors met four times during the FY 2018-19 ended on March 31, 2019. The interval between any two successive meetings did not exceed one hundred and twenty days. Board Meetings were held on May 19, 2018, August 11, 2018, November 10, 2018 and February 9, 2019.

INDEPENDENT DIRECTORS

All the Independent Directors have confirmed that they meet the criteria as stipulated under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with Section 149(6) of the Companies Act, 2013. All such declarations were placed before the Board. The maximum tenure of Independent Directors is in compliance with the Companies Act, 2013 and the terms and conditions of their appointment have been disclosed on the website of the Company. Particulars of the Independent Directors are stated in the following table viz. "COMPOSITION OF THE BOARD".

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

All the Directors including Independent Directors are provided with the necessary documents / brochures, reports and internal policies, codes of conduct to enable them to familiarise with the Company's procedure and practices. Directors are regularly updated on performance of each line of business of the Company, business strategy going forward and new initiatives being taken / proposed to be taken by the Company through presentation. The details of the familiarisation programme of the Independent Directors are available on the Company's website at http://www.sumedhafiscal.com/familiarization_programme.pdf.

COMPOSITION OF THE BOARD

The composition of the Board of Directors, their attendance at Board Meetings held during the year and at the last Annual General Meeting (AGM) as also the details of Directorships and Committee positions held by them in other companies are given below:

Name of the Director	Category	No. of Board Meetings		Attendance at last AGM held on September 15, 2018	No. of other Directorships* ¹	No. of Committees position held in other companies* ²	
		Held	Attended			Chairman	Member
Mr. Ratan Lal Gagar, Chairman DIN: 00066068	Independent Non-Executive Director	4	4	Yes	9	1	8
Dr. Basudeb Sen DIN: 00056861	Independent Non-Executive Director	4	3	Yes	1	1	2
Mr. S.A. Ramesh Rangan* ³ DIN: 07586413	Independent Non-Executive Director	2	2	NA	-	-	-
Mr. Santanu Mukherjee* ⁴ DIN: 07716452	Independent Non-Executive Director	-	-	NA	5	-	5
Mr. Vijay Maheshwari DIN: 00216687	Promoter & Non-Executive Director	4	2	Yes	2	1	1

Name of the Director	Category	No. of Board Meetings		Attendance at last AGM held on September 15, 2018	No. of other Directorships* ¹	No. of Committees position held in other companies* ²	
		Held	Attended			Chairman	Member
Mr. Prashant Shekhar Panda DIN: 00596554	Independent Non-Executive Director	4	4	Yes	2	1	1
Mr. Prabhat Agarwala* ⁵ DIN: 01063586	Independent Non-Executive Director	4	4	No	-	-	-
Mr. Anil Kumar Birla DIN: 00015948	Non-Executive Director	4	3	Yes	-	-	-
Mr. Bijay Murmuria DIN: 00216534	Promoter & Non-Executive Director	4	4	Yes	1	-	-
Mrs. Garima Maheshwari* ⁶ DIN: 07001628	Non-Executive Director	4	1	No	-	-	-
Mr. Bhawani Shankar Rathi, Wholetime Director DIN: 00028499	Promoter & Executive Director	4	4	Yes	-	-	-

*1 Excludes Directorships in Private Limited Companies, Foreign Companies and Section 8 Companies.

*2 The Committees considered for the purpose are those prescribed under Regulation 26(1) of Listing Regulations i.e. Audit Committee and Stakeholders Relationship Committee of Public Limited Companies, whether listed or not.

*3 Mr. S. A. Ramesh Rangan was appointed on 10-Nov-2018.

*4 Mr. Santanu Mukherjee was appointed on 18-May-2019

*5 Ceased w.e.f. 25-Apr-2019

*6 Daughter-in-law of Mr. Vijay Maheshwari, Director

Name of other listed entities where Directors of the Company holds Directorship and category of such Directorship:

Name of Director	Name of listed entity	Category of Directorship
Mr. Ratan Lal Gaggar, Chairman	Duroply Industries Ltd.	Independent Director
	TIL Ltd.	Independent Director
	International Combustion (India) Ltd.	Independent Director
	Machino Plastics Ltd.	Independent Director
	Shree Cement Ltd.	Independent Director
Dr. Basudeb Sen	Dhunseri Ventures Ltd.	Independent Director
Mr. S. A. Ramesh Rangan* ¹	-	-
Mr. Santanu Mukherjee* ²	Bandhan Bank Ltd.	Independent Director
	Donear Industries Ltd.	Independent Director
	Suven Life Sciences Ltd.	Independent Director
Mr. Vijay Maheshwari	Paramount Communications Ltd.	Independent Director
Mr. Prashant Shekhar Panda	-	-
Mr. Prabhat Agarwala* ³	-	-
Mr. Anil Kumar Birla	-	-
Mr. Bijay Murmuria	-	-
Mrs. Garima Maheshwari	-	-
Mr. Bhawani Shankar Rathi, Wholetime Director	-	-

*1 Mr. S. A. Ramesh Rangan was appointed on 10-Nov-2018.

*2 Mr. Santanu Mukherjee was appointed on 18-May-2019

*3 Ceased w.e.f. 25-Apr-2019

Skills, expertise and competence of the Board

The Directors of the Company comprise qualified and well experienced members who bring in the required skills, experience, competence and expertise effectively contributing to the Board and Committee proceedings. The Board members are committed to ensuring that the Board is in compliance with the highest standards of corporate governance.

The individual members of the Board of Directors have been identified with the key skills, expertise, competence and attributes in various functional spheres which are required in the context of the Company's business including effective functioning of the Company under overall superintendence of relevant collective body.

Sl. No.	Nature of key skills, expertise, and competence and attributes	Whether such key skills, expertise, and competence and attributes are available with the Company's Board
1.	Domain expertise in Investment/ Merchant Banking	Yes
2.	Sound knowledge and expertise in Financial Service matters	Yes
3.	Expertise in Legal, Governance and Risk management	Yes
4.	Business development, Sales and marketing	Yes
5.	Leadership qualities and management expertise	Yes

Independence of Independent Directors

The Board of Directors of the Company is of the opinion that the Independent Directors on the Board fulfill the conditions specified under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and are independent of the executive management of the Company.

Resignation of Independent Director

Mr. Prabhat Agarwala (DIN: 01063586) has resigned as an Independent Director of the Company with effect from April 25, 2019. Of late he had become more occupied with his own business and was unable to provide adequate time to the Company and requested the Company to release him.

In his letter of resignation (dated 24-Apr-2019) he also informed that there was no other reason for his resignation (material or otherwise).

Board Functioning and Procedure

Board Meeting Frequency and Circulation of Agenda Papers

The Board and its Committees meet at regular intervals for discussion on agenda circulated well in advance by the Company. All material information are incorporated in the agenda for facilitating meaningful and focused discussion at the meeting. Where it is not practical to attach or send the relevant information as a part of agenda papers, the same are tabled at the Meeting.

The Company has proper systems to review the status of compliance of all applicable laws as well as to suggest remedies for compliance deficiencies, if any. The status of compliance is reviewed quarterly by the Board and the Audit Committee.

Presentation by the Management

The senior management of the Company is invited at the meetings to make presentations to the Board, covering operations of the businesses of the Company, Strategy and Business Plans and to provide clarifications as and when necessary.

Access to Employees

The Directors bring an independent perspective on the issues deliberated by the Board. They have complete and unfettered access to any information of the Company and to any employee of the Company.

Availability of Information to the Board Member Includes

- Performance of each line of business, business strategy going forward, new initiatives being taken/proposed to be taken and business plans of the Company.
- Annual operating plans and budgets including capital expenditure budgets and any updates.
- Quarterly results of the Company including results of the business segments.
- Minutes of the meetings of Committees of the Board.
- The information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in the financial obligations to and by the Company, or substantial non-payment for goods sold / services provided by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature.
- Judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Sale of material, nature of investments, subsidiaries, assets, which is not in normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by the management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory nature or listing requirements and shareholders servicing issues, such as non-payment of dividend, delay in share transfer etc.
- Statutory compliance report of all laws applicable to the Company.
- Details of the transactions with the related parties.
- General notices of interest of directors.
- Appointment, remuneration and resignation of Directors.

Post Meeting follow up Mechanism

The important decisions taken at the Board / Committee meetings are promptly communicated to the respective units/departments. Action taken report on the decisions of the previous meeting(s) is placed at the immediately succeeding meeting of the Board/ Committee for information and review by the Board.

Re-appointment of Director

The information / details pertaining to Director seeking appointment/re-appointment in ensuing Annual General Meeting (AGM), are provided in the Notice for the AGM. The Notice contains the relevant information, like brief resume of the Directors, nature of their expertise in specific functional areas and names of the companies in which they hold Directorship and Membership of any Committee of the Board.

Board Committees

The Board of Directors have constituted following statutory Committees to function according to applicable statutory guidelines under Companies Act, 2013 and Listing Regulations -

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance are provided below:

(I) Audit Committee

Composition, Meetings & Attendance

The Committee is headed by an Independent Director and consists of the members as stated below. The Audit Committee met four times during the FY 2018-19 ended on March 31, 2019 i.e. on May 19, 2018, August 11, 2018, November 10, 2018 and February 9, 2019. The composition and attendance of each Audit Committee Member is as under:-

Name of the Member	Category	No. of Board Meetings	
		Held	Attended
Mr. Prashant Shekhar Panda, Chairman	Independent Non-Executive Director	4	4
Mr. S. A. Ramesh Rangan *	Independent Non-Executive Director	1	1
Mr. Santanu Mukherjee **	Independent Non-Executive Director	-	-
Mr. Prabhat Agarwala ***	Independent Non-Executive Director	4	4
Mr. Bijay Murmuria	Promoter & Non-Executive Director	4	4

* Appointed on 10-Nov-2018; ** Appointed on 18-May-2019; ***Ceased w.e.f. April 25, 2019.

The Chairperson of the Audit Committee attended the last AGM held on September 15, 2018 to answer the shareholders' queries.

The terms of reference of the Committee inter-alia include:-

- (i) Reviewing the Company's financial reporting process and its financial statements.
- (ii) Reviewing the accounting and financial policies and practices and compliance with applicable accounting standards.
- (iii) Reviewing the efficacy of the internal control mechanism, monitor risk management policies adopted by the Company and to ensure compliance with regulatory guidelines.
- (iv) Reviewing reports furnished by the Internal and Statutory Auditors, and to ensure that suitable follow-up action is taken.
- (v) Examining accountancy and disclosure aspects of all significant transactions.
- (vi) Reviewing with management the quarterly, half yearly & annual financial statements including review of qualifications, if any, in the Audit Report before submission to the Board for approval.
- (vii) Recommending appointment of External and Internal Auditors and fixation of audit fees.
- (viii) Seeking legal or professional advice, if required.
- (ix) Approval or any subsequent modifications of transactions of the Company with related parties.
- (x) Scrutiny of Inter-Corporate loans and investments.
- (xi) Valuation of undertakings or assets of the Company, wherever required.

The constitution and terms of reference of the Audit Committee meet the requirements of Regulation 18 of the Listing Regulations read with the relevant provisions of Section 177 of the Companies Act, 2013. The Company Secretary is the Secretary to the Audit Committee.

(II) Nomination and Remuneration Committee (NRC)

Composition, Meetings & Attendance

The NRC is headed by an Independent Director and consists of the members as stated below. The NRC met thrice during the FY 2018-19 ended on 31st March, 2019, is on May 19, 2018, November 10, 2018 and February 9, 2019.

The composition and attendance of each NRC Member is as under:-

Name of the Member	Category	No. of Board Meetings	
		Held	Attended
Mr. Prashant Shekhar Panda, Chairman	Independent Non-Executive Director	3	3
Mr. S. A. Ramesh Rangan *	Independent Non-Executive Director	1	1
Mr. Santanu Mukherjee **	Independent Non-Executive Director	-	-
Mr. Prabhat Agarwala ***	Independent Non-Executive Director	3	3
Mr. Vijay Maheshwari	Promoter & Non-Executive Director	3	3
Mr. Bijay Murmuria	Promoter & Non-Executive Director	3	3

* Appointed on 10-Nov-2018; ** Appointed on 18-May-2019; ***Ceased w.e.f. April 25, 2019.

The broad terms of reference of the NRC include:

- To identify persons who are qualified to become Directors (Executive, Non-Executive and Independent Directors) and who may be appointed in senior management in accordance with the criteria laid down,
- To recommend to the Board their appointment and removal.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the directors (Executive, Non-Executive and Independent Directors), key managerial personnel and other employees.
- To specify the manner of effective evaluation of performance of the Board of Directors, its committees and individual directors and review implementation and thereof.
- Plan for succession of Board members and Key Managerial
- Personnel; Devising a policy on Board diversity;
- Recommend to the Board, all remuneration, in whatever form, payable to senior management.

The constitution and term of reference of the NRC meet the requirements of Regulation 19 of the Listing Regulations and Section 178 (1) & (2) of the Companies Act, 2013.

Remuneration Policy

In terms of the provisions of the Companies Act, 2013 and the Listing Regulations, the Board of Directors of the Company has adopted Remuneration Policy for remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management, which forms part of this Annual Report. The Nomination and Remuneration Committee inter-alia identifies persons qualified for appointment as Directors and in senior management positions and recommends their remunerations. Remuneration of the Wholetime Director is recommended by the Board of Directors, subject to approval of the shareholders. The details of the Remuneration Policy has been posted on the website of the Company - http://www.sumedhafiscal.com/N_R_Policy_wef01042019.pdf

Remuneration of Wholetime Director

The remuneration of the Wholetime Director is recommended by the Nomination and Remuneration Committee to the Board of Directors and after approval by the Board the same is approved by the shareholders. Wholetime Director does not receive any sitting fee for attending the Board and Committee meetings. He has not been issued any stock option during the Financial Year 2018-19. The details of remuneration paid/payable to Mr. B. S. Rathi, Wholetime Director for the year ended March 31, 2019 are as under:

Mr. B. S. Rathi, Wholetime Director (FY 2018-19)	Rs.
Salary	15.60 lacs
Bonus	1.95 lacs
House Rent Allowance	3.00 lacs
Other allowances	2.40 lacs
Employer's Contribution to PF	1.87 lacs
Leave Encashment	0.33 Lacs
Total	25.15 lacs

Remuneration of Directors

Details of remuneration paid to Directors during the financial year 2018-19

Name of Directors	Meetings Fees	Guarantee Commission^{*1}	Salary & Perks	Total	No. of Shares held as on 31-Mar-19
	(₹)	(₹)	(₹)	(₹)	
Mr. Ratan Lal Gaggar, Chairman	45,000	-	-	45,000	-
Dr. Basudeb Sen	40,000	-	-	40,000	4,000
Mr. S. A. Ramesh Rangan ^{*2}	50,000	-	-	50,000	-
Mr. Vijay Maheshwari	40,000	1,25,000	-	1,65,000	16,69,220
Mr. Prashant Shekhar Panda	1,25,000	-	-	1,25,000	-
Mr. Prabhat Agarwala ^{*3}	1,15,000	-	-	1,15,000	2,500
Mr. Anil Kumar Birla	35,000	-	-	35,000	6,000
Mr. Bijay Murmuria	1,15,000	1,25,000	-	2,40,000	3,69,920
Mr. Bhawani Shankar Rathi, Wholetime Director	-	-	25,14,867	25,14,867	1,19,270
Mrs. Garima Maheshwari	10,000	-	-	10,000	25,000
Total	5,75,000	2,50,000	25,14,867	33,39,867	

¹ Guarantee Commission paid for providing personal guarantee for credit facilities availed by the Company;

²Appointed w.e.f. November 10, 2018. ³Ceased w.e.f. April 25, 2019

Status of requests received from shareholders during FY 2018-19

Type of Requests	Pending at the beginning of the year (01.04.2018)	Received during the year	Disposed of during the year	Unresolved at the end of the year (31.03.2019)
Bank A/C Details	0	43	43	0
Change of Address	0	7	7	0
Duplicate Dividend Warrant	0	6	6	0
Name Deletion/Name Correction	0	6	6	0
Issue of Duplicate Certificate	0	9	9	0
Exchange of old Share Certificate	0	0	0	0
Revalidation of Dividend Warrant	0	2	2	0
Stop Transfer	0	1	1	0
Transmission	0	0	0	0
Annual Report	0	0	0	0
IEPF	0	2	2	0
Miscellaneous	1	6	7	0
TOTAL	1	82	83	0

Details of investor complaints received and resolved during the FY 2018-19 are as follows:

Pending at the beginning of the year	Received during the year	Redressed/Replied during the year	Pending at the year end
Nil	Nil	Nil	Nil

Other Committees

Management Committee of Directors

Apart from the above statutory committees, the Board of Directors has constituted Management Committee of Directors comprising of three (3) Directors to oversee routine matters that are in the normal course of the business. The Board of Directors has delegated certain powers to this Committee to facilitate the working of the Company.

GENERAL BODY MEETINGS

Particulars of the last three Annual General Meetings are as follows:-

Details of last three Annual General Meetings and particulars of Special Resolutions and Postal Ballot:

Financial Year ended	Date and time	Venue	Special Resolutions Passed
March 31, 2016	September 17, 2016 at 10.30 a.m.	Merchants' Chamber of Commerce & Industry, 15B Hemanta Basu Sarani, Kolkata - 700001.	No special resolution has been passed
March 31, 2017	September 23, 2017 at 10.30 a.m.		No special resolution has been passed
March 31, 2018	September 15, 2018 at 10.30 a.m.		Special Resolutions were passed in respect of the following - <ol style="list-style-type: none"> 1. Re-appointment for the second term as Independent Director - <ul style="list-style-type: none"> ● Mr. Ratan Lal Gagar ● Dr. Basudeb Sen ● Mr. Prashant Shekhar Panda 2. Modification of SFSL Employees Stock Option Scheme 2011; 3. Modification of Grant of options to the Employees of the Subsidiaries of the Company under SFSL Employees Stock Option Plan 2011.

No special resolution was passed by the Company last year through Postal Ballot. No special resolution is proposed to be conducted through Postal Ballot.

MEANS OF COMMUNICATION

a) Quarterly Results in newspapers & websites:

Quarterly, half-yearly and annual financial results are uploaded/submitted to designated website/email ID of BSE & CSE, in the prescribed manner followed by publication in prominent dailies [Financial Express (English) and Aajkal (Bengali)] in the form and manner prescribed by Regulation 33 and 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same are also made available at the Company's website, as required.

b) Website www.sumedhafiscal.com:

Detailed information on the Company's business and services offered; quarterly / half yearly / nine months and annual financial results and quarterly distribution of Shareholding as well as other regulatory information are displayed on the Company's website.

c) Exclusive email ID for investors:

The Company has designated the email id investors@sumedhafiscal.com exclusively for investor servicing, and the same is prominently displayed on the Company's website www.sumedhafiscal.com. The Company strives to reply to the complaints within a period of 6 working days.

d) Annual Report:

Annual Report contains, inter-alia, Audited Annual Stand-alone Financial Statement, Consolidated Financial Statement, Directors' Report and Auditors' Report. The Management Perspective, Business Review and Financial Highlights are also part of the annual report.

e) Intimation to Stock Exchanges:

The Company periodically intimates stock exchanges all regulatory and price sensitive information and other information are material and of relevance to the shareholders.

GENERAL SHAREHOLDER INFORMATION

a) Annual General Meeting

Date : September 14, 2019 (Saturday)
Time : 10.30 a.m.
Venue : Merchants' Chamber of Commerce & Industry,
15B, Hemanta Basu Sarani, Kolkata – 700001.

b) Financial Year : April to March

Financial calendar for the financial year 2019-20 (tentative)

The tentative dates of meeting of the Board of Directors for consideration of quarterly financial results for the financial year ending on 31st March, 2020 are as follow:

First Quarter Results	: By middle of August, 2019
Second Quarter and Half yearly Results	: By middle of November, 2019
Third Quarter Results	: By middle of February, 2020
Fourth Quarter and Annual Results	: By end of May, 2020

c) Dividend

The Board of Directors at their meeting held on 18th May, 2019, recommended a Dividend of Re. 1/- per equity share of Rs. 10/- each, for the Financial Year ended 31st March, 2019. Dividend, if approved by Members, will be paid on or after Wednesday, 18th September, 2019.

d) Listing on Stock Exchanges

Name and Address of Stock Exchange	Stock Code
BSE Limited (BSE) Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.	530419
The Calcutta Stock Exchange Ltd. (CSE) 7, Lyons Range, Kolkata - 700 001.	029093
ISIN	INE886B01012

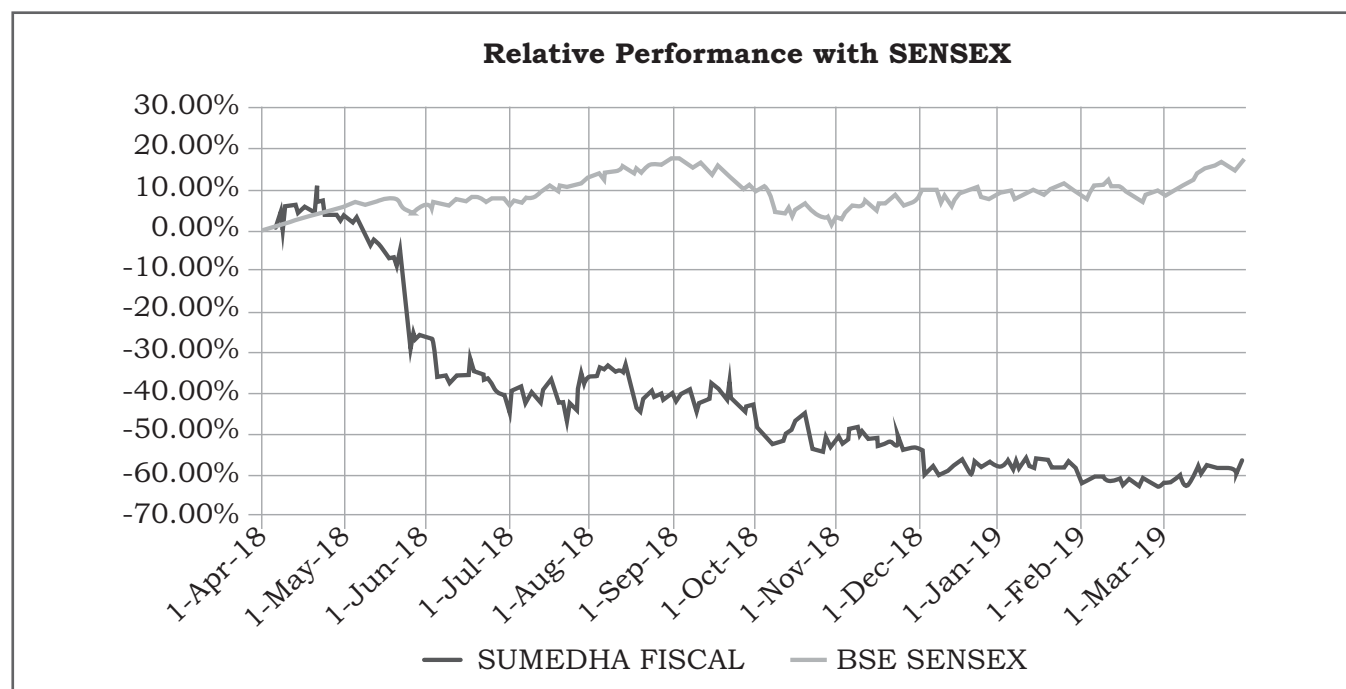
The listing fees for the financial year 2018-19 has been paid to the above Stock Exchanges.

e) Market Price Data

Period	The Calcutta Stock Exchange Ltd.		BSE Ltd.			
	High	Low	High	Low	Closing	Sensex (Closing)
April, 2018	-	-	51.95	44.50	46.00	35,160.36
May, 2018	-	-	47.90	30.65	31.25	35,322.38
June, 2018	-	-	31.95	24.20	27.45	35,423.48
July, 2018	-	-	31.00	24.00	29.00	37,606.58
August, 2018	-	-	32.80	24.15	26.95	38,645.07
September, 2018	-	-	29.00	22.15	23.30	36,227.14
October, 2018	-	-	27.00	19.05	21.60	34,442.05
November, 2018	-	-	24.80	16.70	17.95	36,194.30
December, 2018	-	-	19.95	17.25	19.60	36,068.33
January, 2019	-	-	20.50	16.05	17.70	36,256.69
February, 2019	-	-	18.90	15.00	17.00	35,867.44
March, 2019	-	-	20.20	16.45	19.50	38,672.91

f) Stock Performance: FY 2018-19 ended on March 31, 2019

Performance in comparison to BSE Sensex: Share Price Performance (April 2018 to March 2019)



g) Securities of the Company (Equity Shares) has never been suspended from trading.

h) Registrar & Share Transfer Agent

Maheshwari Datamatics Pvt. Ltd.

[Unit: Sumedha Fiscal Services Ltd.]

23 R. N. Mukherjee Road, 5th Floor, Kolkata – 700001.

Phone: (033) 2243-5029; 2248-2248; 2231-6839

Fax: (033) 2248-4787; E-mail ID: mdpldc@yahoo.com

i) Share Transfer System

The Company's share transfer authority has been delegated to the Company Secretary / Registrar and Transfer Agent M/s. Maheshwari Datamatics Pvt. Ltd. which generally approves and confirms the request for share transfer / transmission / transposition / consolidation / issue of duplicate share certificates /sub-division/ remat / demat and perform other related activities in accordance with the Listing Regulations and SEBI (Depositories and Participants) Regulations, 1996 and submit a report in this regard to the Company.

The shares sent for physical transfer are registered and returned within the stipulated period from the date of receipt of request, if the documents are complete in all respects. As per the requirement of regulation 40(9) of the Listing Regulations, a certificate on half yearly basis confirming due compliance of share transfer/transmission formalities by the Company from Practicing Company Secretary has been submitted to Stock Exchanges within stipulated time.

Transfer of physical shares has since been suspended by the SEBI.

j) Distribution of Equity Shareholding as on March 31, 2019

No. of Shares	No. of Shareholders	% of Shareholders	Shares held	% of Shareholding
1-500	2236	73.58	379576	4.75
501-1000	320	10.53	268462	3.36
1001-2000	206	6.78	329468	4.13
2001-3000	64	2.10	162618	2.04
3001-4000	47	1.55	166923	2.09
4001-5000	31	1.02	144431	1.81
5001-10000	60	1.97	444136	5.56
10001 and above	75	2.47	6088810	76.26
	3039	100.00	7984424	100.00

k) Shareholding Pattern as on 31st March, 2019

Category	No. of Shares	% of holding
Promoters (Individual & Bodies Corporate)	3957709	49.57
Mutual Funds/Government(s)	7300	0.09
Bodies Corporate (Non-promoter)	690837	8.65
Indian Public (Individual)	3029934	37.95
NRIs/OCBs	139207	1.74
Clearing Member	40352	0.51
Investor Education and Protection Fund Authority	119085	1.49
Total	7984424	100.00

l) Dematerialisation of Shares & Liquidity

The Company's Equity Shares are compulsorily traded in the electronic form. The Company has entered into an Agreement with NSDL and CDSL to establish electronic connectivity of its equity shares for scripless trading. Both NSDL & CDSL have admitted the Company's Equity Shares on their system.

The system for getting the shares dematerialised is as under:

- Share Certificate(s) along with Demat Request Form (DRF) will be submitted by the shareholder(s) to the Depository Participant (DP) with whom he/she has opened a Depository Account.
- DP will process the DRF and generates a unique number DRN.
- DP will forward the DRF and Share Certificates to the Company's Registrar and Share Transfer Agent.

- The Company's Registrar and Share Transfer Agent after processing the DRF will confirm or reject the request to the Depositories.
- Upon confirmation, the Depository will give the credit to shareholder in his/her depository account maintained with DP.

As on March 31, 2019, 98.40% of total Equity Share Capital of the Company was held in dematerialised form (including 100% of the promoters' holding). The ISIN allotted by NSDL / CDSL is INE886B01012. Confirmation in respect of the requests for dematerialisation of shares is sent to NSDL and CDSL within the stipulated period.

m) Outstanding GDR / ADR or Warrants

As on date there are no Global Depository Receipts (GDR), American Depository Receipt (ADR), Warrants or any other convertible instrument.

n) Commodity price risk/foreign exchange risk and hedging activities

The Company's Subsidiary (SFSL Commodity Trading Pvt. Ltd.) is registered with the SEBI as a Trading Member of Multi Commodity Exchange of India Ltd. However in view of volatility in the market it has kept its exposure in commodity market to minimum and the same is not posing any substantial risk neither to the Company nor to its Subsidiary. The Commodity Broking activities of the subsidiary have been discontinued since April, 2019 in view of overall profitability and risks associated therewith.

The Company does not have any exposure in foreign currency.

o) Branch Locations:

Mumbai

C-703 "Marathon Innova",
Off Ganapatrao Kadam Marg
Opp Peninsula Corporate Park, Lower
Parel (W), Mumbai - 400 013.

New Delhi

B1/12 Safdarjung Enclave,
2nd Floor, New Delhi - 110 029.

Bangalore

First Floor, Park Plaza,
No. 1 Park Road,
(Off. Infantry Road), Tasker Town,
Bangalore - 560 051.

Hyderabad

309/1, 3rd Floor, Krishna Plaza,
Khairatabad,
Hyderabad-500 004.

Ahmedabad

A/82, Pariseema Complex,
Opp. IFCI Bhavan, C. G. Road,
Ahmedabad - 380 009.

p) Address for Correspondence

All shareholders' correspondence should be forwarded to M/s. Maheshwari Datamatics Pvt. Ltd., the Registrar and Transfer Agent of the Company or to the Investor Service Department at the Registered Office of the Company at the addresses mentioned below -

<p>Maheshwari Datamatics Pvt. Ltd. [Unit: Sumedha Fiscal Services Ltd.] 23 R. N. Mukherjee Road, 5th Floor, Kolkata - 700001. Phone: (033) 2243-5029; 2248-2248; 2231-6839, Fax: (033) 2248-4787 E-mail: mdpldc@yahoo.com</p>	<p>Investor Service Department Sumedha Fiscal Services Ltd. 6A, Geetanjali, 8B, Middleton Street, Kolkata - 700071. Phone: (033) 2229-8936/3237 Fax: 033) 2229-4140 E-mail: investors@sumedhafiscal.com</p>	<p>Compliance Officer Mr. Deb Kumar Sett Company Secretary & Compliance Officer E-mail - compliance@ sumedhafiscal.com Phone: 2229-8936/3237</p>
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q) Credit Rating

The Company has not issued any debt instrument and therefore not liable to credit rating requirement.

OTHER DISCLOSURES

● **Related Party Transactions**

During the year, there was no materially significant related party transaction which may have potential conflict with the interest of the Company. The Company's Related Party Transaction Policy uploaded on its website,

is accessible at http://www.sumedhafiscal.com/policy_on_rpt.pdf. Details of related party information and transactions are being placed before the Audit Committee from time to time. The details of the related party transactions during the year have been provided in Note No. 36 to the financial statements.

- **Details of Non-Compliance by the Company, penalties, stricture imposed on the Company by the Stock Exchanges, SEBI or any statutory authorities or any matter related to capital markets**

The Company has complied with all the requirements of the Stock Exchanges / the Regulations and guidelines of SEBI and other Statutory Authorities on all matters relating to capital markets. No penalties or strictures have been imposed by SEBI, Stock Exchanges or any statutory authorities on matters relating to capital markets during the last three years.

- **Whistle Blower Policy and Affirmation that no personnel has been denied access to the Audit Committee**

The Company has established a vigil mechanism through a Whistle Blower Policy for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The mechanism provides for adequate safeguards against victimisation of director(s) / employee(s) who express their concerns and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. During the year under review, no personnel was denied access to the Audit Committee. Further, no complaint of sexual harassment was received from any women employee.

- **Code for prevention of Insider Trading**

The Company has formulated comprehensive Code of Conduct to regulate, monitor and report trading by Insiders in line with the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code lays down the guidelines which advise on procedures to be followed and disclosures to be made, while dealing in shares of the Company and the consequences of non-compliances.

- **Code of conduct for Directors and Senior Executives**

The Company has laid down a Code of Conduct for all Board Members and the Senior Executives of the Company. The Code of conduct is available on the Company's website <http://www.sumedhafiscal.com/CodeofConduct.asp>. They have affirmed their compliance with the said Code of Conduct for the financial year ended March 31, 2019. A declaration to this effect duly signed by the Wholetime Director is given below:

To the Shareholders of Sumedha Fiscal Services Ltd.

Sub.: Compliance with Code of Conduct

I hereby declare that all the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct as adopted by the Board of Directors and applicable to them for the financial year ended March 31, 2019.

Date: May 6, 2019

Place: Kolkata

B. S. Rathi

Wholetime Director

- **CEO / CFO Certification**

A certificate as stipulated in Regulation 17 (8) of the Listing Regulations duly signed by the Wholetime Director and CFO was placed before the Board alongwith the financial statements for the FY 2018-19 ended on March 31, 2019. The said certificate is provided elsewhere in this Annual Report.

- **Details of compliance with mandatory requirements and adoption of the non-mandatory requirements**

The details of mandatory requirements are mentioned in this Report. The Company is in compliance with the requirements specified under regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations, as applicable, with regard to corporate governance.

The status of adoption of the discretionary requirement as prescribed in Schedule II Part E of the Listing Regulations is as under:

Modified opinion(s) in Audit Report

The opinion expressed by the Auditor in the Audit Report on the Financial Statements for the year ended March 31, 2019 is unmodified.

Subsidiary Company

The only unlisted Indian subsidiary company viz. SFSL Commodity Trading Pvt. Ltd. is a 99.98% subsidiary. The subsidiary is not a “Material Non-listed Subsidiary” in terms of Regulation 16(1)(c) of the Listing Regulations. The Company regularly places before the Board, minutes of the unlisted subsidiary of the Company. The Company has a policy for determining Material Subsidiary which has been uploaded on its website at http://www.sumedhafiscal.com/MaterialSubsidiaryPolicy_wef_01042019.pdf.

- **Utilisation of Funds**

The Company has not raised any funds through preferential allotment or otherwise.

- **Eligibility of Directors**

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company has obtained a certificate from Mr. A. K. Labh, Practising Company Secretary certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India or Ministry of Corporate Affairs or any such statutory authority and such certificate forms part of this report.

- **Recommendation of Committee of the Board**

The Board of Directors of the Company has accepted all the mandatory recommendations of the statutory Committees of the Company.

- **Fees paid to the Statutory Auditors and network firms for all services**

During the year ended 31st March, 2019, the Company has availed the services of the Statutory Auditors and made the following payments:

Services availed	Payment (Rs.)	
	Standalone	Consolidated
Statutory Audit for the FY 2018-19	170000	206500
Tax Audit for the FY 2018-19	75000	75000
Limited Review	45000	45000
Certifications	118000	118000
Total	408000	444500

Except as provided above, no other services were availed and/or payments made by the Company to Statutory Auditors and/or to their network firms.

- **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for the year ended 31st March, 2019:**

No. of complaints filed during the financial year : Nil
 No. of complaints disposed of during the financial year : Nil
 No. of complaints pending as on end of the financial year : Nil

AUDITORS' CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

The Certificate dated May 18, 2019 from Statutory Auditors of the Company (M/s. V. Singhi & Associates) confirming compliance with the Corporate Governance requirements as stipulated under the Listing Regulations is annexed hereto.

The above report has been adopted by the Board of Directors of the Company at their meeting held on May 18, 2019.

For and on behalf of the Board

Ratan Lal Gaggar
Chairman

Place : Kolkata
Date : 18th May, 2019

Annexure – III

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE COMPLIANCE

To the Members,

SUMEDHA FISCAL SERVICES LIMITED

We have examined the compliance of conditions of Corporate Governance by Sumedha Fiscal Services Limited ("the Company") for the year ended on March 31, 2019 as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our Examination, as carried out in accordance with the Guidance Note on Corporate Governance issued by the Institute of Chartered Accountants of India, was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

For **V. SINGHI & ASSOCIATES**
Chartered Accountants
Firms' Registration No. 311017E

V. K. SINGHI
Partner
Membership No. 050051

Place: Kolkata
Date: 18th May, 2019

Annexure – IV

FORM NO. MGT-9

Extract of Annual Return as on the financial year ended on 31 March, 2019

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

I. REGISTRATION AND OTHER DETAILS:

(i)	CIN	L70101WB1989PLC047465
(ii)	Registration Date	28/08/1989
(iii)	Name of the Company	SUMEDHA FISCAL SERVICES LTD.
(iv)	Category / Sub-Category of the Company	Company limited by shares/Indian Non-Government Company
(v)	Address of the Registered office and contact details	6A Geetanjali, 8B Middleton Street, Kolkata – 700071, West Bengal. Phone : 033-2229-8936/6758 Fax : 033-2226-4140 Email : investors@sumedhafiscal.com
(vi)	Whether listed company	Yes
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Maheshwari Datamatics Pvt. Ltd. 23 R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001, West Bengal. Phone : 033-2243-5029/2248-2248 Fax : 033-2248-4787 Email : mdpldc@yahoo.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:-

Sl. No.	Name and Description of main products / services	NIC Code of the product/service	% to total turnover of the Company
1.	Investment Banking Services	99712000	62.06
2.	Broking Services	99715210	37.94

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	SFSL Commodity Trading Pvt. Ltd.	U65999WB1996PTC077314	Subsidiary	99.98	2(87)
2.	US Infotech Pvt. Ltd.*	U72900WB2002PTC095028	Associate	43.36	2(6)
3.	Brandshoots Ventures Pvt. Ltd.	U74999WB2016PTC217941	Associate	44.26	2(6)
4.	Sumedha Management Solutions Pvt. Ltd.	U93000WB2017PTC219387	Associate	24.73	2(6)

* SFSL Risk management Services Pvt. Ltd., Capita Finance Services Ltd. and SFSL Insurance Advisory Services Pvt. Ltd. have been merged with US Infotech Pvt. Ltd. with effect from 01-Apr-17 vide an Order dated 21-Aug-2018 of the Hon'ble NCLT, Kolkata Bench, Kolkata.

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)(Contd.)

i) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year [As on 01/Apr/2018]				No of Shares held at the end of the year [As on 31/Mar/2019]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	2580143	0	2580143	32.3147	2580143	0	2580143	32.3147	0.0000
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1377566	0	1377566	17.2532	1377566	0	1377566	17.2532	0.0000
e) Banks/Fi	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	3957709	0	3957709	49.5679	3957709	0	3957709	49.5679	0.0000
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	3957709	0	3957709	49.5679	3957709	0	3957709	49.5679	0.0000
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt	0	7300	7300	0.0914	0	7300	7300	0.0914	0.0000
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Alternate Investment Funds	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-
Provident Funds / Pension Funds	-	-	-	-	-	-	-	-	-
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Sub-total(B)(1):-	0	7300	7300	0.0914	0	7300	7300	0.0914	0.0000
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	539438	24800	564238	7.0667	666037	24800	690837	8.6523	1.5856
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1638885	97320	1736205	21.7449	1654894	91420	1746314	21.8715	0.1266
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1420636	0	1420636	17.7926	1283620	0	1283620	16.0766	-1.7160
c) Others (Specify)									
Non Resident Indians	89267	3900	93167	1.1669	135307	3900	139207	1.7435	0.5766
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Custodian of Enemy Property	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	90443	0	90443	1.1327	40352	0	40352	0.5054	-0.6273
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies-D R	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-
NBFCs registered with RBI	-	-	-	-	-	-	-	-	-
Employee Trusts	-	-	-	-	-	-	-	-	-
Domestic Corporate Unclaimed Shares Account	-	-	-	-	-	-	-	-	-
Investor Education and Protection Fund Authority	114726	0	114726	1.4369	119085	0	119085	1.4915	0.0546
Sub-total(B)(2):-	3893395	126020	4019415	50.3407	3899295	120120	4019415	50.3408	0.0001
Total Public Shareholding (B)=(B)(1)+(B)(2)	3893395	133320	4026715	50.4321	3899295	127420	4026715	50.4322	0.0001
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	7851104	133320	7984424	100.0000	7857004	127420	7984424	100.0000	0.0000

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)(Contd.)

ii) Shareholding of Promoters

Sl. No.	Shareholders' Name	Shareholding at the beginning of the year [As on 01/Apr/2018]			Shareholding at the end of the year [As on 31/Mar/2019]			% Change 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	VIJAY MAHESHWARI	1669220	20.9060	0.0000	1669220	20.9060	0.0000	0.0000
2	US INFOTECH PVT LTD	0	0.0000	0.0000	1115566	13.9718	0.0000	13.9718
3	BLJAY MURMURIA	369920	4.6330	0.0000	369920	4.6330	0.0000	0.0000
4	SUPERB ESTATE SERVICES PVT LTD.	218600	2.7378	0.0000	218600	2.7378	0.0000	0.0000
5	BHAWANI SHANKAR RATHI	119270	1.4938	0.0000	119270	1.4938	0.0000	0.0000
6	SANGEETA MURMURIA	110800	1.3877	0.0000	110800	1.3877	0.0000	0.0000
7	SAVITA MAHESHWARI	106933	1.3393	0.0000	106933	1.3393	0.0000	0.0000
8	SANGEETA RATHI	50600	0.6337	0.0000	50600	0.6337	0.0000	0.0000
9	SUMEDHA BANSAL	50000	0.6262	0.0000	50000	0.6262	0.0000	0.0000
10	RITIK ROADWAYS PVT. LTD	43400	0.5436	0.0000	43400	0.5436	0.0000	0.0000
11	VIJAY MAHESHWARI HUF	37000	0.4634	0.0000	37000	0.4634	0.0000	0.0000
12	GARIMA MAHESHWARI	25000	0.3131	0.0000	25000	0.3131	0.0000	0.0000
13	PUSHPA DEVI MURMURIA	23200	0.2906	0.0000	23200	0.2906	0.0000	0.0000
14	KARTICK MAHESHWARI	8000	0.1002	0.0000	8000	0.1002	0.0000	0.0000
15	BANWARI LAL MURMURIA	5200	0.0651	0.0000	5200	0.0651	0.0000	0.0000
16	LILA DEVI MURMURIA	5000	0.0626	0.0000	5000	0.0626	0.0000	0.0000
17	APC PLANTS PVT. LTD.*	90616	1.1349	0.0000	0	0.0000	0.0000	-1.1349
18	SFSL RISK MANAGEMENT SERVICES PRIVATE LIMITED*	190950	2.3915	0.0000	0	0.0000	0.0000	-2.3915
19	SFSL INSURANCE ADVISORY SERVICES PRIVATE LIMITED*	156200	1.9563	0.0000	0	0.0000	0.0000	-1.9563
20	HITECH TRADECOMM PVT. LTD.*	677800	8.4890	0.0000	0	0.0000	0.0000	-8.4890
	TOTAL	3957709	49.5679	0.0000	3957709	49.5679	0.0000	0.0000

* Since merged with US Infotech Pvt. Ltd.

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

Sl. No.	Name of the Promoters	Shareholding at the beginning [01/Apr/18] of the year		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	US INFOTECH PVT LTD				
	01/04/18	0	0.0000		
	23/11/2018 - Transfer (Due to Amalgamation)	1115566	13.9718	1115566	13.9718
	31/03/19			1115566	13.9718
2	HITECH TRADECOMM PVT. LTD.				
	01/04/18	677800	8.4890		
	23/11/2018 - Transfer (Due to Amalgamation)	-677800	8.4890	0	0.0000
	31/03/19			0	0.0000

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)(Contd.)

iii) Change in Promoters' Shareholding (please specify, if there is no change) (Contd.)

Sl. No.	Name of the Promoters	Shareholding at the beginning [01/Apr/18] of the year		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
3	SFSL INSURANCE ADVISORY SERVICES PRIVATE LIMITED				
	01/04/18	156200	1.9563		
	23/11/2018 - Transfer (Due to Amalgamation)	-156200	1.9563	0	0.0000
	31/03/19			0	0.0000
4	RITIK ROADWAYS PVT. LTD				
	01/04/18	43400	0.5436		
	31/03/19			43400	0.5436
5	VIJAY MAHESHWARI HUF				
	01/04/18	37000	0.4634		
	31/03/19			37000	0.4634
6	APC PLANTS PVT. LTD.				
	01/04/18	90616	1.1349		
	23/11/2018 - Transfer (Due to Amalgamation)	-90616	1.1349	0	0.0000
	31/03/19			0	0.0000
7	SFSL RISK MANAGEMENT SERVICES PRIVATE LIMITED				
	01/04/18	190950	2.3915		
	23/11/2018 - Transfer (Due to Amalgamation)	-190950	2.3915	0	0.0000
	31/03/19			0	0.0000
8	SUPERB ESTATE SERVICES PVT LTD.				
	01/04/18	218600	2.7378		
	31/03/19			218600	2.7378
9	BHAWANI SHANKAR RATHI				
	01/04/18	119270	1.4938		
	31/03/19			119270	1.4938
10	SANGEETA RATHI				
	01/04/18	50600	0.6337		
	31/03/19			50600	0.6337
11	SANGEETA MURMURIA				
	01/04/18	110800	1.3877		
	31/03/19			110800	1.3877
12	LILA DEVI MURMURIA				
	01/04/18	5000	0.0626		
	31/03/19			5000	0.0626
13	PUSHPA DEVI MURMURIA				
	01/04/18	23200	0.2906		
	31/03/19			23200	0.2906
14	SUMEDHA BANSAL				
	01/04/18	50000	0.6262		
	31/03/19			50000	0.6262

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)(Contd.)

iii) Change in Promoters' Shareholding (please specify, if there is no change) (Contd.)

Sl. No.	Name of the Promoters	Shareholding at the beginning [01/Apr/18] of the year		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
15	KARTICK MAHESHWARI				
	01/04/18	8000	0.1002		
	31/03/19			8000	0.1002
16	BANWARI LAL MURMURIA				
	01/04/18	5200	0.0651		
	31/03/19			5200	0.0651
17	BIJAY MURMURIA				
	01/04/18	369920	4.6330		
	31/03/19			369920	4.6330
18	SAVITA MAHESHWARI				
	01/04/18	106933	1.3393		
	31/03/19			106933	1.3393
19	VIJAY MAHESHWARI				
	01/04/18	1669220	20.9060		
	31/03/19			1669220	20.9060
20	GARIMA MAHESHWARI				
	01/04/18	25000	0.3131		
	31/03/19			25000	0.3131

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

Sl. No.	Name of the Top 10 Shareholders	Shareholding at the beginning [01/Apr/18] of the year		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	RDH PLASTICS & METALS PVT LTD				
	01/04/18	252378	3.1609		
	31/03/19			252378	3.1609
2	SHRENIK JASHWANTLAL VAKHARIA				
	01/04/18	187000	2.3421		
	31/03/19			187000	2.3421
3	RAMDOOT REALTORS PVT LTD				
	01/04/18	166005	2.0791		
	06/04/2018 - Transfer	-2800	0.0351	163205	2.0440
	13/04/2018 - Transfer	-5698	0.0714	157507	1.9727
	20/04/2018 - Transfer	8898	0.1114	166405	2.0841
	27/04/2018 - Transfer	-7965	0.0998	158440	1.9844

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)(Contd.)

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

Sl. No.	Name of the Top 10 Shareholders	Shareholding at the beginning [01/Apr/18] of the year		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	15/06/2018 - Transfer	15000	0.1879	173440	2.1722
	13/07/2018 - Transfer	-4280	0.0536	169160	2.1186
	20/07/2018 - Transfer	-4219	0.0528	164941	2.0658
	03/08/2018 - Transfer	200	0.0025	165141	2.0683
	31/03/19			165141	2.0683
4	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY, MINISTRY OF CORPORATE AFFAIRS				
	01/04/18	114726	1.4369		
	16/11/2018 - Transfer	3838	0.0481	118564	1.4846
	23/11/2018 - Transfer	521	0.0065	119085	1.4915
	31/03/19			119085	1.4915
5	LUKMAN MUNAVAR PATEL#				
	01/04/18	104794	1.3125		
	30/11/2018 - Transfer	11	0.0001	104805	1.3126
	07/12/2018 - Transfer	-104805	1.3126	0	0.0000
	31/03/19			0	0.0000
6	RAVINDER PAL SINGH KAINTH#				
	01/04/18	73950	0.9262		
	20/07/2018 - Transfer	-16950	0.2123	57000	0.7139
	07/09/2018 - Transfer	-22000	0.2755	35000	0.4384
	21/09/2018 - Transfer	-5000	0.0626	30000	0.3757
	28/09/2018 - Transfer	-2050	0.0257	27950	0.3501
	05/10/2018 - Transfer	-1095	0.0137	26855	0.3363
	19/10/2018 - Transfer	-3828	0.0479	23027	0.2884
	31/03/19			23027	0.2884
7	LAXMAN MAHADEO TAWDE				
	01/04/18	70200	0.8792		
	02/11/2018 - Transfer	3110	0.0390	73310	0.9182
	31/03/19			73310	0.9182
8	JASHWANTLAL BABULAL VAKHARIA#				
	01/04/18	70000	0.8767		
	29/03/2019 - Transfer	-70000	0.8767	0	0.0000
	31/03/19			0	0.0000
9	BAILOOR MADHAVA SHETTY				
	01/04/18	61941	0.7758		
	18/05/2018 - Transfer	195	0.0024	62136	0.7782
	25/05/2018 - Transfer	5000	0.0626	67136	0.8408
	29/06/2018 - Transfer	110	0.0014	67246	0.8422

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)(Contd.)

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

Sl. No.	Name of the Top 10 Shareholders	Shareholding at the beginning [01/Apr/18] of the year		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	06/07/2018 - Transfer	2241	0.0281	69487	0.8703
	28/12/2018 - Transfer	5000	0.0626	74487	0.9329
	31/03/19			74487	0.9329
10	KUSUM JAIN				
	01/04/18	50000	0.6262		
	15/02/2019 - Transfer	1851	0.0232	51851	0.6494
	31/03/19			51851	0.6494
11	SAVITHA S*				
	01/04/18	45790	0.5735		
	31/03/19			45790	0.5735
12	DHEERAJ KUMAR LOHIA*				
	01/04/18	0	0.0000		
	07/12/2018 - Transfer	14278	0.1788	14278	0.1788
	14/12/2018 - Transfer	7379	0.0924	21657	0.2712
	01/03/2019 - Transfer	22907	0.2869	44564	0.5581
	15/03/2019 - Transfer	305	0.0038	44869	0.5620
	31/03/19			44869	0.5620
13	CRONY VYPAR PVT. LTD.				
	01/04/18	0	0.0000		
	20/04/2018 - Transfer	9108	0.1141	9108	0.1141
	25/05/2018 - Transfer	12745	0.1596	21853	0.2737
	01/06/2018 - Transfer	2269	0.0284	24122	0.3021
	08/06/2018 - Transfer	11355	0.1422	35477	0.4443
	06/07/2018 - Transfer	10798	0.1352	46275	0.5796
	27/07/2018 - Transfer	3658	0.0458	49933	0.6254
	10/08/2018 - Transfer	-550	0.0069	49383	0.6185
	19/10/2018 - Transfer	2609	0.0327	51992	0.6512
	09/11/2018 - Transfer	2173	0.0272	54165	0.6784
	04/01/2019 - Transfer	-100	0.0013	54065	0.6771
	01/02/2019 - Transfer	-54065	0.6771	0	0.0000
	31/03/19			0	0.0000
14	PARTH INFIN BROKERS (P) LTD.*				
	01/04/18	500	0.0063		
	06/04/2018 - Transfer	3275	0.0410	3775	0.0473
	13/04/2018 - Transfer	1880	0.0235	5655	0.0708
	20/04/2018 - Transfer	49	0.0006	5704	0.0714
	27/04/2018 - Transfer	5657	0.0709	11361	0.1423

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)(Contd.)

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

Sl. No.	Name of the Top 10 Shareholders	Shareholding at the beginning [01/Apr/18] of the year		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	15/06/2018 - Transfer	13146	0.1646	24507	0.3069
	13/07/2018 - Transfer	-70	0.0009	24437	0.3061
	20/07/2018 - Transfer	1085	0.0136	25522	0.3196
	24/08/2018 - Transfer	2270	0.0284	27792	0.3481
	07/09/2018 - Transfer	390	0.0049	28182	0.3530
	14/09/2018 - Transfer	-4740	0.0594	23442	0.2936
	21/09/2018 - Transfer	227	0.0028	23669	0.2964
	19/10/2018 - Transfer	-2209	0.0277	21460	0.2688
	01/02/2019 - Transfer	54065	0.6771	75525	0.9459
	31/03/19			75525	0.9459

* Not in the list of Top 10 shareholders as on 01/04/2018 The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2019.

Ceased to be in the list of Top 10 shareholders as on 31/03/2019. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01/04/2018.

v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name of the Directors and KMP	Shareholding at the beginning [01/Apr/18] of the year		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	MR. VIJAY MAHESHWARI				
	01/04/18	1669220	20.9060		
	31/03/19			1669220	20.9060
2	MR. BIJAY MURMURIA				
	01/04/18	369920	4.6330		
	31/03/19			369920	4.6330
3	MR. BHAWANI SHANKAR RATHI				
	01/04/18	119270	1.4938		
	31/03/19			119270	1.4938
4	MR. VIJAY MAHESHWARI HUF				
	01/04/18	37000	0.4634		
	31/03/19			37000	0.4634

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)(Contd.)

v) Shareholding of Directors and Key Managerial Personnel (Contd.)

Sl. No.	Name of the Directors and KMP	Shareholding at the beginning [01/Apr/18] of the year		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
5	MRS. GARIMA MAHESHWARI				
	01/04/18	25000	0.3131		
	31/03/19			25000	0.3131
6	MR. ANIL KUMAR BIRLA				
	01/04/18	6000	0.0751		
	31/03/19			6000	0.0751
7	DR. BASUDEB SEN				
	01/04/18	4000	0.0501		
	31/03/19			4000	0.0501
8	MR. PRABHAT AGARWALA				
	01/04/18	2500	0.0313		
	31/03/19			2500	0.0313
9	MR. DEB KUMAR SETT				
	01/04/18	700	0.0088		
	31/03/19			700	0.0088

V. INDEBTEDNESS

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

(Amount in ₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	23,77,961	-	-	23,77,961
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	23,77,961	-	-	23,77,961
Change in indebtedness during the financial year				
● Addition	-	-	-	-
● Reduction	5,20,236	-	-	5,20,236
Net Change	5,20,236	-	-	5,20,236
Indebtedness at the end of the financial year				
i. Principal Amount	18,57,725	-	-	18,57,725
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	18,57,725	-	-	18,57,725

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager	
		Mr. Bhawani Shankar Rathi, Wholetime Director	Total Amount
1.	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	22,95,000	22,95,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profit 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 (PF, Medical and Leave Encashment)	2,19,867	2,19,867
	Total (A)¹	25,14,867	25,14,867
	Ceiling as per the Act ²		27,51,876

¹ Payment made pursuant to Section 197 and Schedule V of the Companies Act, 2013.

² Ceiling of 5% of the Net profit of the Company has been calculated as per Section 197 & 198 of the Companies Act, 2013.

B. Remuneration to other directors :

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Mr. Ratan Lal Gaggar	Dr. Basudeb Sen	Mr. S. A. Ramesh Rangan	Mr. Prashant Shekhar Panda	Mr. Prabhat Agarwala	
1.	Independent Directors						
	● Fee for attending Board/ Committee Meetings	45,000	40,000	50,000	1,25,000	1,15,000	3,75,000
	● Commission	-	-	-	-	-	-
	● Others, please specify	-	-	-	-	-	-
	Total (1)	45,000	40,000	50,000	1,25,000	1,15,000	3,75,000
2.	Other Non-Executive Directors						
	● Fee for attending board/ committee meetings	40,000	35,000	1,15,000	10,000	-	2,00,000
	● Commission	-	-	-	-	-	-
	● Others, please specify	-	-	-	-	-	-
	Total (2)	40,000	35,000	1,15,000	10,000	-	2,00,000
	Total (B) = (1+2)						5,75,000
	Total Managerial Remuneration (A + B) ¹	(₹ 25,14,867 + ₹ Nil)					25,14,867
	Overall Ceiling as per the Act ²						60,54,128

¹ Meeting Fees paid to Directors are exempt as Managerial Remuneration u/s. 197(2) of the Companies Act, 2013.

² Overall ceiling of 11% of the Net profit of the Company has calculated as per Section 197(1) of the Companies Act, 2013.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (Contd.)

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

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO *	Company Secretary	CFO	
1.	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	8,03,328	4,95,000	12,98,328
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profit 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 (PF, Medical and Leave Encashment)	-	31,680	15,000	46,680
	Total (A)	-	8,35,008	5,10,000	13,45,008

* There is no CEO in the Company.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OFFENCES :

There has been no penalty, punishment or compounding offences for the year ended 31st March, 2019.

Place: Kolkata
Date: 18th May, 2019

On Behalf of the Board

Ratan Lal Gagar
Chairman

Annexure – V

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2019

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

To
The Members,
Sumedha Fiscal Services Limited
6A Geetanjali, 8B Middleton Street,
Kolkata – 700 071, West Bengal.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sumedha Fiscal Services Limited** having its Registered Office at 6A Geetanjali, 8B Middleton Street, Kolkata – 700 071, West Bengal (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 books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31.03.2019 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.

Auditors' Responsibility

Maintenance of Secretarial Records is the responsibility of the management of the Company. Our responsibility is to express an opinion on existence of adequate Board process and compliance management system, commensurate to the size of the Company, based on these secretarial records as shown to us during the said audit and also based on the information furnished to us by the officers' and the agents of the Company during the said audit.

We have followed the audit practices and processes as were appropriate to the best of our understanding 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.

We have not verified the correctness, appropriateness and bases of financial records, books of accounts and decisions taken by the Board and by various committees of the Company during the period under scrutiny. We have checked the Board process and compliance management system to understand and to form an opinion as to whether there is an adequate system of seeking approval of respective committees of the Board, of the Board, of the members of the Company and of other authorities as per the provisions of various statues as mentioned hereinafter.

Wherever required we have obtained the management representation about the compliance of the laws, rules and regulations and happening of events, etc.

The Compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of compliance procedures on test basis.

Our report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness or accuracy with which the management has conducted the affairs of the Company.

We report that, we have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31.03.2019 according to the provisions of (as amended) :

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) Secretarial Standards as issued by The Institute of Company Secretaries of India;
- (iii) The Securities Contracts (Regulation) Act, 1956 and the rules made there under;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulation made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) 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;
 - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has specifically complied with the provisions of the following Act:

1. The Securities and Exchange Board of India (Depositories & Participants) Regulations, 1996;
2. The Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992;
3. The Securities and Exchange Board of India (Stock Brokers & Sub Brokers) Regulations, 1992;
4. The Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993 and
5. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

to the extent of its applicability to the Company during the financial year ended 31.03.2019 and our examination and reporting is based on the documents, records and files as produced and shown to and the information and explanations as provided to us by the Company and its management and to the best of our judgment and understanding of the applicability of the different enactments upon the Company. Further, to the best of our knowledge and understanding there are adequate systems and processes in the Company commensurate with its size and operation to monitor and ensure compliances with applicable laws including general laws, labour laws, competition law, environmental laws, etc.

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

During the period under review, provisions of the following regulations/guidelines/standards were not applicable to the Company:

- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (ii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018;
- (iv) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

We further report that :

- (a) 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.
- (b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- (c) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.
- (d) There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that:

- (a) The following operations of the Company and its Subsidiary (SFSL Commodity Trading Pvt. Ltd.) has been closed with effect from April 1, 2019 :
- Broking operation;
 - Commodity Broking operation (MCX)

Place: Kolkata
Date: 18th May, 2019

For **A. K. LABH & Co.**
Company Secretaries

(CS A. K. LABH)
Practicing Company Secretary
FCS – 4848 / CP No.- 3238

Certificate

To
the Members,
Sumedha Fiscal Services Limited

We have examined the compliance of conditions of Corporate Governance by Sumedha Fiscal Services Limited (“the Company”) as stipulated vide sub-clause (i) of Clause (10) at Part C of Schedule V to the Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) for the year ended 31.03.2019.

In our opinion and to the best of our information and according to the explanations given to us and the declarations as received from the Directors of the Company in this regard, we certify that:

“None of the Directors on the Board of Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.”

This certificate has been issued in terms of sub-clause (i) of Clause (10) at Part C of Schedule V to the Listing Regulations.

Place: Kolkata
Date: 18th May, 2019

For **A. K. LABH & Co.**
Company Secretaries

(CS A. K. LABH)
Practicing Company Secretary
FCS – 4848 / CP No.- 3238

Annexure – VI

RATIO OF REMUNERATIONS

[Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

A. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year (2018 – 2019) :

Sl. No.	Name of the Directors	Ratio to median remuneration
1	Mr. Bhawani Shankar Rathi	8.16

B. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Sl. No.	Name of the Directors	Salary for FY 2017 - 2018 (₹)	Salary for FY 2018 - 2019 (₹)	% increase in remuneration in the financial year
1	MR. BHAWANI SHANKAR RATHI, Wholetime Director	24,82,200	25,14,867	1.32
2	MR. DEB KUMAR SETT, Company Secretary	8,14,250	8,35,008	2.55
3	MR. GIRDHARI LAL DADHICH, Chief Financial Officer	5,00,296	5,10,000	1.94

C. The percentage increase in the median remuneration of employees in the financial year:

Sl. No.	Median	FY 2017 - 2018 (₹)	FY 2018 - 2019 (₹)	% increase in median remuneration in the financial year
1	Median Remuneration of employees	3,42,504	3,43,503	0.29

D. The number of permanent employees on the rolls of Company: 70 employees as on 31st March, 2019.

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:

The average annual increase in the salary of employees other than the managerial personnel was around 8.71%. Average increase in the managerial remuneration for the year was 1.94%.

There are no exceptional circumstances of increase in KMP remuneration.

F. Affirmation that the remuneration is as per Remuneration Policy of the Company: The remuneration paid during the financial year ended 31st March, 2019 is in term of the Remuneration Policy of the Company.

On Behalf of the Board

Ratan Lal Gaggar
Chairman

Place : Kolkata

Date : 18th May, 2019

INDEPENDENT AUDITOR’S REPORT

To the Members of **Sumedha Fiscal Services Limited**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of Sumedha Fiscal Services Limited (“the Company”), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (herein after referred to as “the Standalone Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“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 31st March, 2019, its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the Key Audit Matters to be communicated in our report.

Key Audit Matters	Response to Key Audit Matters
<p>Property, Plant and Equipment</p> <p>There are areas where management judgement impacts the carrying value of property, plant and equipment, intangible assets, investment property and their respective depreciation rates. We do not consider this management judgement to be of high risk of significant misstatement or to be subject to significant level of judgment. Due to the materiality in the context of the Balance Sheet of the Company, this is considered to be an area which had the significant effect on the overall audit strategy and allocation of resources in planning and completing our audit.</p>	<p>We assessed the controls in place over the fixed assets, evaluated the appropriateness of capitalisation process, performed tests of details on costs capitalised, the timeliness of the capitalisation of the assets and the de-recognition criteria for assets retired from active use.</p> <p>In performing these procedures, we reviewed the judgements made by management including the nature of underlying costs capitalised; determination of realizable value of the assets retired from active use; the appropriateness of assets lives applied in the calculation of depreciation; and the useful lives of assets prescribed in Schedule II of the Act and as per significant accounting policies of the Company.</p>

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholders Information but does not include the standalone financial statements and our Auditor's Report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance or conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated.

If, we conclude based on the work we have performed, on the other information obtained prior to the date of this Auditor's Report, that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are

appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of more significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Government of India in terms of sub-section (11) of Section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A", a statement on the matters specified in the paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e. on the basis of the written representations received from the directors as on 31st March, 2019 and taken

on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.

- f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”; and
- g. with respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act. The Company has complied with the provisions of Section 197 read with Schedule V to the Act, relating to Managerial Remuneration.
- h. with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements; Refer Note 29 to the standalone financial statements
 - ii. the Company has made provision, as required under the applicable law or Indian Accounting Standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. there has been no delay in transferring the amounts required to be transferred to the Investor Education and Protection Fund by the Company in accordance with the relevant provisions of the Act and the Rules made there under.

For **V. SINGHI & ASSOCIATES**
Chartered Accountants
Firm Registration No.:311017E

(V. K. SINGHI)
Partner

Membership No. 050051

Place: Kolkata

Date: 18th May, 2019

ANNEXURE - A TO THE INDEPENDENT AUDITOR’S REPORT

Referred to in paragraph-1 on other Legal and Regulatory Requirements of our Report of even date to the members of Sumedha Fiscal Services Limited on the Standalone Financial Statements for the year ended 31st March, 2019.

- i. a) The Company has maintained proper records showing full particulars including quantitative details and situation of its Fixed Assets.
 - b) As explained to us, Fixed Assets have been physically verified by the management at regular intervals which, in our opinion is reasonable having regard to the size of the Company and the nature of the assets. As informed to us, no material discrepancies were noticed on such verification.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Title Deeds of immovable properties are held in the name of the Company except an ownership flat having cost of ₹ 1,13,03,903/- at Noida, the title deeds of which is pending for registration in the name of the Company.
- ii. The inventories have been physically verified during the year at reasonable intervals by the management. As informed to us, no material discrepancies were noticed on such physical verification.
- iii. According to the information and explanations given to us, the Company has granted unsecured loan during the year, to one company covered in the register maintained under Section 189 of the Act. The Company has not granted any secured/ unsecured loans to Companies (other than the above), Firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act.

- a) In respect of the aforesaid loan, the terms and conditions under which such loan was granted is not prejudicial to the Company's interest.
 - b) In respect of aforesaid loan, the schedule of repayment of principal and payment of interest has been stipulated, and the party had repaid the principal amount, and interest thereon as stipulated.
 - c) In respect of the above loan, no amount is outstanding in the books of account.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act, with respect to the loans given, investments made and guarantees given.
- v. According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of sections 73 to 76 of the Act and the rules framed thereunder to the extent notified. Accordingly clause 3(v) of the Order is not applicable.
- vi. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Sub section 1 of Section 148 of the Act, for any of the services rendered by the Company. Accordingly, clause 3(vi) of the Order is not applicable.
- vii. According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company is generally regular in depositing undisputed applicable statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods and Services Tax, Cess and any other statutory dues to the appropriate authorities.
 - (b) There is no undisputed amount payable in respect of the above which were in arrears as on 31st March, 2019 for a period of more than six months from the date the same became payable.
 - (c) There are no dues outstanding on account of any disputes.
- viii. According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institutions or banks. The Company neither has taken any loans from Government nor issued any debentures.
- ix. According to the information and explanations given to us and based on our examination of the books and records, we report that the Company has not raised any money by way of initial public offer or further public offer (including debt instruments). The Company has not obtained any term loan during the year.
- 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 given to us and based on our examination of the books and records, we report that 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. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 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 books and records, 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 Standalone 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 books and records, we report that the Company has not made any preferential allotment/ private placement of shares or fully or partly convertible debentures during the year. Accordingly, Clause 3 (xiv) of the Order is not applicable.
- xv. According to the information and explanations given to us and based on our examination of the books and records, the Company has not entered into any non-cash transactions with directors or persons connected with him during the year. Accordingly, Clause 3 (xv) of the Order is not applicable.

xvi. According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **V. SINGHI & ASSOCIATES**
Chartered Accountants
Firm Registration No.:311017E

(V. K. SINGHI)
Partner

Membership No. 050051

Place: Kolkata

Date: 18th May, 2019

ANNEXURE - B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph-2(f) on Other Legal and Regulatory Requirements of our Report of even date to the members of Sumedha Fiscal Services Limited on the Standalone Financial Statements for the year ended 31st March, 2019)

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 Sumedha Fiscal Services Limited ("the Company") as of 31st March, 2019 in conjunction with our audit of the Standalone 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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the 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 Act, 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 standalone 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 standalone financial statements in accordance with generally accepted accounting principles and including the Ind AS, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone 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 the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, 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 **V. SINGHI & ASSOCIATES**
Chartered Accountants
Firm Registration No.:311017E

(V. K. SINGHI)
Partner

Membership No. 050051

Place: Kolkata

Date: 18th May, 2019

Balance Sheet as at 31st March, 2019

(₹ in '00)

Particulars	Notes	As at 31st March, 2019	As at 31st March, 2018
I. ASSETS			
(1) Financial Assets			
a) Cash and Cash Equivalents	2	9,88,104.26	4,59,861.60
b) Bank Balance other than (a) above	3	1,49,045.59	3,85,898.09
c) Trade Receivables	4	3,93,469.61	5,16,615.00
d) Investments	5	9,34,583.69	10,17,900.60
e) Other Financial Assets	6	1,01,066.07	1,17,584.81
(2) Non financial Assets			
a) Inventories	7	7,00,438.12	5,11,577.95
b) Current tax Assets (Net)	8	23,801.71	32,389.38
c) Investment Property	9	4,237.07	4,346.39
d) Property, Plant and Equipment	10	9,14,640.84	9,49,523.96
e) Other Intangible Assets	11	3,185.53	4,604.46
f) Other Non-Financial Assets	12	1,12,847.11	1,28,373.67
Total Assets		43,25,419.60	41,28,675.91
II. LIABILITIES AND EQUITY			
(1) Financial Liabilities			
a) Payables			
(i) Trade Payables	13	-	1,04,528.25
b) Borrowings (other than Debt Securities)	14	18,577.25	23,779.61
c) Other Financial Liabilities	15	49,404.74	26,649.53
(2) Non-Financial Liabilities			
a) Provisions	16	12,814.81	17,181.32
b) Deferred Tax Liabilities (Net)	17	1,02,588.02	1,00,610.11
c) Other Non-Financial Liabilities	18	35,423.20	68,935.69
(3) EQUITY			
a) Equity Share Capital	19	7,98,442.40	7,98,442.40
b) Other Equity	20	33,08,169.18	29,88,549.00
Total Liabilities and Equity		43,25,419.60	41,28,675.91
Significant Accounting Policies	1		

The accompanying notes form an integral part of the Financial Statements

As per our report of even date attached

For **V. SINGHI & ASSOCIATES**
Chartered Accountants
Firm Registration No.: 311017E

(V. K. SINGHI)

Partner
Membership No. 050051
Place : Kolkata
Date : 18th May, 2019

For and on behalf of the Board of Directors

Bijay Murmuria
Director
DIN: 00216534

Deb Kumar Sett
Company Secretary

Vijay Maheshwari
Director
DIN : 00216687

Girdhari Lal Dadhich
Chief Financial Officer

Statement of Profit and Loss for the year ended 31st March, 2019

(₹ in '00)

Particulars	Notes	For the year ended 31st March, 2019	For the year ended 31st March, 2018
INCOME			
I Revenue from Operations	21	18,08,725.74	20,67,657.28
II Other Income	22	48,144.05	95,959.30
III Total Income		18,56,869.79	21,63,616.58
EXPENSES			
a) Finance Costs	23	6,814.58	5,824.17
b) Purchase of Stock-in-Trade (Shares and Securities)		5,57,612.16	8,82,698.95
c) Changes in Inventories of Stock-in-Trade (Shares and Securities)	24	(1,88,860.17)	(39,230.44)
d) Employee Benefits Expense	25	3,67,994.99	3,72,243.57
e) Depreciation / Amortisation Expense		52,636.08	49,872.14
f) Other Expenses	26	5,09,952.78	4,47,561.91
V Total Expenses		13,06,150.42	17,18,970.30
VII Profit Before Tax		5,50,719.37	4,44,646.28
Tax Expenses			
a) Current Tax		1,39,500.00	1,14,000.00
b) Deferred Tax		1,719.91	(22,155.90)
c) Short / (Excess) Provision for Tax relating to earlier Years		(5,707.73)	(336.40)
VII Profit for the year		4,15,207.19	3,53,138.58
VIII Other Comprehensive Income:			
i. Items that will not be reclassified to Profit or Loss			
- Changes in fair value of FVOCI Equity Instruments		-	-
- Share of other Comprehensive Income of associates accounted for using the equity method		-	-
- Remeasurement of post-employment benefit obligations		927.40	4,224.03
ii. Income tax relating to items that will not be reclassified to Profit or Loss		(258.00)	(1,175.13)
iii. Items that will be reclassified to Profit or Loss		-	-
iv. Income tax relating to items that will be reclassified to Statement of Profit or Loss		-	-
Total Other Comprehensive Income		669.40	3,048.90
Total Comprehensive Income for the year (comprising profit/ (loss and Other Comprehensive Income for the year)		4,15,876.59	3,56,187.48
Earnings per Equity Share of face value of ₹ 10 each			
Basic (in ₹)		5.20	4.42
Diluted (in ₹)		5.20	4.42
Significant Accounting Policies	1		

The accompanying notes form an integral part of the Financial Statements

As per our report of even date attached

For **V. SINGHI & ASSOCIATES**
Chartered Accountants
Firm Registration No.: 311017E

(V. K. SINGHI)
Partner
Membership No. 050051
Place : Kolkata
Date : 18th May, 2019

For and on behalf of the Board of Directors

Bijay Murmura
Director
DIN: 00216534

Deb Kumar Sett
Company Secretary

Vijay Maheshwari
Director
DIN : 00216687

Girdhari Lal Dadhich
Chief Financial Officer

Statement of Cash Flow for the year ended 31st March, 2019

(₹ in '00)

Particulars	For the year ended 31st March	
	2019	2018
A. Cash flows from operating activities		
Profit before taxation and after exceptional items	5,50,719.37	4,44,646.28
Adjustments for:		
Depreciation	52,636.08	49,872.14
Interest income	(24,049.92)	(32,307.20)
Dividend income	(2,891.55)	(4,796.40)
Interest paid	1,819.24	1,534.67
Rental Income	(4,200.00)	(4,200.00)
(Profit)/Loss on sale of fixed assets (net)	(344.09)	4,117.51
(Profit)/Loss on sale of Investments	(13,036.22)	(32,719.43)
Unrealised Loss/(Gain) on Financial Assets	27,634.86	(20,242.60)
Sundry Balances Written Off	1,08,779.63	39,075.88
Provision for Retirement Benefit	-	14,252.22
Other Comprehensive Income	927.40	(4,224.03)
Liabilities/Provisions no longer required written back	-	(1,247.83)
Operating profit before working capital changes	6,97,994.80	4,53,761.21
Adjustments for :		
(Increase) / Decrease in Trade Receivables and other Assets	39,795.33	1,04,112.60
(Increase) / Decrease in Inventories	(1,88,860.17)	(39,230.44)
Increase / (Decrease) in Trade and Other Payables	(1,19,652.02)	(10,106.07)
Cash generated from Operations	4,29,277.94	5,08,537.30
Direct taxes paid	(1,25,204.60)	(1,20,535.44)
Cash Flow from operating Activities	3,04,073.34	3,88,001.86
B. Cash flows from investing activities		
Purchase of Property, Plant & Equipment	(16,708.66)	(1,89,704.38)
Sale of Property, Plant & Equipment	828.04	6,891.35
Purchase of Other Intangible Assets	-	(3,785.30)
Sale of Other Intangible Assets	-	550.00
Purchase of Investments	(4,70,461.07)	(5,90,084.60)
Sale of Investments	5,39,179.34	4,29,990.02
Proceeds from / (Investment) in Term Deposits	2,37,289.16	(5,701.29)
Rental Income	4,200.00	4,200.00
Interest received	30,665.65	27,089.97
Dividend received	2,891.55	4,796.40
Net cash (used in) / from investing activities	3,27,884.00	(3,15,757.83)
C. Cash flows from financing activities		
Proceeds of long term borrowings	-	18,577.26
(Repayment) of long term borrowings	(5,202.36)	(830.50)
Dividend and Dividend Tax	(96,256.42)	(96,098.61)
Amount transferred to IEPF	(436.66)	(335.42)
Interest paid	(1,819.24)	(1,534.68)
Net cash (used in) / from financing activities	(1,03,714.68)	(80,221.95)
Net increase in cash and cash equivalents	5,28,242.66	(7,977.92)
Cash and cash equivalents at the beginning of the year	4,59,861.60	4,67,839.52
Cash and cash equivalents at the end of the year	9,88,104.26	4,59,861.60

Notes:

- Components of cash and cash equivalents include cash, bank balances in current and deposit accounts as disclosed under note no. 2 of the accounts.
- The above cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard 7 (Ind AS 7) on "Statement of Cash Flow".

As per our report of even date attached

For and on behalf of the Board of Directors

For **V. SINGHI & ASSOCIATES**
Chartered Accountants
Firm Registration No.: 311017E

Bijay Murmuria
Director
DIN: 00216534

Vijay Maheshwari
Director
DIN : 00216687

(V. K. SINGHI)
Partner
Membership No. 050051
Place : Kolkata
Date : 18th May, 2019

Deb Kumar Sett
Company Secretary

Girdhari Lal Dadhich
Chief Financial Officer

Statement of Changes in Equity for the year ended 31st March, 2019

A. Equity Share Capital

(₹ in '00)

Particulars	Amount
As at 1st April, 2017	7,98,442.40
Changes in Equity Share Capital	-
As at 31st March, 2018	7,98,442.40
Changes in Equity Share Capital	-
As at 31st March, 2019	7,98,442.40

B. Other Equity

(₹ in '00)

Particular	Reserves and Surplus			Other Comprehensive Income	Total
	Securities Premium Reserve	General Reserve	Retained Earnings		
	(₹)	(₹)	(₹)		
Balance at the beginning of the reporting year i.e. 1st April, 2017	2,57,201.64	9,265.45	24,58,395.14	3,597.91	27,28,460.14
Profit for the Year	-	-	3,53,138.58	-	3,53,138.58
Total Other Comprehensive Income for the year	-	-	-	3,048.90	3,048.90
Dividend Paid	-	-	(79,844.24)	-	(79,844.24)
Dividend Tax Paid	-	-	(16,254.37)	-	(16,254.37)
Balance at the end of the reporting year i.e. 31st March, 2018	2,57,201.64	9,265.45	27,15,435.11	6,646.81	29,88,549.01

Particular	Reserves and Surplus			Other Comprehensive Income	Total
	Securities Premium Reserve	General Reserve	Retained Earnings		
	(₹)	(₹)	(₹)		
Balance at the beginning of the reporting year i.e. 1st April, 2018	2,57,201.64	9,265.45	27,15,435.11	6,646.81	29,88,549.01
Profit for the Year	-	-	4,15,207.19	-	4,15,207.19
Total Other Comprehensive Income for the year	-	-	-	669.40	669.40
Dividend Paid	-	-	(79,844.24)	-	(79,844.24)
Dividend Tax Paid	-	-	(16,412.18)	-	(16,412.18)
Balance at the end of the reporting year i.e. 31st March, 2019	2,57,201.64	9,265.45	30,34,385.88	7,316.21	33,08,169.18

This is the Statement of Changes in Equity referred to in our report of even date

As per our report of even date attached

For **V. SINGHI & ASSOCIATES**
Chartered Accountants
Firm Registration No.: 311017E

(V. K. SINGHI)
Partner
Membership No. 050051
Place : Kolkata
Date : 18th May, 2019

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes

For and on behalf of the Board of Directors

Bijay Murmuria
Director
DIN: 00216534

Deb Kumar Sett
Company Secretary

Vijay Maheshwari
Director
DIN : 00216687

Girdhari Lal Dadhich
Chief Financial Officer

Notes forming part of the Financial Statement for the year ended 31st March, 2019

Corporate Information

The Company was incorporated in the year 1989 as a Public Limited Company under the provisions of the Companies Act, 1956 and domiciled in India. The Company is Category -I Merchant Banker and stock Broker at NSE and BSE platform with PAN India presence. The Equity Shares of the Company are listed on two stock Exchanges i.e. Bombay Stock Exchange and The Calcutta Stock Exchange Limited. The registered office of the Company is situated at 6A, Geetanjali, 8B Middleton Street, Kolkata – 700071, West Bengal, India.

- Information on other related party relationship of the Company is provided in Note 36

1. SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of the financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

1.1 Basis of Preparation

1.1.1 Compliance with Ind AS

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, and the provisions of the Companies Act, 2013 ('the Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

These Financial Statements are prepared in Indian Rupees (INR) which is also the Company's functional currency.

The financial statements for the year ended 31st March, 2019 have been approved by the Board of Directors of the Company in their meeting held on 18th May, 2019.

1.1.2 Historical Cost Convention

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention, except for the following:

- i) certain financial assets and liabilities (including derivative instruments) and contingent consideration that is measured at fair value through Profit & Loss and amortised cost;
- ii) defined benefit plans – plan assets measured at fair value;

1.1.3 Classification of Current and Non-Current

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Ind AS 1 – Presentation of Financial Statements and Schedule III to the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

1.2 Foreign Currency Translation

Foreign currency transactions are translated into Indian Rupee (INR) which is the functional currency (i.e. the currency of the primary economic environment in which the entity operates) using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in the Statement of Profit and Loss.

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

1.3 Use of Estimates

The Preparation of financial statements in conformity with the generally accepted accounting principles in India requires the management to make estimates and assumptions that affects the reported amount of assets and liabilities as at the Balance Sheet date, the reported amount of revenue and expenses for the periods and disclosure of contingent liabilities at the Balance Sheet date. The estimates and assumptions used in the financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the financial statements. Actual results could differ from estimates.

1.4 Fair Value measurement

The Company measures financial instruments at fair value at each Balance Sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

1.5 Property, Plant and Equipment

Freehold Land is carried at historical cost. All other items of property, plant and equipment are stated at carrying value less accumulated depreciation. The carrying value includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which the same are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values on the basis of useful lives prescribed in Schedule II to the Companies Act, 2013, which are also supported by technical evaluation. Item of Fixed Assets for which related actual cost do not exceed ₹ 5,000 are fully depreciated in the year of purchase. In respect of the following assets, useful lives as per Schedule II have been considered, as under:-

- | | | |
|----------------------------|---|----------|
| ● Non-factory Buildings | : | 60 years |
| ● Electrical Installations | : | 10 years |
| ● Computers | : | 3 years |
| ● Office Equipment | : | 5 years |
| ● Furniture & Fixture | : | 10 years |
| ● Motor Vehicles | : | 8 years |

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

1.6 Investment Property

Property that is held for long term rentals yields or for capital appreciation or both and that is not occupied by the group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable, borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance cost are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised

Investment properties are depreciated using the straight line method over their estimated useful lives. Investment properties generally have a useful life of 60 years.

1.7 Intangible Assets

1.7.1 Computer Software

Costs associated with maintaining software programmes are recognised as an expense as incurred. Costs of purchased software are recorded as intangible assets and amortised from the point at which the asset is available for use.-

1.7.2 Amortisation methods and periods

The Company amortises intangible assets with a finite useful life using the straight-line method over the following periods:

Computer Software : 3 years

1.8 Investments and other Financial Assets

1.8.1 Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- those measured at amortised cost

The classification depends on the Company's business model for managing the financial assets and the contractual terms of cash flows.

1.8.2 Measurement

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Statement of Profit and Loss are expensed as profit or loss.

Debt Instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its debt instruments into the following categories:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method.
- Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

Equity Instruments

The Company subsequently measures all equity investments (except subsidiary and associates) at fair value through profit and loss. However where the Company's management makes an irrevocable choice on initial recognition to present fair value gains or losses on specific equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses through the Statement of Profit and Loss.

1.8.3 Impairment of Financial Assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

1.8.4 De-recognition of Financial Assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset, or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset.

1.9 Derivatives and Hedging Activities

The Company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through the profit or loss and are included in other income/expenses.

1.10 Cash and Cash Equivalents

For the purpose of presentation in the Cash Flow Statement, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, othershort-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the Balance Sheet.

1.11 Basic Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to Equity Shareholders by the weighted average number of Equity Shares considered for deriving basic earnings per equity share.

The number of Equity Shares is adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

1.12 Trade Receivables

Trade Receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment, if any.

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

1.13 Inventories

The Company makes trading in Equity Shares of companies listed over stock exchanges in India. Inventories of Equity Shares and securities are valued at fair value and the gain/ loss is recognised through the Statement of Profit and Loss.

1.13.1 Financial Liabilities

1.13.2 Initial recognition and measurement

The Company recognises all the financial liabilities on initial recognition at fair value minus, in the case of a financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial liability.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

1.13.3 Subsequent measurement

All the financial liabilities are classified as subsequently measured at amortised cost, except for those mentioned below.

1.13.4 Financial Liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

For liabilities designated as Fair Value through profit or loss, fair value gains/losses attributable to changes in own credit risks are recognized in Other Comprehensive Income. These gains/losses are not subsequently transferred to the Statement of Profit and Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss.

1.13.5 Financial Guarantee Contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortization.

1.13.6 Trade and Other Payables:

These amounts represent liabilities for goods and services provided to the group prior to the end of financial year which are unpaid. The amounts are unsecured and usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

1.13.7 Borrowings

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transactions cost) and the redemption amount is recognized in the Statement of Profit and Loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that sum or all of the facility will be drawn down. In this case, the fees is deferred until the draw down occurs. To the

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

extent there is no evidence that it is probable that sum or all of the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in Profit and Loss as other gains/(losses).

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability of at least 12 months after the reporting period. Where there is a breach of a material provisions for a long-term loan agreement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

1.14 Provision, Contingent Liabilities and Contingent Assets, legal or constructive

Provisions are recognised when there is a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

A disclosure for contingent liabilities is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

When there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure for contingent liability is made.

Contingent Assets are not recognised but are disclosed when an inflow of economic benefits is probable.

1.15 Employee Benefits

1.15.1 Short-term Employee Benefits

These are recognised at the undiscounted amount as expense for the year in which the related service is rendered.

1.15.2 Other Long-term Employee Benefits (Unfunded)

The cost of providing long-term employee benefits is determined using Projected Unit Credit Method with actuarial valuation being carried out at each Balance Sheet date. Actuarial gains and losses and past service cost are recognised immediately in the Statement of Profit and Loss for the period in which they occur. Long term employee benefit obligation recognised in the Balance Sheet represents the present value of related obligation.

1.15.3 Post-employment Benefit Plans

Contributions under Defined Contribution Plans payable in keeping with the related schemes are recognised as expenditure for the year.

In case of Defined Benefit Plans, the cost of providing the benefit is determined using the Projected Unit Credit Method with actuarial valuation being carried out at each Balance Sheet date. Actuarial

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

gains and losses are recognised in full in the Other Comprehensive Income for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, if any, and as reduced by the fair value of plan assets, where funded. Any asset resulting from this calculation is limited to the present value of any economic benefit available in the form of refunds from the plan or reductions in future contributions to the plan.

1.15.4 Bonus plans

The Company recognizes a liability and an expense for bonuses. The Company recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

1.16 Equity Index/Stock- Futures

Initial margin and additional margin paid, for entering into contracts for equity index/stock futures, which are released on final settlement/squaring-up of underlying contracts, are disclosed under Current Assets, Loans and Advances.

Equity index/stock futures are marked-to-market on a daily basis. Debit or credit balance disclosed under Current Assets, Loans and Advances or Current Liabilities, respectively represents the net amount paid or received on the basis of movement in the prices of index/stock futures till the Balance Sheet date.

As on the Balance Sheet date, Gain/Loss on open positions in index/stock futures are accounted for as follows:

- Profit and loss on hedged transactions are recognized on net basis. In respect of other transactions, credit balance being anticipated profit is ignored and no credit for the same is taken in the Statement of Profit and Loss. Debit balance being anticipated loss is adjusted in the Statement of Profit and Loss.
- On final settlement or squaring-up of contracts for equity index/stock futures, the profit and loss is calculated as the difference between settlement/squaring-up price and contract price. Accordingly, debit or credit balance pertaining to the settled/squared-up contract is recognised in the Statement of Profit and Loss.

1.17 Equity Index/Stock - Options

Initial margin and additional margin paid for entering into contracts for equity index/stock options, which are released on final settlement/squaring-up of underlying contracts, are disclosed under Current Assets, Loans and Advances.

As at the Balance Sheet date, the Statement of Profit and Loss on hedged transactions is recognized on net basis. In case of other transactions, in the case of long positions, provision is made for the amount by which the premium paid for those options exceeds the premium prevailing on the Balance Sheet date, and in the case of short positions, for the amount by which premium prevailing on the Balance Sheet date exceeds the premium received for those options. The premium paid or received as the case may be, after the aforesaid provision, is disclosed in Current Assets or Current Liabilities.

1.18 Impairment of Non-Financial Assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher on an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

levels for which there are separately identifiable cash flows which are largely independent of the cash flows from other assets or group of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

1.19 Segment Reporting

1.19.1 Identification of segment

The Company has identified that its operating segments are the primary segments. The Company's operating businesses are organized and managed separately according to the nature of products, with each segment representing a strategic business unit and offering different products and serving different markets.

1.19.2 Allocation of common costs

Common allocable costs are inter-se allocated to segments based on the basis most relevant to the nature of the cost concerned. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segment on a reasonable basis, are included under the head unallocated expense/income.

1.20 Borrowing costs

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to the Statement of Profit and Loss.

1.21 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

1.22 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment net of taxes or duties collected on behalf of the government.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and significant risk and reward incidental to services is transferred to the client.

The specific recognition criteria followed by the company are described below:

1.22.1 Sale of Services

Timing of recognition: Revenue is recognised when no significant uncertainty as to its determination exists. The primary business of the Company is financial consultancy as Merchant banker and brokerage at NSE and BSE. The revenue in consultancy is recognised in terms of mandate and on completion of the assignment. The brokerage income is recognised when contract of sale/purchase of equity is completed.

Measurement of revenue: Estimates of revenues, costs or extent of progress towards completion are revised if circumstances change. Any resultant increases or decreases in estimated revenues or costs are reflected in the Statement of Profit and Loss in the period in which the circumstances that give rise to the revision become known by management.

1.22.2 Sale of goods

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer.

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

1.22.3 Insurance and other claims / refunds

evenue, due to uncertainty in realisation is accounted for on acceptance / actual receipt basis.

1.22.4 Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

1.22.5 Dividend

Dividend is recognised when the right to receive the payment is established before the Balance Sheet date.

1.23 Income Tax

The income tax expense or credit for the period is the tax payable on the current year's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period.

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets/liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiary and associate where in case of assets it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary differences can be utilised and in case of liabilities the group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

1.24 Recent accounting pronouncements

a. **Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments**

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates. The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. A reliable estimate of the quantitative impact of the same on the Financial Statements will only be possible once the assessment has been completed.

b. **Amendment to Ind AS 12 — Income taxes**

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes. The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. Effective date for application of this amendment is annual period beginning on or after April 1, 2019. A reliable estimate of the quantitative impact of the same on the Financial Statements will only be possible once the assessment has been completed.

c. **Amendment to Ind AS 19 — plan amendment, curtailment or settlement**

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. A reliable estimate of the quantitative impact of the same on the Financial Statements will only be possible once the assessment has been completed.

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

2. CASH AND CASH EQUIVALENTS

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
Cash on Hand	17,875.92	14,201.22
Balances with Banks	9,70,228.34	4,45,660.38
Total	9,88,104.26	4,59,861.60

3. BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENT

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
Unclaimed Dividend	11,895.59	11,458.93
Fixed deposits with maturity for more than 3 months and less than 12 months*	1,37,150.00	3,74,439.16
Total	1,49,045.59	3,85,898.09

*Fixed Deposits pledged with Banks against bank guarantee and margin money amounting to Nil (31.03.2018 - ₹ 2,20,45,720/-), pledged with BSE and ICCL against BMC/TGF/ABC is ₹ 23,75,000/-(31.03.2018 - ₹ 43,75,000/-), pledged with NSE amounting to ₹ 25,00,000/- (31.03.2018 - ₹ 99,00,000/-) against collateral security Nil (31.03.2018 - ₹ 5,33,196/-).

4. TRADE RECEIVABLES

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
- Receivable Considered Good - Secured,	-	-
- Receivable Considered Good- Unsecured	3,93,469.61	5,16,615.00
- Receivable which have significant increase in Credit Risk; and	-	-
- Receivable - credit impairment	-	-
Total	3,93,469.61	5,16,615.00

5. INVESTMENTS

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
In Mutual Funds	5,22,297.17	5,78,305.24
In Debt Securities	50,700.00	50,954.80
In Equity Instruments (Quoted)	3,61,586.52	3,88,640.56
In Preference Shares	-	-
Total	9,34,583.69	10,17,900.60

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

5. INVESTMENTS (Contd.)

(₹ in '00)

Sl. No.	Description	As at 31st March, 2019		As at 31st March, 2018	
		Units	Amount	Units	Amount
	Investments measured at Fair Value Through Statement of Profit & Loss				
a)	In Mutual Fund				
1	ICICI Prudential Flexible Income Growth	14,652	52,917.41	37,295	1,24,968.82
2	HDFC Charity Fund for Cancer Cure	10,000	1,000.80	10,000	1,002.90
3	HDFC Liquid Fund - Direct Plan Growth	10,518	3,86,880.41	4,775	4,19,202.81
4	Canara Robeco Medium Term Oppurtunities Fund Direct Growth Plan	40,000	6,112.72	40,000	5,692.32
5	Edelwis Mutual Fund Liquid Fund Retail Group Open Ended	8	171.54	8	161.39
6	Indiabulls Arbitrage Funds - Direct Plan - Monthly Dividend	10,768	1,134.46	10,189	1,079.02
7	Mirae Asset Cash Management - Direct Growth	-	-	264	4,844.13
8	Mirae Asset Short Tem Fund - Direct Growth	50,000	5,398.35	50,000	5,035.70
9	Reliance Money Manager Fund - Direct Growth Plan Growth Option	323	8,532.58	323	7,880.75
10	ICICI Prudential Short Term Fund-Growth	21,382	8,626.38	-	-
11	Canara Rebeco Capital Protection Oriented Fund - Series 8 - REG - Growth	50,000	5,552.45	50,000	5,219.45
12	Canara Rebeco Capital Protection Oriented Fund - Series 9 - REG - Growth	30000	3,213.75	30,000	3,022.35
13	Canara Robeco Capital Protection Oriented Fund-Series 10- Reg.- Growth	30000	3,029.91	-	-
14	Franklin India Ultra Short Bond Fund Super Inst Plan-Dir. Growth	1,17,723	31,059.81	-	-
15	Baroda Dynamic Equity Fund-Growth	79,990	8,454.94	-	-
	Total		5,22,085.51		5,78,109.64

Note: The aggregate deemed cost of investments is ₹ 4,93,92,701/- as on 31st March 2019 and ₹ 5,42,58,025/- as on 31st March, 2018)

Description	Face Value	As at 31st March, 2019		As at 31st March, 2018	
		No. of Shares/ Debentures/Units	Amount	No. of Shares/ Debentures/Units	Amount
Investments measured at Amortized Cost, Unquoted, fully paid up					
In Debentures of Others					
I Care Learning Pvt. Ltd	100	50,700	50,700.00	50,700	50,700.00
In Equity Shares measured at Carrying Value - of Subsidiary Company					
SFSL Commodity Trading Pvt Ltd.	10	8,68,065	1,45,219.50	8,68,065	1,45,219.50
In Equity Shares measured at Carrying Value - of Associates Company					
Capita Finance Services Ltd*	10	-	-	40,000	4,000.00
SFSL Risk Management Services Pvt Ltd*	100	-	-	9,250	9,250.00
SFSL Insurance Advisory Services Pvt Ltd*	100	-	-	8,500	8,500.00
US Infotech Pvt. Ltd.	10	5,12,949	77,976.88	3,10,000	56,226.88
Brandshoots Ventures Pvt. Ltd.	10	5,44,400	54,440.00	5,44,400	54,440.00
Sumedha Management Solutions Pvt. Ltd	10	2,30,000	28,400.00	50,000	5,000.00
In Equity Shares measured at Fair value through Profit & Loss - of Others					
I Care Learning Pvt. Ltd	10	65,000	19,500.00	65,000	20,975.50
Total of Investments measured at Cost			3,76,236.38		3,54,311.88

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

5. INVESTMENTS (Contd.)

(₹ in '00)

Description	Face Value	As at 31st March, 2019		As at 31st March, 2018	
		No. of Shares/ Debentures/Units	Amount	No. of Shares/ Debentures/Units	Amount
Investments measured at Fair Value through Statement of Profit and Loss					
In Equity Shares					
Quoted, Fully Paid Up					
Aravali Securities & Finance Limited	10	200	7.92	200	6.80
Assam Brook Limited	10	3,625	567.31	3,625	567.31
APS Star Industries Limited	10	600	6.00	600	6.00
Bajaj Hindustan Limited	-	-	-	2,500	220.75
Bharat Wire Ropes Limited	10	2,114	1,206.04	2,114	2,357.11
Business Forms Limited	10	6,000	60.00	6,000	60.00
CDR Health Care Limited	10	2,200	166.76	2,200	166.76
Gujrat Inject (Kerala) Limited	10	900	9.00	900	9.00
HDFC SLIC	10	374	1,415.59	374	1,696.09
Leafin India Limited	10	500	5.00	500	5.00
Maruti Cottex Limited	10	17,000	170.00	17,000	170.00
Madhya Bharat Papers Limited	10	500	5.00	500	5.00
MCC Investment and Leasing Co. Limited	10	400	10.00	400	10.00
Modern Denim Limited	10	700	7.00	700	7.00
Orkay Industries Limited	10	1,100	11.00	1,100	11.00
Opal Luxury Time Products Limited	10	1,000	799.50	1,000	1,070.00
Paam Pharmaceuticals (Delhi) Limited	10	252	2.52	252	2.52
Parakaram Technofeb Limited	10	1,200	12.00	1,200	12.00
Pioneer Financial Management Services Limited	10	1,000	10.00	1,000	10.00
Primax Fiscal Services Limited	10	800	17.60	800	17.60
Sanderson Industries Limited	10	2,65,850	2,658.50	2,65,850	2,658.50
Sen Pet India Limited	10	29,300	293.00	29,300	293.00
Skipper Limited	1	33,000	22,572.00	33,000	70,950.00
State Bank of India	1	1,870	5,998.03	1,870	4,676.87
Technology Plastics Limited	10	1,000	10.00	1,000	10.00
Timbor Home Limited	10	1,374	30.37	1,374	30.37
In Debentures or Bonds - Quoted					
National Thermal Power Company Limited	-	-	-	2,000	254.80
In Mutual Funds					
UTI Equity Fund	10	200	211.66	200	195.60
Total of Investments measured at Fair Value Through Statement of Profit & Loss			36,261.80		85,479.08
Total Non Current Investments			4,12,498.18		4,39,790.96
Aggregate amount of quoted Investments and market value there of			36,261.80		85,479.08
Aggregate amount of unquoted Investments			3,76,236.38		3,54,311.88

Note: The Aggregate deemed cost of Investments is ₹ 4,40,67,815/- as on 31st March, 2019 and ₹ 4,18,17,815/- as on 31st March, 2018.

*During the year, pursuant to Scheme of Amalgamation, (the scheme) sanctioned by Hon'ble NCLT at Kolkata on 21.08.2018 under the provisions of Companies Act, 2013, Capita Finance Service Ltd., SFSL Insurance Advisory Services Pvt. Ltd., SFSL Risk Management Services Pvt. Ltd. along with APC Plants Pvt. Ltd., Cardone Trading Ltd., Hitech Tradecom Pvt. Ltd. (the Transferor Companies) were amalgamated with US Infotech Pvt. Ltd. with effect from 1.04.2017. In accordance with the Scheme, the Company being shareholder of transferor companies, was entitled to be allotted 2,02,949 fully paid equity shares of ₹ 10 each of US Infotech Pvt. Ltd. in the ratio of 29: 22: 37 for every 100 equity shares of ₹ 10 each held. The procedural formalities are under process. Since the Share Certificates of the Amalgamated Company are yet to be received.

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

6. OTHER FINANCIAL ASSETS

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
(Unsecured, Considered Good)		
Security Deposits		
- Security Deposits with Stock Exchange/ Clearing Member	94,500.00	1,04,500.00
- Security Deposits with Others	4,584.00	4,487.00
Accrued Interest	1,982.07	8,597.81
Total	1,01,066.07	1,17,584.81

7. INVENTORIES

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
Stock-in-Trade (At Fair Value)		
In Equity Instruments (Quoted)	6,99,984.43	5,11,131.45
In Preference Shares	0.01	0.01
In Mutual Funds (Quoted)	453.68	446.49
Total	7,00,438.12	5,11,577.95

Sr. No.	Name of the body corporate	Face Value (₹)	As at 31st March, 2019		As at 31st March, 2018	
			No. of Shares	Amount	No. of Shares	Amount
A	In Equity Instruments (Quoted)					
1	Akar Laminators Limited	10	500	4.25	500	4.25
2	Aditya Birla Capital Limited	10	5,000	4,860.00	5,000	7,292.50
3	Bajaj Hindusthan Sugar Limited	1	-	-	1,000	88.30
4	Bandhan Bank	10	-	-	41	192.00
5	Bank of Baroda	10	10,000	12,865.00	-	-
6	Bells Control Limited	10	50	5.00	50	5.00
7	Bharat Wire Ropes Limited	10	10,000	5,705.00	10,000	11,150.00
8	Vedanta Limited (formerly known as Cairn India Ltd.)	1	2,500	4,611.25	2,500	6,957.50
9	Castrol India Limited	5	4,000	6,656.00	4,000	8,204.00
10	Chemcrown India Limited	10	28,000	0.01	28,000	0.01
11	Core Education & Technologies Limited	2	11,000	194.70	11,000	194.70
12	Daewoo Motors (India) Limited	10	100	6.71	100	6.71
13	Edelweiss Financial Services Limited	1	-	-	500	1,191.75
14	EIH Limited	2	2,000	4,119.00	2,000	3,182.00
15	Emami Infra Limited	10	1,500	1,723.50	-	-
16	Electrosteel Steels Limited	10	800	248.00	40,000	976.00
17	Essel Pro Pack Limited	10	30,000	34,995.00	-	-
18	Fortis Healthcare Limited	10	5,000	6,787.50	10,000	12,340.00
19	Glenmark Pharmaceuticals Limited	1	4,000	25,888.00	2,000	10,543.00
20	HFCL Limited	1	20,000	4,510.00	20,000	5,180.00
21	Himadri Chemicals & Industries Limited	1	5,000	5,815.00	5,000	7,330.00
22	Hindustan Copper Limited	5	2,500	1,223.75	2,500	1,573.75

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

7. INVENTORIES (Contd.)

(₹ in '00)

Sr. No.	Name of the body corporate	Face Value (₹)	As at 31st March, 2019		As at 31st March, 2018	
			No. of Shares	Amount	No. of Shares	Amount
A	In Equity Instruments (Quoted) (Contd.)					
23	Hindustan National Glass Limited	2	29	23.87	29	31.15
24	HUDCO Limited	10	1,000	449.00	1,000	663.50
25	ICICI Bank Limited	2	1,512	6,055.56	1,512	4,209.41
26	IFB Industries Limited	10	4,608	45,063.94	2,000	23,000.00
27	IPCA Laboratories Limited	2	-	-	1,000	6,549.00
28	Maruthi Cotex Limited	10	2,000	0.01	2,000	0.01
29	Lords Chloro Alkali Limited (Formerly: Modi Alkalies & Chemicals Limited)	10	10	6.30	10	5.05
30	NBCC Limited	2	15,000	9,945.00	5,000	9,517.50
31	Orient Paper Limited	10	5,000	1,750.00	-	-
32	Oriental Bank of Commerce	10	19,000	22,087.50	19,000	17,404.00
33	Padmini Technologies Limited	10	3,200	0.01	3,200	0.01
34	Parakaram Technofab Limited	10	84,400	0.01	84,400	0.01
35	PC Jewellers Limited	10	6,000	4,932.00	-	-
36	Punjab National Bank	2	12,000	11,460.00	12,000	11,454.00
37	Reliance Industries Limited	10	12,000	1,63,590.00	12,000	1,05,936.00
38	RamKrishna Forging Limited	10	2,000	10,496.00	-	-
39	Sanderson Industries Limited	10	1,83,400	0.01	1,83,400	0.01
40	Skipper Limited	1	20,825	14,244.29	6,784	14,585.60
41	MW Unitexx Limited	10	195	3.49	195	3.49
42	State Bank of India	1	64,500	2,06,883.75	54,500	1,36,304.50
43	Suditi Industries Limited	10	2,000	519.00	2,000	1,206.00
44	Sun Pharmaceuticals Industries Limited	1	1,800	8,619.30	1,800	8,917.20
45	Suryodaya Allo - Metal Powders Limited	10	6,500	201.50	6,500	201.50
46	Suven Lifesciences Limited	1	-	-	5,000	8,390.00
47	Tata Consultancy Services Limited	1	-	-	50	1,424.65
48	Telephone Cables Limited	10	100	1.70	100	1.70
49	Texmaco Infrastructure & Holdings Limited.	1	8,000	4,536.00	8,000	4,912.00
50	Texmaco Rail & Engineering Limited.	1	16,000	11,040.00	16,000	13,352.00
51	Uco Bank	10	29,000	5,452.00	29,000	6,264.00
52	Union Bank of India	10	14,000	13,384.00	14,000	13,174.00
53	United Bank of India	10	-	-	1,000	126.70
54	Uttam Galva Steels Limited	10	25,000	2,625.00	20,000	2,400.00
55	Vatsa Corporation Limited	1	100	0.01	100	0.01
56	Vijaya Bank	10	10,000	4,605.00	10,000	5,190.00
57	Vimta Labs Limited	2	-	-	3,049	5,349.47
58	Viniyoga Clothex Limited	10	1,800	0.01	1,800	0.01
59	Wockhardt Limited	5	6,000	26,580.00	4,000	29,052.00
60	Bank of India		5,000	5,212.50	-	-
61	Wpil Limited	10	-	-	1,000	5,095.50
	Total			6,99,984.43		5,11,131.45

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

7. INVENTORIES (Contd.)

(₹ in '00)

Sr. No.	Name of the body corporate	Face Value (₹)	As at 31st March, 2019		As at 31st March, 2018	
			No. of Shares	Amount	No. of Shares	Amount
B	In Preference Shares (Unquoted)					
1	Venkateshwara Hatcheries Limited	10	20	0.01	20	0.01
	Total			0.01	20	0.01
C	In Mutual Funds					
1	Goldman Sachs Gold ETF (Goldbees)	100	15	421.20	15	411.81
2	UTI Master Shares - Unit Scheme	10	100	32.48	100	34.68
	Total			453.68	115	446.49
	Total Inventories			7,00,438.12		5,11,577.95

8. CURRENT TAX ASSETS

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
Advance Tax (Net of Provisions)	23,801.71	32,389.38
(Provision of ₹ 3,92,90,749/- as on 31.03.2019 and ₹ 3,00,54,855/- as on 31.03.2018)		
Total	23,801.71	32,389.38

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

9. INVESTMENT PROPERTY

(₹ in '00)

Description	Gross Block			Depreciation and Amortisation			Net Block As at 31st March, 2018	
	As at 1st April, 2017	Additions during the year	Disposals/ Discarded during the year	As at 31st March, 2018	Upto 31st March, 2017	Depreci- ation for the year		Disposal during the year
Tangible Assets								
Buildings	4,565.03	-	-	4,565.03	109.32	109.32	-	218.64
Total	4,565.03	-	-	4,565.03	109.32	109.32	-	218.64

Description	Gross Block			Depreciation and Amortisation			Net Block As at 31st March, 2019	
	As at 1st April, 2018	Additions during the year	Disposals/ Discarded during the year	As at 31st March, 2019	Upto 31st March, 2018	Depreci- ation for the year		Disposal during the year
Tangible Assets								
Buildings	4,565.03	-	-	4,565.03	218.64	109.32	-	327.96
Total	4,565.03	-	-	4,565.03	218.64	109.32	-	327.96

(i) Amount recognised in Statement of Profit and Loss for investment property

Particulars	31st March, 2019		31st March, 2018	
Rental Income		4,200.00		4,200.00
Direct operating expenses from property that generated rental income		45.27		64.51
Profit from investment properties before depreciation		4,154.73		4,135.49
Depreciation		109.32		109.32
Profit from investment properties		4,045.41		4,026.17

(ii) Fair value

The Company's Investment Property consists of a commercial property in India. The management has determined that the investment property consists of office - based on nature, characteristics and risks of property.

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

10. PROPERTY, PLANT AND EQUIPMENT

(₹ in '00)

Description	Gross Block			Depreciation and Amortisation			Net Block		
	As at 1st April, 2017	Additions during the year	Disposals/ Discarded during the year	As at 31st March, 2018	Upto 31st March, 2017	Depreciation for the year		Disposal during the year	Upto 31st March, 2018
Tangible Assets									
Buildings*	6,80,693.47	1,13,039.03	-	7,93,732.50	12,137.96	12,711.67	-	24,849.63	7,68,882.87
Electrical Installation	942.86	-	-	942.86	327.93	111.75	-	439.68	503.18
Furnitures & Fixtures	39,990.61	2,173.82	733.97	41,430.46	8,078.76	7,064.94	512.83	14,630.87	26,799.59
Computers	16,935.23	5,000.68	2,097.25	19,838.66	3,301.14	3,806.21	391.16	6,716.19	13,122.47
Office Equipment	16,428.79	3,563.88	1,284.15	18,708.52	3,022.67	3,731.20	691.12	6,062.75	12,645.77
Vehicles	95,131.08	65,112.42	9,607.61	1,50,635.89	5,794.07	21,510.10	4,238.36	23,065.81	1,27,570.08
Total	8,50,122.04	1,88,889.83	13,722.98	10,25,288.89	32,662.53	48,935.87	5,833.47	75,764.93	9,49,523.96
Description	Gross Block			Depreciation and Amortisation			Net Block		
	As at 1st April, 2018	Additions during the year	Disposals/ Discarded during the year	As at 31st March, 2019	Upto 31st March, 2018	Depreciation for the year		Disposal during the year	Upto 31st March, 2019
Tangible Assets									
Buildings*	7,93,732.50	-	-	7,93,732.50	24,849.63	13,927.74	-	38,777.37	7,54,955.13
Electrical Installation	942.86	40.44	-	983.30	439.68	115.20	-	554.88	428.42
Furnitures & Fixtures	41,430.46	495.34	-	41,925.80	14,630.87	7,225.16	-	21,856.03	20,069.77
Computers	19,838.66	3,772.33	-	23,610.99	6,716.19	4,270.63	-	10,986.82	12,624.17
Office Equipment	18,708.52	4,500.55	921.77	22,287.30	6,062.75	3,880.04	799.96	9,142.83	13,144.47
Vehicles	1,50,635.89	7,900.00	1,856.97	1,56,678.92	23,065.81	21,689.06	1,494.83	43,260.04	1,13,418.88
Total	10,25,288.89	16,708.66	2,778.74	10,39,218.81	75,764.93	51,107.83	2,294.79	1,24,577.97	9,14,640.84

* Registration of Noida Flat is still pending.

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

11. OTHER INTANGIBLE ASSETS

(₹ in '00)

Description	Gross Block			Depreciation and Amortisation			Net Block		
	As at 1st April, 2017	Additions during the year	Disposals/ Discarded during the year	As at 31st March, 2018	Upto 31st March, 2017	Depreciation for the year	Disposal during the year	Upto 31st March, 2018	As at 31st March, 2018
Software	3,107.39	3,785.30	550.00	6,342.69	911.28	826.95	-	1,738.23	4,604.46
Total	3,107.39	3,785.30	550.00	6,342.69	911.28	826.95	-	1,738.23	4,604.46

Description	Gross Block			Depreciation and Amortisation			Net Block		
	As at 1st April, 2018	Additions during the year	Disposals/ Discarded during the year	As at 31st March, 2019	Upto 31st March, 2018	Depreciation for the year	Disposal during the year	Upto 31st March, 2019	As at 31st March, 2019
Software	6,342.69	-	-	6,342.69	1,738.23	1,418.93	-	3,157.16	3,185.53
Total	6,342.69	-	-	6,342.69	1,738.23	1,418.93	-	3,157.16	3,185.53

12. OTHER NON-FINANCIAL ASSETS

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
(Unsecured, Considered Good)		
Capital Advances	62,560.05	62,560.05
Prepaid Expenses	4,474.95	13,521.61
Others	45,812.11	52,292.01
Total	1,12,847.11	1,28,373.67

13. TRADE PAYABLES

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	1,04,528.25
Total	-	1,04,528.25

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

14. BORROWINGS

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
Term Loan from Non - Banking Financial Company - Refer Additional Information below	18,577.25	23,779.61
Total	18,577.25	23,779.61
Additional Information		
A. Toyota Financial Services India Limited.		
(i) Secured by hypothecation of the vehicle purchased there against		
(ii) Rate of interest is 9.74%		
Vehicle Loan - Repayable in monthly instalments of ₹ 28,935 and final instalment would be due on 20th June, 2018	-	830.50
B. Daimler Financial Services Private Limited		
(i) Secured by hypothecation of the vehicle purchased there against		
(ii) Rate of interest is 8.50%		
Vehicle Loan - Repayable in 48 monthly instalments of ₹ 51,294/- and final instalment would be due on 13th September, 2022	13,818.85	22,949.11
Amount due to be paid within one year	4,758.40	5,202.36

15. OTHER FINANCIAL LIABILITIES

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
Unclaimed Dividend	11,895.59	11,458.93
Payable for Expense	37,509.15	15,190.60
Total	49,404.74	26,649.53

16. PROVISIONS

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
Provisions for Employee Benefits*	12,814.81	17,181.32
Total	12,814.81	17,181.32

* The provision for employee benefit includes Leave Encashment

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

17. DEFERRED TAX LIABILITIES (NET)

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
Deferred Tax Liabilities		
The balances comprises temporary differences attributable to:		
i) Property, Plant and Equipment and Other Intangible Assets	1,09,194.16	1,01,858.36
ii) Financial Assets at Fair Value through Profit and Loss	-	12,223.92
Deferred Tax Liabilities (A)	1,09,194.16	1,14,082.28
Deferred Tax Assets		
The balances comprises temporary differences attributable to:		
i) Items allowed for tax purpose on payment	924.85	4,779.84
ii) Long Term Capital Loss	5,675.32	8,692.33
iii) Financial Assets at Fair Value through Profit and Loss	5.97	-
Deferred Tax Assets (B)	6,606.14	13,472.17
Net Deferred Tax Liabilities (A-B)	1,02,588.02	1,00,610.11

18. OTHER NON FINANCIAL LIABILITIES

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
Outstanding Liabilities [^]	6,316.32	35,460.48
Statutory Dues	29,106.88	33,475.21
Total	35,423.20	68,935.69

[^]Includes advances from customers of ₹ 6,26,932/- (Previous Year ₹ 29,14,348/-)

19. EQUITY SHARE CAPITAL

(₹ in '00)

Description	As at 31st March, 2019		As at 31st March, 2018	
	Number	Amount	Number	Amount
Authorised:				
Equity Shares of ₹ 10 each	1,00,00,000	10,00,000.00	1,00,00,000	10,00,000.00
Issued, Subscribed & Paid up:				
Equity Shares of ₹ 10 each fully paid up	79,84,424	7,98,442.40	79,84,424	7,98,442.40
Total	79,84,424	7,98,442.40	79,84,424	7,98,442.40

19.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year.

(₹ in '00)

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	79,84,424	7,98,442.40	79,84,424	7,98,442.40
Shares outstanding at the end of the year	79,84,424	7,98,442.40	79,84,424	7,98,442.40

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

19. EQUITY SHARE CAPITAL (Contd.)

19.2 Rights, preferences and restrictions attached to shares

The Company has only one class of issued shares i.e. Equity Shares having face value of ₹ 10 per share. Each holder of Equity Shares is entitled to vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their shareholding.

19.3 The details of Shareholders holding more than 5% shares:

Name of the Shareholder	As at 31st March, 2019		As at 31st March, 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Vijay Maheshwari	1669220	20.91%	1669220	20.91%
Hitech Tradecomm Private Limited	-	-	677800	8.49%
US Infotech Pvt Ltd	1115566	13.97%	-	-
Total	2784786	34.88%	2347020	29.40%

19.4 Particulars of each class of shares held by holding, ultimate holding, subsidiaries or associates of the holding company

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
US Infotech Pvt Ltd	11,15,566	13.97%	-	-
SFSL Insurance Advisory Services Pvt. Ltd.	-	-	1,56,200	1.96%
SFSL Risk Management Services Pvt. Ltd.	-	-	1,90,950	2.39%
Total	11,15,566	13.97%	3,47,150	4.35%

20. OTHER EQUITY

(₹ in '00)

Description	As at 31st March, 2019		As at 31st March, 2018	
Securities Premium Reserve				
As per last Financial Statement		2,57,201.64		2,57,201.64
General Reserve				
As per last Financial Statement		9,265.45		9,265.45
Retained Earnings				
As per last Financial Statement	27,15,435.11		24,58,395.14	
Add: Profit for the year	4,15,207.19		3,53,138.58	
Less: Appropriations	-		-	
Transferred to General Reserve	-		-	
Dividend on Equity Shares [Dividend per Share (Previous year ₹ 1/-)]	79,844.24		79,844.24	
Tax on Dividend	16,412.18	30,34,385.88	16,254.37	27,15,435.11
Other Comprehensive Income (OCI)				
As per last Financial Statement	6,646.81		3,597.91	
Add: Movement in OCI (Net) during the year	669.40		3,048.90	
Total Other Comprehensive Income		7,316.21		6,646.81
Total		33,08,169.18		29,88,549.01

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

20. OTHER EQUITY (Contd.)

Nature and Purpose of Other Equity

a) Securities Premium Reserve

Securities Premium Reserve is used to record the premium on issue of shares. The reserve is available for utilisation in accordance with the provisions of the Act.

b) General Reserve

General Reserve is created and utilised in compliance with the provisions of the Act.

c) Retained Earnings

Retained Earnings represents accumulated profits earned by the Company and remaining undistributed as on date.

21. REVENUE FROM OPERATIONS

(₹ in '00)

Description	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Investment Banking* (TDS as on 31.03.2019 ₹1,10,49,701.00/- and as on 31.03.2018 ₹ 96,29,376.00/-)	11,22,607.92	9,87,398.32
Sales of Stock-in-Trade - Shares and Securities	4,28,181.11	8,47,344.78
Brokerage, Commission and Other Charges	1,31,442.21	2,26,284.11
Net gain on intraday trading of Shares and Securities	1,762.67	6,630.07
Net gain on derivative transaction	1,24,731.83	-
Total	18,08,725.74	20,67,657.28

* includes fees received from Related Party (Sumedha Management Solutions Pvt Ltd) amounting to ₹148 Lakhs during the year.

22. OTHER INCOME

(₹ in '00)

Description	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Interest income from Financial Assets		
- Fixed Deposits (TDS as on 31.03.2019 ₹ 2,31,984.70/- and as on 31.03.2018 ₹ 2,46,915.50/-)	23,127.89	26,588.41
- Loan to Subsidiary (TDS as on 31.03.2019 ₹ 7,884.00/- and as on 31.03.2018 ₹ 1,008.00/-)	788.33	100.82
- IFSD	133.69	593.66
- Debentures	-	5,024.32
Interest on IT Refund	3,471.54	-
Dividend Income	2,891.55	4,796.40
Profit on Sale of Mutual Funds & Investments	13,036.21	32,719.43
Rent (TDS as on 31.03.2019 ₹ 42,000.00/- and as on 31.03.2018 ₹ 42,000.00/-)	4,200.00	4,200.00
Net Gain on Fair Value Changes	-	20,242.56
Profit on Sale of Fixed Assets	344.09	-
Miscellaneous Income	150.75	1,693.70
Total	48,144.05	95,959.30

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

23. FINANCE COSTS

(₹ in '00)

Description	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Interest Cost on Financial Liabilities		
- On Fixed Loans	1,819.23	1,362.61
- Others	-	172.06
Other Borrowing Cost	4,839.55	4,014.44
Bank Charges	155.80	275.06
Total	6,814.58	5,824.17

24. CHANGES IN INVENTORIES OF STOCK-IN-TRADE

(₹ in '00)

Description	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Stock - in - Trade (at the end of the year)	7,00,438.12	5,11,577.95
Stock - in - Trade (at the beginning of the year)	5,11,577.95	4,72,347.51
Total	(1,88,860.17)	(39,230.44)

25. EMPLOYEE BENEFITS EXPENSE

(₹ in '00)

Description	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Salaries and Wages	3,37,755.95	3,24,641.64
Contribution to Provident Fund and Other Funds	20,796.15	37,341.96
Staff Welfare Expenses	9,442.89	10,259.97
Total	3,67,994.99	3,72,243.57

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

26. OTHER EXPENSES

(₹ in '00)

Description	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Advertisement & Business Promotion	35,982.39	49,828.30
Bad Debts and Sundry Balances written off	1,08,779.63	39,075.88
Car Expenses	26,999.92	30,703.28
Charity and Donation	5,699.10	3,607.30
Communication Expenses	8,751.52	10,429.78
Computer Expenses	2,563.03	2,150.00
Commission	7,500.00	12,500.00
Electricity	11,616.63	12,370.33
Insurance	3,336.54	2,948.62
Net Loss on Derivative Transaction	-	31,185.26
NSE/ BSE/ SHCIL Charges	1,267.71	5,097.43
Office Maintenance	15,408.21	14,477.65
Processing fees	1,316.98	856.28
Professional Charges	94,655.50	76,391.42
Payment to Auditor's *	4,080.00	3,400.00
Printing & Stationery	6,269.99	5,717.33
Rates and Taxes	7,065.64	8,370.17
Repairs & Maintenance	2,192.24	3,384.34
Rent	23,400.00	23,400.00
Retainership Fees	12,000.00	18,116.66
SEBI Turnover and Memebership Fees	3,539.06	8,292.46
Travelling & Conveyance	50,265.13	38,914.21
VSAT Charges	1,385.70	981.00
Net Loss on Fair Value Changes	27,634.86	-
Loss on Sale of Fixed Assets	-	4,117.51
Miscellaneous Expenses	48,243.00	41,246.70
Total	5,09,952.78	4,47,561.91

* Payments To Auditor's

- Statutory Audit	1,700.00	1,700.00
- Tax Audit	750.00	750.00
- Limited Review	450.00	600.00
- Certification and Other Services	1,180.00	350.00
Total	4,080.00	3,400.00

27. EARNINGS PER SHARE

(i) Reconciliation of earning used in calculating earnings per share:

(₹ in '00)

Numerator		For the year ended 31st March, 2019	For the year ended 31st March, 2018
(a)	Profit/(Loss) for the year (₹) (for basic EPS)(₹)	4,15,20,719	3,53,13,858
(b)	Less: Effect of dilutive potential ordinary shares	-	-
(c)	Net Profit/(Loss) for diluted earnings per share(₹)	4,15,20,719	3,53,13,858

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

27. EARNINGS PER SHARE (Contd.)

(ii) Reconciliation of basic and diluted shares used in computing earnings per share:

(₹ in '00)

Denominator		For the year ended 31st March, 2019	For the year ended 31st March, 2018
(a)	Weighted average number of Equity Shares (for basic EPS)	79,84,424	79,84,424
(b)	Less: Effect of dilutive potential ordinary shares	-	-
(c)	Number of weighted average equity shares considered for dilutive earnings per share	79,84,424	79,84,424

(iii) Earnings Per Share (₹)

(₹ in '00)

Particulars		For the year ended 31st March, 2019	For the year ended 31st March, 2018
(a)	- Basic	5.20	4.42
(b)	- Diluted	5.20	4.42

28. OPEN INTEREST IN EQUITY INDEX/STOCK FUTURES AS AT 31ST MARCH, 2019.

(₹ in '00)

Sl. No	Name of the future	Series of future	Number of contracts	Number of units per lot
1	Bank of Baroda	25th April, 2019	5	4000
2	Canara Bank	25th April, 2019	22	2000
3	Oriental Bank of Commerce	25th April, 2019	1	7000
4	Reliance Ind. Ltd.	25th April, 2019	30	500
5	State Bank Of India	25th April, 2019	3	3000

OPEN INTEREST IN EQUITY INDEX/STOCK FUTURES AS AT 31ST MARCH, 2018

(₹ in '00)

Sl. No	Name of the future	Series of future	Number of contracts	Number of units per lot
1	Bank of Baroda	26th April, 2018	3	4,000
2	Canara Bank	26th April, 2018	12	1,600
3	CIPLA Ltd.	26th April, 2018	4	1,000
4	DLF Ltd.	26th April, 2018	1	5,000
5	Glenmark Pharmaceuticals Ltd.	26th April, 2018	9	700
6	ITC Ltd.	26th April, 2018	3	2,400
7	ICICI Bank	26th April, 2018	2	2,750
8	LUPIN Ltd.	26th April, 2018	2	600
9	NIFTY	26th April, 2018	10	75
10	Oriental Bank of Commerce	26th April, 2018	1	6,000
11	Reliance Ind. Ltd.	26th April, 2018	16	500
12	State Bank Of India	26th April, 2018	6	3,000
13	Sun Pharmaceuticals Ltd.	26th April, 2018	5	1,100

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

29. CONTINGENT LIABILITIES AND COMMITMENTS

(₹ in '00)

Denominator		For the year ended 31st March, 2019	For the year ended 31st March, 2018
(A)	Claims against the company not acknowledged as debt		
	Contingent Liabilities not provided for in respect of Guarantee given by Canara Bank to National Securities Clearing Corporation Limited Nil (Previously ₹ 80 lacs) and Stock Holding Corporation of India Limited Nil (Previously ₹ 70 lacs).	-	1,50,000

The above bank guarantees extended by Canara Bank is secured by pledge of fixed deposits and also secured by way of Equitable Mortgage of a Company's Immovable Property. The said facilities are further secured by personal guarantees of three directors of the Company.

(₹ in '00)

Denominator		For the year ended 31st March, 2019	For the year ended 31st March, 2018
(B)	Capital Commitments		
	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	8,000	10,000

30. INCOME TAX EXPENSE

(a) Major Components of income tax expense for the year ended 31st March 2019 and 31st March, 2018:

(₹ in '00)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Current Income Tax	1,39,500.00	1,14,000.00
Adjustment in respect of income tax of previous year	(5,707.73)	(336.40)
Total Current Tax Expense	1,33,792.27	1,13,663.60
<i>Deferred Tax</i>		
(Decrease)/Increase in Deferred Tax Liabilities	(4,888.12)	(19,840.82)
Decrease/(Increase) in Deferred Tax Assets	6,866.03	(1,139.95)
Transferred to OCI	(258.00)	(1,175.13)
Deferred Tax	1,719.91	(22,155.90)
<i>Income Tax expense is attributable to:</i>		
Profit from continued operation	1,35,512.18	91,507.70
Profit from discontinued operation	-	-
Total	1,35,512.18	91,507.70

(b) Deferred Tax related to items recognized in OCI during the year:

(₹ in '00)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Tax on Gain/(Loss) on FVTPL financial assets	(258.00)	(1,175.13)
Income Tax charged to OCI	(258.00)	(1,175.13)

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

30. INCOME TAX EXPENSE (Contd.)

(c) Reconciliation of tax expense and the accumulated profit multiplied by India's domestic rate:

(₹ in '00)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Profit/(loss) before tax from Continuing Operations	5,50,719.36	4,44,646.28
Profit/(loss) before tax from discontinuing Operations	-	-
Indian tax rate	27.82%	27.55%
Tax at the Indian rates	1,53,210.12	1,,22,500.05
Tax at the Indian rates:	1,53,210.12	1,22,500.05
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Expenses disallowed/considered separately	53,489.61	35,877.97
Expenses Allowed	(77,551.96)	(48,803.37)
Donation	(792.74)	(496.91)
Rental Income (net of Municipal Tax and Rebate)	788.59	803.07
Tax on Normal Rate (A)	1,29,143.62	1,09,880.81
Tax on Special Income at Normal Rate (B)	9881.17	3,694.87
Total Tax Expenses (A)+(B)	1,39,024.79	1,13,575.68
Rounded off to	1,39,500.00	1,14,000.00
Income Tax expense	1,39,500.00	1,14,000.00

31. EXPENDITURE/ EARNINGS IN FOREIGN CURRENCY

(₹ in '00)

Particulars	For the year ended	
	31st March, 2019 Amount	31st March, 2018 Amount
A. Expenditure in Foreign Currency		
Travelling	10,003.26	4,940.92
Total	10,003.26	4,940.92

(₹ in '00)

Particulars	For the year ended	
	31st March, 2019 Amount	31st March, 2018 Amount
B. Earnings in Foreign currency		
Consultancy Fees	7,617.39	6,955.20
Total	7,617.39	6,955.20

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

32. SEGMENT INFORMATION

1. The Company has three Main segment Operations:

- Capital Market Operations comprising Stock Broking, Investment, Mutual Funds & Other products distribution.
- Investment Banking comprising of Loan Syndication, Merchant Banking, and Restructuring & Other related Advisory Services.
- Other Segments which have been identified and reported taking into account the nature of services, different risk & return and internal reporting systems.

The Chief Operating Decision Maker (CODM) primarily uses earnings before interest, tax, depreciation and amortization (EBIDTA) as performance measure to assess the performance of the operating segments. However, the CODM also receives information about the Segment's revenues, Segment's assets and Segment's liabilities on regular basis.

A. Segment Profit or Loss:

Segment's performance are measured based on Segment EBITDA. Segment EBITDA is defined as "Earnings from Continuing Operations before Finance Costs, Exceptional Items, Tax Expense, Depreciation and Amortization, Impairment of non-current Assets, Investment Income and Fair Value gains or Losses on Financial Assets but after allocation of Corporate Expenses. Segments EBITDA are as follows:

(i) Segment Profit or Loss:

(₹ in '00)

Segments	Year Ended 31.03.2019	Year Ended 31.03.2018
Capital Market operations	1,82,359.59	1,52,089.85
Investment Banking	3,91,635.92	3,10,316.08
Others (Unallocated)	(16,461.57)	(11,935.48)
Total Segment EBIT	5,57,533.94	4,50,470.45
Segment EBIT reconciles to Profit/(Loss) before Tax from Continuing Operations as follows:		
Finance Cost	(6,814.58)	(5,824.17)
Profit/(Loss) Before tax from Continuing Operations	5,50,719.36	4,44,646.28

(ii) Following Items are either included in the measures of Segment Profit or Loss reviewed by CODM or are regularly provided to the CODM:

(₹ in '00)

Particulars	Year Ended 31.03.2019			Year Ended 31.03.2018		
	Capital Market Operations	Investment Banking	Others (Unallocated)	Capital Market Operations	Investment Banking	Others (Unallocated)
Interest Income-(a)	23,018.55	1,031.36	-	26,807.06	475.82	-
Depreciation and Amortization	1,969.45	50,666.63	-	2,024.47	47,847.67	-
Impairment loss/ (Reversal) of Non-Current Assets (Net)	-	-	-	-	2,808.69	-

- a) Represents Interest Income from Fixed Deposits, Loan from Subsidiary and Security Deposits which are included in the measure of segment Profit/Loss.

B. Segment Revenue

The Segment revenue is presented in the same way as in the Statement of Profit and Loss. However, sales between Operating Segments are on arm's length basis in a manner similar to transactions with third parties and are eliminated on consolidation. Segment Revenue and Reconciliation of the same with total Revenue are as follow:

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

32. SEGMENT INFORMATION (Contd.)

B. Segment Revenue (Contd.)

Particulars	Year Ended 31.03.2019			Year Ended 31.03.2018		
	Total Segment Revenue	Inter Segmental Revenue	Revenue from External Customers	Total Segment Revenue	Inter Segmental Revenue	Revenue from External Customers
Capital Market operations	7,25,420.58	-	7,25,420.58	11,30,701.75	-	11,30,701.75
Investment Banking	11,31,449.21	-	11,31,449.21	10,32,914.83	-	10,32,914.83
Others (Unallocated)	-	-	-	-	-	-

C. Segment Assets

Segment Assets are measured in the same way as in the financial statements. These assets are allocated based on the operations of the segment and the physical location of the assets. However, certain assets like investments, Loans, assets classified as held for sale, current and Deferred Tax assets etc. are not considered to be segment assets as they are managed at corporate level. Further, Corporate administrative assets are not allocated to individual segments as they are also managed at corporate level and these are not linked to any specific segment.

(i) Segment assets and reconciliation of the same with total assets are as under:

(₹ in '00)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Capital Market operations	20,39,992.94	19,53,803.30
Investment Banking	22,49,729.37	21,31,034.30
Others (Unallocated)	35,697.29	43,838.31
Total Assets/Total Segment assets	43,25,419.60	41,28,675.91

During the year ended 31/03/2019, Capital expenditure relating to Capital Market Operations and Investment Banking are ₹ 2,05,864/- and ₹ 14,64,997/- respectively.

D. Segment Liabilities

Segment Liabilities are measured in the same way as in the financial statements. These liabilities are allocated based on the operations of the segment. In measurement of Capital Market Operations, Investment Banking and Other (Unallocated) segment's liabilities like borrowings, current and deferred tax liabilities, liabilities associated with assets held for sale etc. are not considered as segment liabilities as they are managed at corporate level. Further, corporate administrative liabilities are not allocated to individual segments as they are also managed at corporate levels and does not linked to any specific segment. Segment liabilities excludes Deferred Tax Liabilities.

(₹ in '00)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Capital Market operations	9,186.25	1,43,320.04
Investment Banking	95,138.16	86,295.41
Others (Unallocated)	11,895.59	11,458.95
Total Liabilities/Total Segment Liabilities	1,16,220.00	2,41,074.40

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

33. DUES TO MICRO AND SMALL ENTERPRISES

The Company has no dues to Micro and Small Enterprises as at 31st March, 2019 and 31st March, 2018 in the Financial Statements based on the information received and available with the Company.

34. BALANCE CONFIRMATION

Outstanding balances of Trade Receivables, Loans and Advances are subject to confirmation from the respective parties and consequential adjustments arising from reconciliation if any. The management, however, is of the view that there will be no material discrepancies in this regard.

35. EMPLOYEE BENEFITS

A. Defined Benefit Plans

Defined Benefit Plans expose the Company to actuarial risk such as: Interest Rate Risk, Liquidity Risk, Salary Escalation Risk and Demographic Risk.

- i. Interest Rate Risk:** The Plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liquidity (as shown in financial statements)
- ii. Liquidity Risk:** This is the risk that the company is not able to meet the short-term benefit payouts. This may arise due to non-availability of enough cash/ cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.
- iii. Salary Escalation Risk:** The Present Value of the above benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary in future for plan participants from the rate of increase in salary used to determine present value of obligation will have a bearing on the plan's liability.
- iv. Demographic Risk:** The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

Gratuity Plans

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to gratuity on terms not less favorable than The Provisions of Gratuity Act, 1972. The above Scheme is funded.

(a) Change in Defined Contribution Plans (DCP) over the year ended 31st March, 2019.

(₹ in '00)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Contribution to Employee's Provident Fund	6,493.69	6,286.47
Contribution to Employee's Family Pension Fund	5,495.04	5,187.88
Total	11,988.73	11,474.35

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

35. EMPLOYEE BENEFITS (Contd.)

(b) Change in Defined Benefit Obligations (DOB) over the year ended 31st March, 2019

(₹ in '00)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	For the year ended 31ST March 2019	For the year ended 31ST March 2018	For the year ended 31ST March 2019	For the year ended 31ST March 2018
Present Value of DBO at the Beginning of Year	50,118.91	42,259.57	17,181.32	6,054.17
Current Service Cost	3,934.22	4,659.70	1,527.33	2,400.81
Interest Cost	3,859.16	3,084.95	1,322.96	441.96
Curtailement Cost/(Credit)	-	-	-	-
Settlement Cost/(Credit)	-	-	-	-
Employee Contribution	-	-	-	-
Past Service Cost	-	5,388.96	-	-
Acquisitions	-	-	-	-
Re-measurement (or Actuarial (gains/Losses) arising from:				
- Change in demographic assumptions	-	-	-	-
- Change in financial assumptions	475.54	(2,060.54)	114.42	(742.53)
- Experience variance(i.e. Actual experience vs. assumptions)	(1,961.80)	(2,492.58)	359.70	12151.98
- Others	-	-	-	-
Benefits paid	(1,475.19)	(721.15)	(7,690.92)	(3,125.07)
Present Value of DBO at the end of Year	54,950.84	50,118.91	12,814.81	17,181.32

(c) Change in Fair Value of Assets

(₹ in '00)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	For the year ended 31ST March 2019	For the year ended 31ST March 2018	For the year ended 31ST March 2019	For the year ended 31ST March 2018
Plan Assets at beginning of period	54,235.53	48,176.98	-	-
Investment Income	4,176.14	3,516.92	-	-
Return on Plan Assets , Excluding amount recognized in Net Interest Expense	(558.87)	(329.08)	-	-
Actual Company contributions	7,212.17	3,591.86	7,690.92	3,125.07
Fund Transferred	-	-	-	-
Employee Contributions	-	-	-	-
Benefits paid	(1,475.19)	(721.15)	(7,690.92)	(3,125.07)
Plan assets at the end of period	63,589.78	54,235.53	-	-

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

35. EMPLOYEE BENEFITS (Contd.)

(d) Funded Status

(₹ in '00)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	For the year ended 31ST March 2019	For the year ended 31ST March 2018	For the year ended 31ST March 2019	For the year ended 31ST March 2018
Defined Benefit Obligation	54,950.84	50,118.91	12,814.81	17,181.32
Fair Value of Plan Assets	63,589.78	54,235.53		-
Unrecognized Past Service Cost	-	-		-
Effects of Asset Ceiling	-	-		-
Net Defined Benefit Asset/(Liability)	8,638.94	4,116.62	(12,814.81)	(17,181.32)

(e) Reconciliation of Net Balance Sheet position

(₹ in '00)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	For the year ended 31ST March 2019	For the year ended 31ST March 2018	For the year ended 31ST March 2019	For the year ended 31ST March 2018
Net asset/(Liability) recognized in balance sheet at the beginning of period	4,116.62	5,917.41	(17,181.32)	(6,054.17)
Expense recognized in Income Statement	3,617.24	9,616.69	3,324.41	14,252.22
Expense recognized in Other Comprehensive Income	(927.39)	(4,224.04)	-	-
Employer contributions	7,212.17	3,591.86	7,690.92	3,125.07
Net Acquisitions/Business Combinations	-	-	-	-
Net asset/(Liability) recognized in balance sheet at end of the period	8,638.94	4,116.62	(12,814.81)	(17,181.32)

(f) Expense recognized during the year 2018-19

(₹ in '00)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	For the year ended 31ST March 2019	For the year ended 31ST March 2018	For the year ended 31ST March 2019	For the year ended 31ST March 2018
Current Service Cost	3,934.22	4,659.70	1,527.33	2,400.81
Past Service Cost Plan Amendment	-	5,388.96	-	-
Curtailement cost/(credit)	-	-	-	-
Settlement cost/(credit)	-	-	-	-
Expected return on Plan Assets	-	-	-	-
Net Actuarial Losses/(Gains)	-	-	474.12	11,284.45
Net Interest on Net Defined Benefit Liability/(assets)	(316.98)	(431.97)	1,322.96	441.96
Expense recognized in the Statement of Profit and Loss	3,617.24	9,616.69	3,324.41	14,127.22

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

35. EMPLOYEE BENEFITS (Contd.)

(g) Other Comprehensive Income

(₹ in '00)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Actuarial (gains)/losses due to:		
- Change in demographic assumptions	-	-
- Change in financial assumptions	475.54	(2,060.54)
- Experience variance (i.e. Actual experience vs. assumptions)	(1,961.80)	(2,492.58)
- Others	-	-
Return on Plan Assets, excluding amount recognized in net interest expense	558.87	329.08
Re measurement (or Actuarial (gain)/Loss) arising because of change in effect of asset ceiling	-	-
Components of defined benefit costs recognized in other Comprehensive Income	(927.39)	(4,224.04)

(h) Principal Actuarial Assumptions

(₹ in '00)

Financial Assumptions	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Discount Rate	7.60% p.a.	7.70% p.a.
Rate of Increase in Salaries	6.50% p.a.	6.50% p.a.

(₹ in '00)

Demographic Assumptions	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Rate of Availment of Leave	0.00 % p.a.	0.00 % p.a.
Rate of Encashment of Leave	0.00 % p.a.	0.00 % p.a.
Mortality Rate (% of IALM 06-08)	100% p.a.	100% p.a.
Normal Retirement Age	62 Years	62 Years
Attribution Rates, based on age (% p.a.)		
- For all ages	2.00	2.00

(i) Division of defined Benefit Obligation (Current/Non-Current) at the end of the year.

(₹ in '00)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	For the year ended 31ST March 2019	For the year ended 31ST March 2018	For the year ended 31ST March 2019	For the year ended 31ST March 2018
Current Defined Benefit Obligation	11,295.81	4,162.54	4,131.18	3,777.75
Non-Current Defined Benefit Obligation	43,655.03	45,956.37	8,683.63	13,403.57
Total Defined Benefit Obligation	54,950.84	50,118.91	12,814.81	17,181.32

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

35. EMPLOYEE BENEFITS (Contd.)

(j) Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The Sensitivity Analysis below have determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period while holding all other assumptions constant. The result of sensitivity analysis is given below:

(₹ in '00)

Particulars	Gratuity (Funded)				Leave Encashment (Unfunded)			
	For the year ended 31ST March 2019		For the year ended 31ST March 2018		For the year ended 31ST March 2019		For the year ended 31ST March 2018	
	Decrease	Increase	Decrease	Increase	Decrease	Increase	Decrease	Increase
Discount Rate (-/+ 1%)	60,163.69	50,521.64	55,979.23	45,168.20	14,084.74	11,757.95	19,148.39	15,447.93
Salary Growth Rate (-/+ 1%)	51,134.19	59,435.61	45,773.93	55,250.04	11,683.36	14,157.80	15,431.42	19,263.29
Attrition Rate (-/+ 50%)	54,222.86	55,609.72	49,212.30	50,934.67	12,669.74	12,941.63	16,930.38	17,399.98
Mortality Rate (-/+ 10%)	54,730.09	55,166.28	49,838.24	50,391.69	12,787.64	12,841.15	17,131.40	17,229.46

(k) Methodology for Defined Benefit Obligation

The Projected Unit Credit (PUC) actuarial method has been used to assess the Present Value of Defined Benefit Obligations and the related Current Service Cost and where applicable Past Service Cost.

(₹ in '00)

Expected Cash Flows over the next (valued on undiscounted basis)	Gratuity (Funded)		Leave Encashment (Unfunded)	
	For the year ended 31ST March 2019	For the year ended 31ST March 2018	For the year ended 31ST March 2019	For the year ended 31ST March 2018
1 Year	11,295.81	4,162.54	4,131.18	3,777.75
2-5 Years	10,201.97	10,970.47	1,308.54	2,274.01
6-10 Years	30,142.49	30,666.49	3,608.45	5,214.93
More Than 10 Years	82,357.46	97,831.78	24,515.86	39,449.32

(l) Plan Assets Information

Major categories of Plan Assets as percentage of Total Plan Assets.

(₹ in '00)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	For the year ended 31ST March 2019	For the year ended 31ST March 2018	For the year ended 31ST March 2019	For the year ended 31ST March 2018
Funds Managed by Insurer	100%	100%	-	-

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

36. RELATED PARTY TRANSACTIONS.

A. As per Indian Accounting Standard-24 - 'Related Party Disclosures' issued by the Institute of Chartered Accountants of India, the names of the related parties are given below:

B. List of related parties with whom the Company has transacted during the year

Subsidiary Company	SFSL Commodity Trading Private Limited.
Associates	U.S. Infotech Private Limited Brandshoots Ventures Private Limited Sumedha Management Solutions Private Limited
Key Managerial Personnel	Mr. Bhawani Shankar Rathi (Whole Time Director) Mr. Vijay Maheshwari (Director) Mr. Bijay Murmuria (Director) Mrs. Garima Maheshwari (Director)
Enterprise/ Firm owned or significantly influenced by Key Managerial Personnel	Superb Estate Services Private Limited Maheshwari & Associates (Chartered Accountants)

C. Transaction with related parties during the year and year end outstanding balance thereof are as follows: (₹ in '00)

Sl. No.	Nature of Transactions	Associates	Subsidiary	Enterprise owned or significantly influenced by Key Managerial Personnel	Key Management Personnel	Total
i	Managerial Remuneration	-	-	-	25,148.67	25,148.67
		-	-	-	(24,822.00)	(24,822.00)
ii	Rent paid	-	9,000.00	2,400.00	6,000.00	17,400.00
		-	(9,000.00)	(2,400.00)	(6,000.00)	(17,400.00)
iii	Portfolio management fees received	-	-	-	759.04	759.04
		-	-	-	(2,320.28)	(2,320.28)
iv	Guarantee commission paid	-	-	-	2,500.00	2,500.00
		-	-	-	(2,500.00)	(2,500.00)
v	Dividend Paid	11,155.66	-	2,186.00	21,834.10	35,175.76
		(3,471.50)	-	(2,186.00)	(21,834.10)	27,491.60
vi	Advance Paid	-	17,000.00	-	-	17,000.00
		-	(25,000.00)	-	-	(25,000.00)
vii	Advance Refunded	-	17,000.00	-	-	17,000.00
		-	(25,000.00)	-	-	(25,000.00)
viii	Interest received	-	709.49	-	-	709.49
		-	(90.74)	-	-	(90.74)
ix	Rent received	-	-	4,200.00	-	4,200.00
		-	-	(4,200.00)	-	(4,200.00)
X	Consultancy Fees Received	1,48,000.00	-	-	-	1,48,000.00
		-	-	-	-	-
xi	Investment in Equity Shares	23,400.00	-	-	-	23,400.00
		-	-	-	-	-
xii	Outstanding balances at the end of the Financial Year					
(a)	Investment in Equity shares	1,60,816.88	1,45,219.50	-	-	3,06,036.38
		(1,37,416.88)	1,45,219.50	-	-	(2,82,636.38)

Note: (i) The above transactions do not include reimbursement of expenses made / received during the year.
(ii) Previous year figures are in the bracket.

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

36. RELATED PARTY TRANSACTIONS (Contd.)

D. Disclosure in Respect of Related Party Transactions during the year.

(₹ in '00)

Particulars	2019	2018
Managerial Remuneration		
Mr. Bhawani Shankar Rathi	25,148.67	24,822.00
Rent paid		
SFSL Commodity Trading Pvt. Limited	9,000.00	9,000.00
Superb Estate Services Pvt. Limited	2,400.00	2,400.00
Mr. Vijay Maheshwari	6,000.00	6,000.00
Portfolio management fees received		
Mr. Vijay Maheshwari	420.34	478.68
Mrs. Garima Maheshwari	338.70	1,841.60
Guarantee Commission paid		
Mr. Vijay Maheshwari	1,250.00	1,250.00
Mr. Bijay Murmuria	1,250.00	1,250.00
Dividend paid		
Mr. Bijay Murmuria	3,699.20	3,699.20
Mr. Bhawani Shankar Rathi	1,192.70	1,192.70
Mr. Vijay Maheshwari	16,692.20	16,692.20
Mrs. Garima Maheshwari	250.00	250.00
US Infotech (P) Limited.	11,155.66	-
SFSL Insurance Advisory Services (P) Limited. (Now merged to US Infotech (P) Limited)	-	1,562.00
SFSL Risk Management Services (P) Limited. (Now merged to US Infotech (P) Limited)	-	1,909.50
Superb Estate Services Pvt. Limited.	2,186.00	2,186.00
Loan Given		
SFSL Commodity Trading Pvt. Limited	17,000.00	25,000.00
Loan received back		
SFSL Commodity Trading Pvt. Limited	17,000.00	25,000.00
Interest Received (net of TDS)		
SFSL Commodity Trading Pvt. Limited	709.49	90.74
Investment in Equity shares		
Sumedha Management Solutions Pvt Ltd	23,400.00	-
Rent received		
Maheshwari & Associates	4,200.00	4,200.00
Consultancy Fee Received		
Sumedha Management Solutions Pvt. Ltd.	1,48,000.00	-

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

37. CAPITAL RISK MANAGEMNT

The Company aim to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders.

The capital structure of the Company is based on management's judgement of the Company balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confident and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain or if necessary adjust its capital structure.

38. INTEREST IN SUBSIDIARY AND ASSOCIATES

Name	% Equity Interest	
	Mar-2019	Mar-2018
Subsidiary		
SFSL Commodity Trading Private Limited	99.98%	99.98%
Associates		
US Infotech Private Limited*	23.77%	43.36%
SFSL Insurance Advisory Services Pvt Ltd.*	-	23.80%
Capita Finance Services Limited*	-	27.16%
SFSL Risk Management Services Private Limited*	-	38.43%
Brandshoots Ventures Private Limited	31.84%	31.84%
Sumedha Management Solutions Private Limited	24.73%	5.38%

* Refer Note No. 43

39. FINANCIAL INSTRUMENT- FAIR VALUE MEASUREMENT

A. Accounting classification for Fair Values

(i) Following table shows carrying amount and Fair Values of Financial Liabilities and Financial Assets: (₹ in '00)

Financial Assets	As at 31st March, 2019			As at 31st March, 2018		
	Carrying Value	Amortized Cost	FVTPL	Carrying Value	Amortized Cost	FVTPL
Investments in Subsidiaries						
Unquoted Instruments	1,45,219.50	-	-	1,45,219.50	-	-
Investments in Associates						
Quoted Instruments	-	-	-	-	-	-
Unquoted Instruments	1,60,816.88	-	-	1,37,416.88	-	-
Investments in Equity Instruments						
Quoted Equity Instruments	-	-	36,050.14	-	-	85,028.68
Unquoted Equity Instruments	-	-	19,500	-	-	20,975.50

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

39. FINANCIAL INSTRUMENT- FAIR VALUE MEASUREMENT (Contd.)

A. Accounting classification for Fair Values (Contd.)

(i) Following table shows carrying amount and Fair Values of Financial Liabilities and Financial Assets: (Contd.)

(₹ in '00)

Financial Assets	As at 31st March, 2019			As at 31st March, 2018		
	Carrying Value	Amortized Cost	FVTPL	Carrying Value	Amortized Cost	FVTPL
Investments in Debt Instruments						
Mutual Funds	-	-	5,22,297.17	-	-	5,78,305.24
Debentures						
- Quoted	-	-	-	-	-	254.80
- Unquoted	-	50,700.00	-	-	50,700.00	-
Trade Receivables	3,93,469.61	-	-	5,16,615.00	-	-
Cash on Hand	17,875.92	-	-	14,201.22	-	-
Balances with Bank	9,82,123.93	-	-	4,57,119.31	-	-
Balances with Bank other than Cash & cash Equivalents	1,37,150.00	-	-	3,74,439.16	-	-
Other Financial Assets	1,01,066.07	-	-	1,17,584.81	-	-

Financial Liabilities	As at 31st March, 2019			As at 31st March, 2018		
	Carrying Value	Amortized Cost	FVTPL	Carrying Value	Amortized Cost	FVTPL
Borrowings	18,577.25	-	-	23,779.61	-	-
Trade Payables*	-	-	-	1,04,528.23	-	-
Other Financial Liabilities*	49,404.74	-	-	26,649.53	-	-

*Fair Values for these Financial Instruments have not been disclosed because their carrying amounts are reasonable approximation of their fair values.

(ii) Finance Income and Finance Cost instrument category wise classification

(₹ in '00)

Financial Income and Financial Cost	For the Year ended 31st March, 2019			For the Year ended 31st March, 2018		
	Carrying Value	Amortized Cost	FVTPL	Carrying Value	Amortized Cost	FVTPL
Income						
- Interest income	27,521.45	-	-	27,282.89	5,024.32	-
- Dividend Income	-	-	2,891.55	-	-	4,796.40
Expenses						
- Interest Expense	-	1,819.24	-	172.06	1,362.61	-

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

39. FINANCIAL INSTRUMENT- FAIR VALUE MEASUREMENT (Contd.)

B. Fair Value Hierarchy

The following table shows the details of financial assets and financial liabilities including their levels in the fair value hierarchy:

(i) Financial assets and financial liabilities measured at fair value – recurring fair value measurements: (₹ in '00)

Financial Assets	As at 31st March, 2019			As at 31st March, 2018		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Investments in Equity Instruments						
Quoted Equity Instruments	36,050.14	-	-	85,028.68	-	-
Unquoted Equity Instruments	19,500	-	-	25,975.50	-	-
Investments in Debt Instruments						
Mutual Funds	5,22,297.17	-	-	5,78,305.24	-	-
Debentures						
- Quoted	-	-	-	254.80	-	-
- Unquoted	-	-	50,700.00	-	-	50,700.00

(ii) Fair value disclosure of financial assets and financial liabilities measured at carrying value: (₹ in '00)

Financial Assets	For the Year ended 31st March, 2019			For the Year ended 31st March, 2018		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Borrowings						
- Long Term Borrowings	-	18,577.25	-	-	23,779.61	-

Level 1 hierarchy includes financial instruments valued using quoted market prices. Listed equity instruments and traded debt instruments which are traded in the stock exchanges are valued using the closing price at the reporting date. Mutual funds are valued using the closing NAV.

Level 2 hierarchy includes financial instruments that are not traded in active market. This includes OTC derivatives and debt instruments valued using observable market data such as yield etc. of similar instruments traded in active market. All derivatives are reported at discounted values hence are included in level 2. Borrowings have been fair valued using market rate prevailing as on the reporting date.

Level 3 if one or more significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity instruments and certain debt instruments which are valued using assumptions from market participants.

(iii) Fair Value measurements using significant unobservable inputs (Level 3)

The following table presents the changes in level 3 items for the period 31st March 2019 and 31st March 2018.

(₹ in '00)

	Subsidiary- Unquoted	Associates- Unquoted	Unquoted Equity Instruments	Unquoted Debt Instruments
As at 31/03/2018	1,45,219.50	1,37,416.88	20,975.50	50,700.00
Acquisitions	-	23,400	-	-
Sales	-	-	-	-
Gains/(Losses) recognized in Profit and Loss	-	-	(1,475.50)	-
As at 31/03/2019	1,45,219.50	1,60,816.88	19,500.00	50,700.00

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

39. FINANCIAL INSTRUMENT- FAIR VALUE MEASUREMENT (Contd.)

B. Fair Value Hierarchy (Contd.)

(iv) Valuation techniques used for valuation of instruments categorised as level 3.

For valuation of investments in equity shares and associates which are unquoted, peer comparison has been performed wherever available. Valuation has been primarily done based on the cost approach where in the net worth of the Company is considered and price to book multiple is used to arrive at the fair value. In cases where income approach was feasible valuation has been arrived using the earnings capitalisation method. For inputs that are not observable for these instruments, certain assumptions are made based on available information. The most significant of these assumptions are the discount rate and credit spreads used in the valuation process. For valuation of investments in debt securities categorised as level 3, market polls which represent indicative yields are used as assumptions by market participants when pricing the asset.

(v) Financial Instrument- Financial Risk Management.

The Company's activity exposes it to various risk such as market risk, liquidity risk and credit risks. This section explains the risks which the Company is exposed to and how it manages the risks.

a. Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange risk rates, interest rates and equity prices which will affect the company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. Company's main business activity financial consulting has no or limited entry barrier. Entry of Banks and large consulting firms has increased competition.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on financial liabilities such as long-term borrowings.

The Company is also exposed to interest rate risk on its financial assets that include fixed deposits.

Impact of increase/decrease in the benchmark interest rates on the Company's equity and statement of profit and loss for the period is given below:

Interest Rate Risk	Change in Rate	31st March, 2019		31st March, 2018	
		Change in statement of Profit/ Loss	Change in Other components of equity	Change in statement of Profit/ Loss	Change in Other components of equity
Interest Rate	50 bps	-	-	-	-
- Borrowings	-	9 %	-	9 %	-
- Other Financial Assets	-	8 %	-	8 %	-

(ii) Price Risk

The company's exposure to equity securities price risk arises from investments held by the company and classified in the balance sheet as fair value through Profit or Loss. The majority of the company's equity investments are publicly traded.

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

39. FINANCIAL INSTRUMENT- FAIR VALUE MEASUREMENT (Contd.)

B. Fair Value Hierarchy (Contd.)

(ii) Price Risk (Contd.)

Sensitivity analysis- Equity price risk

The table below summarises the impact of increase/decrease of the market price of the listed instruments on the company's equity and profit for the period. The analysis is based on the assumption that market price had increased by 2% or decreased by 2%.

(₹ in '00)

Particulars	Impact on Profit or Loss		Impact on other components of equity	
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Market Price increases by 2 %	721	1,700.57	-	-
Market Price decreases by 2 %	(721)	(1,700.57)	-	-

(b) Liquidity Risk

The Company determines its liquidity requirements in the short, medium and long term. This is done by drawing up cash forecast for short and medium term requirements and strategic financing plans for long term needs.

The Company manages its liquidity risk in a manner so as to meet its normal financial obligations without any significant delay or stress. Such risk is managed through ensuring operational cash flow while at the same time maintaining adequate cash and cash equivalent position. This is generally carried out in accordance with practice and limits set by the company.

(i) Maturity Analysis

Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities and net settled derivative financial instruments. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

(₹ in '00)

	Less than 1 Year	1 Year to 2 year	2 Year to 5 Years	More than 5 Years	Total
Contractual maturities of financial liabilities as at 31/03/2019					
Non- Derivatives					
Borrowings	4,758.40	5,179.11	8,639.74	-	18,577.25
Other Financial Liabilities	49,404.74	-	-	-	49,404.74

(₹ in '00)

	Less than 1 Year	1 Year to 2 year	2 Year to 5 Years	More than 5 Years	Total
Contractual maturities of financial liabilities as at 31/03/2018					
Non- Derivatives					
Borrowings	5,202.36	4,758.40	13,818.85	-	23,779.61
Trade- Payables	1,04,528.23	-	-	-	1,04,528.23
Other Financial Liabilities	26,649.53	-	-	-	26,649.53

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

39. FINANCIAL INSTRUMENT- FAIR VALUE MEASUREMENT (Contd.)

B. Fair Value Hierarchy (Contd.)

c. Credit Risk

Credit risks is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligation, and arises principally from the Company's receivables from customers, stock exchanges and clearing members. The carrying amount of financial assets represents the maximum credit exposure. Security deposits with stock exchanges and clearing members mainly represents the margin money to cover the regular trading exposure in stock exchanges backed by margin collected from clients and has very insignificant credit risk.

The Company exposure to credit risk is influenced mainly by the individual characteristics of each client. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry.

Financial assets are written off when there is no expectation of recovery such as debtors failing to engage in a repayment plan with the Company. Where loans and receivables have been written off, the company continues to engage in enforcement activity to attempt to recover the receivable due. Where necessary, the Company has adopted the policy of creating expected credit loss where recoveries are made, these are organised as expense in the Statement of Profit and Loss.

Impairment losses/ (reversals) on financial assets recognized in profit or loss were as follows:

(₹ in '00)

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Impairment Loss on trade receivables	1,08,779.63	39,075.87

40. Quoted Equity Instruments held as stock in trade includes shares which the company has pledged with Stock Holding Corporation of India Limited amounting to ₹ NIL (Previous Year ₹ 2,87,66,920/-)

Quoted Equity Instruments as at 31.03.2018

(₹ in '00)

Scrip Name	Quantity	Value
Castrol India Limited	4,000	8,204.00
Glenmark Pharmaceuticals Ltd.	2,000	10,543.00
Oriental Bank of Commerce	17,000	15,572.00
Reliance Industries Limited	8,000	70,624.00
Skipper Limited	20,000	43,000.00
State Bank of India	45,000	1,12,545.00
Sun Pharmaceuticals Industries Limited	1,800	8,917.20
Texmaco Infrastructure & Holdings Limited	8,000	4,912.00
Texmaco Rail & Engineering Limited	16,000	13,352.00

Notes forming part of the Financial Statement for the year ended 31st March, 2019 (Contd.)

- 41.** The Board of Directors has recommended a dividend at the rate of ₹ 1 /- per share (face value ₹ 10/-) (previous year ₹ 1/-) for the year ended 31st March, 2019, subject to approval of the shareholders at the ensuing Annual General Meeting.

As per requirements of Ind AS, the Company is not required to provide for proposed dividend declared after the Balance Sheet date. Consequently, no provision has been made in respect of the aforesaid dividend proposed by the Board of Directors for the year ended 31st March, 2019. Had the company continued with the creation of the provision of the proposed dividend as at the Balance Sheet date, its surplus in the Statement of Profit & Loss account would have been lower by ₹ 79.84 lacs (Previous Year ₹ 79.84 Lacs) on account of dividend and ₹ 16.41 lacs (Previous Year ₹ 16.41 Lacs) on account of Dividend Tax and the short term provision would have been higher by the said amount of ₹ 96.25 lacs (Previous Year ₹ 96.25 lacs).

- 42.** During the year, Unclaimed Dividend amounting to ₹ 1,36,596/- relating to financial year 2010-11 has been transferred to IEPF Account as per section 124(5) of the Companies Act, 2013.

- 43.** The Scheme of Amalgamation between three associates i.e. Capita Finance Service Limited, SFSL Insurance Advisory Services Pvt Ltd., SFSL Risk Management Services Pvt. Ltd. and APC Plants Pvt. Ltd., Cardone Trading Ltd., Hi Tech Tradecom Pvt. Ltd. (the Transferor Companies) with US Infotech Pvt Ltd., an associate of the Company, under section 230 to 232 of the Companies Act, 2013 has been duly approved by the National Company Law Tribunal vide its Order dated 21st August, 2018 effective from 1st April, 2017. In accordance with the Scheme, the Company being shareholder of Associate Transferor Companies was entitled to be allotted 2,02,949 fully paid Equity Shares of ₹ 10 each of US Infotech Pvt. Ltd. in accordance with the swap ratio of 29: 22: 37 for every 100 equity shares of ₹ 10 each held. (Refer Note 5 of the Standalone Financial Statements).

- 44.** Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

- 45.** Figures have been rounded off to nearest Hundred.

As per our report of even date attached

For and on behalf of the Board of Directors

For **V. SINGHI & ASSOCIATES**

Chartered Accountants

Firm Registration No.: 311017E

(V. K. SINGHI)

Partner

Membership No. 050051

Place : Kolkata

Date : 18th May, 2019

Bijay Murmuria

Director

DIN: 00216534

Deb Kumar Sett

Company Secretary

Vijay Maheshwari

Director

DIN : 00216687

Girdhari Lal Dadhich

Chief Financial Officer

FORM AOC - 1

**[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014]
Statement containing salient features of the Financial Statement of Subsidiaries/ Associate
Companies/Joint ventures (As on 31st March, 2019)**

Part A: Subsidiary

1.	Sl. No.	1
2.	Name of the Subsidiary	SFSL Commodity Trading Pvt. Ltd.
3.	The date since when subsidiary was acquired	28 March, 2000
4.	Reporting period for the Subsidiary concerned, if different from the holding company's reporting period	01 April, 2018 to 31 March, 2019
5.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not applicable
6.	Share Capital	₹ 86,82,650
7.	Reserves & Surplus	₹ 96,12,490
8.	Total Assets	₹ 1,84,39,574
9.	Total Liabilities	₹ 1,84,39,574
10.	Investments	₹ 3,04,774
11.	Turnover	₹ 18,17,379
12.	Profit before Taxation	₹ 9,05,168
13.	Provision for Taxation	₹ 8,22,397
14.	Profit after Taxation	₹ 82,771
15.	Proposed Dividend	Nil
16.	% of Shareholding	99.98

- Notes:**
- There is no subsidiary which is yet to commence operations.
 - There is no subsidiary which has been liquidated or sold during the year.

Part B: Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies

Name of Associates / Joint Ventures		US Infotech Pvt. Ltd.*	Brandshoots Ventures (P) Ltd.	Sumedha Management Solutions (P) Ltd.
1.	Latest Audited Balance Sheet Date	31-Mar-19	31-Mar-19	31-Mar-19
2.	Date on which the Associate or Joint Venture was associated or acquired	30-Mar-06	27-Jan-17	27-Sep-18
Shares of Associate / Joint Ventures held by the company on the year end				
3.	No.	3,10,000	5,44,400	2,30,000
	Amount of Investment in Associates / Joint Venture	₹ 56,22,688	₹ 54,44,000	₹ 28,40,000
	Extend of Holding %	43.36	31.84	24.73
4.	Description of how there is significant influence	Share Ownership	Share Ownership	Share Ownership
5.	Reason why the Associate/ Joint Venture is not consolidated	-	-	-
6.	Networth attributable to shareholding as per latest audited Balance Sheet	₹ 3,05,00,173	₹ 1,29,80,643	₹ 53,94,103
7.	Profit / Loss for the year	₹ 14,03,058	₹ (6,95,425)	₹ 97,02,763
	i. Considered in Consolidation	₹ 6,08,366	₹ (2,21,423)	₹ 23,99,493
	ii. Not considered in Consolidation	₹ 7,94,692	₹ (4,74,002)	₹ 73,03,270

* SFSL Risk Management Services Pvt. Ltd., Capita Finance Services Ltd. and SFSL Insurance Advisory Services Pvt. Ltd. (Associate Companies) have been merged with US Infotech Pvt. Ltd. with effect from 01-Apr-07 vide an Order dated 21-Aug-2018 of the Hon'ble NCLT, Kolkata Bench, Kolkata.

- Notes:**
- There is no associates or joint ventures which is yet to commence operations.
 - There is no associates or joint ventures which has been liquidated or sold during the year.

For and on behalf of the Board of Directors

Bijay Murmuria
Director
DIN: 00216534

Vijay Maheshwari
Director
DIN : 00216687

Place : Kolkata
Date : 18th May, 2019

Deb Kumar Sett
Company Secretary

Girdhari Lal Dadhich
Chief Financial Officer

INDEPENDENT AUDITOR’S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To the Members of **Sumedha Fiscal Services Limited**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Sumedha Fiscal Services Limited (hereinafter referred to as “the Holding Company”) and its Subsidiary (collectively referred to as “the Group”) and its Associates, comprising of the Consolidated Balance Sheet as at 31st March, 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows, the Consolidated Statement of Changes in Equity for the year ended on that date and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the Consolidated Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (“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 consolidated state of affairs (financial position) of the Group and its associates as at 31st March, 2019, consolidated profit (financial performance including other comprehensive income), consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the consolidated financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the Key Audit Matters to be communicated in our report.

Key Audit Matters	Response to Key Audit Matters
<p>Property, Plant and Equipment</p> <p>There are areas where management judgement impacts the carrying value of property, plant and equipment, intangible assets, investment property and their respective depreciation rates. We do not consider this management judgement to be of high risk of significant misstatement or to be subject to significant level of judgment. However due to their materiality in the context of the Balance Sheet of the Holding Company, this is considered to be an area which had the significant effect on the overall audit strategy and allocation of resources in planning and completing our audit.</p>	<p>We assessed the controls in place over the fixed assets, evaluated the appropriateness of capitalisation process, performed tests of details on costs capitalised, the timeliness of the capitalisation of the assets and the de-recognition criteria for assets retired from active use</p> <p>In performing these procedures, we reviewed the judgements made by management including the nature of underlying costs capitalised; determination of realizable value of the assets retired from active use; the appropriateness of assets lives applied in the calculation of depreciation; and the useful lives of assets prescribed in Schedule II of the Act and as per significant accounting policies of the Holding Company.</p>

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our Auditor's Report thereon

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance or conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, we conclude, based on the work we have performed, on the other information obtained prior to the date of Auditor's Report, that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated Statement of Cash Flows, consolidated Statement of Changes in Equity of the Group including its Associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and its associates are responsible for assessing the ability of the Group and its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and its associates are also responsible for overseeing the financial reporting process of the Group and its associates.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is

sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group and its associates has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the Group and its associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them we remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of the subsidiary included in the consolidated financial statements of the Holding Company, whose financial statements reflect total assets of ₹ 1,84,39,574 /- and net assets of ₹ 1,82,95,140/- as at 31st March, 2019, total revenues of ₹ 18,17,379/- and net cash outflows/(inflows) amounting to ₹ 8,49,972/- for the year ended on that date, as considered in the financial statements of the Holding Company. The consolidated financial statements also include the Group's share of net profit of ₹ 34,03,406/- and Other Comprehensive Income of ₹ 7,49,031/- for the year ended 31st March, 2019, as considered in the consolidated financial statements, in respect of 3 associates whose financial statements / financial information are unaudited.

The financial statement of Subsidiary have been audited by other auditor whose reports have been furnished to us by the Holding Company's Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, associates and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary and its associates, is based solely on the reports of the other auditors.

Out of the financial statements/ financial information of 3 Associate Companies are unaudited and have been furnished to us by the management and our opinion on the Consolidated financial statements , in so far as it relates to the amounts and disclosures included in respect of these associates, and our report in terms of sub-section (3) and (11) of section 143 of the Act, in so far as it relates to the aforesaid associates, is based solely on such unaudited financial statements/ financial information.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

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

- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
- b. in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- c. the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d. in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e. on the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019 and taken on record by the Board of Directors of the Holding Company and the report of the Statutory Auditors of Subsidiary and its associates incorporated in India, none of the directors of the Group companies and its associate companies incorporated in India is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- f. with respect to the adequacy of the internal financial controls over financial reporting of the Holding Company, its subsidiary company and associate companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure A";
- g. with respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the managerial remuneration paid/provided by the Holding Company, its subsidiary company and its associates incorporated in India, on the basis of reports of the other statutory auditors, during the year is in accordance with the provisions of Section 197 of the Act, and

- h. 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 consolidated financial statements disclose the impact if any of pending litigations on its consolidated financial position of the Group and its associates; Refer Note 30 to the consolidated financial statements

- ii. the Group has made provision, as required under the applicable law or Indian Accounting Standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
- iii. there has been no delay in transferring the amounts required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiary company and its associates incorporated in India in accordance with the relevant provisions of the Act and the Rules made there under.

For **V. SINGHI & ASSOCIATES**

Chartered Accountants

Firm Registration No.:311017E

(V. K. SINGHI)

Partner

Membership No. 050051

Place: Kolkata

Date: 18th May, 2019

ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph-2(f) on Other Legal and Regulatory Requirements of our Report of even date to the members of Sumedha Fiscal Services Limited on the Consolidated Financial Statements for the year ended 31st March, 2019)

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

In conjunction with our audit of the consolidated financial statements as of and for the year ended 31st March, 2019, we have audited the internal financial controls over financial reporting of Sumedha Fiscal Services Limited (“the Holding Company”) and its subsidiary company (collectively referred to as “the Group”) and its associate companies, which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company its subsidiary company and its associate companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“ the 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 the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Group and its associates, which are companies incorporated in India, 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”) issued by the Institute of Chartered Accountants of India (ICAI) and the Standards on Auditing issued by ICAI, and prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls both issued by the ICAI 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 judgement, 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 internal financial controls system over financial reporting of the Group and its associates, which are companies incorporated in India.

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, and to the best of our information and according to the explanations given to us, the Holding Company, its subsidiary company and its associate companies which are incorporated in India, have 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 31st March, 2019, based on the internal control over financial reporting criteria established by the respective Companies 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.

Other Matters

Our aforesaid report under section 143(3) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates subsidiary Company is based on the corresponding reports of the auditors of such Company, and of associate companies incorporated in India are based on the financial information certified by the management.

For **V. SINGHI & ASSOCIATES**
Chartered Accountants
Firm Registration No.:311017E

(V. K. SINGHI)
Partner

Membership No. 050051

Place: Kolkata
Date: 18th May, 2019

Consolidated Balance Sheet as at 31st March, 2019

(₹ in '00)

Particulars	Notes	As at 31st March, 2019	As at 31st March, 2018
I. ASSETS			
(1) Financial Assets			
a) Cash and Cash Equivalents	2	9,95,147.56	4,75,404.64
b) Bank Balances other than (a) above	3	1,57,545.59	3,94,398.09
c) Trade Receivables	4	3,93,469.61	5,16,615.00
d) Loans	5	1,28,064.96	1,05,381.04
e) Investments	6	8,93,108.94	9,48,334.55
f) Other Financial Assets	7	1,13,967.82	1,34,229.41
(2) Non financial Assets			
a) Inventories	8	7,00,438.12	5,11,577.95
b) Current tax Assets (Net)	9	23,878.90	33,525.28
c) Investment Property	10	24,141.05	24,740.37
d) Property, Plant and Equipment	11	9,14,746.42	9,49,638.97
e) Other Intangible Assets	12	3,185.53	4,604.46
f) Other Non-Financial Assets	13	1,12,863.29	1,28,833.40
Total Assets		44,60,557.79	42,27,283.16
II. LIABILITIES AND EQUITY			
(1) Financial Liabilities			
a) Payables			
(I) Trade Payables	14	-	1,04,528.23
b) Borrowings (other than Debt Securities)	15	18,577.25	23,779.61
c) Other Financial Liabilities	16	50,673.75	26,824.63
(2) Non-Financial Liabilities			
a) Provisions	17	12,814.81	17,181.32
b) Deferred Tax Liabilities (Net)	18	97,857.69	89,397.37
c) Other Non-Financial Liabilities	19	35,598.70	69,070.69
(3) EQUITY			
a) Equity Share Capital	20	7,98,442.40	7,98,442.40
b) Other Equity	21	34,46,559.44	30,98,025.16
c) Minority Interest		33.75	33.75
Total Liabilities and Equity		44,60,557.79	42,27,283.16
Significant Accounting Policies	1		

The accompanying notes form an integral part of the Consolidated Financial Statements

As per our report of even date attached

For **V. SINGHI & ASSOCIATES**
Chartered Accountants
Firm Registration No.: 311017E

(V. K. SINGHI)

Partner
Membership No. 050051
Place : Kolkata
Date : 18th May, 2019

For and on behalf of the Board of Directors

Bijay Murmuria
Director
DIN: 00216534

Deb Kumar Sett
Company Secretary

Vijay Maheshwari
Director
DIN : 00216687

Girdhari Lal Dadhich
Chief Financial Officer

Consolidated Statement of Profit and Loss for the year ended 31st March, 2019

(₹ in '00)

Particulars	Notes	For the year ended 31st March, 2019	For the year ended 31st March, 2018
INCOME			
I Revenue from Operations	22	18,08,725.74	20,67,657.28
II Other Income	23	56,529.51	1,04,083.77
III Total Income		18,65,255.25	21,71,741.05
IV EXPENSES			
a) Finance Costs	24	6,815.58	5,825.32
b) Purchase of Stock-in-Trade (Shares and Securities)		5,57,612.17	8,82,698.95
c) Changes in Inventories of Stock-in-Trade (Shares and Securities)	25	(1,88,860.17)	(39,230.44)
d) Employee Benefits Expense	26	3,73,315.17	3,77,398.50
e) Depreciation / Amortisation Expense		53,135.51	50,390.40
f) Other Expenses	27	5,03,470.67	4,41,268.52
V Total Expenses		13,05,488.93	17,18,351.25
VII Profit Before Share of Profit of Associates		5,59,766.32	4,53,389.80
Share of Profit before tax of associates accounted for using equity method		34,034.06	2,020.23
		5,93,800.38	4,55,410.03
Tax Expenses			
a) Current Tax		1,41,241.54	1,15,666.57
b) Deferred Tax		8,158.73	(25,454.40)
c) Short / (Excess) Provision for Tax relating to earlier Years		(5,707.73)	(239.62)
d) MAT credit utilisation u/s 115JAA		43.59	233.25
VII Profit for the year		4,50,064.25	3,65,204.23
VIII Other Comprehensive Income:			
i. Items that will not be reclassified to Profit or Loss			
- Changes in fair value of FVOCI Equity Instruments		(7,490.31)	(1,500.52)
- Share of other Comprehensive Income of associates accounted for using the equity method		-	8,732.14
- Remeasurement of post-employment benefit obligations		927.40	4,224.03
ii. Income tax relating to items that will not be reclassified to Profit or Loss		(258.00)	(1,175.13)
iii. Items that will be reclassified to Profit or Loss		-	-
iv. Income tax relating to items that will be reclassified to Statement of Profit or Loss		-	-
Total Other Comprehensive Income		(6,820.91)	10,280.52
Total Comprehensive Income for the year (comprising profit/ (loss and Other Comprehensive Income for the year)		4,43,243.34	3,75,484.75
Profit is attributable to :			
Owners of Sumedha Fiscal Services Ltd		4,50,064.08	3,65,202.22
Non Controlling Interest		0.17	2.01
Other Comprehensive Income is attributable to:			
Owners of Sumedha Fiscal Services Ltd		(6,820.91)	10,280.82
Non Controlling Interest		-	(0.30)
Total Comprehensive Income is attributable to:			
Owners of Sumedha Fiscal Services Ltd		4,43,243.17	3,75,483.05
Non Controlling Interest		0.17	1.71
Earnings per Equity Share of face value of ₹ 10 each			
Basic (in ₹)		5.64	4.57
Diluted (in ₹)		5.64	4.57
Significant Accounting Policies	1		

The accompanying notes form an integral part of the Consolidated Financial Statements

As per our report of even date attached

For and on behalf of the Board of Directors

For **V. SINGHI & ASSOCIATES**

Chartered Accountants
Firm Registration No.: 311017E

(V. K. SINGHI)

Partner
Membership No. 050051
Place : Kolkata
Date : 18th May, 2019

Bijay Murmuria

Director
DIN: 00216534

Deb Kumar Sett
Company Secretary

Vijay Maheshwari

Director
DIN : 00216687

Girdhari Lal Dadhich
Chief Financial Officer

Consolidated Statement of Cash Flow for the year ended 31st March, 2019

(₹ in '00)

Particulars	For the year ended 31st March	
	2019	2018
A. Cash flows from operating activities		
Profit before taxation and after exceptional items	5,93,800.38	4,55,410.04
Adjustments for :		
Depreciation	53,135.51	50,390.40
Share of Profit of Associates	(34,034.06)	(2,020.23)
Interest income	(32,345.50)	(40,116.88)
Dividend income	(2,891.55)	(4,796.40)
Interest paid	1,819.24	1,534.67
Rental Income	(4,200.00)	(4,200.00)
(Profit)/Loss on sale of fixed assets (net)	(344.09)	4,117.51
(Profit)/Loss on sale of Investments	(13,036.21)	(32,719.43)
Unrealised Gain on Financial Assets	27,634.86	(20,557.36)
Sundry Balances Written Off	1,08,779.63	39,075.88
Provision for Retirement Benefit	-	14,252.22
Other Comprehensive Income	927.40	(4,224.03)
Liabilities/Provisions no longer required written back	-	(1,247.83)
Operating profit before working capital changes	6,99,245.60	4,54,898.56
Adjustments for:		
(Increase) / Decrease in Trade Receivables and Other Receivables	43,991.76	1,01,395.71
(Increase) / Decrease in Inventories	(1,88,860.17)	(39,230.44)
Increase / (Decrease) in Trade and Other Payables	(1,18,517.68)	(10,282.01)
Cash generated from Operations	4,35,859.52	5,06,781.82
Direct taxes paid	(1,25,887.43)	(1,22,214.16)
Cash Flow from operating Activities	3,09,972.09	3,84,567.66
B. Cash flows from investing activities		
(Purchase) of Property, Plant & Equipment	(16,708.66)	(1,82,813.03)
Sale of Property, Plant & Equipment	828.04	-
(Purchase) of Other Intangible Assets	-	(3,785.30)
Sale of Other Intangible Assets	-	550.00
(Purchase) of Investments	(4,70,461.07)	(5,90,084.60)
Sale of Investments	5,39,179.32	4,42,108.80
(Proceeds) from / Investment in Term Deposits	2,37,289.16	(5,701.29)
Loan Given	(22,683.92)	(12,171.01)
Rental Income	4,200.00	4,200.00
Interest received	38,951.09	35,000.47
Dividend received	2,891.55	4,796.40
Net cash (used in) / from investing activities	3,13,485.51	(3,07,899.56)
C. Cash flows from financing activities		
(Repayment) of long term borrowings	(5,202.36)	(830.50)
Proceeds from long term borrowings	-	18,577.25
Dividend and Dividend Tax	(96,256.42)	(96,098.61)
Amount transferred to IEPF	(436.66)	(335.42)
Interest paid	(1,819.24)	(1,635.49)
Net cash (used in) / from financing activities	(1,03,714.68)	(80,322.77)
Net increase in cash and cash equivalents	5,19,742.92	(3,654.67)
Cash and cash equivalents at the beginning of the year	4,75,404.64	4,79,059.31
Cash and cash equivalents at the end of the year	9,95,147.56	4,75,404.64

Notes:

- Components of cash and cash equivalents include cash, bank balances in current and deposit accounts as disclosed under note no. 2 of the accounts.
- The above cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard 7 (Ind AS 7) on "Statement of Cash Flow".

As per our report of even date attached

For and on behalf of the Board of Directors

For **V. SINGHI & ASSOCIATES**

Chartered Accountants
Firm Registration No.: 311017E

(V. K. SINGHI)

Partner
Membership No. 050051
Place : Kolkata
Date : 18th May, 2019

Bijay Murmuria

Director
DIN: 00216534

Deb Kumar Sett
Company Secretary

Vijay Maheshwari

Director
DIN : 00216687

Girdhari Lal Dadhich
Chief Financial Officer

Consolidated Statement of Changes in Equity for the year ended 31st March, 2019

A. Equity Share Capital

(₹ in '00)

Particulars	Amount
As at 1st April, 2017	7,98,442.40
Changes in Equity Share Capital	-
As at 31st March, 2018	7,98,442.40
Changes in Equity Share Capital	-
As at 31st March, 2019	7,98,442.40

B. Other Equity

(₹ in '00)

Particular	Reserves and Surplus				Other Comprehensive Income	Total
	Securities Premium Reserve	Share Based Payment Reserve Account	General Reserve	Retained Earnings		
Balance at the beginning of the reporting year i.e. 1st April, 2017	2,57,201.64	47.00	9,265.45	25,73,832.99	(21,659.36)	28,18,687.72
Profit During the Year	-	-	-	3,65,202.22	-	3,65,202.22
Total Other Comprehensive Income for the year	-	-	-	-	10,280.82	10,280.82
Dividend Paid	-	-	-	(79,844.24)	-	(79,844.24)
Dividend Tax Paid	-	-	-	(16,254.36)	-	(16,254.36)
Transferred to Current Liabilities	-	(47.00)	-	-	-	(47.00)
Balance at the end of the reporting year i.e. 31st March, 2018	2,57,201.64	-	9,265.45	28,42,936.61	(11,378.54)	30,98,025.16

Particular	Reserves and Surplus				Other Comprehensive Income	Total
	Securities Premium Reserve	Share Based Payment Reserve Account	General Reserve	Retained Earnings		
Balance at the beginning of the reporting year i.e. 1st April, 2018	2,57,201.64	-	9,265.45	28,42,936.61	(11,378.54)	30,98,025.16
Profit During the Year	-	1,547.53	-	-	-	1,547.53
Total Comprehensive Income for the year	-	-	-	4,50,064.08	(6,820.91)	4,43,243.17
Dividend Paid	-	-	-	(79,844.24)	-	(79,844.24)
Dividend Tax Paid	-	-	-	(16,412.18)	-	(16,412.18)
Balance at the end of the reporting year i.e. 31st March, 2019	2,57,201.64	1,547.53	9,265.45	31,96,744.27	(18,199.45)	34,46,559.44

This is the Consolidated Statement of Changes in Equity referred to in our report of even date

As per our report of even date attached

For and on behalf of the Board of Directors

For **V. SINGHI & ASSOCIATES**
Chartered Accountants
Firm Registration No.: 311017E

Bijay Murmuria
Director
DIN: 00216534

Vijay Maheshwari
Director
DIN : 00216687

(V. K. SINGHI)
Partner
Membership No. 050051
Place : Kolkata
Date : 18th May, 2019

Deb Kumar Sett
Company Secretary

Girdhari Lal Dadhich
Chief Financial Officer

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019

1. SIGNIFICANT ACCOUNTING POLICIES

Corporate Information

The Consolidated Financial Statements comprise Financial Statements of Sumedha Fiscal Services Limited (“hereinafter referred to as the Holding Company”), and its subsidiary (collectively referred to as the Group) and its associates for the year ended 31st March, 2019.

The Company was incorporated in the year 1989 as a Public Limited Company under the provisions of the Companies Act, 1956 and domiciled in India. The Company is Category -I Merchant Banker and Stock Broker at NSE and BSE platform with PAN India presence. The Equity Shares of the Company are listed on two stock Exchanges i.e. Bombay Stock Exchange and The Calcutta Stock Exchange Limited. The registered office of the Company is situated at 6A, Geetanjali, 8B Middleton Street, Kolkata – 700071, West Bengal, India.

- Information on other related party relationship of the Company is provided in Note 37.

The Consolidated Financial Statements were approved for issue in accordance with a resolution of the Board of Directors on 18th May, 2019.

This note provides a list of the significant accounting policies adopted in the preparation of the consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

1.1 Basis of Preparation/Consolidation

1.1.1 Compliance with Ind AS

These consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, and the provisions of the Companies Act, 2013 (‘the Act’) (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

These consolidated financial Statements are prepared in Indian Rupees (INR) which is also the Company’s functional currency.

The financial statements for the year ended 31st March, 2019 have been approved by the Board of Directors of the Company in their meeting held on 18th May, 2019.

1.1.2 Basis of Consolidation:

1.1.2.1 Subsidiaries:

The Consolidated Financial Statements comprise the Financial Statements of the Sumedha Fiscal Services Limited and its subsidiaries as at 31st March 2019. The control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if it has:

- Power over the investee
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

there are changes to one or more of the three elements of control listed above. The Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

The Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The Financial Statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31 March, 2019. The following consolidation procedure is followed:

- (a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- (b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- (c) Eliminate in full intra group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Change in the Group's ownership interests in existing subsidiaries

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary,
- Derecognises the carrying amount of any non-controlling interests,
- Derecognises the cumulative translation differences recorded in equity,
- Recognises the fair value of the consideration received,
- Recognises the fair value of any investment retained,
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

1.1.2.2 Investment in Associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies. Investments in associates are accounted for using the equity method of accounting.

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries.

The Group's investment in its associate is accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associates since the acquisition date. Goodwill relating to the associates is included in the carrying amount of the investment and is not tested for impairment individually.

The Statement of Profit and Loss reflects the Group's share of the results of operations of the associate. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associates, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associates are eliminated to the extent of the interest in the associates.

If an entity's share of losses of an associate equals or exceeds its interest in the associate (which includes any long term interest that, in substance, form part of the Group's net investment in the associate), the entity then discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised

The financial statements of the associate is prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognises the Profit as 'Share of Profit of an Associate' in the Statement of Profit and Loss.

Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

1.1.3 Historical Cost Convention

These consolidated financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention, except for the following:

- i) certain financial assets and liabilities (including derivative instruments) and contingent consideration that is measured at fair value through Profit & Loss at amortised cost;
- ii) defined benefit plans – plan assets measured at fair value;

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

1.2 Foreign Currency Translation

Foreign currency transactions are translated into Indian Rupee (INR) which is the functional currency (i.e. the currency of the primary economic environment in which the entity operates) using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in the Statement of Profit and Loss.

1.3 Use of Estimates

The Preparation of Consolidated Financial Statements in conformity with the generally accepted accounting principles in India requires the management to make estimates and assumptions that affects the reported amount of assets and liabilities as at the Balance Sheet date, the reported amount of revenue and expenses for the periods and disclosure of contingent liabilities at the Balance Sheet date. The estimates and assumptions used in the consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the financial statements. Actual results could differ from estimates.

1.4 Fair Value measurement

The Group measures financial instruments at fair value at each Balance Sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

1.5 Property, Plant and Equipment

Freehold Land is carried at historical cost. All other items of property, plant and equipment are stated at Carrying Value less accumulated depreciation. The Carrying Value includes expenditure that is directly attributable to the acquisition of the asset

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which the same are incurred.

Depreciation methods, estimated useful lives and residual value

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values on the basis of useful lives prescribed in Schedule II to the Companies Act, 2013, which are also supported by technical evaluation. Item of Fixed Assets for which related actual cost do not exceed ₹ 5,000 are fully depreciated in the year of purchase. In respect of the following assets, useful lives as per Schedule II have been considered, as under:

- Non-factory Buildings : 60 years
- Electrical Installations : 10 years
- Computers : 3 years
- Office Equipment : 5 year
- Furniture & Fixture : 10 years
- Motor Vehicles : 8 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

1.6 Investment Property

Property that is held for long term rentals yields or for capital appreciation or both and that is not occupied by the group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable, borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance cost are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

Investment properties are depreciated using the straight line method over their estimated useful lives. Investment properties generally have a useful life of 60 years.

1.7 Intangible Assets

1.7.1 Computer Software

Costs associated with maintaining software programmes are recognised as an expense as incurred. Costs of purchased software are recorded as intangible assets and amortised from the point at which the asset is available for use.

1.7.2 Amortisation methods and periods

The Group amortises intangible assets with a finite useful life using the straight-line method over the following periods

Computer Software : 3 years

1.8 Investments and other Financial Assets

1.8.1 Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- those measured at amortised cost

The classification depends on the Group's business model for managing the financial assets and the contractual terms of cash flows.

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

1.8.2 Measurement

At initial recognition, the Group measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Statement of Profit and Loss are expensed as profit or loss.

Debt Instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The Group classifies its debt instruments into the following categories:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

Equity Instruments

The Holding Company subsequently measures all equity investments (except subsidiary and associates) at fair value through profit and loss. However where the Holding Company's management makes an irrevocable choice on initial recognition to present fair value gains or losses on specific equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses through the Statement of Profit and Loss.

1.8.3 Impairment of Financial Assets

The Group measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

1.8.4 De-recognition of Financial Assets

A financial asset is derecognised only when

- The Group has transferred the rights to receive cash flows from the financial asset, or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Group has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the Group has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control of the financial asset.

1.9 Derivatives and Hedging Activities

The Holding Company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through the profit or loss and are included in other income/expenses.

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

1.10 Cash and Cash Equivalents

For the purpose of presentation in the Cash Flow Statement, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the Balance Sheet.

1.11 Basic Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to Equity Shareholders by the weighted average number of Equity Shares considered for deriving basic earnings per Equity Share.

The number of Equity Shares is adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

1.12 Trade Receivables

Trade Receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment, if any.

1.13 Inventories

The Holding Company makes trading in Equity Shares of companies listed over stock exchanges in India. Inventories of Equity Shares and securities are valued at fair value and the gain/ loss is recognised through the Statement of Profit and Loss.

1.13.1 Financial liabilities

1.13.2 Initial recognition and measurement

The Group recognises all the financial liabilities on initial recognition at fair value minus, in the case of a financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial liability.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

1.13.3 Subsequent measurement

All the financial liabilities are classified and subsequently measured at amortised cost, except for those mentioned below.

1.13.4 Financial Liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

For liabilities designated as Fair Value through profit or loss, fair value gains/losses attributable to changes in own credit risks are recognized in Other Comprehensive Income. These gains/losses are not subsequently transferred to the Statement of Profit and Loss. However, the Group may

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss.

1.13.5 Financial Guarantee Contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortization.

1.13.6 Trade and Other Payables:

These amounts represent liabilities for goods and services provided to the group prior to the end of financial year which are unpaid. The amounts are unsecured and usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

1.13.7 Borrowings

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transactions cost) and the redemption amount is recognized in the Statement of Profit and Loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that sum or all of the facility will be drawn down. In this case, the fees is deferred until the draw down occurs. To the extent there is no evidence that it is probable that sum or all of the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in Profit and Loss as other gains/(losses).

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability of atleast 12 months after the reporting period. Where there is a breach of a material provisions for a long-term loan agreement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

1.14 Provision, Contingent Liabilities and Contingent Assets, legal or constructive

Provisions are recognised when there is a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

A disclosure for contingent liabilities is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

When there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure for contingent liability is made.

Contingent Assets are not recognised but are disclosed when an inflow of economic benefits is probable.

1.15 Employee Benefits

1.15.1 Short-term Employee Benefits

These are recognised at the undiscounted amount as expense for the year in which the related service is rendered.

1.15.2 Other Long-term Employee Benefits (Unfunded)

The cost of providing long-term employee benefits is determined using Projected Unit Credit Method with actuarial valuation being carried out at each Balance Sheet date. Actuarial gains and losses and past service cost are recognised immediately in the Statement of Profit and Loss for the period in which they occur. Long term employee benefit obligation recognised in the Balance Sheet represents the present value of related obligation.

1.15.3 Post-employment Benefit Plans

Contributions under Defined Contribution Plans payable in keeping with the related schemes are recognised as expenditure for the year.

In case of Defined Benefit Plans, the cost of providing the benefit is determined using the Projected Unit Credit Method with actuarial valuation being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in full in the Other Comprehensive Income for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, if any, and as reduced by the fair value of plan assets, where funded. Any asset resulting from this calculation is limited to the present value of any economic benefit available in the form of refunds from the plan or reductions in future contributions to the plan.

1.15.4 Bonus plans

The Holding Company recognizes a liability and an expense for bonuses. The Holding Company recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

1.16 Equity Index/Stock- Futures

Initial margin and additional margin paid, for entering into contracts for equity index/stock futures, which are released on final settlement/squaring-up of underlying contracts, are disclosed under Current Assets, Loans and Advances.

Equity index/stock futures are marked-to-market on a daily basis. Debit or credit balance disclosed under Current Assets, Loans and Advances or Current Liabilities, respectively represents the net amount paid or received on the basis of movement in the prices of index/stock futures till the Balance Sheet date.

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

As on the Balance Sheet date, Gain/Loss on open positions in index/stock futures are accounted for as follow:

- Profit and loss on hedged transactions are recognized on net basis. In respect of other transactions, credit balance being anticipated profit is ignored and no credit for the same is taken in the Statement of Profit and Loss. Debit balance being anticipated loss is adjusted in the Statement of Profit and Loss.
- On final settlement or squaring-up of contracts for equity index/stock futures, the profit and loss is calculated as the difference between settlement/squaring-up price and contract price. Accordingly, debit or credit balance pertaining to the settled/squared-up contract is recognised in the Statement of Profit and Loss.

1.17 Equity index/stock – Options

Initial margin and additional margin paid for entering into contracts for equity index/stock options, which are released on final settlement/squaring-up of underlying contracts, are disclosed under Current Assets, Loans and Advances.

As at the Balance Sheet date, the Statement of Profit and Loss on hedged transactions is recognized on net basis. In case of other transactions, in the case of long positions, provision is made for the amount by which the premium paid for those options exceeds the premium prevailing on the Balance Sheet date, and in the case of short positions, for the amount by which premium prevailing on the Balance Sheet date exceeds the premium received for those options. The premium paid or received as the case may be, after the aforesaid provision, is disclosed in Current Assets or Current Liabilities.

1.18 Impairment of Non-Financial Assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher on an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows which are largely independent of the cash flows from other assets or group of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

1.19 Segment Reporting

1.19.1 Identification of segment

The Holding Company has identified that its operating segments are the primary segments. The Holding Company's operating businesses are organized and managed separately according to the nature of products, with each segment representing a strategic business unit and offering different products and serving different markets.

1.19.2 Allocation of common costs

Common allocable costs are inter-se allocated to segments based on the basis most relevant to the nature of the cost concerned. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segment on a reasonable basis, are included under the head unallocated expense / income.

1.20 Borrowing costs

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to the Statement of Profit and Loss.

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

1.21 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

1.22 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment net of taxes or duties collected on behalf of the government.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Group and significant risk and reward incidental to services is transferred to the client.

The specific recognition criteria followed by the Group are described below:

1.22.1 Sale of Services

Timing of recognition: Revenue is recognised when no significant uncertainty as to its determination exists. The primary business of the Holding Company is financial consultancy as Merchant banker and brokerage at NSE and BSE. The revenue in consultancy is recognised in terms of mandate and on completion of the assignment. The brokerage income is recognised when contract of sale/ purchase of equity is completed.

Measurement of revenue: Estimates of revenues, costs or extent of progress towards completion are revised if circumstances change. Any resultant increases or decreases in estimated revenues or costs are reflected in the Statement of Profit and Loss in the period in which the circumstances that give rise to the revision become known by management.

1.22.2 Sale of goods

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer.

1.22.3 Insurance and other claims / refunds

Revenue, due to uncertainty in realisation is accounted for on acceptance / actual receipt basis.

1.22.4 Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

1.22.5 Dividend

Dividend is recognised when the right to receive the payment is established before the Balance Sheet date.

1.23 Income Tax

The income tax expense or credit for the period is the tax payable on the current year's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period.

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

convincing evidence that the Group will pay normal income tax during the specified period. In the year in which the (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Group reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Group will pay normal Income Tax during the specified period.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets/liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiary and associate where in case of assets it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary differences can be utilised and in case of liabilities the group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

1.24 Recent accounting pronouncements

a. *Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments*

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates. The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. A reliable estimate of the quantitative impact of the same on the Financial Statements will only be possible once the assessment has been completed.

b. *Amendment to Ind AS 12 — Income taxes*

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes. The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss,

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

other comprehensive income or equity according to where the entity originally recognised those past transactions or events. Effective date for application of this amendment is annual period beginning on or after April 1, 2019. A reliable estimate of the quantitative impact of the same on the Financial Statements will only be possible once the assessment has been completed.

c. Amendment to Ind AS 19 — plan amendment, curtailment or settlement

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. A reliable estimate of the quantitative impact of the same on the Financial Statements will only be possible once the assessment has been completed.

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

2. CASH AND CASH EQUIVALENTS

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
Cash on Hand	18,416.02	15,759.77
Balances with Banks	9,76,731.54	4,59,644.87
Total	9,95,147.56	4,75,404.64

3. BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENT

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
Unclaimed Dividend	11,895.59	11,458.93
Fixed deposits with maturity for more than 3 months and less than 12 months*	1,45,650.00	3,82,939.16
Total	1,57,545.59	3,94,398.09

*Fixed Deposits pledged with Banks against bank gurantee and margin money amounting to Nil (31.03.2018 - ₹ 2,20,45,720/-), pledged with BSE and ICCL against BMC /TGF/ABC is ₹ 23,75,000/-(31.03.2018 - ₹ 43,75,000/-), pledged with NSE amounting to ₹ 25,00,000 (31.03.2018 - ₹ 99,00,000/-)against collateral security Nil (31.03.2018 - ₹ 5,33,196/-), pledge with Multi Commodity Exchange for Margin Money ₹ 7,50,000/-) (31.03.2018 - ₹ 7,50,000/-)

4. TRADE RECEIVABLES

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
- Receivable Considered Good - Secured,	-	-
- Receivable Considered Good- Unsecured	3,93,469.61	5,16,615.00
- Receivable which have significant increase in Credit Risk; and	-	-
- Receivable - credit impairment	-	-
Total	3,93,469.61	5,16,615.00

5. LOANS

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
(Unsecured, at Amortised Cost)		
- Related Parties	1,08,927.36	7,010.90
- Others	19,137.60	98,370.14
Total	1,28,064.96	1,05,381.04

6. INVESTMENTS

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
In Mutual Funds	5,22,297.17	5,78,305.24
In Debt Securities	50,700.00	50,954.80
In Equity Instruments	3,20,111.77	3,19,074.52
Total	8,93,108.94	9,48,334.56

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

6. INVESTMENTS (Contd.)

(₹ in '00)

Sl. No.	Description	As at 31st March, 2019		As at 31st March, 2018	
		Units	Amount	Units	Amount
	Investments measured at Fair Value Through Statement of Profit & Loss				
a)	In Mutual Fund				
1	ICICI Prudential Flexible Income Growth	14,652	52,917.41	37,295	1,24,968.82
2	HDFC Charity Fund for Cancer Cure	10,000	1,000.80	10,000	1,002.90
3	HDFC Liquid Fund - Direct Plan Growth	10,518	3,86,880.41	4,775	4,19,202.81
4	Canara Robeco Medium Term Opportunities Fund Direct Growth Plan	40,000	6,112.72	40,000	5,692.32
5	Edelwis Mutual Fund Liquid Fund Retail Group Open Ended	8	171.54	8	161.39
6	Indiabulls Arbitrage Funds - Direct Plan - Monthly Dividend	10,768	1,134.46	10,189	1,079.02
7	Mirae Asset Cash Management - Direct Growth	-	-	264	4,844.13
8	Mirae Asset Short Tem Fund - Direct Growth	50,000	5,398.35	50,000	5,035.70
9	Reliance Money Manager Fund - Direct Growth Plan Growth Option	323	8,532.58	323	7,880.75
10	ICICI Prudential Short Term Fund-Growth	21,382	8,626.38	-	-
11	Canara Rebeco Capital Protection Oriented Fund - Series 8 - REG - Growth	50,000	5,552.45	50,000	5,219.45
12	Canara Rebeco Capital Protection Oriented Fund - Series 9 - REG - Growth	30,000	3,213.75	30,000	3,022.35
13	Canara Robeco Capital Protection Oriented Fund-Series 10- Reg.- Growth	30,000	3,029.91	-	-
14	Franklin India Ultra Short Bond Fund Super Inst Plan-Dir. Growth	1,17,723	31,059.81	-	-
15	Baroda Dynamic Equity Fund-Growth	79,990	8,454.94	-	-
	Total		5,22,085.51		5,78,109.64

Note: The aggregate deemed cost of investments is ₹ 4,93,92,701/- as on 31st March, 2019 and ₹ 5,42,58,025/- as on 31st March, 2018)

Description	Face Value	As at 31st March, 2019		As at 31st March, 2018	
		No. of Shares/ Debentures/Units	Amount	No. of Shares/ Debentures/Units	Amount
Investments measured at Amortized Cost, Unquoted, fully paid up					
In Debentures of Others					
I Care Learning Pvt. Ltd	100	50,700	50,700.00	50,700	50,700.00
In Equity Shares measured at Carrying Value - of Associates Company					
Capita Finance Services Ltd*	10	-	-	45,100	9,129.67
SFSL Risk Management Services Pvt Ltd*	100	-	-	9,250	12,380.46
SFSL Insurance Advisory Services Pvt Ltd*	100	-	-	8,500	13,681.52
US Infotech Pvt. Ltd.	10	5,98,047	1,61,490.74	3,10,000	1,20,033.79
Brandshoots Ventures Pvt. Ltd.	10	5,44,400	49,082.92	5,44,400	51,297.15
Sumedha Management Solutions Pvt. Ltd	10	2,30,000	53,943.61	50,000	5,000.00
In Equity Shares measured at Fair value through Profit & Loss - of Others					
I Care Learning Pvt. Ltd	10	65,000	19,500.00	65,000	20,975.50
Hitech Tradecomm Pvt Ltd*	10	-	-	6,250	1,191.25
APC Plants Pvt Ltd*	10	-	-	610	312.14
Seasoft Solutions Pvt Ltd	10	34,120	44.36	34,120	44.36
Total of Investments measured at Cost			3,34,761.63		2,84,745.84

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

6. INVESTMENTS (Contd.)

(₹ in '00)

Description	Face Value	As at 31st March, 2019		As at 31st March, 2018	
		No. of Shares/ Debentures/Units	Amount	No. of Shares/ Debentures/Units	Amount
Investments measured at Fair Value through Statement of Profit and Loss					
In Equity Shares					
Quoted, Fully Paid Up					
Aravali Securities & Finance Limited	10	200	7.92	200	6.80
Assam Brook Limited	10	3,625	567.31	3,625	567.31
APS Star Industries Limited	10	600	6.00	600	6.00
Bajaj Hindusthan Limited	-	-	-	2,500	220.75
Bharat Wire Ropes Limited	10	2,114	1,206.04	2,114	2,357.11
Business Forms Limited	10	6,000	60.00	6,000	60.00
CDR Health Care Limited	10	2,200	166.76	2,200	166.76
Gujrat Inject (Kerala) Limited	10	900	9.00	900	9.00
HDFC SLIC	10	374	1,415.59	374	1,696.09
Leafin India Limited	10	500	5.00	500	5.00
Maruti Cottex Limited	10	17,000	170.00	17,000	170.00
Madhya Bharat Papers Limited	10	500	5.00	500	5.00
MCC Investment and Leasing Co. Limited	10	400	10.00	400	10.00
Modern Denim Limited	10	700	7.00	700	7.00
Orkay Industries Limited	10	1,100	11.00	1,100	11.00
Opal Luxury Time Products Limited	10	1,000	799.50	1,000	1,070.00
Paam Pharmaceuticals (Delhi) Limited	10	252	2.52	252	2.52
Parakaram Technofeb Limited	10	1,200	12.00	1,200	12.00
Pioneer Financial Management Services Limited	10	1,000	10.00	1,000	10.00
Primax Fiscal Services Limited	10	800	17.60	800	17.60
Sanderson Industries Limited	10	2,65,850	2,658.50	2,65,850	2,658.50
Sen Pet India Limited	10	29,300	293.00	29,300	293.00
Skipper Limited	1	33,000	22,572.00	33,000	70,950.00
State Bank of India	1	1,870	5,998.03	1,870	4,676.87
Technology Plastics Limited	10	1,000	10.00	1,000	10.00
Timbor Home Limited	10	1,374	30.37	1,374	30.37
In Debentures or Bonds - Quoted					
National Thermal Power Company Limited	-	-	-	2,000	254.80
In Mutual Funds					
UTI Equity Fund	10	200	211.66	200	195.60
Total of Investments measured at Fair Value Through Statement of Profit & Loss			36,261.80		85,479.08
Total Non Current Investments			3,71,023.43		3,70,224.92
Aggregate amount of quoted Investments and market value there of			36,261.80		85,479.08
Aggregate amount of unquoted Investments			3,34,761.62		2,84,745.83

Note: The Aggregate deemed cost of Investments is ₹ 3,26,35,965/- as on 31st March, 2019 and ₹ 3,03,85,965/- as on 31.03.2018

*During the year, pursuant to Scheme of Amalgamation, (the scheme) sanctioned by Hon'ble NCLT at Kolkata on 21.08.2018 under the provisions of Companies Act, 2013, Capita Finance Service Ltd., SFSL Insurance Advisory Services Pvt. Ltd., SFSL Risk Management Services Pvt. Ltd. along with APC Plants Pvt. Ltd., Cardone Trading Ltd., Hitech Tradecom Pvt. Ltd. (the Transferor Companies) were amalgamated with US Infotech Pvt. Ltd. with effect from 1.04.2017. In accordance with the Scheme, the Company being shareholder of transferor companies, was entitled to be allotted 2,02,949 fully paid equity shares of ₹ 10 each of US Infotech Pvt. Ltd. in the ratio of 29: 22: 37 for every 100 equity shares of ₹ 10 each held. The procedural formalities are under process. Since the Share Certificates of the Amalgamated Company are yet to be received.

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

7. OTHER FINANCIAL ASSETS

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
(Unsecured, Considered Good)		
Security Deposits		
– Security Deposits with Stock Exchange/Clearing Member	99,500.00	1,09,503.00
– Security Deposits with Others	4,584.00	4,487.00
Accrued Interest	2,383.82	8,989.41
Margin held with Multi Commodity Exchange	7,500.00	11,250.00
Total	1,13,967.82	1,34,229.41

8. INVENTORIES

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
Stock-in-Trade (At Fair Value)		
In Equity Instruments (Quoted)	6,99,984.43	5,11,131.45
In Preference Shares	0.01	0.01
In Mutual Funds (Quoted)	453.68	446.49
Total	7,00,438.12	5,11,577.95

Sr. No.	Name of the body corporate	Face Value (₹)	As at 31st March, 2019		As at 31st March, 2018	
			No. of Shares	Amount	No. of Shares	Amount
A	In Equity Instruments (Quoted)					
1	Akar Laminators Limited	10	500	4.25	500	4.25
2	Aditya Birla Capital Limited	10	5,000	4,860.00	5,000	7,292.50
3	Bajaj Hindusthan Sugar Limited	1	-	-	1,000	88.30
4	Bandhan Bank	10	-	-	41	192.00
5	Bank of Baroda	10	10,000	12,865.00	-	-
6	Bells Control Limited	10	50	5.00	50	5.00
7	Bharat Wire Ropes Limited	10	10,000	5,705.00	10,000	11,150.00
8	Vedanta Limited (formerly known as Cairn India Limited)	1	2,500	4,611.25	2,500	6,957.50
9	Castrol India Limited	5	4,000	6,656.00	4,000	8,204.00
10	Chemcrown India Limited	10	28,000	0.01	28,000	0.01
11	Core Education & Technologies Limited	2	11,000	194.70	11,000	194.70
12	Daewoo Motors (India) Limited	10	100	6.71	100	6.71
13	Edelweiss Financial Services Limited	1	-	-	500	1,191.75
14	EIH Limited	2	2,000	4,119.00	2,000	3,182.00
15	Emami Infra Limited	10	1,500	1,723.50		-
16	Electrosteel Steels Limited	10	800	248.00	40,000	976.00
17	Essel Pro Pack Limited	10	30,000	34,995.00		-
18	Fortis Healthcare Limited	10	5,000	6,787.50	10,000	12,340.00
19	Glenmark Pharmaceuticals Limited	1	4,000	25,888.00	2,000	10,543.00
20	HFCL Limited	1	20,000	4,510.00	20,000	5,180.00
21	Himadri Chemicals & Industries Limited	1	5,000	5,815.00	5,000	7,330.00
22	Hindustan Copper Limited	5	2,500	1,223.75	2,500	1,573.75

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

8. INVENTORIES (Contd.)

(₹ in '00)

Sr. No.	Name of the body corporate	Face Value (₹)	As at 31st March, 2019		As at 31st March, 2018	
			No. of Shares	Amount	No. of Shares	Amount
A	In Equity Instruments (Quoted) (Contd.)					
23	Hindustan National Glass Limited	2	29	23.87	29	31.15
24	HUDCO Limited	10	1,000	449.00	1,000	663.50
25	ICICI Bank Limited	2	1,512	6,055.56	1,512	4,209.41
26	IFB Industries Limited	10	4,608	45,063.94	2,000	23,000.00
27	IPCA Laboratories Limited	2	-	-	1,000	6,549.00
28	Maruthi Cotex Limited	10	2,000	0.01	2,000	0.01
29	Lords Chloro Alkali Limited (Formerly: Modi Alkalies & Chemicals Limited)	10	10	6.30	10	5.05
30	NBCC Limited	2	15,000	9,945.00	5,000	9,517.50
31	Orient Paper Limited	10	5,000	1,750.00	-	-
32	Oriental Bank of Commerce	10	19,000	22,087.50	19,000	17,404.00
33	Padmini Technologies Limited	10	3,200	0.01	3,200	0.01
34	Parakaram Technofab Limited	10	84,400	0.01	84,400	0.01
35	PC Jewellers Limited	10	6,000	4,932.00	-	-
36	Punjab National Bank	2	12,000	11,460.00	12,000	11,454.00
37	Reliance Industries Limited	10	12,000	1,63,590.00	12,000	1,05,936.00
38	RamKrishna Forging Limited	10	2,000	10,496.00	-	-
39	Sanderson Industries Limited	10	1,83,400	0.01	1,83,400	0.01
40	Skipper Limited	1	20,825	14,244.30	6,784	14,585.60
41	MW Unitexx Limited	10	195	3.49	195	3.49
42	State Bank of India	1	64,500	2,06,883.75	54,500	1,36,304.50
43	Suditi Industries Limited	10	2,000	519.00	2,000	1,206.00
44	Sun Pharmaceuticals Industries Limited	1	1,800	8,619.30	1,800	8,917.20
45	Suryodaya Allo - Metal Powders Limited	10	6,500	201.50	6,500	201.50
46	Suven Lifesciences Limited	1	-	-	5,000	8,390.00
47	Tata Consultancy Services Limited	1	-	-	50	1,424.65
48	Telephone Cables Limited	10	100	1.70	100	1.70
49	Texmaco Infrastructure & Holdings Limited.	1	8,000	4,536.00	8,000	4,912.00
50	Texmaco Rail & Engineering Limited.	1	16,000	11,040.00	16,000	13,352.00
51	Uco Bank	10	29,000	5,452.00	29,000	6,264.00
52	Union Bank of India	10	14,000	13,384.00	14,000	13,174.00
53	United Bank of India	10	-	-	1,000	126.70
54	Uttam Galva Steels Limited	10	25,000	2,625.00	20,000	2,400.00
55	Vatsa Corporation Limited	1	100	0.01	100	0.01
56	Vijaya Bank	10	10,000	4,605.00	10,000	5,190.00
57	Vimta Labs Limited	2	-	-	3,049	5,349.47
58	Viniyoga Clothex Limited	10	1,800	0.01	1,800	0.01
59	Wockhardt Limited	5	6,000	26,580.00	4,000	29,052.00
60	Bank of India		5,000	5,212.50	-	-
61	Wpil Limited	10	-	-	1,000	5,095.50
	Total			6,99,984.43		5,11,131.45

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

8. INVENTORIES (Contd.)

(₹ in '00)

Sr. No.	Name of the body corporate	Face Value (₹)	As at 31st March, 2019		As at 31st March, 2018	
			No. of Shares	Amount	No. of Shares	Amount
B	In Preference Shares (Unquoted)					
1	Venkateshwara Hatcheries Limited	10	20	0.01	20	0.01
	Total		20	0.01	20	0.01
C	In Mutual Funds					
1	Goldman Sachs Gold ETF (Goldbees)	100	15	421.20	15	411.81
2	UTI Master Shares - Unit Scheme	10	100	32.48	100	34.68
	Total			453.68	115	446.49
	Total Inventories			7,00,438.12		5,11,577.95

9. CURRENT TAX ASSETS

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
Advance Tax (Net of Provisions)	23,878.90	33,525.28
Provision of ₹ 3,96,31,560/- (31.03.2018 ₹ 3,02,69,407/-)		
Total	23,878.90	33,525.28

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

10. INVESTMENT PROPERTY

(₹ in '00)

Description	Gross Block			Depreciation and Amortisation			Net Block		
	As at 1st April, 2017	Additions during the year	Disposals/ Discarded during the year	As at 31st March, 2018	Upto 31st March, 2017	Depreciation for the year		Disposal during the year	Upto 31st March, 2018
Tangible Assets									
Buildings	25,939.01	-	-	25,939.01	599.32	599.32	-	1,198.64	24,740.37
Total	25,939.01	-	-	25,939.01	599.32	599.32	-	1,198.64	24,740.37

Description	Gross Block			Depreciation and Amortisation			Net Block		
	As at 1st April, 2018	Additions during the year	Disposals/ Discarded during the year	As at 31st March, 2019	Upto 31st March, 2018	Depreciation for the year		Disposal during the year	Upto 31st March, 2019
Tangible Assets									
Buildings	25,939.01	-	-	25,939.01	1,198.64	599.32	-	1,797.96	24,141.05
Total	25,939.01	-	-	25,939.01	1,198.64	599.32	-	1,797.96	24,141.05

(i) Amount recognised in Statement of Profit and Loss for investment property

Particulars	31st March, 2019	31st March, 2018
Rental Income	4,200.00	4,200.00
Direct operating expenses from property that generated rental income	45.27	64.51
Profit from investment properties before depreciation	4,154.73	4,135.49
Depreciation	599.32	599.32
Profit from investment properties	3,555.41	3,536.17

(ii) Fair value

The Company's Investment Property consists of a commercial property in India. The management has determined that the investment property consists of office - based on nature, characteristics and risks of property.

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)
11. PROPERTY, PLANT AND EQUIPMENT

(₹ in '00)

Description	Gross Block			Depreciation and Amortisation				Net Block	
	As at 1st April, 2017	Additions during the year	Disposals/ Discarded during the year	As at 31st March, 2018	Upto 31st March, 2017	Depreciation for the year	Disposal during the year	Upto 31st March, 2018	As at 31st March, 2018
Tangible Assets									
Buildings*	6,80,693.47	1,13,039.03	-	7,93,732.50	12,137.96	12,711.67	-	24,849.63	7,68,882.87
Electrical Installation	942.86	-	-	942.86	327.93	111.75	-	439.68	503.18
Furnitures & Fixtures	39,990.61	2,173.82	733.97	41,430.46	8,078.76	7,064.94	512.83	14,630.87	26,799.59
Computers	17,039.05	5,000.68	2,097.25	19,942.48	3,329.40	3,834.47	391.16	6,772.71	13,169.77
Office Equipment	16,496.50	3,563.88	1,284.15	18,776.23	3,022.67	3,731.20	691.12	6,062.75	12,713.48
Vehicles	95,131.08	65,112.42	9,607.61	1,50,635.89	5,794.07	21,510.10	4,238.36	23,065.81	1,27,570.08
Total	8,50,293.57	1,88,889.83	13,722.98	10,25,460.42	32,690.79	48,964.13	5,833.47	75,821.45	9,49,638.97
Description	Gross Block			Depreciation and Amortisation				Net Block	
	As at 1st April, 2018	Additions during the year	Disposals/ Discarded during the year	As at 31st March, 2019	Upto 31st March, 2018	Depreciation for the year	Disposal during the year	Upto 31st March, 2019	As at 31st March, 2019
Tangible Assets									
Buildings*	7,93,732.50	-	-	7,93,732.50	24,849.63	13,927.73	-	38,777.36	7,54,955.14
Electrical Installation	942.86	40.44	-	983.31	439.68	115.20	-	554.88	428.42
Furnitures & Fixtures	41,430.46	495.34	-	41,925.80	14,630.87	7,225.16	-	21,856.03	20,069.77
Computers	19,942.48	3,772.33	-	23,714.81	6,772.71	4,275.35	-	11,048.06	12,666.75
Office Equipment	18,776.23	4,500.55	921.77	22,355.01	6,062.75	3,884.76	799.96	9,147.55	13,207.46
Vehicles	1,50,635.89	7,900.00	1,856.97	1,56,678.92	23,065.81	21,689.06	1,494.83	43,260.04	1,13,418.88
Total	10,25,460.42	16,708.66	2,778.74	10,39,390.35	75,821.45	51,117.26	2,294.79	1,24,643.92	9,14,746.42

* Registration of Noida Flat is still pending.

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

12. OTHER INTANGIBLE ASSETS

(₹ in '00)

Description	Gross Block			Depreciation and Amortisation			Net Block		
	As at 1st April, 2017	Additions during the year	Disposals/ Discarded during the year	As at 31st March, 2018	Upto 31st March, 2017	Depreciation for the year	Disposal during the year	Upto 31st March, 2018	As at 31st March, 2018
Software	3,107.39	3,785.30	550.00	6,342.69	911.28	826.95	-	1,738.23	4,604.46
Total	3,107.39	3,785.30	550.00	6,342.69	911.28	826.95	-	1,738.23	4,604.46
Description	Gross Block			Depreciation and Amortisation			Net Block		
	As at 1st April, 2018	Additions during the year	Disposals/ Discarded during the year	As at 31st March, 2019	Upto 31st March, 2018	Depreciation for the year	Disposal during the year	Upto 31st March, 2019	As at 31st March, 2019
Software	6,342.69	-	-	6,342.69	1,738.23	1,418.93	-	3,157.16	3,185.53
Total	6,342.69	-	-	6,342.69	1,738.23	1,418.93	-	3,157.16	3,185.53

13. OTHER NON-FINANCIAL ASSETS

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
(Unsecured, Considered Good)		
Capital Advances	62,560.05	62,560.05
Prepaid Expenses	4,474.95	13,521.61
Balance with Government Authorities	16.20	459.63
Others	45,812.09	52,292.11
Total	1,12,863.29	1,28,833.40

14. TRADE PAYABLES

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	1,04,528.23
Total	-	1,04,528.23

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

15. BORROWINGS

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
Term Loan from Non - Banking Financial Company - Refer Additional Information below	18,577.25	23,779.61
Total	18,577.25	23,779.61
Additional Information		
A. Toyota Financial Services India Limited.		
(i) Secured by hypothecation of the vehicle purchased there against		
(ii) Rate of interest is 9.74%		
Vehicle Loan - Repayable in monthly instalments of ₹ 28,935 and final instalment would be due on 20th June, 2018	-	830.50
B. Daimler Financial Services Private Limited		
(i) Secured by hypothecation of the corresponding vehicle		
(ii) Rate of interest is 8.50%		
Vehicle Loan - Repayable in 48 monthly instalments of ₹ 51,294/- and final instalment would be due on 13th September, 2022	13,818.85	22,949.11
Amount due to be paid within one year	4,758.40	5,202.36

16. OTHER FINANCIAL LIABILITIES

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
Unclaimed Dividend	11,895.59	11,458.93
Payable for Expense	37,647.82	15,365.70
Cheques Overdrawn	1,130.34	-
Total	50,673.75	26,824.63

17. PROVISIONS

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
For Employee Benefits (Leave Encashment)	12,814.81	17,181.32
Total	12,814.81	17,181.32

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

18. DEFERRED TAX LIABILITIES (NET)

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
Deferred Tax Liabilities		
The balances comprises temporary differences attributable to:		
i) Property, Plant and Equipment and Other Intangible Assets	1,07,700.85	93,940.44
ii) Financial Assets at Fair Value through Profit and Loss	-	11,837.54
Deferred Tax Liabilities (A)	1,07,700.85	1,05,777.98
Deferred Tax Assets		
The balances comprises temporary differences attributable to:		
i) Items allowed for tax purpose on payment	924.85	4,779.84
ii) Long Term Capital Loss	7,605.73	10,250.57
iii) Financial Assets at Fair Value through Profit and Loss	5.97	-
iv) MAT Credit Entitlement	1,306.61	1,350.20
Deferred Tax Assets (B)	9,843.16	16,380.61
Net Deferred Tax Liabilities (A-B)	97,857.69	89,397.37

19. OTHER NON FINANCIAL LIABILITIES

(₹ in '00)

Description	As at 31st March, 2019	As at 31st March, 2018
Outstanding Liabilities [^]	6,316.32	35,460.48
Statutory Dues	29,282.38	33,610.21
Total	35,598.70	69,070.69

[^]Includes advances from customers of ₹ 6,26,932/- (Previous Year ₹ 29,14,348/-)

20. EQUITY SHARE CAPITAL

(₹ in '00)

Description	As at 31st March, 2019		As at 31st March, 2018	
	Number	Amount	Number	Amount
Authorised:				
Equity Shares of ₹ 10 each	1,00,00,000	10,00,000.00	1,00,00,000	10,00,000.00
Issued, Subscribed & Paid up:				
Equity Shares of ₹ 10 each fully paid up	79,84,424	7,98,442.40	79,84,424	7,98,442.40
Total	79,84,424	7,98,442.40	79,84,424	7,98,442.40

20.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year.

(₹ in '00)

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	79,84,424	7,98,442.40	79,84,424	7,98,442.40
Shares outstanding at the end of the year	79,84,424	7,98,442.40	79,84,424	7,98,442.40

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

20. EQUITY SHARE CAPITAL (Contd.)

20.2 Rights, preferences and restrictions attached to shares

The Company has only one class of issued shares i.e. Equity Shares having face value of ₹ 10 per share. Each holder of Equity Shares is entitled to vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their shareholding.

20.3 The details of Shareholders holding more than 5% shares:

Name of the Shareholder	As at 31st March, 2019		As at 31st March, 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Vijay Maheshwari	1669220	20.91%	1669220	20.91%
Hitech Tradecomm Private Limited	-	-	677800	8.49%
US Infotech Pvt Ltd	1115566	13.97%	-	-
Total	2784786	34.88%	2347020	29.40%

20.4 Particulars of each class of shares held by holding, ultimate holding, subsidiaries or associates of the holding company

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
US Infotech Pvt Ltd	11,15,566	13.97%	-	-
SFSL Insurance Advisory Services Pvt. Ltd.	-	-	1,56,200	1.96%
SFSL Risk Management Services Pvt. Ltd.	-	-	1,90,950	2.39%
Total	11,15,566	13.97%	3,47,150	4.35%

21. OTHER EQUITY

(₹ in '00)

Description	As at 31st March, 2019		As at 31st March, 2018	
Securities Premium Reserve				
As per last Financial Statement		2,57,201.64		2,57,201.64
General Reserve				
As per last Financial Statement		9,265.45		9,265.45
Retained Earnings				
As per last Financial Statement	28,42,936.61		25,73,832.99	
Add: Profit for the year	4,50,064.09		3,65,202.22	
Less: Appropriations	-		-	
Transferred to General Reserve	-		-	
Dividend on Equity Shares [Dividend per Share (Previous year ₹ 1/-)]	79,844.24		79,844.24	
Tax on Dividend	16,412.18	31,96,744.28	16,254.36	28,42,936.61
Capital Reserve on Consolidation				
Created during the year		1,547.53		-
Other Comprehensive Income (OCI)				
As per last Financial Statement	(11,378.54)		(21,659.36)	
Add: Movement in OCI (Net) during the year	(6,820.91)		10,280.82	
Total Other Comprehensive Income		(18,199.45)		(11,378.54)
Total		34,46,559.45		30,98,025.16

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

21. OTHER EQUITY (Contd.)

Nature and Purpose of Other Equity

a) Securities Premium Reserve

Securities Premium Reserve is used to record the premium on issue of shares. The reserve is available for utilisation in accordance with the provisions of the Act.

b) General Reserve

General Reserve is created and utilised in compliance with the provisions of the Act.

c) Retained Earnings

Retained Earnings represents accumulated profits earned by the Company and remaining undistributed as on date.

22. REVENUE FROM OPERATIONS

(₹ in '00)

Description	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Investment Banking TDS ₹ 1,10,49,701/- (31.03.2018 ₹ 96,29,376/-)	11,22,607.92	9,87,398.32
Sales of Stock-in-Trade - Shares and Securities	4,28,181.11	8,47,344.78
Brokerage, Commission and Other Charges	1,31,442.21	2,26,284.11
Net gain on intraday trading of Shares and Securities	1,762.67	6,630.07
Net gain on derivative transaction	1,24,731.83	-
Total	18,08,725.74	20,67,657.28

23. OTHER INCOME

(₹ in '00)

Description	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Interest income from Financial Assets		
- Fixed Deposits TDS ₹ 2,39,749.70/- (31.03.2018- ₹ 2,53,918.50/-)	23,922.77	27,412.07
- IFSD	133.69	593.66
- Debentures	-	5,024.32
- Loan to Others TDS ₹ 82,891/- (31.03.2018- ₹ 70,869/-)	8,289.04	7,086.83
Interest on IT Refund	3,561.41	-
Dividend Income	2,891.55	4,796.40
Profit on Sale of Mutual Funds & Investments	13,036.22	32,719.43
Rent TDS ₹ 42,000.00/- (31.03.2018- ₹ 42,000.00/-)	4,200.00	4,200.00
Net Gain on Fair Value Changes	-	20,242.60
Realised Gain	-	314.76
Profit on Sale of Fixed Assets	344.08	-
Miscellaneous Income	150.75	1,693.70
Total	56,529.51	1,04,083.77

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

24. FINANCE COSTS

(₹ in '00)

Description	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Interest Cost on Financial Liabilities		
- On Fixed Loans	1,819.23	1,362.61
- Others	-	172.06
Other Borrowing Cost	4,839.55	4,014.44
Bank Charges	156.80	276.21
Total	6,815.58	5,825.32

25. CHANGES IN INVENTORIES OF STOCK-IN-TRADE

(₹ in '00)

Description	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Stock - in - Trade (at the end of the year)	7,00,438.12	5,11,577.95
Stock - in - Trade (at the beginning of the year)	5,11,577.95	4,72,347.51
Total	(1,88,860.17)	(39,230.44)

26. EMPLOYEE BENEFITS EXPENSE

(₹ in '00)

Description	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Salaries and Wages	3,43,076.13	3,29,796.57
Contribution to Provident Fund and Other Funds	20,796.15	37,341.96
Staff Welfare Expenses	9,442.89	10,259.97
Total	3,73,315.17	3,77,398.50

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

27. OTHER EXPENSES

(₹ in '00)

Description	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Advertisement & Business Promotion	35,982.39	49,828.30
Sundry Balances written off	1,08,779.63	39,638.01
Obsolete Assets Discarded	-	2,808.69
Car Expenses	26,999.92	30,703.28
Charity and Donation	5,699.10	3,607.30
Communication Expenses	8,751.52	10,429.78
Computer Expenses	2,563.03	2,285.00
Commission	7,500.00	12,500.00
Electricity	11,616.63	12,370.33
Insurance	3,366.04	2,977.38
Net Loss on Derivative Transaction	-	31,185.26
NSE/ BSE/ SHCIL Charges	1,267.72	5,097.43
Office Maintenance	15,408.21	14,477.65
Processing fees	1,316.98	856.28
Professional Charges	94,665.50	94,578.08
Payment to Auditor's*	4,445.00	3,575.00
Printing & Stationery	6,269.99	5,804.83
Rates and Taxes	7,207.05	8,492.55
Repairs & Maintenance	2,192.24	3,384.34
Rent	14,400.00	14,400.00
Retainership Fees	12,000.00	-
SEBI Turnover and Membership Fees	3,539.06	8,292.46
Travelling & Conveyance	50,998.58	39,627.71
VSAT Charges	1,385.70	981.00
Net Loss on Fair Value Changes	27,634.86	-
Loss on Sale of Fixed Assets	-	1,308.82
Miscellaneous Expenses	49,481.52	42,059.04
Total	5,03,470.67	4,41,268.52

*** Payments To Auditor's**

- Statutory Audit	2,065.00	1,875.00
- Tax Audit	750.00	750.00
- Limited Review	450.00	600.00
- Certification and Other Services	1,180.00	350.00
Total	4,445.00	3,575.00

28. EARNINGS PER SHARE

(i) Reconciliation of earning used in calculating earnings per share:

(₹ in '00)

Numerator	For the year ended 31st March, 2019	For the year ended 31st March, 2018
(a) Profit/(Loss) for the year (₹) (for basic EPS)	4,50,06,425	3,65,20,423
(b) Less: Effect of dilutive potential ordinary shares	-	-
(c) Net Profit/(Loss) for diluted earnings per share	4,50,06,425	3,65,20,423

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

28. EARNINGS PER SHARE (Contd.)

(ii) Reconciliation of basic and diluted shares used in computing earnings per share: (₹ in '00)

Denominator		For the year ended 31st March, 2019	For the year ended 31st March, 2018
(a)	Weighted average number of Equity Shares (for basic EPS)	79,84,424	79,84,424
(b)	Less: Effect of dilutive potential ordinary shares	-	-
(c)	Number of weighted average equity shares considered for dilutive earnings per share	79,84,424	79,84,424

(iii) Earnings Per Share (₹) (₹ in '00)

Particulars		For the year ended 31st March, 2019	For the year ended 31st March, 2018
(a)	- Basic	5.64	4.57
(b)	- Diluted	5.64	4.57

29. OPEN INTEREST IN EQUITY INDEX/STOCK FUTURES AS AT 31ST MARCH, 2019.

(₹ in '00)

Sl. No	Name of the future	Series of future	Number of contracts	Number of units per lot
1	Bank of Baroda	25th April, 2019	5	4000
2	Canara Bank	25th April, 2019	22	2000
3	Oriental Bank of Commerce	25th April, 2019	1	7000
4	Reliance Ind. Ltd.	25th April, 2019	30	500
5	State Bank Of India	25th April, 2019	3	3000

OPEN INTEREST IN EQUITY INDEX/STOCK FUTURES AS AT 31ST MARCH, 2018

(₹ in '00)

Sl. No	Name of the future	Series of future	Number of contracts	Number of units per lot
1	Bank of Baroda	26th April, 2018	3	4,000
2	Canara Bank	26th April, 2018	12	1,600
3	CIPLA Ltd.	26th April, 2018	4	1,000
4	DLF Ltd.	26th April, 2018	1	5,000
5	Glenmark Pharmaceuticals Ltd.	26th April, 2018	9	700
6	ITC Ltd.	26th April, 2018	3	2,400
7	ICICI Bank	26th April, 2018	2	2,750
8	LUPIN Ltd.	26st April, 2018	2	600
9	NIFTY	26th April, 2018	10	75
10	Oriental Bank of Commerce	26th April, 2018	1	6,000
11	Reliance Industries Ltd.	26th April, 2018	16	500
12	State Bank of India	26th April, 2018	6	3,000
13	Sun Pharmaceuticals Ltd.	26th April, 2018	5	1,100

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

30. CONTINGENT LIABILITIES AND COMMITMENTS

(₹ in '00)

Denominator	For the year ended 31st March, 2019	For the year ended 31st March, 2018
(A) Claims against the Holding company not acknowledged as debt		
Contingent Liabilities not provided for in respect of Guarantee given by Canara Bank to National Securities Clearing Corporation Limited Nil (Previously ₹ 80 lacs) and Stock Holding Corporation of India Limited Nil (Previously ₹ 70 lacs).	-	1,50,000

The above bank guarantees extended by Canara Bank is secured by pledge of fixed deposits and also secured by way of Equitable Mortgage of a Holding Company's Immovable Property. The said facilities are further secured by personal guarantees of three directors of the Holding Company.

(₹ in '00)

Denominator	For the year ended 31st March, 2019	For the year ended 31st March, 2018
(B) Capital Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) in respect of the Holding Company.	8,000	10,000

31. INCOME TAX EXPENSE

(a) Major Components of income tax expense for the year ended 31st March 2019 and 31st March, 2018:

(₹ in '00)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Current Income Tax	1,41,241.54	1,15,666.57
Adjustment in respect of income tax of previous year	(5,707.73)	(239.62)
MAT Credit Utilisation u/s 115JA	43.59	233.25
Total Current Tax Expense	1,35,577.40	1,15,660.20
<i>Deferred Tax</i>		
(Decrease)/Increase in Deferred Tax Liabilities	1,922.87	(21,581.07)
Decrease/(Increase) in Deferred Tax Assets	6537.45	(2,698.20)
Transferred to OCI	(258.00)	(1,175.13)
MAT Credit Utilisation u/s 115JA	(43.59)	-
Deferred Tax	8,158.73	(25,454.40)
<i>Income Tax expense is attributable to:</i>		
Profit from continued operation	1,43,736.13	90,205.80
Profit from discontinued operation	-	-
Total	1,43,736.13	90,205.80

(b) Deferred Tax related to items recognized in OCI during the year:

(₹ in '00)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Tax on Gain/(Loss) on FVTPL financial assets	(258.00)	(1,175.13)
Income Tax charged to OCI	(258.00)	(1,175.13)

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

31. INCOME TAX EXPENSE (Contd.)

(c) Reconciliation of tax expense of the Group and the accumulated profit multiplied by India's domestic rate:

(₹ in '00)

Particulars	For the Year ended 31st March, 2019		
	Standalone	Subsidiary	Consolidated
Profit/(loss) before tax	5,50,719.37	9,051.63	5,93,800.38
Less: Share of profit of Associates	-	-	34,034.06
Add: 1/5th of Transition Amount	-	0.03	0.03
Profit/(loss) before tax from Continuing Operations	5,50,719.37	9,051.66	5,59,766.35
Profit/(loss) before tax from Dis-continuing Operations	-	-	-
Indian tax rate	27.82%	19.24%	-
Tax at the Indian rates	1,53,210.12	1,741.54	1,54,951.67
Tax at the Indian rates:	1,53,210.12	1,741.54	1,54,951.67
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:			
Expenses disallowed/considered seperately	53,489.61	-	53,489.61
Expenses Allowed	(77,551.96)	-	(77,551.96)
Donation (50% of 3,60,733) & (50% of 3,18,712)	792.74	-	792.74
Rental Income (net of Municipal Tax and Rebate)	788.59	-	788.59
Tax on Normal Rate (A)	1,29,143.62	1,741.54	1,30,885.16
Tax on Special Income at Normal Rate (B)	9,881.17	-	9881.17
Total Tax Expense (A)+(B)	1,39,024.79	1,741.54	1,41,241.54
Rounded off to	1,39,500.00	1,741.54	1,41,241.54
Income Tax expense	1,39,500.00	1,741.54	1,41,241.54

32. EXPENDITURE/ EARNINGS IN FOREIGN CURRENCY

(₹ in '00)

Particulars	For the year ended	
	31st March, 2019 Amount	31st March, 2018 Amount
A. Expenditure in Foreign Currency		
Travelling	10,003.26	4,940.92
Total	10,003.26	4,940.92

(₹ in '00)

Particulars	For the year ended	
	31st March, 2019 Amount	31st March, 2018 Amount
B. Earnings in Foreign currency		
Consultancy Fees	7,617.39	6,955.20
Total	7,617.39	6,955.20

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

33 .SEGMENT INFORMATION

1. The Holding Company has three Main segment Operations:

- a. Capital Market Operations comprising Stock Broking, Investment, Mutual Funds & Other products distribution.
- b. Investment Banking comprising of Loan Syndication, Merchant Banking, and Restructuring& Other related advisory services.
- c. Other Segments which have been identified and reported taking into account the nature of services, different risk & return and internal reporting systems.
- d. Whereas, the Subsidiary Company does not comprises any Segment distribution.

The Chief Operating Decision Maker (CODM) primarily uses earnings before interest, tax, depreciation and amortization (EBIDTA) as performance measure to assess the performance of the operating segments. However, the CODM also receives information about the Segment's revenues, Segment's assets and Segment's liabilities on regular basis.

A. Segment Profit or Loss:

Segment's performance are measured based on Segment EBITDA. Segment EBITDA is defined as Earnings from Continuing Operations before Finance Costs, Exceptional Items, Tax Expense, Depreciation and Amortization, Impairment of non-current Assets, Investment Income and Fair Value gains or Losses on Financial Assets but after allocation of Corporate Expenses. Segments EBITDA are as follows:

(i) Segment Profit or Loss:

(₹ in '00)

Segments	Year Ended 31.03.2019	Year Ended 31.03.2018
Capital Market operations	1,82,359.59	1,52,167.41
Investment Banking	4,00,683.88	3,18,983.19
Others (Unallocated)	(16,461.57)	(11,935.48)
Total Segment EBIT	5,66,581.90	4,59,215.12
Segment EBIT reconciles to Profit/(Loss) before Tax from Continuing Operations as follows:		
Finance Cost	(6,815.58)	(5,825.32)
Profit/(Loss) Before tax from Continuing Operations	5,59,766.32	4,53,389.80

(ii) Following Items are either included in the measures of Segment Profit or Loss reviewed by CODM or are regularly provided to the CODM:

(₹ in '00)

Particulars	Year Ended 31.03.2019			Year Ended 31.03.2018		
	Capital Market Operations	Investment Banking	Others (Unallocated)	Capital Market Operations	Investment Banking	Others (Unallocated)
Interest Income-(a)	26,579.96	9,326.95	-	34,717.55	5,399.33	-
Depreciation and Amortization	1,969.49	51,166.02	-	2,543.03	47,847.37	-
Impairment loss/ (Reversal) of Non-Current Assets (Net)	-	-	-	-	3,364.82	-

- a) Represents Interest Income from Fixed Deposits, Security Deposits, and Interest Income from IT Refund which are included in the measure of segment Profit/Loss.

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

33. SEGMENT INFORMATION (Contd.)

B. Segment Revenue

The Segment revenue is presented in the same way as in the Statement of Profit and Loss. However, sales between Operating Segments are on arm's length basis in a manner similar to transactions with third parties and are eliminated on consolidation. Segment Revenue and Reconciliation of the same with total Revenue are as follow:

(₹ in '00)

Particulars	Year Ended 31.03.2019			Year Ended 31.03.2018		
	Total Segment Revenue	Inter Segmental Revenue	Revenue from External Customers	Total Segment Revenue	Inter Segmental Revenue	Revenue from External Customers
Capital Market operations	7,25,420.58	-	7,25,420.58	11,30,701.03	-	11,30,701.03
Investment Banking	11,39,834.67	-	11,39,834.67	10,41,040.02	-	10,41,040.02
Others (Unallocated)	-	-	-	-	-	-

C. Segment Assets

Segment Assets are measured in the same way as in the financial statements. These assets are allocated based on the operations of the segment and the physical location of the assets. However, certain assets like investments, Loans, assets classified as held for sale, current and Deferred Tax assets etc. are not considered to be segment assets as they are managed at corporate level. Further, Corporate administrative assets are not allocated to individual segments as they are also managed at corporate level and these are not linked to any specific segment.

(i) **Segment assets and reconciliation of the same with total assets are as under:**

(₹ in '00)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Capital Market operations	20,39,992.94	19,52,250.56
Investment Banking	23,84,867.57	22,31,194.13
Others (Unallocated)	35,697.29	43,838.31
Total Assets/Total Segment assets	44,60,557.80	42,27,283.00

During the year ended 31/03/2019, Capital expenditure relating to Capital Market Operations and Investment Banking are ₹ 2,05,864/- and ₹14,64,997/- respectively.

D. Segment Liabilities

Segment Liabilities are measured in the same way as in the financial statements. These liabilities are allocated based on the operations of the segment. In measurement of Capital Market Operations, Investment Banking and Other (Unallocated) segment's liabilities like borrowings, current and deferred tax liabilities, liabilities associated with assets held for sale etc. are not considered as segment liabilities as they are managed at corporate level. Further, corporate administrative liabilities are not allocated to individual segments as they are also managed at corporate levels and does not linked to any specific segment. Segment liabilities excludes Deferred Tax Liabilities.

Segment Liabilities and reconciliation of the same with liabilities are as under:

(₹ in '00)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Capital Market operations	9,186.25	1,43,320.00
Investment Banking	96,582.67	86,604.48
Others (Unallocated)	11,895.59	11,460.00
Total Liabilities/Total Segment Liabilities	1,17,664.51	2,41,384.48

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

34. DUES TO MICRO AND SMALL ENTERPRISES

The Group has no dues to Micro and Small Enterprises as at 31st March, 2019 and 31st March, 2018 in the Financial Statements based on the information received and available with the Company.

35. BALANCE CONFIRMATION

Outstanding balances of Trade Receivables, Loans and Advances of the Group are subject to confirmation from the respective parties and consequential adjustments arising from reconciliation if any. The management of the Holding Company and its Subsidiary, however, are of the view that there will be no material discrepancies in this regard.

36. EMPLOYEE BENEFITS

A. Defined Benefit Plans

Defined Benefit Plans expose the Holding Company to actuarial risk such as: Interest Rate Risk, Liquidity Risk, Salary Escalation Risk and Demographic Risk.

- i. Interest Rate Risk:** The Plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liquidity (as shown in financial statements)
- ii. Liquidity Risk:** This is the risk that the company is not able to meet the short-term benefit payouts. This may arise due to non-availability of enough cash/ cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.
- iii. Salary Escalation Risk:** The Present Value of the above benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary in future for plan participants from the rate of increase in salary used to determine present value of obligation will have a bearing on the plan's liability.
- iv. Demographic Risk:** The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

Gratuity Plans

The Holding Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to gratuity on terms not less favorable than The Provisions of Gratuity Act, 1972. The above Scheme is funded.

(a) Change in Defined Contribution Plans (DCP) over the year ended 31st March, 2019.

(₹ in '00)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Contribution to Employee's Provident Fund	6,493.69	6,286.47
Contribution to Employee's Family Pension Fund	5,495.04	5,187.88
Total	11,988.73	11,474.35

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

36. EMPLOYEE BENEFITS (Contd.)

(b) Change in Defined Benefit Obligations (DOB) over the year ended 31st March, 2019.

(₹ in '00)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	For the year ended 31ST March 2019	For the year ended 31ST March 2018	For the year ended 31ST March 2019	For the year ended 31ST March 2018
Present Value of DBO at the Beginning of Year	50,118.91	42,259.57	17,181.32	6,054.17
Current Service Cost	3,934.22	4,659.70	1,527.33	2,400.81
Interest Cost	3,859.16	3,084.95	1,322.96	441.96
Curtailment Cost/(Credit)	-	-	-	-
Settlement Cost/(Credit)	-	-	-	-
Employee Contribution	-	-	-	-
Past Service Cost	-	5,388.96	-	-
Acquisitions	-	-	-	-
Re-measurement (or Actuarial (gains/Losses) arising from:				
- Change in demographic assumptions	-	-	-	-
- Change in financial assumptions	475.54	(2,060.54)	114.42	(742.53)
- Experience variance (i.e. Actual experience vs. assumptions)	(1,961.80)	(2,492.58)	359.70	12,151.98
- Others	-	-	-	-
Benefits paid	(1,475.19)	(721.15)	(7,690.92)	(3,125.07)
Present Value of DBO at the end of Year	54,950.84	50,118.91	12,814.81	17,181.32

(c) Change in Fair Value of Assets

(₹ in '00)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	For the year ended 31ST March 2019	For the year ended 31ST March 2018	For the year ended 31ST March 2019	For the year ended 31ST March 2018
Plan Assets at beginning of period	54,235.53	48,176.98	-	-
Investment Income	4,176.14	3,516.92	-	-
Return on Plan Assets, Excluding amount recognized in Net Interest Expense	(558.87)	(329.08)	-	-
Actual Company contributions	7,212.17	3,591.86	7,690.92	3,125.07
Fund Transferred	-	-	-	-
Employee Contributions	-	-	-	-
Benefits paid	(1,475.19)	(721.15)	(7,690.92)	(3,125.07)
Plan assets at the end of period	63,589.78	54,235.53	-	-

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

36. EMPLOYEE BENEFITS (Contd.)

(d) Funded Status

(₹ in '00)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	For the year ended 31ST March 2019	For the year ended 31ST March 2018	For the year ended 31ST March 2019	For the year ended 31ST March 2018
Defined Benefit Obligation	54,950.84	50,118.91	12,814.81	17,181.32
Fair Value of Plan Assets	63,589.78	54,235.53	-	-
Unrecognized Past Service Cost	-	-	-	-
Effects of Asset Ceiling	-	-	-	-
Net Defined Benefit Asset/(Liability)	8,638.94	4,116.62	(12,814.81)	(17,181.32)

(e) Reconciliation of Net Balance Sheet position

(₹ in '00)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	For the year ended 31ST March 2019	For the year ended 31ST March 2018	For the year ended 31ST March 2019	For the year ended 31ST March 2018
Net asset/(Liability) recognized in balance sheet at the beginning of period	4,116.62	5,917.41	(17,181.32)	(6,054.17)
Expense recognized in Income Statement	3,617.24	9,616.69	3,324.41	14,252.22
Expense recognized in Other Comprehensive Income	(927.39)	(4,224.04)	-	-
Employer contributions	7,212.17	3,591.86	7,690.92	3,125.07
Net Acquisitions/Business Combinations	-	-	-	-
Net asset/(Liability) recognized in balance sheet at end of the period	8,638.94	4,116.62	(12,814.81)	(17,181.32)

(f) Expense recognized during the year 2018-19

(₹ in '00)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	For the year ended 31ST March 2019	For the year ended 31ST March 2018	For the year ended 31ST March 2019	For the year ended 31ST March 2018
Current Service Cost	3,934.22	4,659.70	1,527.33	2,400.81
Past Service Cost Plan Amendment	-	5,388.96	-	-
Curtailment cost/(credit)	-	-	-	-
Settlement cost/(credit)	-	-	-	-
Expected return on Plan Assets	-	-	-	-
Net Actuarial Losses/(Gains)	-	-	474.12	11,284.45
Net Interest on Net Defined Benefit Liability/(assets)	(316.98)	(431.97)	1,322.96	441.96
Expense recognized in the Statement of Profit and Loss	3,617.24	9,616.69	3,324.41	14,127.22

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

36. EMPLOYEE BENEFITS (Contd.)

(g) Other Comprehensive Income

(₹ in '00)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Actuarial (gains)/losses due to:		
- Change in demographic assumptions	-	-
- Change in financial assumptions	475.54	(2,060.54)
- Experience variance (i.e. Actual experience vs. assumptions)	(1,961.80)	(2,492.58)
- Others	-	-
Return on Plan Assets, excluding amount recognized in net interest expense	558.87	329.08
Re measurement (or Actuarial (gain)/Loss) arising because of change in effect of asset ceiling	-	-
Components of defined benefit costs recognized in other Comprehensive Income	(927.39)	(4,224.04)

(h) Principal Actuarial Assumptions

(₹ in '00)

Financial Assumptions	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Discount Rate	7.60% p.a.	7.70% p.a.
Rate of Increase in Salaries	6.50% p.a.	6.50% p.a.

(₹ in '00)

Demographic Assumptions	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Rate of Availment of Leave	0.00 % p.a.	0.00 % p.a.
Rate of Encashment of Leave	0.00 % p.a.	0.00 % p.a.
Mortality Rate (% of IALM 06-08)	100% p.a.	100% p.a.
Normal Retirement Age	62 Years	62 Years
Attribution Rates, based on age (% p.a.)		
- For all ages	2.00	2.00

(i) Division of defined Benefit Obligation (Current/Non-Current) at the end of the year.

(₹ in '00)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	For the year ended 31ST March 2019	For the year ended 31ST March 2018	For the year ended 31ST March 2019	For the year ended 31ST March 2018
Current Defined Benefit Obligation	11,295.81	4,162.54	4,131.18	3,777.75
Non-Current Defined Benefit Obligation	43,655.03	45,956.37	8,683.63	13,403.57
Total Defined Benefit Obligation	54,950.84	50,118.91	12,814.81	17,181.32

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

36. EMPLOYEE BENEFITS (Contd.)

(j) Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The Sensitivity Analysis below have determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period while holding all other assumptions constant. The result of sensitivity analysis is given below:

(₹ in '00)

Particulars	Gratuity (Funded)				Leave Encashment (Unfunded)			
	For the year ended 31ST March 2019		For the year ended 31ST March 2018		For the year ended 31ST March 2019		For the year ended 31ST March 2018	
	Decrease	Increase	Decrease	Increase	Decrease	Increase	Decrease	Increase
Discount Rate (-/+ 1%)	60,163.69	50,521.64	55,979.23	45,168.20	14,084.74	11,757.95	19,148.39	15,447.93
Salary Growth Rate (-/+ 1%)	51,134.19	59,435.61	45,773.93	55,250.04	11,683.36	14,157.80	15,431.42	19,263.29
Attrition Rate (-/+ 50%)	54,222.86	55,609.72	49,212.30	50,934.67	12,669.74	12,941.63	16,930.38	17,399.98
Mortality Rate (-/+ 10%)	54,730.09	55,166.28	49,838.24	50,391.69	12,787.64	12,841.15	17,131.40	17,229.46

(k) Methodology for Defined Benefit Obligation

The Projected Unit Credit (PUC) actuarial method has been used to assess the Present Value of Defined Benefit Obligations and the related Current Service Cost and where applicable Past Service Cost.

(₹ in '00)

Expected Cash Flows over the next (valued on undiscounted basis)	Gratuity (Funded)		Leave Encashment (Unfunded)	
	For the year ended 31ST March 2019	For the year ended 31ST March 2018	For the year ended 31ST March 2019	For the year ended 31ST March 2018
1 Year	11,295.81	4,162.54	4,131.18	3,777.75
2-5 Years	10,201.97	10,970.47	1,308.54	2,274.01
6-10 Years	30,142.49	30,666.49	3,608.45	5,214.93
More Than 10 Years	82,357.46	97,831.78	24,515.86	39,449.32

(l) Plan Assets Information

Major categories of Plan Assets as percentage of Total Plan Assets.

(₹ in '00)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	For the year ended 31ST March 2019	For the year ended 31ST March 2018	For the year ended 31ST March 2019	For the year ended 31ST March 2018
Funds Managed by Insurer	100%	100%	-	-

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

37. RELATED PARTY TRANSACTIONS.

A. As per Indian Accounting Standard-24 - 'Related Party Disclosures' issued by the Institute of Chartered Accountants of India, the names of the related parties are given below:

B. List of related parties with whom the Company has transacted during the year

Associates	U.S. Infotech Private Limited Brandshoots Ventures Private Limited Sumedha Management Solutions Private Limited
Key Managerial Personnel	Mr. Bhawani Shankar Rathi (Whole Time Director) Mr. Vijay Maheshwari (Director) Mr. Bijay Murmuria (Director) Mrs. Garima Maheshwari (Director) Mr. Parshant Shekhar Panda (Director)
Enterprise/ Firm owned or significantly influenced by Key Managerial Personnel	Superb Estate Services Private Limited M/s. Maheshwari & Associates (Chartered Accountants)

C. Transaction with related parties during the year and year end outstanding balance thereof are as follows:

(₹ in '00)

Sl. No.	Nature of Transactions	Associates	Enterprise owned or significantly influenced by Key Managerial Personnel	Key Management Personnel	Total
i	Managerial Remuneration	-	-	25,148.67	25,148.67
		-	-	(24,822.00)	(24,822.00)
ii	Rent paid	-	2,400.00	6,000.00	8,400.00
		-	(2,400.00)	(6,000.00)	(8,400.00)
iii	Portfolio management fees received	-	-	759.04	759.04
		-	-	(2,320.28)	(2,320.28)
iv	Guarantee commission paid	-	-	2,500.00	2,500.00
		-	-	(2,500.00)	(2,500.00)
v	Dividend Paid	11,155.66	2,186.00	21,834.10	35,175.66
		(3,471.50)	(2,186.00)	(21,834.10)	(27,491.60)
vi	Loan given	-	24,500.00	-	24,500.00
		-	(10,000.00)	-	(10,000.00)
vii	Loan received back	-	4,500.00	-	4,500.00
		-	(15,852.13)	-	(15,852.13)
viii	Interest received	-	1,260.77	-	1,260.77
		-	(510.00)	-	(510.00)
ix	Investment in Equity Shares	23,400.00	-	-	23,400.00
		-	-	-	-
x	Rent received	-	4,200.00	-	4,200.00
		-	(4,200.00)	-	(4,200.00)
xi	Consultancy Fees Received	1,48,000.00	-	-	1,48,000.00
		-	-	-	-

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

37. RELATED PARTY TRANSACTIONS.

C. Transaction with related parties during the year and year end outstanding balance thereof are as follows: (Contd.)

(₹ in '00)

Sl. No.	Nature of Transactions	Associates	Enterprise owned or significantly influenced by Key Managerial Personnel	Key Management Personnel	Total
xii	Outstanding balances at the end of the Financial Year				
(a)	<i>Investment in Equity shares</i>				
	Capita Finance Services Ltd*	-	-	-	-
		(9,129.67)	-	-	(9,129.67)
	SFSL Risk Management Services Pvt Ltd*	-	-	-	-
		(12,380.46)	-	-	(12,380.46)
	SFSL Insurance Advisory Services Pvt Ltd*	-	-	-	-
		(13,681.52)	-	-	(13,681.52)
	US Infotech Pvt. Ltd.	1,61,490.74	-	-	1,61,490.74
		(1,20,033.79)	-	-	(1,20,033.79)
	Brandshoots Ventures Pvt. Ltd.	49,082.92	-	-	49,082.92
		(51,297.15)	-	-	(51,297.15)
	Sumedha Management Solutions Pvt. Ltd	53,943.61	-	-	53,943.61
		(5,000.00)	-	-	(5,000.00)

* Now merged to US Infotech Pvt. Ltd.

Note: (i) The above transactions do not include reimbursement of expenses made/received during the year.

(ii) Previous year figures are in the bracket.

D. Disclosure in Respect of Related Party Transactions during the year.

(₹ in '00)

Particulars	2019	2018
Managerial Remuneration		
Mr. Bhawani Shankar Rathi	25,148.67	24,822.00
Rent paid		
Superb Estate Services Pvt. Ltd.	2,400.00	2,400.00
Mr. Vijay Maheshwari	6,000.00	6,000.00
Portfolio management fees received		
Mr. Vijay Maheshwari	420.34	478.68
Mrs. Garima Maheshwari	338.70	1,841.60
Guarantee Commission paid		
Mr. Vijay Maheshwari	1,250.00	1,250.00
Mr. Bijay Murmuria	1,250.00	1,250.00
Dividend paid		
Mr. Bijay Murmuria	3,699.20	3,699.20
Mr. Bhawani Shankar Rathi	1,192.70	1,192.70
Mr. Vijay Maheshwari	16,692.20	16,692.20
Mrs. Garima Maheshwari	250.00	250.00
US Infotech (P) Limited.	11,155.66	-
SFSL Insurance Advisory Services Pvt. Ltd. (Now merged to US Infotech Pvt. Ltd.)	-	1,562.00
SFSL Risk Management Services Pvt. Ltd. (Now merged to US Infotech Pvt. Ltd.)	-	1,909.50
Superb Estate Services Pvt. Ltd.	2,186.00	2,186.00

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

37. RELATED PARTY TRANSACTIONS (Contd.)

D. Disclosure in Respect of Related Party Transactions during the year. (Contd.)

(₹ in '00)

Particulars	2019	2018
Loan Given		
US Infotech Pvt. Ltd.	24,500.00	10,000.00
Loan received back		
US Infotech Pvt. Ltd.	4,500.00	12,618.02
Interest Received (Net of TDS)		
US Infotech Pvt. Ltd.	1,260.77	-
SFSL Risk Management Services Pvt. Ltd. (Now merged to US Infotech Pvt. Ltd.)	-	510.90
Investment in Equity shares		
Sumedha Management Solutions Pvt. Ltd.	23,400.00	-
Rent received		
Maheshwari & Associates	4,200.00	4,200.00
Consultancy Fees Received		
Sumedha Management Solutions Pvt. Ltd.	1,48,000.00	-

38. CAPITAL RISK MANAGEMENT

The Group aim to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders.

The capital structure of the Group is based on management's judgement of the Group balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confident and to sustain future development and growth of its business. The Group will take appropriate steps in order to maintain or if necessary adjust its capital structure.

39. INTEREST IN SUBSIDIARY AND ASSOCIATES

Name	% Equity Interest	
	Mar-2019	Mar-2018
Associates		
US Infotech Private Limited*	27.71%	43.36%
SFSL Insurance Advisory Services Pvt Ltd.*	-	23.80%
Capita Finance Services Limited*	-	30.62%
SFSL Risk Management Services Private Limited*	-	38.43%
Brandshoots Ventures Private Limited	31.84%	31.84%
Sumedha Management Solutions Private Limited	24.73%	15.15%

* Refer Note No. 46

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

40. FINANCIAL INSTRUMENT- FAIR VALUE MEASUREMENT

A. Accounting classification for Fair Values

(i) Following table shows carrying amount and Fair Values of Financial Liabilities and Financial Assets:

(₹ in '00)

Financial Assets	As at 31st March, 2019			As at 31st March, 2018		
	Carrying Value	Amortized Cost	FVTPL	Carrying Value	Amortized Cost	FVTPL
Investments in Associates						
Quoted Instruments	-	-	-	-	-	-
Unquoted Instruments	2,64,517.27	-	-	2,11,522.59	-	-
Investments in Equity Instruments						
Quoted Equity Instruments	-	-	36,050.14	-	-	85,028.68
Unquoted Equity Instruments	-	-	19,544.36	-	-	22,523.25
Investments in Debt Instruments						
Mutual Funds	-	-	5,22,297.17	-	-	5,78,305.24
Debentures						
- Quoted	-	-	-	-	-	254.80
- Unquoted	-	50,700.00	-	-	50,700.00	-
Trade Receivables	3,93,469.61	-	-	5,16,615.00	-	-
Loans	-	1,28,064.96	-	-	1,05,381.04	-
Cash on Hand	18,416.02	-	-	15,759.77	-	-
Balances with Bank	9,76,731.54	-	-	4,59,644.87	-	-
Balances with Bank other than Cash & cash Equivalents	1,57,545.59	-	-	3,94,398.09	-	-
Other Financial Assets	1,13,967.82	-	-	1,34,229.41	-	-

Financial Liabilities	As at 31st March, 2019			As at 31st March, 2018		
	Carrying Value	Amortized Cost	FVTPL	Carrying Value	Amortized Cost	FVTPL
Borrowings	-	18,577.25	-	-	23,779.61	-
Trade Payables*	-	-	-	1,04,528.23	-	-
Other Financial Liabilities*	50,673.75	-	-	26,824.63	-	-

*Fair Values for these Financial Instruments have not been disclosed because their carrying amounts are reasonable approximation of their fair values.

(ii) **Finance Income and Finance Cost instrument category wise classification of the Group**

(₹ in '00)

Financial Income and Financial Cost	For the Year ended 31st March, 2019			For the Year ended 31st March, 2018		
	Carrying Value	Amortized Cost	FVTPL	Carrying Value	Amortized Cost	FVTPL
Income						
- Interest income	35,906.91	-	-	35,092.56	5,024.32	-
- Dividend Income	-	-	2,891.55	-	-	4,796.40
Expenses						
- Interest Expense	-	1,819.24	-	172.06	1,362.61	-

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

40. FINANCIAL INSTRUMENT- FAIR VALUE MEASUREMENT (Contd.)

B. Fair Value Hierarchy

The following table shows the details of financial assets and financial liabilities including their levels in the fair value hierarchy:

(i) Financial assets and financial liabilities measured at fair value – recurring fair value measurements of the Group:

(₹ in '00)

Financial Assets	As at 31st March, 2019			As at 31st March, 2018		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Investments in Equity Instruments						
Quoted Equity Instruments	36,050.14	-	-	85,028.68	-	-
Unquoted Equity Instruments	19,544.36	-	-	-	22,523.25	-
Investments in Debt Instruments						
Mutual Funds	5,22,297.17	-	-	5,78,305.24	-	-
Debentures						
- Quoted	-	-	-	254.80	-	-
- Unquoted	-	-	50,700.00	-	-	50,700.00
Loans			1,28,064.96			1,05,381.04
Other Financial Assets			1,13,967.82			1,34,229.41

(ii) Fair value disclosure of financial assets and financial liabilities measured at carrying value of the Group:

(₹ in '00)

Financial Assets	For the Year ended 31st March, 2019			For the Year ended 31st March, 2018		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Borrowings	-	-	18,577.25	-	-	23,779.61
- Long Term Borrowings	-	-	50,673.75	-	-	26,824.63

Level 1 hierarchy includes financial instruments valued using quoted market prices. Listed equity instruments and traded debt instruments which are traded in the stock exchanges are valued using the closing price at the reporting date. Mutual funds are valued using the closing NAV.

Level 2 hierarchy includes financial instruments that are not traded in active market. This includes OTC derivatives and debt instruments valued using observable market data such as yield etc. of similar instruments traded in active market. All derivatives are reported at discounted values hence are included in level 2. Borrowings have been fair valued using market rate prevailing as on the reporting date.

Level 3 if one or more significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity instruments and certain debt instruments which are valued using assumptions from market participants.

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

40. FINANCIAL INSTRUMENT- FAIR VALUE MEASUREMENT (Contd.)

B. Fair Value Hierarchy (Contd.)

(iii) Fair Value measurements using significant unobservable inputs (Level 3)

The following table presents the changes in level 3 items for the period 31st March 2019 and 31st March 2018.

(₹ in '00)

	Associates- Unquoted	Unquoted Equity Instruments	Unquoted Debt Instruments
As at 31/03/2018	2,11,522.59	22,523.25	50,700.00
Acquisitions	23,400.00	-	-
Transferred to Group of Associates	1,503.39	(1,503.39)	-
Sales	-	-	-
Gains/(Losses) recognized in Profit and Loss	28,091.29	(1,475.50)	-
As at 31/03/2019	2,64,517.27	19,544.36	50,700.00

(iv) Valuation techniques used for valuation of instruments categorised as level 3.

For valuation of investments in equity shares and associates which are unquoted, peer comparison has been performed wherever available. Valuation has been primarily done based on the cost approach where in the net worth of the Company is considered and price to book multiple is used to arrive at the fair value. In cases where income approach was feasible valuation has been arrived using the earnings capitalisation method. For inputs that are not observable for these instruments, certain assumptions are made based on available information. The most significant of these assumptions are the discount rate and credit spreads used in the valuation process. For valuation of investments in debt securities categorised as level 3, market polls which represent indicative yields are used as assumptions by market participants when pricing the asset.

(v) Financial Instrument- Financial Risk Management.

The Group's activity exposes it to various risk such as market risk, liquidity risk and credit risks. This section explains the risks which the Group is exposed to and how it manages the risks.

a. Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange risk rates, interest rates and equity prices which will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The Holding Company's main business activity financial consulting has no or limited entry barrier. Entry of Banks and large consulting firms has increased competition.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk on financial liabilities such as long-term borrowings.

The Group is also exposed to interest rate risk on its financial assets that include fixed deposits.

Impact of increase/decrease in the benchmark interest rates on the Holding Company's equity and The Statement of Profit and Loss for the period is given below:

Interest Rate Risk	Change in Rate	31st March, 2019		31st March, 2018	
		Change in statement of Profit/ Loss	Change in Other components of equity	Change in statement of Profit/ Loss	Change in Other components of equity
Interest Rate	50 bps	-	-	-	-
- Borrowings	-	9 %	-	9 %	-
- Other Financial Assets	-	8 %	-	8 %	-

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

40. FINANCIAL INSTRUMENT- FAIR VALUE MEASUREMENT (Contd.)

B. Fair Value Hierarchy (Contd.)

(ii) Price Risk

The Group's exposure to equity securities price risk arises from investments held by the Group and classified in the Balance Sheet as fair value through Profit or Loss. The majority of the Group's equity investments are publicly traded.

Sensitivity analysis- Equity price risk

The table below summarises the impact of increase/decrease of the market price of the listed instruments on the Group's equity and profit for the period. The analysis is based on the assumption that market price had increased by 2% or decreased by 2%.

(₹ in '00)

Particulars	Impact on Profit or Loss		Impact on other components of equity	
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Market Price increases by 2%	721.00	1,700.57	-	-
Market Price decreases by 2%	(721.00)	(1,700.57)	-	-

(b) Liquidity Risk

The Group determines its liquidity requirements in the short, medium and long term. This is done by drawing up cash forecast for short and medium term requirements and strategic financing plans for long term needs.

The Group manages its liquidity risk in a manner so as to meet its normal financial obligations without any significant delay or stress. Such risk is managed through ensuring operational cash flow while at the same time maintaining adequate cash and cash equivalent position. This is generally carried out in accordance with practice and limits set by the Group.

(i) Maturity Analysis

The Group's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities and net settled derivative financial instruments. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

(₹ in '00)

	Less than 1 Year	1 Year to 2 years	2 Years to 5 Years	More than 5 Years	Total
Contractual maturities of financial liabilities as at 31/03/2019					
Non- Derivatives					
Borrowings	4,758.40	5,179.11	8,639.74	-	18,577.25
Other Financial Liabilities	1,13,967.82	-	-	-	1,13,967.82
	Less than 1 Year	1 Year to 2 years	2 Years to 5 Years	More than 5 Years	Total
Contractual maturities of financial liabilities as at 31/03/2018					
Non- Derivatives					
Borrowings	5,202.36	4,758.40	13,818.80	-	23,779.57
Trade- Payables	1,04,528.23	-	-	-	1,04,528.23
Other Financial Liabilities	50,649.02	-	-	-	50,649.02

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

40. FINANCIAL INSTRUMENT- FAIR VALUE MEASUREMENT (Contd.)

B. Fair Value Hierarchy (Contd.)

c. Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligation, and arises principally from the Group's receivables from customers, stock exchanges and clearing members. The carrying amount of financial assets represents the maximum credit exposure. Security deposits with stock exchanges and clearing members mainly represents the margin money to cover the regular trading exposure in stock exchanges backed by margin collected from clients and has very insignificant credit risk.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each client. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry.

Financial assets are written off when there is no expectation of recovery such as debtors failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. Where necessary, the Group has adopted the policy of creating expected credit loss where recoveries are made, these are organised as expense in the Statement of Profit and Loss.

Impairment losses/ (reversals) on financial assets recognized in profit or loss are as follow:

(₹ in '00)

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Impairment Loss on trade receivables	1,08,779.63	39,638.01

41. Quoted Equity Instruments held as stock in trade includes shares which the Holding Company has pledged with Stock Holding Corporation of India Limited amounting to ₹ NIL (Previous Year ₹ 2,87,66,920/-)

Quoted Equity Instruments as at 31.03.2018

(₹ in '00)

Scrip Name	Quantity	Value
Castrol India Limited	4,000	8,204.00
Glenmark Pharmaceuticals Ltd.	2,000	10,543.00
Oriental Bank of Commerce	17,000	15,572.00
Reliance Industries Limited	8,000	70,624.00
Skipper Limited	20,000	43,000.00
State Bank of India	45,000	1,12,545.00
Sun Pharmaceuticals Industries Limited	1,800	8,917.20
Texmaco Infrastructure & Holdings Limited	8,000	4,912.00
Texmaco Rail & Engineering Limited	16,000	13,352.00

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

42. The subsidiary company of Sumedha Fiscal Services Limited considered in the consolidated financial statements is as under:

Name of the company	Country of incorporation	Voting Power
SFSL Commodity Trading Pvt Ltd	India	99.98%

Associates of Sumedha Fiscal Services Limited

(₹ in '00)

Name of the company	% of shares held	Original cost of investment	Capital Reserve	Accumulated Profit/(Loss)	Carrying amount of investments
US Infotech Private Limited	27.71%	79,480.27	-	82,010.47	1,61,490.74
Brandshoots Ventures Private Limited	31.84%	54,440.00	-	(5357.08)	49,082.92
Sumedha Management Solutions Pvt. Ltd.	24.73%	28,400.00	1,547.53	23,996.08	53,943.61

43. Additional Information as required under Schedule III to the Companies Act,2013, of enterprises consolidated as Subsidiary and Associates:

Name of the entity	Share in Net Assets		Share in Profit and Loss	
	As % of consolidated net assets	Amount (₹)	As % of consolidated Profit or Loss	Amount (₹)
Parent				
Sumedha Fiscal Services Limited	89.65	38,05,778.61	95.68	4,24,083.57
Subsidiary				
SFSI Commodity Trading Private Limited	4.12	1,74,739.72	(1.67)	(7,383.99)
Associate				
US Infotech Private Limited	3.80	1,61,490.74	1.07	4761.91
Brandshoots Ventures Private Limited	1.16	49,082.92	(0.50)	(2214.23)
Sumedha Management Solutions Pvt Ltd	1.27	53,943.61	5.42%	23,996.08
Total	100.00	42,45,035.60	100.00	4,43,243.34
a) Transferred to OCI				(6,820.91)
b) Minority Interest		33.75		0.17
		42,45,001.85		4,50,064.09

44. The Board of Directors has recommended a dividend at the rate of ₹ 1 /- per share (face value ₹ 10/-) (previous year ₹ 1/-) for the year ended 31st March,2019 ,subject to approval of the shareholders at the ensuing Annual General Meeting.

As per requirements of Ind AS, the Company is not required to provide for proposed dividend declared after the Balance Sheet date. Consequently, no provision has been made in respect of the aforesaid dividend proposed by the Board of Directors for the year ended 31st March, 2019. Had the company continued with the creation of the provision of the proposed dividend as at the Balance Sheet date, its Profit in the Statement of Profit and

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2019 (Contd.)

Loss would have been lower by ₹ 79.84 lacs (Previous Year ₹ 79.84 Lacs) on account of dividend and ₹ 16.41 lacs (Previous Year ₹ 16.41 Lacs) on account of Dividend Tax and the provision would have been higher by the said amount of ₹ 96.25 lacs (Previous Year ₹ 96.25 lacs).

- 45.** During the year, unclaimed dividend amounting to ₹ 1,36,596/- relating to financial year 2010-11 has been transferred to IEPF Account as per section 124(5) of the Companies Act, 2013.
- 46.** The Scheme of Amalgamation between three associates i.e. Capita Finance Service Limited, SFSL Insurance Advisory Services Pvt. Ltd., SFSL Risk Management Services Pvt. Ltd. and APC Plants Pvt. Ltd., Cardone Trading Ltd., Hitech Tradecom Pvt. Ltd. (the Transferor Companies) with US Infotech Pvt. Ltd., an associate of the Company, under section 230 to 232 of the Companies Act, 2013 has been duly approved by the National Company Law Tribunal vide its Order dated 21st August, 2018 effective from 1st April, 2017. In accordance with the Scheme, the Company being shareholder of Associate Transferor Companies was entitled to be allotted 2,02,949 fully paid Equity Shares of ₹ 10 each of US Infotech Pvt. Ltd. in accordance with the swap ratio of 29: 22: 37 for every 100 equity shares of ₹ 10 each held. The procedural formalities are under process. (Refer Note 6 of the Consolidated Financial Statements.)
- 47.** Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.
- 48.** Figures have been rounded off to nearest Hundred.

As per our report of even date attached

For and on behalf of the Board of Directors

For **V. SINGHI & ASSOCIATES**

Chartered Accountants

Firm Registration No.: 311017E

(V. K. SINGHI)

Partner

Membership No. 050051

Place : Kolkata

Date : 18th May, 2019

Bijay Murmuria

Director

DIN: 00216534

Deb Kumar Sett

Company Secretary

Vijay Maheshwari

Director

DIN : 00216687

Girdhari Lal Dadhich

Chief Financial Officer

NOTE

A series of horizontal dotted lines for writing notes.



FINANCIAL HIGHLIGHTS

₹ in lakhs unless specified otherwise

Details	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14	2012-13	2011-12
Income From Operations	1808.73	2067.65	1569.37	1094.00	1704.60	1,314.96	1,201.31	1,276.68
Other Income	48.14	95.96	127.21	80.28	101.39	66.15	70.82	174.68
Total Income	1856.87	2163.61	1696.58	1174.28	1805.99	1,381.11	1,272.13	1,451.36
Profit before Interest, Depreciation, Amortisation and Tax	610.16	500.07	561.65	202.18	442.27	528.06	277.87	527.30
Profit before Interest & Tax	557.53	450.20	517.57	154.60	367.22	488.91	237.48	486.31
Profit before Tax	550.72	444.65	511.28	153.33	363.12	484.35	231.45	472.00
Profit after tax	415.21	353.14	355.71	95.66	248.22	344.47	162.13	343.70
Net Fixed Assets	914.64	949.52	817.45	808.48	835.63	898.52	922.91	939.50
Share Capital	798.44	798.44	798.44	798.44	798.44	798.44	798.44	798.44
Reserves & Surplus *	3308.17	2988.55	2728.51	2419.54	2270.36	2,098.79	1,829.02	1,724.36
Networth	4106.61	3786.99	3526.95	3217.98	3068.80	2,897.23	2,627.46	2,522.80
Total Borrowings	18.57	23.78	4.05	10.04	7.92	47.43	43.26	54.32
Earnings per Share (in Rupee)	5.20	4.42	4.46	1.20	3.11	4.31	1.90	5.04
Dividend per Share (in Rupee)	1.00	1.00	1.00	0.50	0.80	0.80	0.50	0.80
Book Value per Share (in Rupee)	51.43	47.43	44.17	40.30	38.55	36.40	33.03	31.72
EBITDS/Turnover (%)	32.86	23.11	33.10	17.22	24.49	38.23	21.84	36.33
Profit before Tax/ Turnover (%)	29.66	20.55	30.14	13.06	20.11	35.07	18.19	32.52
Return on Capital Employed (%)	17.62	14.23	16.36	4.91	11.80	16.14	8.48	18.05
Return on Networth (%)	10.11	9.33	10.09	2.97	8.09	11.89	6.17	13.62

* Excluding Revaluation Reserve

Note: Figures for 2018-19, to 2015-16 are after adjustment of impact due to applicability of the Indian Accounting Standards, 2015 (as amended).



partnerships



principles

Values
we stand
by at
Sumedha



personal touch



SUMEDHA
adding values to value
www.sumedhafiscal.com



SUMEDHA
adding values to value

SUMEDHA FISCAL SERVICES LIMITED

CIN : L70101WB1989PLC047465

Regd. Office. 6A Geetanjali, 8B Middleton Street, Kolkata – 700 071

Telephone : 033-2229 8936/6758/3237/4473 Fax : 033-2226 4140/22655830

Email: investors@sumedhafiscal.com ; Website: www.sumedhafiscal.com

A T T E N D A N C E S L I P

To be handed over at the entrance of the Meeting Hall.

DP Id.. : Folio No. / Client Id. No. of Shares

Name :

Address :

Name of Proxy :

(in Block letters)

(To be filled in if the Proxy attends instead of the Member)

I hereby record my presence at the THIRTIETH ANNUAL GENERAL MEETING at “Somany Conference Hall”, Merchants’ Chamber of Commerce & Industry, 15B, Hemanta Basu Sarani, Kolkata – 700 001 on Saturday, the 14th September, 2019 at 10.30 a.m.

.....
Member’s Signature

.....
Proxy’s Signature

Shareholders/Proxy representatives are requested to produce this Attendance Slip for admission to meeting hall. The admission may, however, be subject to verification/checks, as may be deemed necessary.

Form No. MGT-11

PROXY FORM



SUMEDHA
adding values to value

[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 Company : **Sumedha Fiscal Services Ltd.**

CIN : **L70101WB1989PLC047465**

Registered Office : **6A Geetanjali, 8B Middleton Street, Kolkata – 700 071.**

Telephone: 033-2229 8936/6758/3237 Fax: 033-2226 4140/22655830 Email: investors@sumedhafiscal.com

Name of the Member (s) :

Registered Address :

Email ID:

Folio No. / Client ID :

DP ID :

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

1. Name :

Address :

Email ID :

Signature :, or failing him/her

2. Name :

Address :

Email ID :

Signature :, or failing him/her

3. Name :

Address :

Email ID :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Saturday, the 14th day of September, 2019 at 10.30a.m. at "Somany Conference Hall", Merchants' Chamber of Commerce & Industry, 15B, Hemanta Basu Sarani, Kolkata - 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	Vote (Note 4)	
		For	Against
	Ordinary Business:		
1.	To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2019, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors		
2.	To declare dividend for the financial year ended 31st March, 2019;		
3.	Re-appointment of Mr. Bijay Murmuria (DIN: 00216534) who retires by rotation;		
	Special Business:		
4.	Appointment of Mr. Mr. S. A. Ramesh Rangan (DIN: 07586413) as an Independent Director;		
5.	Appointment of Mr. Santanu Mukherjee (DIN: 07716452) as an Independent Director;		
6.	Re-appointment of Mr. Bhawani Shankar Rathi (DIN: 00028499) as Wholetime Director and approval of Remuneration payable.		

Signed this day of, 2019

Signature of Shareholder :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp

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.**
- A Proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. Members holding more than 10% of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
- It is optional to indicate your preference. If you leave the 'for', 'against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



SUMEDHA FISCAL SERVICES LIMITED
NECS MANDATE FORM

To
Sumedha Fiscal Services Ltd.
(CIN : L70101WB1989PLC047465)
6A Geetanjali, 8B Middleton Street,
Kolkata – 700 071.

I/we hereby authorize you to make all payments in respect of my holding in your Company to my bankers for crediting to my account as detailed below:

1. Shareholder's Name :
(In Block letters) (First Holder)
Mobile No. :
Email Id (Joint holder, if any)
2. Folio Number/DP ID and Client Id No. :
3. No. of Shares :
4. Name of the Bank :
5. Branch name and address :
6. Account Type SB A/c Current A/c Others
[Mark 'X' in the appropriate box] (Please specify)
7. Bank Account Number :
8. MICR Code Number of the Bank and Branch :
9. Nine digit code number of the bank and branch appearing on the cheque :
10. IFSC Code :
11. PAN/GIR no. : Word No.

I/we hereby declare that the particulars given above are correct and complete. If credit is not effected for the reason(s) of incomplete or incorrect information. I /we would not hold the Company responsible.

Dated :

Signature of the first holder
(as appearing in the Company's records)

Certificate of the investor's bank

Certified that the particulars of the bank account furnished above are correct as per our records.

Bank stamp:

Dated :

Signature of the authorized
official of the bank

Note: Please attach a photocopy of cheques issued by your bank relating to your above account for verifying the accuracy of the code number.