



SOM DATT FINANCE CORPORATION LTD.

CIN : L65921WB1993PLC060507

Dated: 15th October, 2019

To,

The Manager
Bombay Stock Exchange Ltd.
25th Floor, P.J. Tower
Dalal Street
Mumbai – 400 001

Subject: Submission of Annual Report 2018-2019
(Som Datt Finance Corporation Ltd.)

Dear Sir/Madam,


Please find enclosed herewith one soft copy of Annual Report for the period of 2018-2019 In terms of provisions of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Kindly acknowledge the receipt.

Thanking you

Yours faithfully

For **Som Datt Finance Corporation Ltd.**


Rajeev Gautam
(C.F.O.)



2018 - 19

26th

Annual Report



SOM DATT FINANCE CORPORATION LIMITED

BOARD OF DIRECTORS

Usha Datt

Charu Datt Bhatia

Latika Datt Abbott - Managing Director

Lalit Mohan Segat

Satish Kumar

AUDITORS

D.S. Talwar & Co.

Chartered Accountants

S-58, Greater Kailash-II

New Delhi-110048

Registered Office

Gajraj Chamber, 2B,
2nd Floor, 86B/2, Topsia Road,
(South) Kolkata-700046

Administrative Office

56-58, Community Centre
East of Kailash
New Delhi – 110065

Share Transfer Agents

RCMC Share Registry (P) Ltd.
B-25/1, Okhla Industrial Area,
Phase -2, Near Rana Motors,
New Delhi - 110020

Bankers

Bank of Baroda

HDFC Bank Limited

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NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the Members of Som Datt Finance Corporation Ltd. will be held at Gajraj Chambers, 2B, 2nd Floor, 86B/2, Topsia Road (South), Kolkata-700046 on Monday, 30th day of September, 2019 at 10.30 a.m., to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Profit and Loss Account for the year ended March 31, 2019, Balance sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Charu Datt Bhatia (DIN: 00035069), who retires by rotation and is eligible for re-appointment.
3. To appoint Auditors and to fix their remuneration.

By Order of the Board of Directors
For **Som Datt Finance Corporation Limited**

(Latika Datt Abbott)

Managing Director

DIN: 00031056

Place : Delhi

Dated : 01.09.2019

Add: C-10, Geetanjali, Malviya Nagar, New Delhi-110017

NOTES:

1. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy and proxy need not be a member of the Company. The instrument appointing proxy must reach the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.**
2. Members who have not claimed/ encashed their dividend so far for the financial year ended 31.03.2019 or any subsequent financial year (s) may approach the company for obtaining payments thereof before expiry of the stipulated 7 year period.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 26th September, 2019 to Sunday, 29th September, 2019 (both days inclusive).
4. The members are requested to send the dividend mandate to the Company's Share Transfer Agent, RCMC Limited.
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. The Company provides Electronic Clearing Service (ECS) to its members free for directly crediting their account with the dividend proceeds. Member holding shares in physical form may avail this service by forwarding the ECS mandate as per the format enclosed in the Annual Report to the Company's Transfer Agent, RCMC Limited and Members holding shares in demat mode are requested to send their request to their respective Depository Participants (DP).
7. The members are requested to intimate the change of address immediately to the Company's Share Transfer Agent, RCMC Ltd.

8. Member/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
9. Members are requested to forward their queries on Annual Accounts at least one week before the date of the Annual

General Meeting.

10. Route map of the venue of the Meeting is annexed.
11. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given as under. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
12. (a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - (b) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - (c) The Company has engaged the services of **National Securities Depository Limited (NSDL)** as the Agency to provide e-voting facility
 - (d) The Board of Directors of the Company has appointed Diwanshu Kumar from WDK & Associates, Chartered Accountant from Delhi as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.
 - (e) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-of date i.e. 23rd September, 2019.
 - (f) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-of date, i.e. 23rd September, 2019, only shall be entitled to avail the facility of remote e-voting.
 - (g) The remote e-voting facility will be available during the following period: Commencement of remote e-voting: From 9.30 a.m. (IST) on 26th September, 2019 End of remote e-voting: Up to 5.00 p.m. (IST) on 29th September, 2019 The remote e-voting will not be allowed beyond the aforesaid date and time and the e- voting module shall be disabled by **NSDL** upon expiry of aforesaid period.
 - (h) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.somdattfin.com and on the website of **NSDL** <https://www.evoting.nsd.com>. The results shall simultaneously be communicated to the Stock Exchanges.
 - (i) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 30th September 2019.
 - (j) Instructions and other information relating to remote e-voting:



- (i) User ID and Password for e-voting is provided in the table above in this annexure to AGM Notice.
Please note that the Password is an Initial Password.
- (ii) Launch the internet browser by typing the following <https://www.evoting.nsdl.com>
- (iii) Click on “Shareholder-Login:
- (iv) Put user ID and Password noted in step (a) above as the initial password. Click login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
- (v) If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new Password for all the future e- voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- (vi) Homepage of “e-voting” opens. Click on “e-voting” : Active Voting Cycles.
- (vii) Select “EVEN (E-Voting Event No. 112402)” of Som Datt Finance Corporation Limited as mentioned above, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
- (viii) Now you are ready for “e-voting” as “Cast Vote” Page opens.
- (ix) Cast your vote by selecting appropriate option and click “Submit” and also “Confirm” when prompted. Kindly note that vote once cast cannot be modified.
- (k) Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at: wdk_ca@yahoo.com with a copy marked to evoting@nsdl.co.in. You can also forward the documents at the Company’s email ID: somdattfin@hotmail.com
- (l) Once the vote on a resolution is cast by the shareholder she/he shall not be allowed to change it subsequently.
- (m) In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the “downloads” section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in

By Order of the Board of Directors
For **Som Datt Finance Corporation Limited**

(Latika Datt Abbott)
Managing Director
DIN: 00031056

Place : Delhi
Dated : 01.09.2019

Add: C-10, Geetanjali, Malviya Nagar, New Delhi-110017

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Clause 49 of the Listing Agreement)

NAME OF DIRECTOR	MS. CHARU DATT BHATIA
Date of Birth	24.09.1965
Date of Appointment	30.09.2014
Relationship with Directors	Relative of Ms. Usha Datt, Director and Ms. Latika Datt Abbott, Managing Director
Expertise in specific functional areas	Extensive Management Experience
Qualification	Graduate
Details of Equity Shares held in the Company	359910
Board Membership of other Companies as on 31.03.2019	Som Datt Enterprises Ltd. Som Datt Overseas Ltd. Som Datt Power Ltd. Som Datt Securities Ltd. Som Datt Investments and Finance Co. P. Ltd. Som Datt Infosoft Private Limited
Chairman/ Member of the Committees of other Companies on which he/ she is a Director as on 31.03.2019	Nil

DIRECTORS' REPORT

Your Directors have pleasure in presenting their Annual Report and Audited Statement of Accounts of the Company for the year ended on 31st March 2019.

(Rs. In Lacs)

FINANCIAL RESULTS	Year ended 31.03.2019	Year ended 31.03.2018
Gross Total Income	148.66	196.52
Profit / Loss before Depreciation & Taxation	24.36	5.88
Less: Depreciation	0.24	0.24
Profit Before tax	24.12	5.63
Less: Provision for Income Tax	2.90	1.21
Less: Short Provision for earlier years	0.00	0.00
Add: Provision for Deferred Tax	3.21	0.30
Net Profit /(Loss) after Tax	17.62	4.11
Profit/(Loss) brought forward	17.62	4.11
Adjustment pursuant to Schedule-II to the Company Act , 2013 (Net of tax)	0	0.00
Profit carried to P&L Appropriation a/c	232.75	215.95
Less: Special Reserve (As per RBI Guidelines)	3.52	0.82
Surplus/ (Deficit) carried to Balance Sheet	229.23	215.12

2. State of Company's Affairs:

During the year under review, the gross income of the Company stood at Rs 148.66 lacs as compared to Rs 196.52 lacs during the previous year. The net profit of the Company was Rs 17.62 lacs during the year under review.

3. Material Changes and Commitments:

No material changes / commitments have occurred between the end of financial year to which the financial statements relate till the date of this report, which have any adverse effect on the financial position of the Company.

4. Open offer for purchase of shares:

The board of directors in its meeting held on 21st May 2019 has taken on record the share purchase agreement (SPA) entered by the promoters of the company namely Mrs. Usha Datt, Mrs Anjali , Mrs Sadhana singh, Mrs. Anuradha Munjal, Mrs. Latika datt abbott, Mrs Charu datt Bhatia, M/s Som Datt enterprises Pvt Ltd and M/s Som datt Investment and finance Pvt Limited and Som Datt Power Ltd with Mr. Kuldeep Rathee and Mrs. Vijay Rathee. In terms of the SPA Mr. Kuldeep Rathee and Mrs. Vijay Rathee have made an open offer in terms of SEBI (Substantial acquisition and takeover) regulation 2011.

5 Dividend

No dividend has been recommended by the Board of Directors for the year.

6. Directors:

The Company has Mrs. Latika Datt Abbott, Mrs. Charu Datt Bhatia, Mrs. Usha Datt Brig. Lalit Mohan Segat & Mr Satish Kumar on the Board of Directors of the Company. There was no change in the Board during the year.

7. Re-Appointment

As per the provisions of the Companies Act, 2013, Ms. Charu Datt Bhatia retires at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board recommends her re-appointment.

8. Subsidiaries

The Company has M/s Som Datt Infosoft Private Limited as its subsidiary company. Section 129(3) of the Companies Act, 2013, we have prepared consolidated financial statements of the Company and all its subsidiaries, which form part of the Annual Report. Further, a statement containing the salient features of the financial statement of our subsidiary in the prescribed format AOC-1 is appended as Annexure B to the Boards' Report. The statement also provides the details of performance, financial positions of the subsidiary.

9. Consolidated Financial Statement

In accordance with the Companies Act, 2013 ("the Act") and Accounting Standard (AS) - 21 on Consolidated Financial Statements read with AS - 23 on Accounting for Investments in Associates and AS - 27 on Financial Reporting of Interests in Joint Ventures, the audited consolidated financial statement is provided in the Annual Report.

10. Declaration from Independent Directors on annual basis

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

11. Corporate Governance

Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organizations' brand and reputation. This is ensured by taking ethical business decisions and conducting business with firm commitment to values, while meeting stakeholders' expectations. At Som Datt Finance Corporation Ltd, it is imperative that our company affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders.

We comply with the Securities and Exchange Board of India (SEBI) guidelines on corporate governance. We have documented our Internal Policies on corporate governance. Our Corporate Governance report for fiscal 2018 forms part of this Annual Report.

12. Meeting of the Board of Directors

During the financial year under review, 9 Board meetings were held on 25.05.2018, 30.05.2018, 15.06.2018, 07.07.2018, 14.08.2018, 04.09.2018, 14.11.2018, 05.12.2018, 13.02.2019. The gap between two Board meetings was in compliance with the provisions contained in the Act.

Details of Directors as on March 31, 2019 and their attendance at the Board during the financial year ended March 31st, 2019 are given below:

(Rs. In Lacs)

Name of the Director	No. of Board Meeting held	No. of Board Meetings attended
Mrs. Charu Datt Bhatia	9	9
Mrs. Latika Datt Abbott	9	9
Mr. Usha Datt	9	9
Mr. Lalit Mohan Segat	9	9
Mr. Ravinder Pal Singh Sachdeva	9	9
Mr. Satish Kumar**	9	9

13. Committees of the Board

The composition and other details of all the Committees of the Board are provided in the Corporate Governance Report forming part of this Report.

14. Director's Responsibility Statement

In compliance to the provisions of Section 134 (3) (c) of the Companies Act, 2013, your Directors wish to place on record –

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

15. Auditors:

Ms. Shradha Talwar, Chartered Accountant of D.S. Talwar & Co. (Firm Registration No.000993 N.) was appointed as the statutory auditors of the Company for a period of five consecutive years from the conclusion of 24th Annual General Meeting till the conclusion of 29th Annual General Meeting to be held in the year 2022, subject to ratification by members of the Company at each AGM.

However, pursuant to section 40 of the Companies Amendment Act 2017, the first proviso to section 139(1) has been omitted and therefore, the shareholders are no longer required to ratify the appointment of the statutory auditors.

16. Secretarial Auditors

Naveen Narang of M/s Naveen Narang & Associates, Practicing Company Secretaries was appointed to conduct the secretarial audit of the Company for the financial year 2018-2019, as required under section 204 of the

Companies Act, 2013 and Rules thereunder. The Secretarial Audit report for FY 2018-2019 forms part of the Annual Report in Annexure A of the Board's Report.

There is no adverse qualification/ reservation/ remark in the Secretarial Auditor's Report.

17. Auditor's qualification / reservation / adverse remark:

There is no adverse qualification/ reservation/ remark in the Auditor's Report. However for other notes Directors would like to state that notes are self-explanatory and there is no need to give any further explanation/ comments.

18. Particulars of Loan given, Investment made, Guarantees given and Securities Provided:

During the year under review the Company has not made any Loan, Guarantee or Investment pursuant to the provisions of section 186 of the Companies Act, 2013.

19. Contracts / Arrangement with related parties:

All transactions with related parties, during the financial year, were on arm's length basis and in the ordinary course of business. No material contracts or arrangements with related party were entered into during the year under review. Accordingly, no transactions are being reported in Form AOC-2 in terms of Section 134 of the Act read with rules made thereunder.

20. Particulars of Employees

The information required pursuant to Section 197 of the Companies Act, 2013 ("the Act") read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars, which is available for inspection by the members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing AGM. If any member is interested in obtaining a copy thereof, such member may write to the Director of the Company in this regard.

21. Listing

The shares of the Company are listed on the Bombay Stock Exchange. The annual listing fee has been paid to the BSE.

22. Conservation of energy, technology absorption & foreign exchange earning & outgo:

Information in accordance with the provision of Section 134 (3) (m) of the Companies Act, 2013, read with Rule 8 of Companies (Account) Rules 2014 regarding conservation of energy technology absorption and foreign exchange earnings and outgo is given below is as under:

- | | | | |
|-----|--|---|-----|
| I. | Conservation of energy | : | N.A |
| II. | Technology Absorption: N.A III. Foreign Exchange Earnings & Expenditure: | | |
| (a) | Foreign Exchange Earnings | : | Nil |
| (b) | CIF Value of Import | : | Nil |
| (c) | Foreign Exchange Expenditure | : | Nil |

23. Vigil Mechanism

The Company has constituted a Vigil Mechanism for employees and directors to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct and ethics. The purpose of

the mechanism to promote the highest ethical standards, the company will maintain a workplace that facilities the reporting of potential violations of Company policies and applicable laws.

24. Board Evaluation

The evaluation of Board, Committee(s) and individual Directors was carried out based on structured questionnaire encompassing parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc.

25. Corporate Social Responsibility:

The provisions relating to Corporate Social Responsibility are not applicable on the Company and therefore no policy in this regard has been developed / implemented by the Company during the financial year.

26. Internal Financial Control

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

27. Maintenance of Cost Records:

The Company is not required to maintain Cost records under section 148(1) of the Companies Act 2013.

28. Sexual harassment Policy in work place:

The Company is not required to constitute an Internal Complaints Committee as the number of employees in the Company are below the threshold limit as prescribed under the Sexual Harassment of Women (Prevention, Prohibition and Redressal) Act, 2013.

29. Public Deposits

In terms of the provisions of Section 73 & 74 of the Act read with the Companies (Acceptance of Deposits Rules), 2013, your Company has not accepted any fixed deposits from public and, as such, no amount of principal or interest was outstanding on the date of the Balance Sheet.

30. Extract of Annual Return:

The extract of Annual return in prescribed Form MGT 9 has been annexed herewith and forms part of this report.

31. Appreciation:

Your Directors wish to place on record their deep sense of appreciation of the devoted services rendered by the executives of the company.

For and on behalf of the Board of
Som Datt Finance Corporation Limited

Date: 30.05.2019

Latika Datt Abbott
Managing Director
DIN: 00031056
C-10, Geetanjali,
Malviya Nagar,
New Delhi-110017

Charu Datt Bhatia
Director
DIN: 00035069
G-106, Saket,
New Delhi-110017

Place : Delhi

Annexure A**SECRETARIAL AUDIT REPORT****For the financial year ended 31st March, 2019**

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

To,

The Members,

SOM DATT FINANCE CORPORATION LIMITED

Gajraj Chambers, 2B, 2nd Floor,

86 B/2, Topsia Road,

Kolkata-700046

West Bengal

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SOM DATT FINANCE CORPORATION LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March 2019** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable to the Company during the Audit Period**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not Applicable to the Company as the Company has not issued any further share capital during the period under review**
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable to the Company as the Company does not has any ESOP during the period under review.**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable to the Company as the Company has not issued or listed any debt security during the period under review.**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable to the Company as the Company is not registered as Registrar to an Issue or Share Transfer Agent during the period under review.**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable to the Company as there was no reportable event during the period under review.**
and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable to the Company as there was no reportable event during the period under review.**
- (vi) Other laws specifically applicable to the Company:
 - (a) Income Tax Act, 1961
 - (b) Goods and Service Tax Act, 2016
 - (c) The RBI Act, 1934
 - (d) Employees' Provident Fund and Miscellaneous Provision Act, 1952
 - (e) The Payment of Bonus Act, 1965
 - (f) The Payment of Gratuity Act, 1972
 - (g) Shops and Commercial Establishments Act
 - (h) The Sexual harassment of women at workplace (prevention, prohibition and redressal) Act 2013

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement entered into by the Company with Bombay Stock Exchange Limited.

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

We further report that

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



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

All the decisions of the Board and Committee thereof were carried out with requisite majority.

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

As informed, the Company has responded appropriately to notices received from various statutory / regulatory authorities including initiating actions for corrective measures wherever found necessary.

We further report that during the audit period there were no specific events / actions having a major bearing on Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For Naveen Narang & Associates
Company Secretaries

(Naveen Narang)
Proprietor
FCS # 6193, CP # 6621

Place: Delhi
Date: 30.05.2019

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

‘Annexure A’**SECRETARIAL AUDIT REPORT****For the financial year ended 31st March, 2019**

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

To,

The Members,

SOM DATT FINANCE CORPORATION LIMITED

Gajraj Chambers, 2B, 2nd Floor,

86 B/2, Topsia Road,

Kolkata-700046

West Bengal

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Naveen Narang & Associates
Company Secretaries

Place: Delhi

Date: 30.05.2019

(Naveen Narang) Proprietor
FCS # 6193, CP # 6621

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST 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 & Other Details:

i	CIN	L65921WB1993PLC060507
ii	Registration Date	19/10/1993
iii	Name of the Company	SomDatt Finance Corporation Limited
iv	Category/Sub-Category of the Company	Public
v	Address of the Registered office and contact details	Gajraj Chambers, 2B, 2nd Floor, 86 B/2, Topsia Road, Kolkata, West Bengal -700046
vi	Whether listed company	Yes
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	RCMC Share Registry Private Limited Add: B-245/1, Okhla Industrial Area, Phase-II, Near Rana Motors, New Delhi-110020 Contact No.- 011 26387320

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 & Description of main products/services	NIC Code of the Product/Service	% to total turnover of the company
1	Trading / Investment in Securities	66120	100

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	Som Datt Infosoft Private Limited	U72900WB2000PTC091534	Subsidiary	99.99	2(87)

IV Shareholding Pattern (Equity Share capital Breakup as % to total Equity)
i) Category-wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoters									
(1)	Indian									
a)	Individual/HUF	4246606	703760	4950366	49.46	4600366	350000	4950366	49.46	-
b)	Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-
c)	State Govt(s)	-	-	-	-	-	-	-	-	-
d)	Bodies Corp	1973869	20	1973889	19.72	1973869	20	1973889	19.72	-
e)	Banks / FI	-	-	-	-	-	-	-	-	-
f)	Any Other	-	-	-	-	-	-	-	-	-
SUB TOTAL: (A) (1)		6220475	703780	6924255	69.19	6574235	350020	6924255	69.19	-
(2)	Foreign									
g)	NRI s-Individuals	-	-	-	-	-	-	-	-	-
h)	Other-Individuals	-	-	-	-	-	-	-	-	-
i)	Bodies Corp.	-	-	-	-	-	-	-	-	-
j)	Banks / FI	-	-	-	-	-	-	-	-	-
k)	Any Other	-	-	-	-	-	-	-	-	-
SUB TOTAL: (A) (2)		-	-	-	-	-	-	-	-	-
B.	PUBLIC SHAREHOLDING									
(1)	Institutions									
a)	Mutual Funds	-	-	-	-	-	-	-	-	-
b)	Banks/FI	-	-	-	-	-	-	-	-	-
c)	Central Govt	-	-	-	-	-	-	-	-	-
d)	State Govt(s)	-	-	-	-	-	-	-	-	-
e)	Venture Capital Fund	-	-	-	-	-	-	-	-	-
f)	Insurance Companies	-	-	-	-	-	-	-	-	-
g)	FII's	-	-	-	-	-	-	-	-	-
h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i)	Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):		-	-	-	-	-	-	-	-	-
(2)	Non Institutions									
a)	Bodies corporate	421557	179500	601057	06.01	414486	179220	593706	5.93	(0.08)
	(i) Indian									
	(ii) Overseas									
b)	Individuals									
i)	Individual shareholders holding nominal share capital upto Rs.1 lakhs	1337073	844589	2181662	21.8	775319	959599	1734918	17.33	(4.47)
ii)	Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	97889	-	97889	0.98	236941	319600	556541	5.56	(4.58)
c)	Others (specify)	11707	191400	203107	02.03	191400	7150	198550	1.98	(0.05)
	Sub-total(B)(2)	1868226	1215489	3083715	30.82	1618146	1465569	3083715	30.82	
	Total Public Shareholding (B)=(B)(1) + (B)(2)	1868226	1215489	3083715	30.82	1618146	1465569	3083715	30.82	
C.	Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)		8088701	1919269	10007970	100	8192381	1815589	10007970	100	-

(ii) Share Holding of Promoters

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1.	Anjali Anand	350000	3.53	-	350000	3.53	-	-
2.	Anuradha Datt Munjal	359910	3.60	-	359910	3.60	-	-
3.	Charu Datt Bhatia	359910	3.60	-	359910	3.60	-	-
4.	Kawaljit Singh	10	-	-	-	-	-	-
5.	Latika Datt Abbott	359910	3.60	-	359920	3.60	-	-
6.	Sadhana Singh	353750	3.53	-	353750	3.53	-	-
7.	Som Datt	2131125	21.29	-	2131125	21.29	-	-
8.	Som Datt Enterprises Ltd	1973869	19.40	-	1973869	19.40	-	-
9.	Usha Datt	1035751	10.35	-	1035751	10.35	-	-
10.	Som Datt Power Ltd.	10	-	-	10	-	-	-
11.	Som Datt Investment & Finance Co Pvt Ltd.	10	-	-	10	-	-	-
	Total	6924255	69.19		6924255	69.19		

(iii) Change in Promoters' Shareholding (Specify if there is no change):

Sl. No.		Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	6924255	69.19	6924255	69.19
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	6924255	69.19	6924255	69.19

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
Additions				
Reduction				
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	-	-	-	-

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl. No.	Particulars of Remuneration	Name of the MD/ WTD/Manager	Total Amount
1	Gross salary	Latika Datt Abbott	
(a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961		-
(b)	Value of perquisites u/s 17(2) of the Income tax Act, 1961	742500	742500
(c)	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission as % of the profit others (specify)	-	-
5	Others, please specify	-	-
6	Total (A)	742500	742500
	Ceiling as per the Act	10% of Net Profit read with schedule V of the Companies Act 2013	

B. Remuneration to other Directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
1	Independent Directors	Ravinder Pal Singh Sachdeva	Lalit Mohan Segat	
	(a) Fee for attending board/committee meetings	20000	20000	40000
	(b) Commission	-	-	-
	(c) Others, please specify	-	-	-
	Total (1)	20000	20000	40000
2	Other Non Executive Directors	Usha Datt	Charu Datt Bhatia	
	(a) Fee for attending board committee meetings	-	-	-
	(b) Commission	-	-	-
	(c) Others, please specify.	-	-	-
	Total(2)	0		0
	Total(B)=(1+2)	0		0
	Total Managerial Remuneration	20000		40000
	Over all Ceiling as per the Act			

C. Remuneration to Key Managerial Personnel Other Than Md / Manager / WTD

(₹ in Lacs)

Sl. No.	Particulars of Remuneration		Key Managerial Personnel			
1	Gross Salary		CEO	Company Secretary	CFO	Total
	(a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	277,500	705600	705600
	(b)	Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	NIL
	(c)	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	NIL
2	Stock Option		-	-	-	
3	Sweat Equity		-	-	-	
4	Commission as % of the profit others, specify		-	-	-	
5	Others, please specify					
	Total		-	277,500	705600	705600

MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMIC REVIEW:

Presently there is distinct slow down in GDP growth due to rising interest rates, unchecked inflation and continued flow of negative news of rampant corruption. However long term growth of Indian Economy are viewed as bright.

BUSINESS REVIEW:

The Company's core business is investment, loans and advances. Management policy is to ensure capital protection with growth of profit. The Management is committed to follow the same principals in future as well.

SEGEMENT WISE PERFORMANCE:

The company is presently engaged in the business of investment and finance in the areas of a) Hedged Capital Market Products and b) Bill Discounting and Inter Corporate Loans.

STRENGTHS:

The company has been consistently showing profit and carry's no bad debt, no overdue liability or debt of any nature

BUSINESS OUTLOOK:

The easing of global concerns, a stable government, and improving market sentiments augurs well for the financial services sector, however there is need to check inflation and softening bank interest.

INTERNAL CONTROL SYSTEMS:

The Company has adequate system of strong internal controls for business processes, with regards to operations, financial reporting, compliance with applicable laws and regulations, etc. Regular internal audit ensure that responsibilities are executed effectively. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvement for strengthening the existing control system in view of changing business needs from time to time.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2018-19

(Pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges)

- 1. COMPANY'S PHILOSOPHY:** Your Company believes that Corporate Governance should be observed not only as per the letter but more important in spirit so as to become a way of life. The Company's respect for law and strict compliance thereof, emphasis on product quality and a caring spirit Its policies and practices are based on the highest standards of ethics and transparency in regard to its dealings and disclosures.

2. BOARD OF DIRECTORS:

2.1 Composition

The Board of Directors comprised of five directors during the financial year. More than 1/3rd of the Board consisted of independent directors

Name of the Director	Position
Mrs. Usha Datt	Non Executive Director/Promoter
Mr. Satish Kumar	Independent / Non Executive
Mrs. Latika Datt Abbott	Managing Director/Promoter
Brig. Lalit Mohan Segat	Director/Independent Non-Executive
Mrs. Charu Datt Bhatia	Non Executive Director/Promoter

2.2 Meetings and attendance record of each Director

- i) 9 Meetings of the Board of Directors were held during the year ended 31st March, 2019 . These were held on:
 1. 25.05.2018
 2. 30.05.2018
 3. 15.06.2018
 4. 07.07.2018
 5. 14.08.2018
 6. 04.09.2018
 7. 14.11.2018
 8. 05.12.2018
 9. 13.02.2019
- ii) The attendance record of the Directors at the Board Meetings held during the year ended on 31st March, 2019 and the last Annual General Meeting (AGM) and the details of other Directorships and Committee Chairmanships and Memberships held by the Directors of the Company are given below:

Name of the Director	Attendance Particulars		No of Directorships and Committee Member / Chairmanship		
	Board Meetings	Last AGM	Other Directorships	Committee Memberships	Committee Chairmanships
Mrs. Usha Datt	9	No	5	0	1
Brig. Lalit Mohan Segat	9	No	-	0	2
Mr. Ravinder Pal Singh Sachdeva	1	No	-	0	-
Mrs. Latika Datt Abbott	9	No	8	3	0
Mrs. Charu Datt Bhatia	9	No	6	-	-
Mr. Satish Kumar	8	No	0	2	0

2.3 Re-appointment of Directors

The brief particulars of the Directors being appointed / re-appointed is enclosed separately pursuant to Clause 49 of the Listing Agreement.

3. AUDIT COMMITTEE:

- i) The Audit Committee comprised of the following three members during the financial year, namely:

Mr Satish Kumar, Ms. Latika Datt Abbott and Brigadier Lalit Mohan Segat. Ms. Latika Datt Abbott, member of the Audit Committee is a non-independent Director and Mr. Satish Kumar & Brigadier Lalit Mohan Segate are the independent Directors. They possess adequate knowledge of Accounts, Audit, Finance, etc. Brigadier Lalit Mohan Segat is the Chairman of the meeting.

- ii) The Audit Committee had 4 meetings during the year ended on 31st March, 2019. The attendance of each Committee member is as under:

S. No.	Name of the Director	No. of Meetings Attended
1.	Dr. Ravinder Pal singh Sachdeva	1
2.	Mrs. Latika Datt Abbott	4
3.	Brigadier Lalit Mohan Segat	4
4.	Satish Kumar	4

- iii) The role and powers of the Audit Committee are as laid down under the relevant clause of the Listing Agreement and Section 177 of the Companies Act, 2013.

4. NOMINATION AND REMUNERATION COMMITTEE:

Existing Remuneration Committee has been renamed as Nomination and Remuneration Committee and is governed by revised Charter, which is in line with the requirements mandated by the Companies Act, 2013 and Clause 49 of the listing agreement. The Nomination and remuneration Committee comprises of three members, namely;

1. Brigadier Lalit Mohan Segat
2. Ms. Charu Datt Bhatia
3. Mr. Satish Kumar

Ms. Charu Datt is a non-independent & Non Executive Director of the Nomination and Remuneration Committee and Mr. Satish Kumar & Brigadier Lalit Mohan Segat are Independent Directors. Four meetings of the Nomination and Remuneration Committee was held during the year.

The terms of reference of the 'said committee' are as follows:

1. To determine on behalf of the Board and on behalf of the Shareholders the Company's policy on specific remuneration packages for Executive Directors including pension rights and any compensation payment.
2. To approve the payment of remuneration to managerial Personnel as per the Policy laid down by the Committee.
3. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees.

Remuneration Policy:

Subject to the approval of the Board and of the company in General Meeting and such other approvals as may be necessary, the Managing Director is paid remuneration as per the terms approved by the General Meeting. The present remuneration package to Managing Directors includes salary, perks etc.

Remuneration of Directors:

This disclosure to be made on remuneration of Managing Director of the Company is given below:

Name of the Director	Salary (Rs.)	Present Period of Agreement	Notice Period
Mrs. Latika Datt Abbott	7,42,500	5 Years w.e.f., 15.06.2015	3 Months

Note:

- Salary includes basic salary, house rent allowance, bonus, leave encashment, holiday travel benefits, use of company's car, furniture and equipment and company's contribution to provident fund and perquisites, the monetary value of which has been calculated in accordance with the provisions of the Income Tax Act, 1961 and Rules made thereunder but does not include company's contribution to gratuity fund.
- The Non-executive Directors do not draw any remuneration from the Company.
- Sitting fees to Non-executive independent Directors is presently being paid at the rate of Rs.5000/- for each meeting of the Board attended by them.

Shareholding of Non-Executive Directors

As on 31st March, 2019

Name	No of Shares
Mrs. Usha Datt	1035751
Mrs. Charu Datt Bhatia	359910
Mr. Ravinder Pal Singh Sachdeva	Nil
Brigadier Lalit Mohan Segat	Nil

5. RISK MANAGEMENT COMMITTEE

In accordance with the requirements of listing agreement, your Company constituted a Risk Management Committee comprising Mrs. Usha Datt, Mrs. Latika Datt Abbott and Charu Datt Bhatia as members. Ms. Usha Datt is the Chairperson of the Committee. One meeting of the Risk Management Committee was held on 13.02.2019.

Terms of Reference

The terms of reference of the Committee are as under:

1. To frame, implement, review and monitor risk management plan of the Company;
2. To evaluate the risk management systems of the Company;
3. To review its activities in co-ordination with the Audit Committee in instances where there is overlap with the activities of the Audit Committee;
4. To review the procedures to inform the Board members about the risk assessment and minimization procedures;
5. To review and reassess the changes required in the terms of reference of this Committee and recommend any proposed changes to the Board for approval; and
6. To perform such other functions as may be delegated by the Board from time to time.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee looks into Investors' Grievances. The terms of reference of the 'said committee' are as follows:

- 1) To approve the Share Transfer / Transmission / Transposition etc.,
- 2) To look into the status of investor complaints and grievances, if any.
- 3) To report the Board about serious or complicated cases, if any.

Four meetings of the Committee were held during the year ended on 31st March, 2019. The meetings are generally chaired by Ms. Charu Datt. The composition of the Committee and the number of meetings attended by each of the members is as under

S No.	Name of the Director	No of Meetings Attended
1.	Mrs. Latika Datt Abbott	4
2.	Mrs. Charu Datt Bhatia	4
3.	Mrs. Usha Datt	4
4.	Mr. Lalit Mohan Segat	1

Ms. Latika Datt Abbott is the Compliance Officer. During the year, the Company did not receive any complaint regarding Non-receipt of Dividend and / or Non-receipt of Share Certificate. Further, there are no share transfers pending for registration as on the said date.

7. DETAILS OF NON COMPLIANCES

No penalty has been imposed by any stock exchange, SEBI or SEC, nor has there been any instance of non-compliance with any legal requirements or on matters relating to the capital market over the last three years.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

8. As required by clause 49 of the listing agreement, the auditor's certificate on corporate governance is annexed in Board's Report.

9. CEO AND CFO CERTIFICATION

As required by clause 49 of the listing agreement, the CEO and CFO certification is provided in this Annual Report.

10. CODE OF CONDUCT

In compliance with clause 49 of the Listing Agreement and the Companies Act, 2013, the company has framed and adopted a Code of Conduct and Ethics ('the code'). The code is applicable to the members of the Board, the executive officer and all employees of the Company and its Subsidiaries. The Code is available on our website. www.somdattfin.com.

All members of the Board, the executive officers and senior financial officers have affirmed compliance to the code as on March 31, 2019.

A declaration to this effect, signed by the CEO and MD and the CFO, forms part of the CEO and CFO certification.

11. GENERAL BODY MEETINGS:

The details of Annual General Meeting held in last 3 years are as under:

Annual General Meeting	Day, Date and Time	Venue
2017-18	Saturday, 29.09.2018 at 10.30 A.M	Gajraj Chambers, 2B, 2nd Floor, 86B/2, Topsia Road (South), Kolkata 700 046
2016-17	Saturday 30.09.2017 at 10.00 a.m	Gajraj Chambers, 2B, 2nd Floor, 86B/2, Topsia Road (South), Kolkata 700 046
2015-16	Friday 30.09.2016 at 10.00 a.m	Gajraj Chambers, 2B, 2nd Floor, 86B/2, Topsia Road (South), Kolkata 700 046

12. DISCLOSURES:

- (i) There are no materially significant related party, transactions i.e., transaction of the Company of material nature with its Promoters, Directors or the Management, their Subsidiaries or relatives etc., that would have potential conflict with the interests of the Company at large.
- (ii) No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter during the period under review.
- (iii) The Whistle Blower Policy has been adopted by the Company and it is affirmed that no personnel has been denied access to such policy.
- (iv) The Company has complied with all the mandatory requirement laid down on Corporate Governance. However, the Company has taken steps to implement non-mandatory requirements and their compliances as under:
 - a. Board – A Non-Executive Chairman is entitled to maintain the Chairman's Office at the Company's expense but the tenure of Independent Director has not been restricted to a period of 9 years on the Board of the Company.

- b. Remuneration Committee, Shareholders Rights, Audit Qualifications, Training of Board Members and Mechanism for evaluating Non-Executive Board Members – The Company is taking necessary steps to implement these non-mandatory requirements.
- c. Whistle Blower Policy: Pursuant to Section 177 of the Companies Act, 2013 read with Clause 49 of the listing agreement, the Company has in place a Whistle Blower Policy for establishing a vigil mechanism for Directors and employees to report instances of unethical and/ or improper conduct and actioning suitable steps to investigate and correct the same. Directors, employees, vendors, customers or any person having dealings with the Company/ subsidiary(ies) may report non-compliance of the Code to the noticed persons.
- d. Corporate Policy on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace: The Company prohibits any form of sexual harassment and any such incidence is immediately investigated and appropriate action taken in the matter against the offending employee(s) based on the nature and the seriousness of the offence. The Company has in place, a formal corporate policy on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace (the Policy) and matters connected therewith or incidental thereto covering all the aspects as contained under the “The Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013” notified by the Government of India vide Gazette Notification dated 23rd April, 2013.

13. MEANS OF COMMUNICATION:

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately after these are approved by the Board. These are also published in the prescribed format within 48 hours of the conclusion of the meeting of the Board in which they are considered, generally in “Pioneer” English Daily and “Ganashakti” Bengali Daily, since the Registered Office of the Company is located in Kolkata.

14. GENERAL SHAREHOLDERS INFORMATION: Annual General Meeting:

Date : 30th September , 2019

Time : 10.30 AM

Venue : Gajraj Chambers, 2B, 2nd Floor, 86B/2, Topsia Road (South), Kolkata - 700 046

Financial Year : 1st April 2018 to 31st March 2019

Book Closure : 26.09.2019 to 29.09.2019 (both days inclusive)

Dividend : No dividend has been recommended by the Board of Directors.

Listing of Securities : The equity shares of your Company are listed on the Bombay Stock Exchanges.

Stock Code : BSE (11571)

ISIN No. for Dematerialization of shares: INE754C01010

CIN : L65921WB1993PLC060507

Market Price Data: The details of High & Low market price of the shares at the Stock Exchange Bombay are as under:

Market Price Data:

The details of High & Low market price of the shares at the Stock Exchange Bombay are as under:

Month (2018-19)	BSE SENSEX		STOCK PRICE AT BSE	
	High	Low	High	Low
April, 2018	35213	32972	4.55	4.35
May, 2018	35993	34302	4.72	4.50
June, 2018	35877	34784	5.93	4.61
July, 2018	37644	35106	4.10	3.60
August, 2018	38989	37128	3.67	3.50
September, 2018	38934	35985	3.68	3.66
October, 2018	36616	33291	3.67	3.50
November, 2018	36389	34303	3.49	2.80
December, 2018	36554	34426	3.00	2.94
January, 2019	36701	35375	3.33	3.00
February, 2019	37172	35287	3.46	3.00
March, 2019	38748	35926	3.20	2.85

Registered Office & Address for Correspondence:

SOM DATT FINANCE CORPORATION LTD
Gajraj Chamber, 2B, 2nd Floor,
86B/2, Topsia Road, (South) Kolkata-700046

SOM DATT FINANCE CORPORATION LTD
56-58, Community Centre, East of Kailash
NEW DELHI 110065

Investors

The website of the Company www.somdattfin.com carries information on Financial Results, Corporate Announcements, Notices, in addition to other relevant information for investors.

Registrar & Share Transfer Agents:

RCMC Share Registry (P) Limited
B-25/1, Okhla Industrial Area, Phase -2, Near Rana Motors, New Delhi - 110020
Phone : 011-26387320
E mail: rcmcf@dimensioni.net
Contact Person: Mr Rakesh Adhana

Share Transfer System:

Shares sent for transfer in physical form are registered by our Registrars and Share Transfer Agents within 30 days of receipt of the documents, if documents are found in order. Shares under objection are returned within two weeks.

Outstanding Instruments

The Company has not issued GDR/ADRS/Warrants or any convertible instruments, conversion instrument

Distribution of Shareholding:

The distribution of shareholding as on 31st March, 2019 is given below:

S.No.	No of Equity Shares	No of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1.	UPTO 5000	6442	89.47	988950	9.88
2.	5001 TO 10000	410	5.66	338185	3.38
3.	10001 TO 20000	152	2.11	223174	2.23
4.	20001 TO 30000	57	0.79	143109	1.43
5.	30001 TO 40000	27	0.38	95683	0.96
6.	40001 TO 50000	31	0.41	143803	1.44
7.	50001 TO 100000	45	0.63	314305	3.14
8.	100001 and Above	36	0.50	7760761	77.55
	TOTAL	7200	100.00	10007970	100.00

Categories of Shareholders as on 31st March, 2019:

Category	No of Holders	No of Shares	% of holding
Promoters*	10	6924255	69.19
Public Shareholding:			
Individuals holding upto 2 lakh (nominal value)	6943	2186399	21.85
Individuals holding above 2 lakh (nominal value)	4	102080	1.02
Clearing Members	5	550	0.01
Non-residents	91	198000	1.98
Bodies Corporate	146	596686	5.96
Total	7199	10007970	100.00

Dematerialization of Shares:

The Company has arrangements with both National Securities Depository Limited (NSDL), and Central Depository Services Limited (CDSL) for demat facility. The shares are processed in dematerialized form as on 31st March, 2019.

Status of Physical and Demat Shares



Mode		Shares	Percent
Physical		8482431	19.18
Demat	CDSL	451299	4.50
	NSDL	7637402	76.31
TOTAL		10007970	100.00

Financial Calendar 2018 -2019 (Tentative & Subject to Change):

First quarterly results	:	By 14th August, 2018
Second quarterly results	:	By 14th November, 2018
Third quarterly results	:	By 13th February, 2019
Annual results for the year ending on 31.03.2019	:	By 30th May, 2019
Annual General Meeting for the year 2019	:	By 30th September, 2019

By Order of the Board of Directors

Place : New Delhi
Date : 30.05.2019

Latika Datt Abbott
Managing Director

Charu Datt Bhatia
Director

CERTIFICATES UNDER CORPORATE GOVERNANCE REPORT

A. Declaration regarding compliance with the Code of Conduct by Board Members and Senior Management personnel pursuant to Clause 49(1)(D)(ii) of the Listing agreement. This is to certify that as per Clause 49 of the Listing Agreement:

1. The Code of Conduct has been laid down for all the Board Members and Senior Management and other employees of the Company.
2. The Board Members and Senior Management Personnel have affirmed compliance with the Company's Code of Conduct for the year 2018-2019.

Place : New Delhi
Dated : 30.05.2019

Latika Datt Abbott
Managing Director & CEO

B. Certificate by Chief executive officer and Chief Financial officer on compliance with the conditions of Corporate Governance under Clause 49 of the Listing agreement

To, The Board of Directors,

Som Datt Finance Corporation Limited
Gajraj Chamber, 2B,
2nd Floor, 86B/2, Topsia Road, (South) Kolkata-700046

We hereby certify that for the financial year 2018-2019:

1. We have reviewed the financial statements and the cash flow statement and that to the best of our knowledge and belief:
 - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) 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.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2018-19 which are fraudulent, illegal or violate the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee those deficiencies, if any, of which we are aware, in the design or operation of the internal control systems and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee: significant changes, if any, in internal control over financial reporting during this year; significant changes, if any, in accounting policies during this year 2018-19 and that the same have been disclosed in the notes to the financial statements; and instances of significant fraud of which we are 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.

Place : New Delhi
Dated : 30.05.2019

Latika Datt Abbott
Managing Director & CEO

Rajeev Gautam
Chief Financial Officer

AUDITORS' CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

We have examined the compliance of the conditions of Corporate Governance by Som Datt Finance Corporation Ltd for the year ended 31st March, 2019, as stipulated in Clause 49 of the Listing Agreements of the said Company with Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation 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 be best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

On the basis of representation received from Registrars and Share Transfer Agents and as per the records maintained by the Company which are presented to the Shareholders/Investors Grievance Committee, we state that during the year ended 31st March, 2019, no Investor grievances were pending for a period exceeding one month.

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

For D.S.TALWAR & CO
CHARTERED ACCOUNTANTS
Firm Registration No : 000993N

SHRADHA TALWAR
Partner
Membership No : 514698

Place : Kolkata
Date : 30.05.2019

INDEPENDENT AUDITOR'S REPORT

To The Members of Som Datt Finance Corporation Limited

Report on the Audit of the Consolidated Financial Statement

Opinion

We have audited the accompanying consolidated financial statements of Som Datt Finance Corporation Limited hereinafter referred to as “the Holding Company”), and its subsidiary Som Datt Infosoft Pvt. Ltd. (the Holding Company and its subsidiary together referred to as “the Group), which comprise the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and the Consolidated Statement of Cash Flows for the year ended on that date, and 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 Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019, the consolidated profit, and its consolidated cash flows for the year ended on that date.

Emphasis of Matters

We draw the attention to the following note:-

- 1) The Company has not appointed any internal auditor as required by section 138(1) and related notified (Accounts) Rules 13(a) of the Companies Act, 2013.

Our Opinion is not qualified in respect of these matters.

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 (SAs). 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 Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence 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 audit 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.

Sr. No.	Key Audit Matter	Auditor's Response
1.	<i>The Company has not appointed any internal auditor as required by section 138(1) and related notified (Accounts) Rules 13(a) of the Companies Act, 2013.</i>	As per the management Internal auditor has not been appointed as we have strong internal controls and the risk is negligible due as all the Capital market transactions are of the nature of arbitrage. Every Quarter Limited review is being conducted by the auditor. Turnover consists of Capital Market Operations which are being done online through registered NSC stock broker and all transactions can be verified through the portal.
2.	<i>Recognition of Deferred Tax Asset as per AS-22. The company has created Deferred Tax Aseets on Timing differences</i>	As per the management deferred tax assets taken in the Balance Sheet are realizable against future tax liabilities. Principal Audit Procedures: Obtained details of earlier tax computations and returns filed for earlier assessment years. We involved our internal experts to challenge the management's underlying assumptions in estimating the expected realization. The company has an Immovable property and the deferred tax asset on Long Term capital Loss can be realized in case a gain arises on the sale of immovable property.

Information Other than the Consolidated 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, Business Responsibility 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 conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information 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, based on the work we have performed, we conclude 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.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated financial statements that give a true and fair view of the Consolidated financial position and Consolidated financial Performance and the Consolidated cash flow of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the 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 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 consolidated financial statements that

give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group'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 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 are also responsible for overseeing the financial reporting process of the Group.

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 financial 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 and its subsidiary companies which are companies incorporated in India, 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 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 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 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.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work

and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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 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

- (a) We did not audit the financial statements of the subsidiary, whose financial statements reflect total assets of Rs. 42.64 lacs as on March 31, 2019, total revenue 1.21, and net profit amounting to Rs. 0.03 lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us as it related to the amounts and disclosures included in respect of the subsidiary and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it related to the aforesaid subsidiary is based solely on the report of the other auditors.

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 reports of the other auditors and the financial statements/financial information certified by the management.

Report on Other Legal and Regulatory Requirements

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 have been kept by the Holding Company, its subsidiary included in the Group including relevant records relevant to the preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company and the reports of the other auditors.
- (c) The consolidated Balance Sheet, the consolidated Statement of Profit and Loss and the consolidated cash flow statement, dealt with by this Report are in agreement with the 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, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group Companies 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 and the operating effectiveness of the internal financial controls over financial reporting of the Holding Company and the Subsidiary Company, 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 remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- 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. There were no pending litigations which would impact the financial position of the Consolidated financial statements.
 - ii. Provision has been made in the Consolidated financial statements as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii. There is no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Holding Company and its Subsidiary incorporated in India.

For D.S. Talwar & Co.
Chartered Accountants
FRN: 000993N

Shradha Talwar
Partner
M. No. 514698

Date: 30/05/2019
Place: New Delhi

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Somdatt Finance Corporation Limited of even date)

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (‘the Act’)

We have audited the Internal Financial Controls Over Financial Reporting of Somdatt Finance Corporation Limited (‘the Company’) as at 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended and as on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial control based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in guidance note on Audit of Internal Financial Control 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 the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial 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 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 statement in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only

in accordance with generally with authorization of the 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 assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 D.S. Talwar & Co.
Chartered Accountants
FRN: 000993N

Shradha Talwar
Partner
M. No. 514698

Date: 30/05/2019
Place: New Delhi

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Somdatt Finance Corporation Limited of even date)

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The management during the year has not physically verified all the assets but there is a regular programme of verification, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the company.
- ii. The management has physically verified the stock of shares during the year. No material discrepancies were noticed on physical verification conducted by management.
- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the Order is not applicable to the Company.
- iv. According to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- v. According to the information and explanations given to us, the Company has not accepted any deposits from the public during the year in terms of the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3 (v) of the Order is not applicable to the Company.
- vi. The Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Value added Tax, Cess and any other statutory dues with the appropriate authorities According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.
- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions or banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- ix. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans.
- x. During the course of our examination of the book and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the explanation and information 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 explanation given to us, managerial remuneration has been paid or provided in accordance with requisite approvals mandated by the provisions section 197 read with Schedule V to the Act.
- xii. In our opinion, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanation given to us and on the basis of the examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. According to the information and explanation given to us and on the basis of the examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, paragraph 3 (xiv) of the Order is not applicable to the Company.
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.
- xvi. The Company is registered under section 45-IA of the Reserve Bank of India Act, 1934.

For D.S. Talwar & Co.
Chartered Accountants
FRN: 000993N

Shradha Talwar
Partner
M. No. 514698

Date: 30/05/2019
Place: New Delhi

BALANCE SHEET AS AT 31ST MARCH 2019

Particulars	Notes	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
Income			
I. EQUITY AND LIABILITIES			
1) SHAREHOLDERS' FUNDS			
a) Share Capital	2.1	100,079,700	100,079,700
b) Reserves and surplus	2.2	42,745,406	40,982,431
		142,825,106	141,062,131
2) NON CURRENT LIABILITIES			
a) Deferred tax liabilities (net)	2.3	-	-
b) Long term provisions	2.4	1,575,082	2,749,147
		1,575,082	2,749,147
3) CURRENT LIABILITIES			
a) Other current liabilities	2.5	213,838	310,823
b) Short -term provisions	2.6	483,348	193,348
		697,186	504,171
		145,097,376	144,315,449
II. ASSETS			
1) NON CURRENT ASSETS			
a) Fixed assets			
Tangible assets	2.7	221,288	245,402
		221,288	245,402
b) Non current Investments	2.8	16,298,668	16,229,059
c) Deferred tax assets (net)	2.3	627,593	948,953
d) Long-term loans and advances	2.09	12,167,099	13,855,104
		29,314,648	31,278,518
2) CURRENT ASSETS			
a) Inventories	2.10	93,099,649	86,794,458
b) Trade Receivables	2.11	4,798,651	8,108,476
c) Cash and Bank Balances	2.12	2,160,981	6,128,358
d) Short term loan and advances	2.13	15,723,446	12,005,639
		115,782,728	113,036,931
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS	1 & 2	145,097,376	144,315,449

Signed in terms of our report of even date annexed

For D.S.TALWAR & CO.
Chartered Accountants
Firm Reg No. 000993N

CA. Shradha Talwar
Partner
Membership No. 514698

Place: Delhi
Date : 30.05.2019

On behalf of the Board

Latika Datt Abbott
Managing Director

Charu Datt Bhatia
Director

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2019

Particulars	Notes	Year Ended 31.03.2019	Year Ended 31.03.2018
Income			
I. Capital Market Operations	2.14	14,286,811	19,070,326
II. Other income	2.15	580,040	582,021
III. Total Revenue (I+II)		14,866,851	19,652,347
IV. Expenses			
Employee benefits expense	2.16	1,947,515	3,822,592
Direct Expenses relating to Capital Market Operations	2.16	8,743,721	10,626,249
Financial costs	2.17	1,600	282
Depreciation & amortisation expenses	2.7	24,113	24,113
Other Expenses	2.16	1,737,707	4,615,984
Total Expenses		12,454,655	19,089,220
V. Profit Before Extra Ordinary Items and Tax (III-IV)		2,412,196	563,127
VI. Tax expenses:			
Current Tax:		290,000	193,348
Mat Credit		-	-
Provision for Mat Credit		-	(72,348)
IT Excess/short Provision made for earlier years:		37,860	-
Deferred Tax:		321,361	30,489
VII. Profit/(Loss) for the period from continuing Operations (V-VI)		1,762,975	411,638
VIII. Profit/ (Loss) for the period		1,762,975	411,638
IX. Earnings per Equity Share			
Basic		0.18	0.04
Diluted		0.18	0.04

SIGNIFICANT ACCOUNTING POLICIES AND
NOTES ON ACCOUNTS

1 & 2

Signed in terms of our report of even date annexed

For D.S.TALWAR & CO.
Chartered Accountants
Firm Reg No. 000993N

On behalf of the Board

CA. Shradha Talwar
Partner
Membership No. 514698

Latika Datt Abbott
Managing Director

Charu Datt Bhatia
Director

Place: Delhi
Date : 30.05.2019

Significant accounting policies and notes on accounts

1. Significant accounting policies

1.1 Basis of Accounting :-

The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company with those used in the previous year.

1.2 Fixed Assets and Depreciation

- i) Fixed assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use
- ii) Depreciation has been provided on written down value method as per rates and in the manner prescribed in Schedule XIV of the Companies Act, 2013.

1.3 Impairment of Fixed Assets

Wherever events or changes in circumstances indicate that the carrying value of fixed assets may be impaired, the company subjects such assets to a test of recoverability, based on discounted cash flow expected recognized an impairment loss as the difference between the carrying value and fair value less costs to sell. None of the company's fixed assets are considered impaired as on the Balance Sheet date

1.4 Investments

Investments are valued at their cost. Provision for diminution, if any, in the value of investments is made to recognize a decline, other than temporary. The said diminution is determined for each investment individually. Investments are either classified as current or long-term based on Management's intention at the time of purchase. .

1.5 Current Assets

Stock in trade is valued at cost or market price, whichever is lower, whereby the cost of each scrip is compared vis-a-vis its market value and the resultant shortfall, if any, is charged to revenue.

1.6 Cash and Cash Equivalents

Cash and cash equivalents comprise cash at bank and in hand and short term investment with an original maturity of three months or less.

1.7 Cash Flow Statement

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non- cash nature, accrual of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

1.8 Taxation

Provision for tax has been made in accordance with the assessable profits determined under the provision of Income Tax Act, 1961.

Deferred Tax Assets / Liability in accordance with the AS-22 “Accounting for Tax on Income” has been recognized in the book of account. Deferred Income Tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax has been recognized to the extent the management opines sufficient future taxable income will be available against which such deferred tax assets can be utilized

1.9 Revenue recognition

Revenue is primarily derived from Capital Market transactions, Bill discounting services and financing activities.

A) INCOME

- i) Income from all non-performing assets are accounted for on receipt basis as per prudential norms promulgated by Reserve Bank of India.
- ii) Bill Discounting Services:-
Accounted for according to the terms of agreement.
- iii) Dividend:-
Accounted for on receipt basis.
- iv) Lease Rentals and Hire Purchase Income:-
Accounted for on accrual basis, additional finance charges and penal interest are accounted for on receipt basis.
- v) The share hedging contract of Capital Market Operations are accounted without considering STT and Stamp Duty on date of their settlement and released gain / loss in respect of settled contracts or recognized in the Profit & Loss account along with underlying transactions.

B) EXPENDITURE

Employee Benefits:-

i) Provident Fund:-

Retirement benefits in the form of Provident Fund are accounted for on accrual basis and charged to Statement of Profit & Loss account of the year. Both the employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary.

ii) Leave Encashment :-

Leave Encashment is accounted in the books on payment basis and charged to Statement Profit & Loss account of the year.

iii) Gratuity:-

Gratuity is provided in the accounts on accrual Basis on estimates though no actuarial valuation of gratuity liability has been made. The Company has 3 employees out of which only 1 has been with the company for more than 5 years and the provision is made only for this one employee. The gratuity liability has not been actuarially calculated due to limited number of staffs. Accordingly full disclosure as per AS-15 is not considered necessary by the management.

2. NOTES FORMING PART TO ACCOUNTS

2.1 SHARE CAPITAL

Particulars	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
<u>Authorised</u>		
2,00,00,000 Equity Shares of Rs.10/-each	200,000,000	200,000,000
50,00,000 Pref.Shares of Rs.10/-each	50,000,000	50,000,000
	250,000,000	250,000,000
<u>Issued, Subscribed & Paid-up:</u>		
1,00,07,970 Equity Shares of Rs.10/- each Fully Paid-Up	100,079,700	100,079,700
	100,079,700	100,079,700

The Company has issued only one class of shares referred to as Equity Shares having a par value of Rs. 10/- Each holder of Equity Shares is entitled to one vote per share.

In the event of liquidation of Company, the holders of Equity Shares will be entitled to receive any of remaining assets of the company, after distribution of all preferential amounts. However no such Preferential amounts exist currently. Distribution will be in proportion to number of equity shares held by each shareholder.

- (i) Reconciliation of number of shares outstanding and amount of share capital as at 31st March, 2018 and 31st March, 2019 is set out below;

Particulars	As at 31 March, 2019		As at 31 March, 2018	
	Number of shares	Amount	Number of shares	Amount
Number of shares at beginning	10,007,970	100,079,700	10,007,970	100,079,700
Number of shares at end	10,007,970	100,079,700	10,007,970	100,079,700

- (ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2019		As at 31 March, 2018	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Som Datt Khuneja	2131125	21.29	2131125	21.29
Som Datt Enterprises Limited	1941419	19.40	1941419	19.40
Usha Datt	1035751	10.35	1035751	10.35

2.2 SHARE CAPITAL

Particulars	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
<u>Special Reserve Fund (As per RBI guidelines) :</u>		
As per last Balance Sheet	19,469,557	19,387,229
Add : Transferred from Statement of Profit & Loss	352,595	82,328
Total (A)	19,822,152	19,469,557
 Surplus in the Statement of Profit & Loss		
As per last Balance Sheet	21,512,874	23,840,928
Add : Profit for the Current Year	1,762,975	411,638
Less : Provision for earlier years		2,657,364
Amount available for appropriation	23,275,849	21,595,202
Deductions :		
Transferred to Special Reserve (as per RBI Guidliness)	352,595	82,328
 Surplus -Closing Balance (B)	22,923,254	21,512,874
Total (A + B)	42,745,406	40,982,431

2.3 DEFERRED TAX LIABILITIES / ASSETS

Deferred Tax Assets

Bonus Payable disallowed u/s 43B	30,156	58,203
Bonus Paid allowed u/s 43B	(58,768)	(48,582)
Provision for Gratuity disallowed u/s 40A(7)	4,680	4,635
Carry Forward Long Term Capital Loss	562,309	835,354
Related to Fixed Assets	89,215	99,344
Total(A)	627,593	948,954

Deferred Tax Liabilities

Related to Fixed Assets	-	-
Total(B)	-	-

2.4 LONG TERM PROVISIONS

Gratuity Payable	390,847	375,847
Provision on IT Tax	1,184,235	2,373,300
	1,575,082	2,749,147

2.5 OTHER CURRENT LIABILITIES

Particulars	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
Statutory obligation for TDS		
i) Professional Charges	7,625	7,930
ii) Salary	2,190	24,421
iii) Contractor Charges	380	1,409
iv) EPF Payable	6,816	7,406
Bonus Payable	96,655	188,358
Other Liabilities :		
i) Due to Auditors for audit fee	82,500	64,800
iii) Naveen Narang (C.S)	-	(870)
v) RCMC	17,672	17,369
	213,838	310,823

2.6 SHORT -TERM PROVISIONS

Provision for Income Taxes	483,348	193,348
	483,348	193,348

2.7 FIXEX ASSETS

Particulars	Gross Block				Depreciation			Net Block	
	Cost as at 01.04.2018	Addition dur- ing the period	Sale dur- ing the period	Cost as at 31.03.2019	As on 01.04.2018	For the period	As at 31.03.2019	As on 31.03.2019	As on 31.03.2018
Plant and Machinery	778,831	-	-	778,831	683,732	22,118	705,850	72,982	95,100
Furniture & Fixtures	1,030,956	-	-	1,030,956	984,202	-	984,202	46,754	46,754
Car	2,290,007	-	-	2,290,007	2,197,484	-	2,197,484	92,524	92,524
Office Equipments	147,308	-	-	147,308	136,283	1,995	138,278	9,030	11,025
Computer system	726,540	-	-	726,540	726,540	-	726,540	-	-
Total	4,973,642	-	-	4,973,642	4,728,241	24,113	4,752,354	221,289	245,402
Previous Year	4,973,642	-	-	4,973,642	-	-	4,728,241	245,402	-

2.8 NON CURRENT INVESTMENTS

Particulars	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
<u>LONG TERM INVESTMENT</u>		
INVESTMENT PROPERTY (At Cost)		
IMMOVEABLE PROPERTIES :		
Flats at Jaipur	8,298,568	8,228,959
INVESTMENTS IN EQUITY INVESTMENT(At Cost) :		
UNQUOTED/ QUOTED		
INVESTMENTS IN EQUITY		
Som Datt Infosoft P Ltd (Subsidiary Company) (590000 equity shares of Rs. 10/- each fully paid up)	5,100,000	5,100,000
Som Datt Securities Limited (290010 equity shares of Rs. 10/-each fully paid up)	2,900,100	2,900,100
	16,298,668	16,229,059

2.09 LONG -TERM LOANS AND ADVANCES
Unsecured, considered good :

Others		
Security Deposits	-	1,600
Margin Money Deposit	10,000,000	10,900,000
Balance with Government Revenue Authorities		
MAT Credit Entitlement	1,184,235	1,593,300
Advance Income Tax	400,000	400,000
Tax Deducted at Sources	582,864	720,204
Self Assessment Tax	-	240,000
	12,167,099	13,855,104

2.10 INVENTORIES

Stock of Shares (At cost or mkt Price whichever is Lower)	93,099,649	86,794,458
	93,099,649	86,794,458

2.11 TRADE RECEIVABLES
Debts outstanding for a period less than six months

Unsecured		
Som Datt Securities Ltd	4,798,651	8108476
	4,798,651	8,108,476

2.12 CASH AND BANK BALANCES

Particulars	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
A) CASH AND CASH EQUIVALENTS		
Balances with Scheduled Banks in :		
- Current Account	1,967,047	5,920,173
- Cash in hand	193,934	208,186
	2,160,981	6,128,359
The details of balances with banks are as follow :		
In current Accounts		
BOB EOK 9630200000183	47,628	47,628
HDFC 30340006807	1,919,419	5,872,545
	1,967,047	5,920,173
Cash in hand	183,648	208,186
Petty Cash	10,286	
	193,934	208,186

2.13 SHORT -TERM LOANS AND ADVANCES

Unsecured , considered good		
Other :		
Margin A/C-MG13	15,651,098	11,613,671
Advance Tax AY 2018-19		300,000
Mat Credit	72,348	72,348
Imp for Kolkata Office	-	19,620
	15,723,446	12,005,639

2.14 INCOME FROM CAPITAL MARKET OPERATIONS

Sale of shares	5,915,965,652	7,581,216,136
Add: Closing Stock	93,099,649	86,794,458
	6,009,065,301	7,668,010,594
Less: Opening Stock	86,794,458	82,774,172
Less: Purchase	5,907,984,032	7,566,166,095
Profit from Capital Market Operations	14,286,811	19,070,326

2.15 OTHER INCOME

Dividend Income	174,835	181,400
Profit on sale of shares (Investment)	-	153,020
Interest on FDR	405,205	-
Liability not paid now written back	-	247,357
Misc Income	-	244
	580,040	582,021

2.16 EXPENSES

Particulars	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
Employee Benefits Expense :		
Salary & Establishment	1,781,301	3,571,158
Employer Contribution EPF	39,752	40,619
Administration Charges To EPF	7,007	7,457
Gratuity	15,000	15,000
Bonus	104,455	188,358
	1,947,515	3,822,592
Direct Expenses relating to Capital Market Operations :		
Stamp Duty	984,185	1,217,400
Transaction Charges	383,963	491,955
Securities Transaction Tax	7,375,573	8,916,894
	8,743,721	10,626,249
Other Expenses :		
Advertisement & Publicity	74,513	109,737
Annual Maintance Charges	8,000	8,000
Auditor's Remuneration	88,500	70,800
Bank Charges	236	2,012
Books & Periodicals	2,060	50,060
Business Promotion	8,200	95,709
Conveyance Exp	111,791	137,989
Conference Fee Exp	-	95,365
Depository Charges NSDL/CSDL	102,126	179,492
Filing Fee	2,400	18,600
Food & Breverage	111,894	169,525
Listing Fee	295,000	288,336
Medical Exp	28,727	112,980
Misc Exp / Others	148,730	125,897
MCD TAX	-	43,636
Office Exp	55,548	232,845
Postage & Courior	93,724	87,513
Printing & Stationary	72,469	125,109
Professional Charges	144,451	758,336
Repair & Maintenance	62,063	155,032
Security Expenses	144,000	140,930
Telephone Expenses	12,730	151,085
Travelling & Conveyance	79,510	124,089
Vehicle Running & Maintenance	88,565	98,550
Out of Pocket Expenses Auditor	-	30,894
Bad Debts	2,470	3,463
Underwriter Settlement	-	1200000
	1,737,707	4,615,984

2.17 Financial cost

Particulars	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
Interest expense on:		
(i) Others		
- Interest on delayed / deferred payment of income tax	1,600	282
	1,600	282
a) In the opinion of Board, Current Assets, Loan and Advances have value on realization in the ordinary course of business at least equal to the amount at which they are stated.		
b) In the opinion of the Management (read with Note No 2.19) there is no provision for bad and doubtful debts, loan&advances and diminution in the value of long term investments in their respective carrying values.		
c) Loan and Advances pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015.		

2.18 No provision for diminution in the value of certain Long Term Investment has been considered necessary, since in the opinion of the Management, such diminution in their value is temporary in nature considering the nature of Investment, inherent value, Investee's Assets and expected future Cash Flows from such investment.

Auditor's remuneration (including GST) shown in note 2.16 consists of the following:

Particulars	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
a) Audit Fee	88,500	70,800
b) Out of Pocket Expenses	-	30,894
TOTAL	88,500	101,694

2.19 Details of Shares as Stock-in-Trade

Sl. No	Quoted Equity Shares	Face value (Rs.)	Quantity (Nos.)		Amount (Rs.)	
			As At 31.03.2019	As At 31.03.2018	As At 31.03.2019	As At 31.03.2018
1	APTECH	1	804	804	804	804
2	BHARAT FORG	10	4,800	15,600	2,478,960	10,970,700
3	BAJAJ AUTO	10	-	2,000	-	5,521,500
4	BPCL	10	12,600	-	4,661,622	-
5	CADILA HEALTHCARE	10	27,200	3,200	9,503,680	1,214,400
6	CANARA BANK	10	14,000	-	3,501,680	-
7	CESC	10	1,650	-	1,213,245	-
8	CENTURY TXT	10	4,200	8,800	3,949,260	10,087,880
9	CIPLA	10	2,000	-	1,032,120	-
10	DR REDDY	5	-	3,000	-	6,279,000
11	EVEREST ORGAN	1	108	108	108	108
12	HINDUNLIVR	10	1,200	-	2,057,640	-
13	HPCL	10	-	7,875	-	2,722,388
14	IDFC	2	7,500	92,400	14,065,575	4,518,360
15	ITC	10	52,800	-	14,853,168	-
16	J K CEMENT	1	81	81	81	81

Sl. No	Quoted Equity Shares	Face value (Rs.)	Quantity (Nos.)		Amount (Rs.)	
			As At 31.03.2019	As At 31.03.2018	As At 31.03.2019	As At 31.03.2018
17	KOTAK BANK	10	800	16,800	996,120	17,235,960
18	KILBURN CHEMICAL	1	150	150	150	150
19	MARUTI UDHYOG	10	2,025	-	13,606,785	-
20	LICSSGFIN	10	9,900	-	4,838,823	-
21	TORRENT PHARMA	10	-	12,500	-	15,678,125
22	TATA MOTOR	10	2,000	-	348,120	-
23	TECHM	10	19,200	-	13,665,984	-
24	OCI	1	200	200	200	200
25	ULB	10	-	2,100	-	2,000,145
26	MCDOWELL	10	-	1,250	-	3,646,200
27	RIL	1	9	9	9	9
28	TATA GLOBAL	1	75	75	75	75
29	ZEE ENTERTAINMENT	10	5,200	5,200	2,325,440	2,796,508
30	SIMENS	10	-	1,500	-	1,619,325
31	SUN TV	1	-	3,000	-	2,502,540
	TOTAL		168,502	176,652	93,099,649	86,794,458

2.20 Information Pursuant Schedule VI of the Companies Act, 2013.

Particulars in respect of opening stock, Purchases, Sales & Closing Stock of Shares, Mutual Funds Unit & Fully Convertible Debentures.

S.No	Particulars	Quantity (Nos.)		Amount (Rs.)	
		31.03.2019	31.03.2018	31.03.2019	31.03.2018
	Opening Stock				
1.	Equity shares of Public Cos.	176,652	292,877	86,794,458	82,774,172
	Total			86,794,458	82,774,172
2.	Purchase				
	Equity shares of Public Cos.	9,532,374	13,325,929	5,907,984,032	7,566,166,095
	Total			5,907,984,032	7,566,166,095
3.	Sale				
	Equity shares of Public Cos.	9,540,524	13,442,154	5,915,965,652	7,881,216,136
	Total			5,915,965,652	7,881,216,136
4.	Closing Stock				
	Equity shares of Public Cos.	168,502	176,652	93,099,649	86,794,458
	Total			93,099,649	86,794,458

2.21 Related party Disclosures :

a) Name of the related parties:

Subsidiary Co.	: M/s Som Datt Infosoft Pvt Ltd
Associate Company	: M/s Som Datt Securities Ltd
Key Management Personnel	: Ms Latika Datt Abbott

b) Aggregated Related Party Disclosures as at and for the year ended March 31, 2019 are as follows:

(Transactions have taken place on arm's length basis)

Name of Transactions	Subsidiary Company	Associate Company	Key Managerial Personnel	Total
Salary & Establishment including E.P.F, Bonus & Gratuity			871.53	871.53
Loan Given	3400.00			3400.00
Loan Re-Paid	3400.00			3400.00
Balances Outstanding at year End				
Trade Receivable & Short Term Loan		4,798.65		4798.65
Non- Current Investment	5100.00	2900.00		8000.00

The Company has only one reportable business segment i.e. N.B.FC. Business as Per Accounting Standard 17 of The Institute of Chartered Accountants of India.

2.22 Business segment

Performance of Business segment is as follows	(Rs. in lacs) Year ended 31st March 2019	(Rs. in lacs) Year ended 31st March 2018
Revenue		
Capital Mkt Operation	142.87	190.70
Other Income	5.80	5.82
TOTAL	148.67	196.52
Exepnses		
Operating Expenses	124.29	190.65
Depreciation(own Assets)	0.24	0.24
Interest cost	0.02	0.00
Non Cash Expenses other than depreciation	Nil	Nil
Particulars of Segment Assets and Liabilities:		
Fixed Assets	2.21	2.45
Investment	162.99	162.29
Deferred Tax assets	6.28	9.49
Current Assets. Loan & Advances	1279.50	1268.92
TOTAL ASSETS	1450.97	1443.14
Non Current liabilities	15.75	27.49
Current Liabilities	6.97	5.04
TOTAL LIABILITIES	22.72	32.53

2.23 Pursuant to accounting Standard on ‘Accounting for Taxes on Income’(AS-22), deferred tax liability/ (assets) are as under:

Performance of Business segment is as follows	(Rs.) 31st March 2019	(Rs.) 31st March 2018
Deferred Tax Assets		
Bonus Payable disallowed u/s 43B	30,156	58,203
Bonus Paid allowed u/s 43B	(58,768)	(48,582)
Provision for Gratuity disallowed u/s 40A(7)	4,680	4,635
Unabsorbed Depreciation & carry forward business loss	562,309	835,354
Related to Fixed Assets	89215	99,344
Total(A)	627,593	948,954
Deferred Tax Liabilities		
Related to Fixed Assets	-	-
Total(B)	-	-
Deferred Tax Liabilities(Net) (B-A)	(627,593)	(948,954)

2.24 The management has based on its operational parameters and future earnings, reassessed and recognised deferred tax asset (Net) as above. The management is of the view that sufficient taxable income will be available against which such deferred tax assets can be realised.

Performance of Business segment is as follows	As on 31st March 2019	As on 31st March 2018
Weighted average number of Shares at the beginning and end of the year	10,007,970	10,007,970
Net Profit after tax (if any) available for Equity Shareholders (Rs.)	1,762,975	411,628
Basic and Diluted Earning per Shares (Rs.)	0.18	0.04
(i) Expenditure in Foreign Currency	NIL	NIL
(ii) Income in Foreign Currency	NIL	NIL

2.25 Contingent Liability:- Contingent Liabilities are not provided for and are disclosed by way of Notes to the Account

2.26 The information as required in terms of para 13 of Non-Banking Finance (Non-Deposit Accepting or Holding) Companies Prudential Norm (Reserve Bank) Directions 2007 are enclosed.

2.27 The figure of the previous year have been regrouped/reclassified to confirm with the figures of the current year

For D.S.TALWAR & CO.
Chartered Accountants
Firm Reg No. 000993N

On behalf of the Board

CA. Shradha Talwar
Partner
Membership No. 514698

Latika Datt Abbott
Managing Director

Charu Datt Bhatia
Director

Place: Delhi
Date : 30.05.2019

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

Particulars	Notes	Year Ended 31.03.2019	Year Ended 31.03.2018
A. Cash Flow from Operating Activities			
Net Profit / (Loss) before tax		2,412,196	563,127
Adjustment to reconcile profit before tax to cash provided by operating activities			
Depreciation		24,113	24,113
Dividend / Interest Income	2.31.7	(174,835)	(181,644)
Operating Profit before working capital changes		2,261,474	405,596
Adjustment for:			
Inventories	2.31.1	(6,305,191)	(4,020,286)
Trade Receivables	2.31.2	3,309,825	334,496
Loans & Advances and Other assets	2.31.3	(2,534,816)	(12,719,338)
Current Liabilities & Provisions	2.31.4	(703,894)	1,503,689
Cash generated from Operations		(3,972,603)	(14,495,843)
Income tax (Paid)/Received (Net)	2.31.5	(100,000)	(300,000)
Cash flow before extraordinary items		(4,072,602.77)	(14,795,843)
Extraordinary Items		-	-
Net Cash inflow/(outflow) from operating activities		(4,072,603)	(14,795,843)
B. Cash Flow from Investing Activities			
Investment in Immovable Properties	2.31.6	(69,609)	324,520
Dividend/ Interest Income	2.31.7	174,835	181,644
Net Cash inflow / (outflow) from Investing Activities		105,226	506,164
C. Cash Flow from Financing Activities			
Dividend paid		-	-
Dividend Tax Paid		-	-
Net Cash Inflow / (Outflow) from Financing Activities		-	-
Net increase / (decrease) in cash and cash equivalents		(3,967,377)	(14,289,679)
Cash and Cash equivalents as at beginning of the year		6,128,358	20,418,037
Cash and Cash equivalents as at close of the year		2,160,981	6,128,358

Signed in terms of our report of even date annexed

For D.S.TALWAR & CO.
Chartered Accountants
Firm Reg No. 000993N

CA. Shradha Talwar
Partner
Membership No. 514698

Place: Delhi
Date : 30.05.2019

On behalf of the Board

Latika Datt Abbott
Managing Director

Charu Datt Bhatia
Director

2.31 SCHEDULES TO CASH FLOW STATEMENTS

Performance of Business segment is as follows	As at 31st March 2019	As at 31st March 2018
2.31.1 CHANGE IN INVENTORIES		
As per Balance sheet	93,099,649	86,794,458
Less : Opening Balances	86,794,458	82,774,172
	6,305,191	4,020,286
2.31.2 CHANGE IN TRADE RECEIVABLES		
As per Balance sheet	4,798,651	8,108,476
Less : Opening Balances	8,108,476	8,442,972
	(3,309,825)	(334,496)
2.31.3 CHANGE IN LOAN AND ADVANCES AND OTHER ASSETS		
As per Balance sheet (current and non current)	28,023,509	25,826,033
	-	-
Less :		
Advance Income Tax	100,000	300,000
TDS Receivable	582,864	720,204
	27,340,645	24,805,829
Less : Opening Balance	24,805,829	12,086,491
	2,534,816	12,719,338
2.31.4 CHANGE IN CURRENT AND NON-CURRENT LIABILITIES AND PROVISIONS		
As per Balance Sheet	2,272,268	2,686,162
Less :		
Provision for Income taxes	483,348	193,348
	1,788,920	2,492,814
Less : Opening Balance	2,492,814	989,125
	(703,894)	1,503,689
2.31.5 INCOME TAXED PAID/ RECEIVED		
Advance tax paid	(100,000)	(300,000)
	(100,000)	(300,000)
2.31.6 INVESTMENT IN IMMOVABLE PROPERTIES		
As per Balance Sheet	8,298,568	8,228,959
Less : Opening Balance	8,228,959	8,553,479
	69,609	(324,520)

**2.31.7 DIVIDEND AND INTEREST INCOME**

As per Profit And loss A/c	174,835	181,644
Less : Interest on Income tax refund considered in note 2.29.5		-
	<u>174,835</u>	<u>181,644</u>

Signed in terms of our report of even date annexed

For D.S.TALWAR & CO.
Chartered Accountants
Firm Reg No. 000993N

On behalf of the Board

CA. Shradha Talwar
Partner
Membership No. 514698

Latika Datt Abbott
Managing Director

Charu Datt Bhatia
Director

Place: Delhi
Date : 30.05.2019

Note 2.29 Particulars as per NBFC directions as at 31st March 2019

The information as required in terms of para 13 of Non-Banking Finance (Non-Deposit Accepting or Holding) Companies Prudential Norm (Reserve Bank) Directions 2007 are enclosed.

Particulars :		Amount	Amount
LIABILITIES SIDE :		Outstanding	Overdue
(1)	Loans and advances availed by the NBFC's Inclusive of interest accrued thereon but not paid:		
	(a) Debenture : Secured	NIL	NIL
	: Unsecured	NIL	NIL
	(Other than falling within the meaning of public deposits*)		
	(b) Deferred Credits	NIL	NIL
	(c) Terms Loans	NIL	NIL
	(d) Inter- corporate loans and short term borrowing	NIL	NIL
	(e) Commercial Paper	NIL	NIL
	(f) Public Deposits *	NIL	NIL
	(g) Other Loans (Specify Nature)	NIL	NIL
(2)	Break-up (1) (f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):	N/A	N/A
	(a) In the form of Unsecured debentures		
	(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security		
	(c) Other public deposits		
(3)	Break up Loans and advances including bills receivable (Other than a those included in (4) below) :	Amount outstanding	
	(a) Secured	NIL	
	(b) Unsecured(excluding Advance Income tax, TDS & FBT)	205.22	
(4)	Break up Lease Assets and stock on hire and hypothecation loans counting towards EL/HP activities.	NIL	
	(i) Lease assets including lease rentals under sundry debtor		
	(a) Financial Lease		
	(b) Operating Lease		
	(ii) Stock on hire including hire charges under sundry debtors		
	(a) Assets on hire		
	(b) Repossessed Assets		
	(iii) Hypothecation loans counting towards EL/HP activities		
	(a) Loans where assets have been repossessed		
	(b) Loans other than (a) above		

(5)	Break up of Investments :				
	<u>Current Investments :</u>				
	1. <u>Quoted</u>				
	i) Shares	a) Equity		NIL	
		b) Preference			
	ii) Debentures and Bonds				
	iii) Units of mutual funds				
	iv) Government Securities				
	v) Other (Please Specify)				
	2. <u>Unquoted</u>			NIL	
	i) Shares	a) Equity			
		b) Preference			
ii) Debentures and Bonds					
iii) Units of mutual funds					
iv) Government Securities					
v) Other (Please Specify)					
	Long Term Investments :				
	1. <u>Quoted</u>				
	i) Shares	a) Equity		NIL	
		b) Preference		NIL	
	ii) Debentures and Bonds			NIL	
	iii) Units of mutual funds			NIL	
	iv) Government Securities			NIL	
	v) Other (Please Specify)			NIL	
	i) Shares	a) Equity		80.00	
		b) Preference		NIL	
	ii) Debentures and Bonds			NIL	
	iii) Units of mutual funds			NIL	
	iv) Government Securities			NIL	
	v) Other (Immoveable Properties)			82.99	
	(6)	Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances:			
		Category	Amount net of provisions		
			Secured	Unsecured	Total
1. Related Parties **			NIL	NIL	
	(a) Companies in the same group #				
	(c) Other related parties				
2. Other than related Parties			NIL	NIL	
Total			NIL	NIL	

(7) Investor Group-Wise Classification of all Investments (Current and Long Term) in Shares and Securities (Both Quoted and Unquoted) :			
	Category	Market value/ Break up or fair value or NAV	Book Value (Net of Provisions)
	1. Related Parties **		
	(a) Subsidiaries	51.00	51.00
	(b) Companies in the same group #	29.00	29.00
	(c) Other related parties	NIL	NIL
	2. Other than related Parties	NIL	NIL
	Total	80.00	80.00
(8)	Other Information		
	Particulars	Amount	
	Gross Non-Performng Assets	NIL	
	(a) Related parties		
	(b) Other than related parties		
ii	Net Non-Performng Assets	NIL	
	(a) Related parties		
	(b) Other than related parties		
iii	Assets acquired in satisfaction of debt	NIL	

* As defined in paragraph 2(1)(xii) of the Non- Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998

** As per Accounting Standard under Companies (Accounting Standards), Rules, 2006.

The defination of Group Companies has been taken in terms of CIC guidelines issued by RBI

INDEPENDENT AUDITOR'S REPORT

To The Members of Som Datt Finance Corporation Limited

Report on the Audit of the Consolidated Financial Statement

Opinion

We have audited the accompanying consolidated financial statements of Som Datt Finance Corporation Limited hereinafter referred to as “the Holding Company”), and its subsidiary Som Datt Infosoft Pvt. Ltd. (the Holding Company and its subsidiary together referred to as “the Group), which comprise the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and the Consolidated Statement of Cash Flows for the year ended on that date, and 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 Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019, the consolidated profit, and its consolidated cash flows for the year ended on that date.

Emphasis of Matters

We draw the attention to the following note:-

- 1) The Company has not appointed any internal auditor as required by section 138(1) and related notified (Accounts) Rules 13(a) of the Companies Act, 2013.

Our Opinion is not qualified in respect of these matters.

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 (SAs). 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 Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence 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 audit 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.

Sr. No.	Key Audit Matter	Auditor's Response
1.	<i>The Company has not appointed any internal auditor as required by section 138(1) and related notified (Accounts) Rules 13(a) of the Companies Act, 2013.</i>	As per the management Internal auditor has not been appointed as we have strong internal controls and the risk is negligible due as all the Capital market transactions are of the nature of arbitrage. Every Quarter Limited review is being conducted by the auditor. Turnover consists of Capital Market Operations which are being done online through registered NSC stock broker and all transactions can be verified through the portal.
2.	<i>Recognition of Deferred Tax Asset as per AS-22.</i> <i>The company has created Deferred Tax Aseets on Timing differences</i>	As per the management deferred tax assets taken in the Balance Sheet are realizable against future tax liabilities. Principal Audit Procedures: Obtained details of earlier tax computations and returns filed for earlier assessment years. We involved our internal experts to challenge the management's underlying assumptions in estimating the expected realization. The company has an Immovable property and the deferred tax asset on Long Term capital Loss can be realized in case a gain arises on the sale of immovable property.

Information Other than the Consolidated 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, Business Responsibility 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 conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information 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, based on the work we have performed, we conclude 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.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated financial statements that give a true and fair view of the Consolidated financial position and Consolidated financial Performance and the Consolidated cash flow of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the 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 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 consolidated financial statements that

give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group'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 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 are also responsible for overseeing the financial reporting process of the Group.

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 financial 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 and its subsidiary companies which are companies incorporated in India, 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 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 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 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.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may

be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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 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

- (a) We did not audit the financial statements of the subsidiary, whose financial statements reflect total assets of Rs. 42.64 lacs as on March 31, 2019, total revenue 1.21, and net profit amounting to Rs. 0.03 lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us as it related to the amounts and disclosures included in respect of the subsidiary and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it related to the aforesaid subsidiary is based solely on the report of the other auditors.

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 reports of the other auditors and the financial statements/financial information certified by the management.

Report on Other Legal and Regulatory Requirements

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 have been kept by the Holding Company, its subsidiary included in the Group including relevant records relevant to the preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company and the reports of the other auditors.
- c) The consolidated Balance Sheet, the consolidated Statement of Profit and Loss and the consolidated cash flow statement, dealt with by this Report are in agreement with the 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, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group Companies 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 and the operating effectiveness of the internal financial controls over financial reporting of the Holding Company and the Subsidiary Company, 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 remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- 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. There were no pending litigations which would impact the financial position of the Consolidated financial statements.
 - ii. Provision has been made in the Consolidated financial statements as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii. There is no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Holding Company and its Subsidiary incorporated in India.

For D.S. Talwar & Co.
Chartered Accountants
FRN: 000993N

Shradha Talwar
Partner
M. No. 514698

Date: 30/05/2019
Place: New Delhi

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Somdatt Finance Corporation Limited of even date)

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (‘the Act’)

We have audited the Internal Financial Controls Over Financial Reporting of Somdatt Finance Corporation Limited (hereinafter referred to as “the Holding Company”), and its subsidiaries (the Holding Company and its subsidiary together referred to as “the Group”) incorporated in India as at 31 March 2019 in conjunction with our audit of the Consolidated financial statements of the Group for the year ended and as on that date.

Management’s Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its Subsidiary Companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial control based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in guidance note on Audit of Internal Financial Control 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 the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

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

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

We believe that the audit evidence we have obtained and other auditors in the terms of their reports referred to in the Other Matters paragraph, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company and its Subsidiaries incorporated in India, internal financial controls system over financial reporting.

Meaning of Internal Financial 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 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 transaction are recorded as necessary to permit preparation of financial statement in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with generally with authorization of the 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 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, the Holding Company and its subsidiary Companies which are companies 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 March 31, 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.

Other Matter

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to consolidated/standalone financial statements of one subsidiary company incorporated in India, is based on the corresponding report the auditors of such companies.

For D.S. Talwar & Co.
Chartered Accountants
FRN: 000993N

Shradha Talwar
Partner
M. No. 514698

Date: 30/05/2019
Place: New Delhi

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2019

Particulars	Notes	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
I. EQUITY AND LIABILITIES			
1) SHAREHOLDERS' FUNDS			
a) Share Capital	2.1	100,079,700	100,079,700
b) Reserves and surplus	2.2	41,888,198	40,121,839
		141,967,898	140,201,539
2) NON CURRENT LIABILITIES			
a) Deferred tax liabilities (net)	2.3	-	-
b) Long term provisions	2.4	1,589,832	2,763,897
		1,589,832	2,763,897
3) CURRENT LIABILITIES			
a) Other current liabilities	2.5	219,563	316,548
b) Short-term provisions	2.6	483,348	193,348
		702,911	509,896
4) MINORITY INTEREST		500	500
		144,261,141	143,475,833
II. ASSETS			
1) NON CURRENT ASSETS			
a) Fixed assets			
Tangible assets	2.7	221,288	245,402
		221,288	245,402
b) Non current Investments	2.8	11,639,827	14,291,327
c) Deferred tax assets (net)	2.3	627,593	948,953
d) Long-term loans and advances	2.9	12,251,973	13,939,978
		24,740,681	29,425,660
2) CURRENT ASSETS			
a) Inventories	2.10	93,099,649	86,794,458
b) Trade Receivables	2.11	4,798,651	8,729,959
c) Cash and Bank Balances	2.12	5,898,714	6,520,117
d) Short term loan and advances	2.13	15,723,446	12,005,639
		119,520,460	114,050,173
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS	1 & 2	144,261,141	143,475,833

Signed in terms of our report of even date annexed

For D.S.TALWAR & CO.
Chartered Accountants
Firm Reg No. 000993N

CA. Shradha Talwar
Partner
Membership No. 514698

Place: Delhi
Date : 30.05.2019

On behalf of the Board

Latika Datt Abbott
Managing Director

Charu Datt Bhatia
Director

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2019

Particulars	Notes	Year Ended 31.03.2019	Year Ended 31.03.2018
Income			
I. Capital Market Operations	2.14	14,286,812	19,070,326
II. Other income	2.15	701,236	603,130
III. Total Revenue (I+II)		14,988,048	19,673,456
IV. Expenses			
Employee benefits expense	2.16	1,947,515	3,822,592
Direct Expenses relating to Capital Market Operations	2.16	8,743,721	10,626,249
Financial costs	2.17	1,600	282
Depreciation & amortisation expenses	2.7	24,113	24,113
Other Expenses	2.16	1,855,519	4,647,951
Total Expenses		12,572,468	19,121,187
V. Profit Before Extra Ordinary Items and Tax (III- IV)		2,415,580	552,269
VI. Tax expenses :			
Current Tax :		290,000	193,348
IT Short Provision made for earlier years		37,860	-
Provision for Mat credit			(72,348)
Deferred Tax :		321,361	30,489
VII. Profit/(Loss) for the period from continuing Operations (V-VI)		1,766,359	400,780
VIII. Profit/ (Loss) for the period		1,766,359	400,780
IX. Earnings per Equity Share			
Basic		0.18	0.04
Diluted		0.18	0.04

SIGNIFICANT ACCOUNTING POLICIES AND
NOTES ON ACCOUNTS

1 & 2

Signed in terms of our report of even date annexed

For D.S.TALWAR & CO.
Chartered Accountants
Firm Reg No. 000993N

On behalf of the Board

CA. Shradha Talwar
Partner
Membership No. 514698

Latika Datt Abbott
Managing Director

Charu Datt Bhatia
Director

Place: Delhi
Date : 30.05.2019

Significant accounting policies and notes on accounts

1. Significant accounting policies

1.1 Basis of Accounting :-

The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company with those used in the previous year.

1.2 Fixed Assets and Depreciation

- i) Fixed assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use
- ii) Depreciation has been provided on written down value method as per rates and in the manner prescribed in Schedule XIV of the Companies Act, 2013.

1.3 Impairment of Fixed Assets

Wherever events or changes in circumstances indicate that the carrying value of fixed assets may be impaired, the company subjects such assets to a test of recoverability, based on discounted cash flow expected recognized an impairment loss as the difference between the carrying value and fair value less costs to sell. None of the company's fixed assets are considered impaired as on the Balance Sheet date

1.4 Investments

Investments are valued at their cost. Provision for diminution, if any, in the value of investments is made to recognize a decline, other than temporary. The said diminution is determined for each investment individually. Investments are either classified as current or long-term based on Management's intention at the time of purchase. .

1.5 Current Assets

Stock in trade is valued at cost or market price, whichever is lower, whereby the cost of each scrip is compared vis-a-vis its market value and the resultant shortfall, if any, is charged to revenue.

1.6 Cash and Cash Equivalents

Cash and cash equivalents comprise cash at bank and in hand and short term investment with an original maturity of three months or less.

1.7 Cash Flow Statement

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non- cash nature, accrual of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

1.8 Taxation

Provision for tax has been made in accordance with the assessable profits determined under the provision of Income Tax Act, 1961.

Deferred Tax Assets / Liability in accordance with the AS-22 “Accounting for Tax on Income” has been recognized in the book of account. Deferred Income Tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax has been recognized to the extent the management opines sufficient future taxable income will be available against which such deferred tax assets can be utilized

1.9 Revenue recognition

Revenue is primarily derived from Capital Market transactions, Bill discounting services and financing activities.

A) INCOME

- i) Income from all non-performing assets are accounted for on receipt basis as per prudential norms promulgated by Reserve Bank of India.
- ii) Bill Discounting Services:-
Accounted for according to the terms of agreement.
- iii) Dividend:-
Accounted for on receipt basis.
- iv) Lease Rentals and Hire Purchase Income:-
Accounted for on accrual basis, additional finance charges and penal interest are accounted for on receipt basis.
- v) The share hedging contract of Capital Market Operations are accounted without considering STT and Stamp Duty on date of their settlement and released gain / loss in respect of settled contracts or recognized in the Profit & Loss account along with underlying transactions.

B) EXPENDITURE

Employee Benefits:-

i) Provident Fund:-

Retirement benefits in the form of Provident Fund are accounted for on accrual basis and charged to Statement of Profit & Loss account of the year. Both the employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary.

ii) Leave Encashment :-

Leave Encashment is accounted in the books on payment basis and charged to Statement Profit & Loss account of the year.

iii) Gratuity:-

Gratuity is provided in the accounts on accrual Basis on estimates though no actuarial valuation of gratuity liability has been made. The Company has 3 employees out of which only 1 has been with the company for more than 5 years and the provision is made only for this one employee. The gratuity liability has not been actuarially calculated due to limited number of staffs. Accordingly full disclosure as per AS-15 is not considered necessary by the management.

2. NOTES FORMING PART TO ACCOUNTS

2.1 SHARE CAPITAL

Particulars	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
<u>Authorised</u>		
2,00,00,000 Equity Shares of Rs.10/-each	200,000,000	200,000,000
50,00,000 Pref.Shares of Rs.10/-each	50,000,000	50,000,000
	250,000,000	250,000,000
<u>Issued, Subscribed & Paid-up:</u>		
1,00,07,970 Equity Shares of Rs.10/- each Fully Paid-Up	100,079,700	100,079,700
	100,079,700	100,079,700

The company has issued only one class of shares referred to as equity shares having a par value of Rs. 10/- Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of company, the holders of Equity Shares will be entitled to receive any of remaining Assets of the company, after distribution of all preferential amounts. However no such Preferential amounts exist currently. Distribution will be in proportion to number of equity shares held by each shareholder.

- (i) Reconciliation of number of shares outstanding and amount of share capital as at 31st March 2019 and 31st March 2018 is set out below:

Particulars	As at 31 March, 2019		As at 31 March, 2018	
	Number of shares	Amount	Number of shares	Amount
Number of shares at beginning	10,007,970	100,079,700	10,007,970	100,079,700
Number of shares at end	10,007,970	100,079,700	10,007,970	100,079,700

- (ii) Details of shares held by each share heldholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2019		As at 31 March, 2018	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Som Datt Khuneja	2131125	21.29	2131125	21.29
Som Datt Enterprises Limited	1941419	19.40	1941419	19.40
Usha Datt	1035751	10.35	1035751	10.35

2.2 RESERVE AND SURPLUS

Particulars	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
<u>Special Reserve Fund (As per RBI guidelines) :</u>		
As per last Balance Sheet		
Add : Transferred from Statement of Profit & Loss	19,493,176	19,413,020
Total (A)	<u>353,272</u>	<u>80,156</u>
	19,846,448	19,493,176
 Surplus in the Statement of Profit & Loss		
- As per last Balance Sheet	20,628,663	22,965,403
Add : Profit for the Current Year	1,766,359	400,780
Less : Provision for earlier years	-	2,657,364
Amount available for appropriation	<u>22,395,022</u>	<u>20,708,819</u>
Deductions :-		
Amount transferred to Special Reserve (as per RBI Guidliness)	353,272	80,156
Surplus -Closing Balance (B)	<u>22,041,750</u>	<u>20,628,663</u>
Total (A + B)	<u>41,888,198</u>	<u>40,121,839</u>

2.3 DEFERRED TAX LIABILITIES / ASSETS

Deferred Tax Assets

Bonus Payable disallowed u/s 43B	30,156	58,203
Bonus Paid allowed u/s 43B	(58,768)	(48,582)
Provision for Gratuity disallowed u/s 40A(7)	4,680	4,635
Carry Forward Long Term Capital Loss	562,309	835,354
Related to Fixed Assets	<u>89215</u>	<u>99,344</u>
Total(A)	<u>627,593</u>	<u>948,954</u>

Deferred Tax Liabilities

Related to Fixed Assets	-	-
Total(B)	<u>-</u>	<u>-</u>

2.4 LONG TERM PROVISIONS

Gratuity Payable	390,847	375,847
Provision on IT Tax	<u>1,198,985</u>	<u>2,388,050</u>
	<u>1,589,832</u>	<u>2,763,897</u>

2.5 OTHER CURRENT LIABILITIES

Particulars	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
Statutory obligation for TDS		
i) Professional Charges	7625	7930
ii) Salary	2190	24421
iii) Contractor Charges	380	1409
iv) EPF Payable	6816	7406
Bonus Payable	96655	188358
Other Liabilities :		
i) Due to Auditors for audit fee and for other Services	88,225	70,525
ii) Naveen Narang (C.S)	-	(870)
iii) RCMC	17,672	17,369
	219,563	316,548

2.6 SHORT -TERM PROVISIONS

Provision for Income Taxes	483,348	193,348
	483,348	193,348

2.7 FIXEX ASSETS

Particulars	Gross Block				Depreciation			Net Block	
	Cost as at 01.04.2018	Addition dur- ing the period	Sale dur- ing the period	Cost as at 31.03.2019	As on 01.04.2018	For the period	As at 31.03.2019	As on 31.03.2019	As on 31.03.2018
Plant and Machinery	778,831	-	-	778,831	683,732	22,118	705,850	72,982	95,100
Furniture & Fixtures	1,030,956	-	-	1,030,956	984,202	-	984,202	46,754	46,754
Car	2,290,007	-	-	2,290,007	2,197,484	-	2,197,484	92,524	92,524
Office Equipments	147,308	-	-	147,308	136,283	1,995	138,278	9,030	11,025
Computer system	726,540	-	-	726,540	726,540	-	726,540	-	-
Total	4,973,642	-	-	4,973,642	4,728,241	24,113	4,752,354	221,289	245,402
Previous Year	4,973,642	-	-	4,973,642	-	-	4,728,241	245,402	-

2.8 NON CURRENT INVESTMENTS

Particulars	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
<u>LONG TERM INVESTMENT</u>		
INVESTMENT PROPERTY (At Cost)		
IMMOVEABLE PROPERTIES :		
Flats in Delhi	-	-
Flats in Jaipur	8,298,568	8,228,959
INVESTMENTS IN EQUITY INVESTMENT(At Cost):		
QUOTED :		
Investment in Shares	441,159	441,159
INVESTMENT IN EQUITY INVESTMENT (At Cost):		
HDFC LIQUID FUND	-	2,721,109
UNQUOTED:		
Som Datt Securities Limited	2,900,100	2,900,100
(290010 equity shares of Rs. 10/- each fully paid up)	<u>11,639,827</u>	<u>14,291,327</u>

2.09 LONG -TERM LOANS AND ADVANCES
Unsecured, considered good :
Others

Security Deposits	-	1,600
Margin Money Deposit	10,000,000	10,900,000
Balance with Government Revenue Authorities		
Self Asst.Tax	-	240,000
MAT Paid	1,184,235	1,593,300
Advance Income Tax	408,000	408,000
Advance Interest Tax	-	-
Tax Deducted at Sources	659,738	797,078
	<u>12,251,973</u>	<u>13,939,978</u>

2.10 INVENTORIES

Stock of Shares		
(At cost or mkt Price whichever is Lower)	93,099,649	86,794,458
	<u>93,099,649</u>	<u>86,794,458</u>

2.11 TRADE RECEIVABLES

Particulars	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
<u>Debts outstanding for a period less than six months</u>		
Unsecured		
Considered good		
Som Datt Securities Ltd	4,798,651	8,729,959
	4,798,651	8,729,959

2.12 CASH AND BANK BALANCES
A) CASH AND CASH EQUIVALENTS

Balances with Scheduled Banks in :

- Current Account	5,375,881	5,938,031
- Cash in hand	522,836	582,086
	5,898,717	6,520,117

The details of balances with banks are as follow :

In current Accounts

BOB EOK 9630200000183	47,628	47,628
HDFC 30340006807	1,919,419	5,872,545
HDFC Bank-0030340011363 NCDEX Client A/c	-	10,000
HDFC Bank - 0030340011373 Business A/c	3,408,834	(8,060)
HDFC Bank-0030340019751 MCX Client A/c	-	10,000
HDFC Bank-7352 MCX Sett. Client A/c	-	1
HDFC Exchange Due A/c-9909000428	-	5,917
	5,375,881	5938031

2.13 SHORT -TERM LOANS AND ADVANCES

Unsecured , considered good

Margin MG 13	15,651,098	11,613,671
Advance Tax AY 2018-19	-	300,000
Mat Credit	72,348	72,348
IMP-Kolkata Office	-	19620
	15,723,446	12,005,639

2.14 INCOME FROM CAPITAL MARKET OPERATIONS

Sale of shares	5,915,965,652	7,581,216,136
Add: Closing Stock	93,099,649	86,794,458
	6,009,065,301	7,668,010,594
Less: Opening Stock	86,794,458	82,774,172
Less: Purchase	5,907,984,031	7,566,166,095
Profit from Capital Market Operations	14,286,812	19,070,327

2.15 OTHER INCOME

Particulars	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
Dividend Income	174,975	181,400
Profit of sale on equity shares	-	153,020
Intt on FDR	405,205	
Liability not paid now written back	-	247,357
Income from Mutual Fund	121,056	21,109
Misc Income	-	244
	701,236	603,130

2.16 EXPENSES

Particulars	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
Employee Benefits Expense :		
Salary & Establishment	1,781,301	3,571,158
Employer Contribution EPF	39,752	40,619
Administration Charges To EPF	7,007	7,457
Gratuity	15,000	15,000
Bonus	104,455	188,358
	1,947,515	3,822,592
Direct Expenses relating to Capital Market Operations :		
Stamp Duty	984,185	1,217,400
Transaction Charges	383,963	491,955
Securities Transaction Tax	7,375,573	8,916,894
	8,743,721	10,626,249
Other Expenses :		
Annual Maint.	8,000	8,000
Books & Periodicals	2,060	50,060
Business Promotion	8,200	95,709
Conference Fee Exp	-	95,365
Coneyance Exp	111,791	137,989
Depository Charges NSDL/CSDL	131,301	179,492
Advertisement & Publicity	74,513	109,737
Food & Breverage	111,894	169,525
MCD Taxes	-	43,636
Misc Exp	148,730	131,609
Medical Exp	28,727	112,980
Listing Fee	295,000	288,336
Loss on share in capital market	-	13,040
Vehicle Running & Maintenance	88,565	98,550
Office Exp	81,048	232,845
Postage & Courior	93,724	87,513
Printing & Stationary	72,469	125,109

Particulars	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
Professional Charges	155,071	758,336
Repair & Maintenance	81,563	155,032
Security Expenses	144,000	140,930
Telephone & Telex Expenses	12,730	151,085
Travelling & Conveyance	79,510	124,089
Filing Fee	3,600	25,800
Bank Charges	26,153	2,127
Auditor's Remuneration	94,400	76,700
Out of Pocket Expenses Auditor	-	30,894
Bad Debts	2,470	3,463
Underwriter settlement	-	1,200,000
	1,855,519	4,647,951

2.17 Financial cost

Particulars	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
Interest expense on:		
(i) Others		
- Interest on delayed / deferred payment of income tax	1,600	282
	1,600	282

2.18 a) In the opinion of Board, Current Assets, Loan and Advances have value on realization in the ordinary course of business at least equal to the amount at which they are stated.

b) In the opinion of the Management (read with Note No 2.19) there is no provision for bad and doubtful debts, loan & advances and diminution in the value of long term investments in their respective carrying values.

c) Loan and Advances pursuant to Clause 32 of the Listing Agreement.

2.19 No provision for diminution in the value of certain Long Term Investment has been considered necessary, since in the opinion of the Management, such diminution in their value is temporary in nature considering the nature of Investment, inherent value, Investee's Assets and expected future Cash Flows from such investment

2.20 No provision for diminution in the value of certain Long Term Investment has been considered necessary, since in the opinion of the Management, such diminution in their value is temporary in nature considering the nature of Investment, inherent value, Investee's Assets and expected future Cash Flows from such investment.

Particulars	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
a) Audit Fee	94,400	76,700
b) Out of Pocket Expenses	-	30,894
TOTAL	94,400	107,594

2.21 Details of Shares as Stock-in-Trade

Sl. No	Quoted Equity Shares	Face value (Rs.)	Quantity (Nos.)		Amount (Rs.)	
			As At 31.03.2019	As At 31.03.2018	As At 31.03.2019	As At 31.03.2018
1	APTECH	10	804	804	804	804
2	BHARAT FORG	10	4,800	15,600	2,478,960	10,970,700
3	BAJAJ AUTO	10	-	2,000	-	5,521,500
4	BPCL	10	12,600	-	4,661,622	-
5	CADILA HEALTHCARE	10	27,200	3,200	9,503,680	1,214,400
6	CESE	10	1,650	-	1,213,245	-
7	CANARA BANK	10	14,000		3,501,680	
8	CENTURY TXT	10	4,200	8,800	3,949,260	10,087,880
9	CIPLA	10	2,000		1,032,120	
10	DR REDDY	5	-	3,000	-	6,279,000
11	EVEREST ORGAN	1	108	108	108	108
12	HINDLIVER	10	1,200		2,057,640	
13	HPCL	10	-	7,875	-	2,722,388
14	IDFC	2	7,500	92,400	14,065,575	4,518,360
15	J K CEMENT	1	81	81	81	81
16	ITC	10	52,800		14,853,168	
17	KOTAK BANK	10	800	16,800	996,120	17,235,960
18	KILBURN CHEMICAL	1	150	150	150	150
19	MARUTI	10	2,025		13,606,785	
20	LICHSG	10	9,900		4,838,823	
21	TORRENT PHARMA	10	-	12,500	-	15,678,125
22	TATA MOTOR	1	2,000		348,120	
23	TECHM	10	19,200		13,665,984	
24	OCI	10	200	200	200	200
25	ULB	10	-	2,100	-	2,000,145
26	MCDOWELL	10	-	1,250	-	3,646,200
27	RIL	1	9	9	9	9
28	TATA GLOBAL	1	75	75	75	75
29	ZEE ENTERTAINMENT	10	5,200	5,200	2,325,440	2,796,508
30	SIMENS	10	-	1,500	-	1,619,325
31	SUN TV	1	-	3,000	-	2,502,540
	TOTAL		168,502	176,652	93,099,649	86,794,458

2.22 Information Pursuant Schedule VI of the Companies Act, 2013.

Particulars in respect of opening stock, Purchases, Sales & Closing Stock of Shares, Mutual Funds Unit & Fully Convertible Debentures.

S.No	Particulars	Quantity (Nos.)		Amount (Rs.)	
		31.03.2019	31.03.2018	31.03.2019	31.03.2018
	Opening Stock				
1.	Equity shares of Public Cos.	176,652	292,877	86,794,458	82,774,172
	Total			86,794,458	82,774,172
2.	Purchase				
	Equity shares of Public Cos.	9,532,374	13,325,929	5,907,984,031	7,566,166,095
	Total			5,907,984,031	7,566,166,095
3.	Sale				
	Equity shares of Public Cos.	9,540,524	13,442,154	5,915,965,652	7,881,216,136
	Total			5,915,965,652	7,881,216,136
4.	Closing Stock				
	Equity shares of Public Cos.	168,502	176,652	86,794,458	86,794,458
	Total			86,794,458	86,794,458

2.23 Related party Disclosures :
a) Name of the related parties:

Associate Co.	M/s Som Datt Securities Ltd
Key Management Personnel	Ms Latika Datt Abbott
Subsidiary Co	M/s Som Datt Infosoft Pvt Ltd

b) Aggregated Related Party Disclosures as at and for the year ended March 31, 2019 are as follows:

Name of Transactions	Subsidiary Company	Associate Company	Key Managerial Personnel	Total
Salary & Establishment including E.P.F, Bonus & Gratuity			871.53	871.53
Loen Given	3400.00			3400.00
Loan Re-Paid	3400.00			3400.00
Balance Outstanding at year end				
Trade Receivable & STL		4798.65		4798.65
Non- Current Investment	5100.00	2900.00		8000.00

The Company has only one reportable business segment i.e. N.B.F.C. Business as Per Accounting Statndard 17 of The Institute of Chartered Accountants of India.

2.24 Business segment

Performance of Business segment is as follows:		
	(Rs. in lacs) Year ended 31st March 2019	(Rs. in lacs) Year ended 31st March 2018
Revenue		
Capital Mkt Operation	142.87	190.70
Other Income	7.01	6.03
TOTAL	149.88	196.73
Exepnses		
Operating Expenses	125.47	190.97
Depreciation(own Assets)	0.24	0.24
Interest cost	0.02	0.00
Non Cash Expenses other than depreciation	Nil	Nil
<u>Particulars of Segment Assets and Liabilities:</u>		
Fixed Assets	2.21	2.45
Investment	116.40	142.91
Deferred Tax assets	6.28	9.48
Current Assets. Loan & Advances	1317.72	1279.90
TOTAL ASSETS	1442.61	1434.74
Non Current liabilities	15.90	27.63
Current Liabilities	7.03	5.09
TOTAL LIABILITIES	22.93	32.72

2.25 Pursuant to accounting Standard on ‘Accounting for Taxes on Income’(AS-22), deferred tax liability/(assets) are as under:

Performance of Business segment is as follows		
	(Rs.) 31st March 2019	(Rs.) 31st March 2018
Deferred Tax Assets		
Bonus Payable diasllowed u/s 43B	30,156	58,203
Bonus Paid allowed u/s 43B	(58,768)	(48,582)
Provision for Gratuity disallowed u/s 40A(7)	4,680	4,635
Unabsorbed Depreciation & carry forward business loss	562,309	835,354
Related to Fixed Assets	89215	99,344
Total(A)	627,593	948,954
Deferred Tax Liabilities		
Related to Fixed Assets	-	-
Total(B)	-	-
Deferred Tax Liabilities(Net) (B-A)	(627,593)	(948,954)

- 2.26** The management has based on its operational parametres and future earnings, reassessed and recognised deffered tax assets Net (as) above. The management is of the view that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Earning per Share (EPS)	As on 31st March 2019	As on 31st March 2018
Weighted average number of Shares at the beginning and end of the year	10,007,970	10,007,970
Net Profit after tax (if any) available for Equity Shareholders (Rs.)	1,766,359	400,780
Basic and Diluted Earning per Shares (Rs.)	0.18	0.04
(i) Expenditure in Foreign Currency	NIL	NIL
(ii) Income in Foreign Currency	NIL	NIL

- 2.27** Contingent Liability:- Contigent Liabilities are not provided for and are disclosed by way of Notes to the Account
- 2.28** The information as required in terms of para 13 of Non-Banking Finance (Non-Deposit Accepting or Holding) Companies Prudential Norm (Reserve Bank) Directions 2007 are enclosed.
- 2.29** The figure of the previous year have been regrouped/reclassified to confirm with the figures of the current year

For D.S.TALWAR & CO.
Chartered Accountants
Firm Reg No. 000993N

On behalf of the Board

CA. Shradha Talwar
Partner
Membership No. 514698

Latika Datt Abbott
Managing Director

Charu Datt Bhatia
Director

Place: Delhi
Date : 30.05.2019

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

Particulars	Notes	Year Ended 31.03.2019	Year Ended 31.03.2018
A. Cash Flow from Operating Activities			
Net Profit / (Loss) before tax		2,415,580	552,269
Adjustment to reconcile profit before tax to cash provided by operating activities			
Depreciation		24,113	24,113
Dividend / Interest Income	2.31.7	(580,180)	(181,644)
Operating Profit before working capital changes		1,859,513	394,738
Adjustment for:			
Inventories	2.31.1	(6,305,191)	(4,020,286)
Trade Receivables	2.31.2	3,931,308	(286,987)
Loans & Advances and Other assets	2.31.3	(2,408,972)	(8,947,589)
Current Liabilities & Provisions	2.31.4	(829,739)	1,512,689
Cash generated from Operations		(3,753,081)	(11,347,436)
Income tax (Paid)/Received (Net)	2.31.5	(100,000)	(300,000)
Cash flow before extraordinary items		(3,853,081)	(11,647,436)
Net Cash inflow/(outflow) from operating activities		(3,853,081)	(11,647,436)
B. Cash Flow from Investing Activities			
Investment in Immovable Properties	2.31.6	2,651,500	(2,837,748)
Dividend/ Interest Income	2.31.7	580,180	181,644
Net Cash inflow / (outflow) from Investing Activities		3,231,680	(2,656,104)
C. Cash Flow from Financing Activities			
Dividend paid		-	-
Dividend Tax Paid		-	-
Net Cash Inflow / (Outflow) from Financing Activities		-	-
Net increase / (decrease) in cash and cash equivalents		(621,401)	(14,303,540)
Cash and Cash equivalents as at beginning of the year		6,520,115	20,823,655
Cash and Cash equivalents as at close of the year		5,898,714	6,520,115

Signed in terms of our report of even date annexed

For D.S.TALWAR & CO.
Chartered Accountants
Firm Reg No. 000993N

On behalf of the Board

CA. Shradha Talwar
Partner
Membership No. 514698

Latika Datt Abbott
Managing Director

Charu Datt Bhatia
Director

Place: Delhi
Date : 30.05.2019

2.31 SCHEDULES TO CASH FLOW STATEMENTS

Performance of Business segment is as follows	As at 31st March 2019	As at 31st March 2018
2.31.1 CHANGE IN INVENTORIES		
As per Balance sheet	93,099,649	86,794,458
Less : Opening Balances	86,794,458	82,774,172
	6,305,191	4,020,286
2.31.2 CHANGE IN TRADE RECEIVABLES		
As per Balance sheet	4,798,651	8,729,959
Less : Opening Balances	8,729,959	8,442,972
	(3,931,308)	286,987
2.31.3 CHANGE IN LOAN AND ADVANCES AND OTHER ASSETS		
As per Balance sheet (current and non current)	27,975,419	25,903,787
Less :		
Advance Income Tax	100,000	300,000
TDS Receivable	659,738	797,078
	27,215,681	24,806,709
Less : Opening Balance	24,806,709	15,859,120
	2,408,972	8,947,589
2.31.4 CHANGE IN CURRENT AND NON-CURRENT LIABILITIES AND PROVISIONS		
As per Balance Sheet	2,166,898	2,706,637
Less :		
Provision for Income taxes	483,348	193,348
	1,683,550	2,513,289
Less : Opening Balance	2,513,289	1,000,600
	(829,739)	1,512,689
2.31.5 INCOME TAXED PAID/ RECEIVED		
Advance tax paid	(100,000)	(300,000)
	(100,000)	(300,000)
2.31.6 INVESTMENT IN IMMOVABLE PROPERTIES		
As per Balance Sheet	8,739,727	11,391,227
Less : Opening Balance	11,391,227	8,553,479
	(2,651,500)	2,837,748

**2.31.7 DIVIDEND AND INTEREST INCOME**

As per Profit And loss A/c	580,180	181,644
Less : Interest on Income tax refund considered in note 2.29.5	0	-
	<u>580,180</u>	<u>181,644</u>

Signed in terms of our report of even date annexed

For D.S.TALWAR & CO.
Chartered Accountants
Firm Reg No. 000993N

On behalf of the Board

CA. Shradha Talwar
Partner
Membership No. 514698

Latika Datt Abbott
Managing Director

Charu Datt Bhatia
Director

Place: Delhi
Date : 30.05.2019

Note 2.29 Particulars as per NBFC directions as at 31st March 2019

The information as required in terms of para 13 of Non-Banking Finance (Non-Deposit Accepting or Holding) Companies Prudential Norm (Reserve Bank) Directions 2007 are enclosed.

Particulars :		Amount	Amount
LIABILITIES SIDE :		Outstanding	Overdue
(1)	Loans and advances availed by the NBFC's Inclusive of interest accrued thereon but not paid:		
	(a) Debenture : Secured	NIL	NIL
	: Unsecured	NIL	NIL
	(Other than falling within the meaning of public deposits*)		
	(b) Deferred Credits	NIL	NIL
	(c) Terms Loans	NIL	NIL
	(d) Inter- corporate loans and short term borrowing	NIL	NIL
	(e) Commercial Paper	NIL	NIL
	(f) Public Deposits *	NIL	NIL
	(g) Other Loans (Specify Nature)	NIL	NIL
(2)	Break-up (1) (f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):	N/A	N/A
	(a) In the form of Unsecured debentures		
	(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security		
	(c) Other public deposits		
(3)	Break up Loans and advances including bills receivable (Other than a those included in (4) below) :	Amount outstanding	
	(a) Secured	NIL	
	(b) Unsecured(excluding Advance Income tax, TDS & FBT)	205.22	
(4)	Break up Lease Assets and stock on hire and hypothecation loans counting towards EL/HP activities.	NIL	
	(i) Lease assets including lease rentals under sundry debtor		
	(a) Financial Lease		
	(b) Operating Lease		
	(ii) Stock on hire including hire charges under sundry debtors		
	(a) Assets on hire		
	(b) Repossessed Assets		
	(iii) Hypothecation loans counting towards EL/HP activities		
	(a) Loans where assets have been repossessed		
	(b) Loans other than (a) above		

(5)	Break up of Investments :				
	<u>Current Investments :</u>				
	1. <u>Quoted</u>				
	i) Shares	a) Equity		NIL	
		b) Preference			
	ii) Debentures and Bonds				
	iii) Units of mutual funds				
	iv) Government Securities				
	v) Other (Please Specify)				
	2. <u>Unquoted</u>			NIL	
	i) Shares	a) Equity			
		b) Preference			
ii) Debentures and Bonds					
iii) Units of mutual funds					
iv) Government Securities					
v) Other (Please Specify)					
	Long Term Investments :				
	1. <u>Quoted</u>				
	i) Shares	a) Equity		NIL	
		b) Preference		NIL	
	ii) Debentures and Bonds			NIL	
	iii) Units of mutual funds			NIL	
	iv) Government Securities			NIL	
	v) Other (Please Specify)			NIL	
	i) Shares	a) Equity		29.00	
		b) Preference		NIL	
	ii) Debentures and Bonds			NIL	
	iii) Units of mutual funds			NIL	
	iv) Government Securities			NIL	
	v) Other (Immoveable Properties)			82.99	
	(6)	Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances:			
		Category	Amount net of provisions		
			Secured	Unsecured	Total
1. Related Parties **			NIL	NIL	
	(a) Companies in the same group #				
	(c) Other related parties				
2. Other than related Parties			NIL	NIL	
Total			NIL	NIL	

(7) Investor Group-Wise Classification of all Investments (Current and Long Term) in Shares and Securities (Both Quoted and Unquoted) :			
	Category	Market value/ Break up or fair value or NAV	Book Value (Net of Provisions)
	1. Related Parties **		
	(a) Subsidiaries	51.00	51.00
	(b) Companies in the same group #	29.00	29.00
	(c) Other related parties	NIL	NIL
	2. Other than related Parties	NIL	NIL
	Total	80.00	80.00
(8)	Other Information		
	Particulars	Amount	
	Gross Non-Performng Assets	NIL	
	(a) Related parties		
	(b) Other than related parties		
ii	Net Non-Performng Assets	NIL	
	(a) Related parties		
	(b) Other than related parties		
iii	Assets acquired in satisfaction of debt	NIL	

* As defined in paragraph 2(1)(xii) of the Non- Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998

** As per Accounting Standard under Companies (Accounting Standards), Rules, 2006.

The defination of Group Companies has been taken in terms of CIC guidelines issued by RBI

**Annexure B
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

Part “A”: Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
	Name of the subsidiary	Som Datt Infsoft Private Limited.
1.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1 st April, 2018 to 31 st March, 2019
2.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
3.	Share capital	51,00,500
4.	Reserves & surplus	(857,206)
5.	Total assets	4,263,769
6.	Total Liabilities	4,263,769
7.	Investments	-
8.	Turnover	-
9.	Profit before taxation	3,384
10.	Provision for taxation	
11.	Profit after taxation	3,384
12.	Proposed Dividend	-
13.	% of shareholding	-

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations
- Names of subsidiaries which have 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 and Joint Ventures

The Company does not have any Associate Company and / or Joint Ventures during the year ended 31st March 2019.

For D.S.TALWAR & CO.
Chartered Accountants
Firm Reg No. 000993N

On behalf of the Board

CA. Shradha Talwar
Partner
Membership No. 514698
Place: Delhi
Date : 30.05.2018

Latika Datt Abbott
Managing Director

Charu Datt Bhatia
Director

Rajeev Gautam
Chief Financial Officer

Amit Kumar
Company Secretary



**ELECTRONIC CLEARING SERVICES (ECS) MANDATE FORM FOR PAYMENT OF DIVIDEND
(FOR EQUITY SHARES HELD IN PHYSICAL FORM ONLY)**

To,
M/s. RCMC Share Registry (P) Ltd.
Share Transfer Agent
Unit: Som Datt Finance Corporation Ltd.
B-25/1, Okhla Industrial Area, Phase -2,
Near Rana Motors, New Delhi - 110020
Phone :-011 2638 7320

Registered Folio No	ECS Ref. No. (for office use only)		
Bank Name			
Branch Address			
Bank Account No. (as appearing in the Cheque Book)			
Bank Account Ledger Folio No., if any			
Account Type (Please tick the option)	<input type="checkbox"/> Savings	<input type="checkbox"/> Current	<input type="checkbox"/> Cash Credit
MICR Code	<div style="border: 1px solid black; display: inline-block; width: 100px; height: 1.2em; margin-bottom: 5px;"></div> <p>(9 Digits Code Number appearing on the MICR Band of the cheque supplied by the Bank) Please attach a photocopy of a cheque or a blank cheque of your Bank Branch duly cancelled for ensuring accuracy of the Bank's Name, Branch and Code Number.</p>		

I, hereby, declare that the particulars given above are correct and complete. If the payment transaction is delayed or not effected at all for any reasons including but not limited to incomplete or incorrect information supplied above. Som Datt Finance Corporation Ltd., will not be held responsible. I unequivocally agree to avail the ECS facility provided by RBI as and when implemented by RBI / Som Datt Finance Corporation Ltd.

I, further undertake to inform the Company of any subsequent change(s) in the above particulars.

Place :

Date :

(Signature of First Holder)

- Notes: (1) Please fill in the information in CAPITAL LETTERS in ENGLISH LANGUAGE ONLY
- (2) In case of shareholders holding the equity shares in demat form, the shareholders are requested to provide the details to NSDL/CDSL, as the case may be through their respective depository participants. Shareholders are also requested to note that changes, if any, intimated by the Demat Account holders directly to the Company will not be considered.



SOM DATT FINANCE CORPORATION LIMITED

Regd. Office : Gajraj Chamber, 2B, 2nd Floor, 86B/2, Topsia Road, (South) Kolkata-700046

Admn. Office : 56-58, Community Centre, East of Kailash, New Delhi-110065

CIN: L65921WB1993PLC060507

ATTENDANCE SLIP

(TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

I/we hereby record my/our presence at the 26th Annual General Meeting of the above named Company held at The Gajraj Chambers, 2B, 2nd Floor, 86B/2, Topsia Road (South), Kolkata-700046 at 10.30 a.m. on Monday, the 30 September, 2019.

Name(s) of the Member(s)

Regd. Folio

D.P. ID

Client ID

Name of Proxy (in block letters)

(To be filled in if the Proxy attends instead of the Member)

Member's/Proxy's Signature

* Applicable to investor holding share in Electronic form

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2015]

CIN: L65921WB1993PLC060507

Name of the Company: SOM DATT FINANCE CORPORATION LIMITED

Registered Office : Gajraj Chambers, 2B, 2nd Floor, 86B/2, Topsia Road (South), Kolkata-700046

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

DP ID

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

- 1) Name: _____
Address: _____
E Mail: _____
Signature _____, or failing him / her
- 2) Name: _____
Address: _____
E Mail: _____
Signature _____, or failing him / her
- 3) Name: _____
Address: _____
E Mail: _____
Signature _____, or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the annual general meeting of the company, to be held on Monday the 30th day of September, 2019 at 10.30 A.M. at Gajraj Chambers, 2B, 2nd Floor, 86B/2, Topsia Road (South), Kolkata-700046 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

1. Adoption of Financials for the financial year 2018-19.
2. Re-Appointment of Director
3. Appointment of Auditors
4. Re-appointment of Ms. Charu Datt Bhatia as Director

Signed this _____ day of _____ 2019

Signature of shareholder: _____

Signature of Proxy holder(s): _____

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

Affix
Re. 1/-
Revenue
Stamp

ROUTE MAP



If undelivered please return to :
Som Datt Finance Corporation Ltd.
56-58, Community Centre
East of Kailash
New Delhi - 110065