



Growth, Wealth, Success

# U. Y. Fincorp Limited

(Formerly Known as Golden Goenka Fincorp Limited)

Ref No. UYFL/092020/SE/02

Date: 08.09.2020

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400001  
(Company Code: 530579)

To,  
The Calcutta Stock Exchange Limited  
7, Lyons Range,  
Kolkata- 700001  
(Company Code: 10017059)

Dear Sir,

## **Sub: Notice of Book Closure and Annual Report**

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform that the Register of Members and the Share Transfer Books of the Company in respect of the Equity Shares shall remain closed on and from Thursday, the 24<sup>th</sup> September, 2020 to Wednesday, the 30<sup>th</sup> September, 2020 (both days inclusive) for the purpose of 27<sup>th</sup> Annual General Meeting of the Company to be held on 30<sup>th</sup> September, 2020.

Further we are enclosing herewith copy of Annual Report 2019-20 in compliance of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information & record.

Thanking You

Yours faithfully,

**For U. Y. Fincorp Limited**

Sd/-

**Amrita Mohta Kothari**

**(Company Secretary)**

**[Encl: As Above]**

**CC:**

1	National Securities Depository Limited (NSDL) Trade World, 4th Floor Kamala Mills Compound Senapati Bapat Marg, Lower Parel, Mumbai – 400013	2	Central Depository Services (India) Limited (CDSL) Phiroze Jeejeebhoy Towers 26th Floor, Dalal Street Mumbai – 400023	3	Niche Technologies Pvt Ltd Registrar and Share Transfer Agent D-511 Bagree Market, 71 BRB Basu Road Kolkata – 700001
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**Registered Office:** 16, Strand Road, 9<sup>th</sup> Floor Room No. 908B, Kolkata-700001 West Bengal, India, Tel:+ 91 33 4603 2315

**Corporate Office:** 7th Floor, A-Wing, Vaman Techno Centre, Marol Makwana Rd, off Andheri-Kurla Road, Andheri(E),  
Mumbai-400059, Maharashtra, India. Tel: + 91 22 42 300 800 Fax: +91 22 42 300 844

Email: [contact@uyfincorp.com](mailto:contact@uyfincorp.com), Website: [www.uyfincorp.com](http://www.uyfincorp.com)

**CIN: L65993WB1993PLC060377**



*Growth, Wealth, Success*

# *U. Y. Fincorp Limited*

*(Formerly Known as Golden Goenka Fincorp Limited)*

**ANNUAL REPORT**  
**2019-2020**

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# CHAIRMAN'S MESSAGE



**Dear Shareholders,**

It gives me great pleasure and immense pride in placing before you the 27<sup>th</sup> Annual Report of your Company for the financial year 2019-20.

The magnitude of the current COVID crisis is alarmingly different both in its intensity and spread. The informal segment, small businesses and micro enterprises of the MSME industry have borne the brunt of the crisis and are badly hit. The recovery as it looks is going to be a long drawn process. The impact of this unprecedented crisis would be remembered for a long time. It's a well-known fact that the real test of a business model is in the times of adversity. Today, the world is facing an unprecedented challenge and the crisis is still unabated. This crisis has shaken many businesses; brought the economy to complete halt and has affected many medium and small sized entrepreneurs. As a firm, we are taking actions to support our people, their families, and

our clients. I am proud of how our people have reacted amidst these circumstances, demonstrating the resilience and resolve they put forth on a daily basis on behalf of our clients.

The significant changes in market conditions have adversely impacted many large and small NBFCs as well and has forced many firms to revisit their business models and assess their resilience. As the crisis unfolded and we went from one lockdown to another, we became even more confident of our business model. Your Company has a strong framework for the appraisal and execution of credit facilities that involves a detailed evaluation of industry, business, financial, project and management factors including sponsor's financial strength and experience. A team of well qualified and experienced individual examine the proposals at various levels and evaluate all information which are gathered from relevant sources during the assessment process to facilitate credit decisions. This process ensures that the expertise in lending operations acquired by the Company over the period is put to best use and acts to mitigate credit risks.

We are constantly building on our existing strengths, while at the same time envisaging our business priorities to reach new horizons of growth and opportunities and also re-assured stability and soundness in terms of overall business performance by achieving profit before tax of ₹ 457.66 lakhs for the financial year ended 31st March, 2020.

Going forward, technology and teamwork will play an ever-bigger role in driving businesses. If we have received one invaluable lesson from the COVID-19 outbreak, it is that technology can help us stay together, inspire each other, and move forward, despite challenges. The opportunities ahead are huge. By staying true to its mission and its values, and by continually investing in building newer capabilities, your Company is positioned well to become the foremost partner of choice to all forward thinking enterprises in their growth and transformation journeys.

At U. Y. Fincorp Limited, employees are an integral part of the organization's journey isn't a trite saying. Every HR strategy that we adopt, aims at helping employees contribute at the highest, perform at their peak by building the right skills, eliciting the right attitude. In an increasingly competitive market for talent, the Company continues to focus on attracting and retaining right talent. It is committed to provide right opportunities to employees to realise their potential. Your Company focuses on widening organisational capabilities and improving organisational effectiveness by having a competent and engaged workforce. Our people are our partners in progress and employee empowerment has been critical in driving our organisation's growth to the next level.

On behalf of the Board and on my own behalf, I place on record my sincere appreciation and gratitude to our Bankers, RBI, SEBI, MCA, Registrar and Share Transfer Agents, Registrar of Companies, Stock Exchanges, Depositories, Customers, Business Associates & Auditors for their continued support and the confidence they have reposed in the Company. I record my special appreciation of the tireless efforts of Team U. Y., a dedicated and loyal band of people who have displayed unswerving commitment to their work in these challenging times and helped the Company deliver strong results. I owe my gratitude to the Company's valuable shareholders for their continued patronage & co-operation and seek their continued support and co-operation in future.

Sincerely,

Sd/-

**Uday Kothari**

**(Chairman & Managing Director)**

**(DIN:- 00284256)**

# MANAGEMENT TEAM

## BOARD OF DIRECTORS

**Mr. Udai Kothari**  
(Chairman & Managing Director)

**Mr. Deepak Kothari**  
(Whole-time Director)

**Mr. Dinesh Burman**  
(Whole-time Director)

**CA Govind Kumar Goyal**  
(Non-Executive Independent Director)

**Mrs. Leena Hinesh Jobanputra**  
(Non-Executive Independent Director)

**Mr. Jignesh Dalal**  
(Non-Executive Independent Director)

**Mr. Nishant Sharadrao Nanda**  
(Non-Executive Independent Director)

## KEY MANAGERIAL PERSONNEL

**CA Alok Banerjee**  
(Chief Financial Officer)

**CS Amrita Mohta Kothari**  
(Company Secretary)

# CORPORATE INFORMATION

## AUDIT COMMITTEE

Mr. Jignesh Dalal, Chairman  
Mrs. Leena Hinesh Jobanputra, Member  
Mr. Govind Kumar Goyal, Member

## NOMINATION AND REMUNERATION COMMITTEE

Mr. Jignesh Dalal, Chairman  
Mrs. Leena Hinesh Jobanputra, Member  
Mr. Govind Kumar Goyal, Member

## STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Jignesh Dalal, Chairman  
Mr. Udai Kothari, Member  
Mr. Dinesh Burman, Member  
Mrs. Leena Hinesh Jobanputra, Member

## CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Udai Kothari, Chairman  
Mr. Dinesh Burman, Member  
Mr. Jignesh Dalal, Member

## STATUTORY AUDITORS

M/s Das & Prasad  
(Chartered Accountants)

## INTERNAL AUDITORS

M/s R. K. Lodha & Associates  
(Chartered Accountants)

## SECRETARIAL AUDITORS

M/s Prateek Kohli & Associates  
(Company Secretaries)

# CORPORATE INFORMATION

## BANKERS

United Bank of India  
ICICI Bank

## REGISTRAR & SHARE TRANSFER AGENTS

**Niche Technologies Private Limited**  
3A, Auckland Place, 7th Floor,  
Room No. 7A & 7B,  
Kolkata - 700017, West Bengal  
Phone: 033-2280 6616/17/18  
Fax: 033-2280 6619  
Email: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)

## REGISTERED OFFICE

**U. Y. Fincorp Limited**  
(Formerly known as Golden Goenka Fincorp Limited)  
16, Strand Road, 9th Floor  
Room No. 908 B, Kolkata-700001  
Phone No.- 033-4603 2315  
Fax No. – 033-4407 0020  
E-mail: [contact@uyfincorp.com](mailto:contact@uyfincorp.com)  
Website: [www.uyfincorp.com](http://www.uyfincorp.com)

## CORPORATE OFFICE

**U. Y. Fincorp Limited**  
Vaman Techno Centre, A-Wing, 7th Floor,  
Marol Naka, Makwana Road, Andheri (East)  
Mumbai-400059  
Phone- 022-42300 800

## CORPORATE IDENTIFICATION NUMBER

L65993WB1993PLC060377

## STOCK EXCHANGE WHERE THE SHARES ARE LISTED

The BSE Limited (Security Code:-530579)  
The Calcutta Stock Exchange Limited  
(Security Code:- 10017059)



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 27th Annual General Meeting of the Members of **U. Y. Fincorp Limited** (Formerly known as Golden Goenka Fincorp Limited) will be held on Wednesday, the 30th day of September 2020 at 11:30 AM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses :

### AS ORDINARY BUSINESS

1. To receive, consider and adopt-
  - (a) The Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the report of the Board of Director's and Auditor's thereon.
  - (b) The Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 together with the report of the Auditor's thereon.
2. To appoint a Director in place of Mr. Dinesh Burman (DIN: 00612904) who retire by rotation and being eligible, offers himself for re-appointment.

### AS SPECIAL BUSINESS

3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION** :

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Company be and is hereby accorded to appoint Mr. Deepak Kothari (DIN: 00280323) as an Executive Chairman and Managing Director of the Company, for a period of 3 (three) years with effect from September 21, 2020 at a remuneration and on the terms and conditions set out below :-

- A. In the pay scale of ₹ 400,000/- (Rupees Four Lakhs only) to ₹ 600,000/- (Rupees Six Lakhs only) per month including allowances. The annual increment will be decided by the Board of Directors of the Company.
- B. Perquisites & Allowances-
  - i. House Rent Allowance-50% of the Basic Salary
  - ii. Use of chauffeur driven Company car for official purpose and telecommunication facilities at residence & mobile expenses (Including payment for local calls and long distance official calls). Provision of Car for use on company's business and telephone at residence for official purpose are not to be considered as perquisites.
  - iii. Leave, Provident Fund, Gratuity and other allowances as per Rules of the Company.

The said perquisites and allowances shall be evaluated wherever applicable, as per the Income Tax Act, 1961 or any rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force). In absence of any such rules, perquisites and allowances shall be evaluated as per actual.

The term "family" means the spouse and the dependent children of the Managing Director. The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors of the Company or any Committees thereof. The remuneration payable to the Managing Director by way of salary, perquisites and allowances shall not however exceed the ceiling limit as prescribed under Schedule V of the Companies Act, 2013.

The Board of Directors on the recommendation of Nomination and Remuneration Committee of Directors is entitled to determine and revise the salary, perquisites and allowances payable to the Managing Director at any time, such that the overall remuneration payable shall not exceed the aggregate limit as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

The period of office of Mr. Deepak Kothari as Managing Director shall be liable to determination by retirement of directors by rotation. However this will not constitute discontinuation in tenure of services of Mr. Deepak Kothari.

The Company shall be at liberty from time to time to appoint a person or persons to be Managing Director(s) jointly with the Managing Director.

The tenure of employment of Mr. Deepak Kothari as Managing Director of the Company may be terminated by the Company by giving notice of 45 days or payment of salary (Basic) in lieu thereof. In case, the Managing Director does not wish to continue with the Company, he should serve a notice period of 90 days prior to date of leaving or should make payment of salary (basic) in lieu thereof.





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## NOTICE OF ANNUAL GENERAL MEETING (Contd.)

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, then also he shall be paid salary, allowances and perquisites as specified above as minimum remuneration in accordance with the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Registered Office:**  
**16 Strand Road**  
**9th Floor, Room No. 908B**  
**Kolkata-700001**  
**Dated: 29th August, 2020**

**By Order of the Board**  
**Sd/-**  
**Udai Kothari**  
**(Chairman & Managing Director)**  
**(DIN:-00284256)**

### Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM'.
2. The deemed venue for e-AGM shall be the Registered Office of the Company at 16 Strand Road, Room No. 908B, 9th Floor, Kolkata- 700 001.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the Listing Regulations, the Register of Members and Share Transfer Books will remain closed from Thursday, the 24th day of September, 2020 to Wednesday, the 30th day of September, 2020 (both days inclusive).
5. Members holding shares in physical form are requested to notify the change in their addresses to the Niche Technologies Pvt. Ltd., Registrar and Share Transfer Agents at 3A Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata 700 017 or to the Company and always quote their Folio No. in all correspondence.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
7. Brief resume of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committee(s), shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Corporate Governance Section forming part of the Annual Report.
8. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details to the Company at the Registered Office or to M/s. Niche Technologies Pvt. Ltd., the Registrar and Share Transfer Agent (RTA) of the Company. In this regard, the



## NOTICE OF ANNUAL GENERAL MEETING(Contd.)

Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the registered Members (including joint holders). Members are also requested to submit original cancelled cheque bearing the name of the sole / first holder. In case of inability to provide the original cancelled cheque, a copy of Bank Passbook / Statement of the sole / first holder duly attested by the Bank, not being a date earlier than one month may be provided. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant(s).

9. As per Regulation 40(7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Permanent Account Number (PAN) Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company / RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s).
10. Members desirous of making nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 may do so.
11. Pursuant to provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the statement containing information of the unclaimed amounts of dividend lying with the Company as on the date of last Annual General Meeting i.e., 25th September, 2019 has been uploaded on the website of the Company and necessary forms/returns have also been filed with the Ministry of Corporate Affairs.
12. In compliance with the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time to time, the company had already transferred the unpaid dividend amount of Rs. 60,552.20/- on 12.09.2019 to the specified bank account of the IEPF, established by the Government of India with respect to the unpaid/unclaimed dividend for the financial year 2012-13 which have not yet been encashed by the equity shareholders for seven consecutive years from the Financial Year 2012-2013.  
  
Further the Equity Shares in respect of which dividend w.r.t. the financial year 2012-2013 remains unclaimed / unpaid for seven consecutive years or more, are required to be transferred to the Demat Account of the IEPF Authority. The company is in process of transferred underlying Equity Shares on which dividends remained unpaid or unclaimed for a period of seven consecutive years or more, to the Demat Account of IEPF Authority.
13. All relevant documents referred in the Notice and Explanatory Statement will be available for inspection by the members at the Registered Office of the Company between 11:00 AM to 01:00 PM on any working day of the Company up to the date of the Annual General Meeting.
14. Members desirous of getting any information in relation to the Company's Annual Report 2019-20 are requested to address their query(ies) well in advance, i.e. at least 10 days before the Meeting, to the Company to enable the Management to keep the information readily available at the Meeting.
15. In view of the prevailing COVID-19 pandemic situation, the Ministry of Corporate Affairs vide its circular dated 5th May 2020 has exempted companies from sending Annual Reports in physical mode. Accordingly, an electronic copy of the Annual Report is being sent to all the Members holding shares in dematerialised mode and whose e-mail addresses are available with the Depository Participant(s) as well as to all the Members holding shares in physical mode whose e-mail addresses are registered with the Company/RTA for communication purposes.

Procedure for obtaining the Annual Report, AGM notice as well as electronic voting (e-voting) instructions for Members whose e-mail addresses are not registered with the depositories or with RTA is provided herein and also available on the website of the Company. The report is also available on the Company's website, websites of the Stock Exchanges i.e. BSE Limited and CSE Limited at and the website of RTA . In view of the exemptions provided, no physical or hard copies of the Notice and the Annual Report will be sent to the shareholders who have not registered their e-mail addresses with the Company/RTA as well as to those specifically requesting for physical copy of the documents.

Members holding shares in electronic form who have registered/not registered their e-mail address, mobile number, address and bank details may please contact and validate/update their details with the Depository Participant. Members may follow the process detailed herein for registration of e-mail addresses to obtain the Annual Report, Notice and the login credentials for e-voting.



## NOTICE OF ANNUAL GENERAL MEETING(Contd.)

16. The Notice and Annual Report of the Company circulated to the Members of the Company will be made available on the Company's website at [www.uyfincorp.com](http://www.uyfincorp.com).
17. **Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members who have not registered their e-mail address are requested to register the same with the Registrar and Share Transfer Agent/ Depositories.**
18. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
19. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
20. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
21. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
22. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.uyfincorp.com](http://www.uyfincorp.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and Calcutta Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com) and [www.cse-india.com](http://www.cse-india.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
23. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
24. Since the AGM is proposed to be held through VC / OAVM, the Route Map of the venue has not been annexed to this Notice.
25. **The process and manner for remote e-voting are as under:**
  - (i) The remote e-voting period commences on Sunday the 27th day of September, 2020 at 10:00 AM (IST) and ends on Tuesday the 29th day of September, 2020 at 5:00 PM (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - (iv) Click on "Shareholders" tab.

## NOTICE OF ANNUAL GENERAL MEETING(Contd.)

- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below :

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the Company records for your folio in dd/mm/yyyy format.</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the Company records for your folio.</p> <ul style="list-style-type: none"> <li>Please Enter the DOB or Bank Account Number in order to Login.</li> <li>If both the details are not recorded with the depository or Company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company Name i.e. **U. Y. Fincorp Limited** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



## NOTICE OF ANNUAL GENERAL MEETING(Contd.)

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. I-Phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Institutional Shareholders & Custodians :**
- Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533
- 26. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
1. For Physical shareholders :- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
  2. For Demat shareholders :- please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.
- 27 INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:-**
1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
  2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
  3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore

## NOTICE OF ANNUAL GENERAL MEETING(Contd.)

recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs@uyfincorp.com](mailto:cs@uyfincorp.com) . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs@uyfincorp.com](mailto:cs@uyfincorp.com). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

### 28. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
  2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
  4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
29. Institutional Members / Bodies Corporate (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [kohli.prateek@gmail.com](mailto:kohli.prateek@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 29th September, 2020 at 5:00 PM (IST) without which the vote shall not be treated as valid.
30. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2020. A person who is not a member as on cut-off date should treat this notice for information purpose only.
31. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business on 21st August, 2020.
32. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd September, 2020. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
33. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2020 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
34. Investors who became members of the Company subsequent to the despatch of the Notice / E-mail and holds the shares as on the cut-off date of 23rd September, 2020 are requested to send the written / E-mail communication to the Company at [cs@uyfincorp.com](mailto:cs@uyfincorp.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
35. The Board of Directors of the Company at its meeting held on 29th August, 2020 appointed M/s. Prateek Kohli & Associates, Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
36. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.uyfincorp.com](http://www.uyfincorp.com) and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. The BSE Limited and The Calcutta Stock Exchange Limited.



## NOTICE OF ANNUAL GENERAL MEETING(Contd.)

37. A copy of this notice has been placed on the website of CDSL.
38. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
39. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.
40. Subject to the receipt of the requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. September 30, 2020.

### ANNEXURE TO THE NOTICE

#### Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”)

##### Item No. 3

The Company has received consent from Mr. Udai Kothari, Chairman and Managing Director of the Company whose term of appointment will be expired on 20th September, 2020, to change his designation from Chairman and Managing Director to Non-Executive Non Independent Director of the Company w.e.f. 21st September, 2020. Hence the Board of Directors of the Company (the ‘Board’), at its meeting held on 29th August, 2020 has, subject to the approval of members, appointed Mr. Deepak Kothari as Executive Chairman and Managing Director, for a period of 3 (three) years commencing from 21st September, 2020 to 20th September, 2023 at the remuneration and terms and conditions recommended by the Nomination and Remuneration Committee at its meeting held on 29th August, 2020.

It is proposed to seek the members’ approval for the appointment of and remuneration payable to Mr. Deepak Kothari as Managing Director in terms of the applicable provisions of the Act. The salient terms and conditions of the appointment are set out in the Item No. 3 of the Notice.

#### Information as required under Section II of Part II of Schedule V of the Act are as follows:-

##### I. GENERAL INFORMATION-

**(1) Nature of Industry**

Non-Banking Finance Company

**(2) Date or expected date of commencement of commercial production**

Your Company continues to carry on its business of Non-Banking Financial Institution without accepting deposits. The Company has complied with and continues to comply with all the prudent financial management norms and directions issued by Reserve Bank of India as applicable to it.

**(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**

Not Applicable

**(4) Financial performance based on given indicators**

(₹ in lakh)

Particulars	31st March 2020	31st March 2019
Gross Sales & Other Income	1,801.94	2,001.79
Profit after Tax	274.93	402.41
Equity Share Capital	9,511.92	9,511.92
Reserve and Surplus	13,740.79	14,957.64

**(5) Foreign investments or collaborations, if any – NIL**



## NOTICE OF ANNUAL GENERAL MEETING(Contd.)

### II. INFORMATION ABOUT THE APPOINTEE :

#### (1) Background details

Mr. Deepak Kothari aged 58 years, is the leader of ₹ 100 crore U.Y Group, which operates all over the country. The Group's businesses are spread across a swath of industries. These include Real estate, Trading in securities, Finance, Manufacturing and selling of Indian Made Foreign Liquor, Manufacturing and selling of Animal feed supplements, Aviation, Hotel industry etc. A firm practitioner of the trusteeship concept, Mr. Kothari has institutionalized the concept of caring and giving at the U.Y Group. With his mandate, the Group is involved in meaningful welfare driven activities that distinctively impact the quality of life of weaker sections of society, surrounding hundreds of villages that are among the poorest in India.

#### (2) Past Remuneration:- ₹ 24 Lakhs p.a. (FY 2019-20)

#### (3) Recognition or Awards

Mr. Deepak Kothari is an arts graduate from Kanpur University. Mr. Kothari is accoladed with many awards from his community for his active participation in betterment of educational system, medical facilities etc amongst people in his community.

#### (4) Job profile and his suitability

Mr. Deepak Kothari has as over a period of more than 25 years as Promoter of entire U .Y. Group devoted his whole time attention to the day to day affairs of the Company's under its Group. Under his able guidance and leadership the Company anticipates to achieve high growth in near future. With sufficient past experience in successfully managing the affairs of the Company, Mr. Deepak Kothari is best suited for the position. As the Managing Director of the Company, he has power of management of the whole or substantially the whole of the affairs of the Company.

#### (5) Remuneration proposed

As referred in the resolution.

#### (6) Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).

Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned.

#### (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel if any

Does not have any direct pecuniary relationship with the Company except their shareholding and indirect relationship through group companies in which he is director and who have availed loan from the company and whose necessary disclosures are given in the schedule to books of accounts. Except Mr. Udai Kothari, his son, no managerial personnel is related to Mr. Deepak Kothari.

### III. OTHER INFORMATION :

#### (1) Reasons of loss or inadequate profit

The Company is engaged in non-banking financial activities. The margins in such industries traditionally are subject to economic reforms and market conditions. Increasing inflation, domestic political uncertainty and global economic condition contributes to the inadequacy of profit of the Company.

#### (2) Steps taken or proposed to be taken for improvement

The Company is taking steps to expand its business in all the areas of financing and related activities.

#### (3) Expected increase in productivity and profits in measurable terms

With the expansion plans of the Company in the area of financing and related activities the productivity of the Company is expected to be in commensurate to the prevailing industry trend in this part of the country.





Growth, Wealth, Success

## NOTICE OF ANNUAL GENERAL MEETING(Contd.)

### IV. DISCLOSURE :

1. A draft resolution and detailed explanatory statement about the appointment and terms and conditions thereof of Mr. Deepak Kothari is presented under the Notice convening the ensuing Annual General Meeting.
2. The details regarding remuneration package etc., of all other directors, are produced in the Corporate Governance Report, annexed to the Directors' Report.

A copy of the Minutes of the Meetings of the Board of Directors and Nomination and Remuneration Committee and a copy of the draft agreement between the Company and Mr. Deepak Kothari in this connection will be kept open for inspection by the Members at the Registered Office of the Company.

The appointment and remuneration payable to Mr. Deepak Kothari require approval of the members in terms of Schedule V of the Act.

Except Mr. Udai Kothari and Mr. Deepak Kothari, none of the Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

The information as required pursuant to Listing regulations 2015 and the Secretarial Standard on General Meeting given in Corporate Governance Report annexed to the Directors' Report.

**Registered Office :**  
**16 Strand Road**  
**9th Floor, Room No. 908B**  
**Kolkata-700001**  
**Dated: 29th August, 2020**

**By Order of the Board**  
**Sd/-**  
**Udai Kothari**  
**(Chairman & Managing Director)**  
**(DIN:-00284256)**



## Directors' Report

**To**

The Members of

**U. Y. Fincorp Limited**

(Formerly known as Golden Goenka Fincorp Limited)

Your Directors have pleasure in presenting the 27th Annual Report together with the Audited Accounts for the year ended 31st March, 2020.

**1. FINANCIAL RESULTS**

(₹ in lakh)

Particulars	For the Year Ended 31st March 2020	For the Year Ended 31st March 2019
Revenue from Operation	1,721.17	2,000.97
Profit before Provisions & Tax	1,536.11	1,648.64
Profit before Tax	457.66	601.05
Tax Expenses	157.46	198.68
Income tax in respect of earlier year	25.26	(0.04)
Profit after Tax	274.93	402.41
Balance brought forward from previous year	3,315.96	3,190.35
Amount available for appropriation	<b>3,590.89</b>	<b>3,592.76</b>
Add/(Less) Appropriations:-		
Other Comprehensive Income	(0.45)	0.38
Transfer to Fair Value Reserve against OCD	(41.67)	-
Final Dividend	-	(95.12)
Dividend Distribution Tax	(0.25)*	(19.30)
Statutory Reserve	(5.50)	(162.75)
Balance Carried to Balance Sheet	<b>3,543.02</b>	<b>3,315.96</b>

\* with respect to the earlier dividend.

**2. OPERATIONS & BUSINESS ACTIVITIES**

The key highlights of your Company's performance during the year under review are:

- The profit before bad debts, provisions and tax is ₹ 1536.11 Lakhs as against ₹ 1648.64 Lakhs in the last year.
- Profit before tax is ₹ 457.66 Lakhs as against ₹ 601.05 Lakhs in the last year.
- Net profit after taxation is ₹ 274.93 Lakhs as against ₹ 402.41 Lakhs in the last year.
- The total assets is ₹ 26,887.88 Lakhs as against ₹ 25,980.89 Lakhs in the last year.

Your Company discloses Standalone and Consolidated Unaudited Financial Results on a quarterly basis, Standalone and Consolidated Audited Financial Results on an annual basis. The Financial Statements of your Company have been prepared in accordance with the applicable Accounting Standards notified under the relevant provisions of the Companies Act, 2013, as applicable.

The key driver to growth in today's scenario requires higher operating efficiency, sustainability, customer satisfaction, improving capabilities and exploring new market. For the purpose of diversification your Company is engaged in the expansion of its business of vehicle loan and consumer loan etc. Over the past few years, the Reserve Bank of India (the RBI) has been steadily implementing technology to deepen and broaden financial services in India. Considering the same, your Company intends to expand into financial market segment and capitalize the set up for the same along with increasing capacity as required by the business. The outlook of the business is very exciting and we take it as an opportunity to do something unique and exceptional.

A detailed review on the operation and performance of the Company and its business is given in the Management Discussion and Analysis Report. The same is enclosed as **Annexure - 1** to this Report.



## Directors' Report (Contd.)

### 3. DIVIDEND

The Directors of your Company do not recommend any dividend for the financial year ended 31st March, 2020 in order to plough back the resources for future growth.

### 4. DEPOSITS

The Company is a non-deposit taking Non-Banking Financial Company and therefore is not accepting any public deposits during the year.

### 5. LISTING OF SHARES

The equity share of the Company continues to be listed on The BSE Limited and The Calcutta Stock Exchange Limited. The Company has paid the Annual Listing Fees to the said Stock Exchanges for the financial year 2020-21.

### 6. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

In compliance with the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time to time, the company had already transferred the unpaid dividend amount of Rs. 60,552.20/- on 12.09.2019 to the specified bank account of the IEPF, established by the Government of India with respect to the unpaid/unclaimed dividend for the financial year 2012-13 which have not yet been encashed by the equity shareholders for seven consecutive years from the Financial Year 2012-2013.

Further the Equity Shares in respect of which dividend w.r.t. the financial year 2012-2013 remains unclaimed / unpaid for seven consecutive years or more, are required to be transferred to the Demat Account of the IEPF Authority. The company is in process of transferred underlying Equity Shares on which dividends remained unpaid or unclaimed for a period of seven consecutive years or more, to the Demat Account of IEPF Authority.

### 7. RESERVE BANK OF INDIA (RBI) GUIDELINES

Your Company continues to carry on its business of Non-Banking Financial Institution without accepting deposits. The Company has not accepted public deposits during the year under review. Further the Company has complied with and continues to comply with all the prudent financial management norms and directions issued by Reserve Bank of India as applicable to it including Fair Practices, Anti Money Laundering and Know Your Customer (KYC) Guidelines.

Disclosures as prescribed by Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 and other applicable NBFC Regulations have been made in this Annual Report.

### 8. SHARE CAPITAL

The paid up equity share capital as on 31<sup>st</sup> March 2020 was ₹ 9,511.92 Lakhs. There was no public issue, rights issue, bonus issue or preferential issue etc. during the year. The Company has neither issued shares with differential voting rights, sweat equity shares nor has it granted any stock options.

### 9. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of the requirement of Section 134 (3) (c) of the Companies Act, 2013 your Directors state that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) they have selected such accounting policies and applied them consistently and made judgements 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 of the Company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



## Directors' Report (Contd.)

### 10. CORPORATE GOVERNANCE

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Report on Corporate Governance along with certificate of compliance from M/s Prateek Kohli & Associates, Company Secretaries confirming compliances to the conditions of the Corporate Governance is enclosed as **Annexure - 2** to this Report.

All Board members and Senior Management personnel have affirmed compliance with the Code of Conduct for the year 2019-20. A declaration to this effect signed by the Managing Director/CEO of the Company is contained in the Corporate Governance Section forming part of this Report.

The Managing Director/CEO and CFO have certified to the Board with regard to the financial statements and other matters as required under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

The Company is a Non-Banking Financial Company and therefore information relating to Conservation of Energy and Technology Absorption are not applicable.

The Company has neither earned nor used any foreign exchange during the year under review.

### 12. KEY MANAGERIAL PERSONNEL

During the period under review, there was no change in the Key Managerial Personnel.

### 13. EXTRACT OF ANNUAL RETURN

The Extract of Annual Return is prepared in Form MGT-9 as per the provisions of Section 92 (3) of the Companies Act, 2013 and Rule 12 of Companies (Management and Administration) Rules, 2014 is enclosed as **Annexure - 3** to this Report.

### 14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Your Company is exempted from the applicability of the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Companies (Meetings of Board and its Powers) Amendment Rules, 2015 as your Company is RBI registered Non-Banking Financial Company whose principal business inter-alia includes financing of companies.

Details of Loans, Investments, Guarantees or security in connection with loans to other body corporates or persons, as at the end of the year are given in notes to the Financial Statements.

### 15. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION

There is no such material change and commitment affecting the financial position of your Company which have occurred between the end of the financial year of your Company to which the financial statements relate and the date of the Report.

### 16. MEETING OF THE BOARD AND AUDIT COMMITTEE

The Board meets at regular intervals to discuss and decide on policy and strategy apart from other Board business. During the year, Six Board Meetings and four Audit Committee Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details regarding Board and Audit Committee Meetings are given in the Corporate Governance Section forming part of this Report.

### 17. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12)

During the year under review, there were no frauds reported by the auditors to the Audit Committee or the Board under section 143(12) of the Companies Act, 2013.

### 18. SECRETARIAL STANDARDS OF ICSI

The Company is in compliance with the requirements of Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2).

### 19. SUBSIDIARY COMPANIES/ ASSOCIATE COMPANIES/ JOINT VENTURES

As on March 31, 2020, the Company has one wholly owned non listed material Indian subsidiary and one Associate Company.



## Directors' Report (Contd.)

As per the provisions of Section 129(3) of the Companies Act, 2013 ("the Act") read with Rule 5 of the Companies (Accounts) Rules, 2014 as amended by the Companies (Accounts) Amendment Rules, 2016, a separate statement containing the salient features of the financial statements of the Subsidiary Companies/ Associate Companies/ Joint Ventures is prepared in Form AOC-1 and the same is enclosed as **Annexure – 4** to this Report.

### 20. CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Consolidated Financial Statements have been prepared by the Company's Management in accordance with the requirements of applicable Accounting Standards and as per the provisions of Section 129(3) of the Companies Act, 2013 which forms part of the Annual Report.

As per the provisions of Section 136 of the Companies Act, 2013, the Company has placed separate audited accounts of its subsidiary on its website [www.uyfincorp.com](http://www.uyfincorp.com) and copy of separate audited financial statements of its subsidiary will be provided to the shareholders at their request.

The annual accounts of subsidiary will also be kept for inspection by any Member of the Company at the registered office of the Company. The Consolidated Financial Statements presented by the Company include the financial information of its subsidiary.

The financials of Purple Advertising Services Private Limited, an associate of the Company could not be completed and hence same has not been considered for consolidation purpose.

### 21. AUDITORS AND AUDITOR'S REPORT

#### A. Statutory Auditors

M/s Das & Prasad, Chartered Accountants (ICAI Firm Registration Number: 303054E) were appointed as Statutory Auditors of the Company at the 25th Annual General Meeting (AGM) held on 26th September, 2018 for a term of five consecutive years from the conclusion of the 25th Annual General Meeting till the conclusion of the 30th Annual General Meeting, at a remuneration to be determined by the Board of Directors (including any Committee thereof) of the Company and reimbursement of out of pocket expenses as may be incurred by them during the course of the Audit.

The observations of the Auditors when read together with the relevant notes to the accounts and accounting policies are self-explanatory.

#### B. Secretarial Auditor

As per the provisions of Section 204 of the Companies Act, 2013, the Board of Directors have appointed M/s Prateek Kohli & Associates, Company Secretaries as Secretarial Auditor to conduct Secretarial Audit of the Company for the financial year ended on March 31, 2020.

Secretarial Audit Report issued by M/s Prateek Kohli & Associates, Company Secretaries in Form MR-3 is enclosed as **Annexure - 5** to this Report.

There is no reservation, qualification or adverse remark contained in the Secretarial Audit Report. Information referred in Secretarial Audit Report are self-explanatory and don't call for any further comments.

### 22. RISK MANAGEMENT

The Company manages risk through a detailed Risk Management Policy framework which lays down guidelines in identifying, assessing and managing risks that the businesses are exposed to. Risk is managed through appropriate structures that are in place at U. Y. Fincorp Limited, including suitable reporting mechanisms.

Further kindly refer to the write-up in the Section Management Discussion and Analysis Report.

### 23. PARTICULARS OF EMPLOYEES REQUIRED UNDER SECTION 197(12) READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016

The prescribed particulars of remuneration of employees pursuant to Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016, are set out as **Annexure -6** to this Report.



## Directors' Report (Contd.)

### 24. STATEMENT ON DECLARATION GIVEN BY THE INDEPENDENT DIRECTOR UNDER SUB SECTION (6) OF SECTION 149 OF COMPANIES ACT, 2013

All the Independent Directors of your Company have submitted a declaration at the time of their appointment and also annually that they meet the criteria of independence as laid down under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All requisite declarations were placed before the Board.

### 25. DIRECTORS

The members of the Company at the 26th Annual General Meeting of the Company held on 25th September, 2019 approved the re-appointment of both Mrs. Leena Hinesh Jobanputra (DIN:- 06975039) and Mr. Govind Kumar Goyal (DIN:- 02466348) as an Independent Directors of the Company for second term of 5 (five) consecutive years not liable to retire by rotation with effect from 12th November, 2019 and 24th July, 2020 respectively.

In accordance with the provisions of Section 152 of the Act and your Company's Articles of Association, Mr. Dinesh Burman (DIN: 00612904) retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment.

The Company has received consent from Mr. Udai Kothari, Chairman and Managing Director of the Company whose term of appointment will be expired on 20<sup>th</sup> September, 2020, to change his designation from Chairman and Managing Director to Non-Executive Non Independent Director of the Company w.e.f. 21<sup>st</sup> September, 2020. Hence, based on the recommendation of the Nomination and Remuneration Committee and subjected to the approval of members at the ensuing Annual General Meeting of the Company, the Board of Directors at its meeting held on 29<sup>th</sup> August, 2020 considered and approved the appointment of Mr. Deepak Kothari (DIN:-00280323) designated as Executive Chairman & Managing Director of the Company for a period of 3 years with effect from 21<sup>st</sup> September, 2020.

The information as required to be disclosed under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in case of re-appointment/appointment of the director is provided in the Corporate Governance Section forming part of this Report..

### 26. CHANGE IN THE NATURE OF THE BUSINESS, IF ANY

During the year under review, there is no change in the nature of the business.

### 27. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND YOUR COMPANY'S OPERATIONS IN FUTURE

During the year under review, there were no such orders passed by the regulators / courts / tribunals impacting the going concern status and your Company's operations in future.

### 28. BOARD EVALUATION

In compliance with the requirements of the provisions of Section 178 of the Companies Act, 2013 read with Rules framed thereunder and provisions of Schedule IV to the Act as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has carried out performance evaluation for the Board of Directors, Committees of the Board and Individual Directors on the basis of participation of directors, quality of information available, quality of discussions, contributions and decision making etc. The overall performance of the members of the Board was found satisfactory. The manner in which the evaluation is carried out has been explained in the Corporate Governance Section forming part of this Report.

### 29. PARTICULARS OF CONTRACTS/ARRANGEMENTS WITH RELATED PARTIES

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the year were in the ordinary course of business and on an arms' length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. However, pursuant to the provisions of Regulation 23 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, prior approval of the Audit Committee was sought for entering into the Related Party Transactions. Further, the Audit Committee granted omnibus approval for repetitive transactions to be entered into with the related parties, during the year. The Audit Committee reviews all related party transactions on a quarterly basis.

A Policy on the Related Party Transactions has been devised by your Company for determining the materiality of transactions with related parties and dealings with them. The said Policy is available on your Company's website [www.uyfincorp.com](http://www.uyfincorp.com) and a web link to the said Policy has been provided in the Corporate Governance Section forming part of this Report.

### 30. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Kindly refer to the write-up in the Section Management Discussion and Analysis Report.



## Directors' Report (Contd.)

### 31. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a Vigil Mechanism / Whistle Blower Policy for directors and employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy, if any.

The Policy is also available on the Company's website and the web link of the same is: <https://www.uyfincorp.com/wp-content/uploads/2019/08/UYFL-WB-Policy.pdf>

### 32. POLICY ON PREVENTION OF SEXUAL HARASSMENT

The Company has in place the Policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year ended 31st March, 2020, the Company has not received any Complaints pertaining to Sexual Harassment.

### 33. NOMINATION AND REMUNERATION COMMITTEE

During the financial year 2019-20, one Nomination and Remuneration Committee Meetings was held on 14.08.2019.

The Composition of the Committee has been provided in the Corporate Governance Section forming part of this Report.

The terms of reference of the Committee are wide enough to cover matters specified for the Committee under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013.

The Company's Remuneration Policy has been provided in the Corporate Governance Section forming part of this Report.

### 34. CORPORATE SOCIAL RESPONSIBILITY

In terms of Section 135 and Schedule VII of the Companies Act, 2013, the Board of Directors have constituted a Corporate Social Responsibility (CSR) Committee and on the recommendation of the said committee, the Board has approved a Corporate Social Responsibility ('CSR') policy and the same has been uploaded on the website of the Company [www.uyfincorp.com](http://www.uyfincorp.com) which contains the CSR activities being carried out by the Company, governance structure, implementation process, etc.

Your Directors are pleased to inform that the Company has fulfilled its CSR obligations pursuant to Section 135(5) of the Companies Act, 2013, for the year 2019-20 inter-alia on CSR projects in the areas of education. The details on CSR activities as prescribed under Companies (Corporate Social Responsibility Policy) Rules, 2014 are provided as **Annexure - 7** and forms part of this Report.

The Policy is also available on the Company's website and the web link of the same is: [https://www.uyfincorp.com/wp-content/uploads/2019/08/UYFL\\_CSR-Policy.pdf](https://www.uyfincorp.com/wp-content/uploads/2019/08/UYFL_CSR-Policy.pdf)

### 35. OTHER DISCLOSURES

In March 2015, search and seizure operations were conducted by the Income Tax Authorities under Section 132 of the Income Tax Act. During the course of the search and seizure operations, the Income Tax Authorities have taken custody of certain materials such as documents, records and recorded statements of certain officials of the Company. The Company does not expect any liability arising out of the aforesaid search and seizure.

### 36. ACKNOWLEDGEMENTS

Your Directors would like to express their grateful appreciation for the excellent support and co-operation received from the Banks, RBI, SEBI, MCA, Registrar and Share Transfer Agents, Registrar of Companies, Stock Exchanges, Depositories, Customers, Business Associates, Members and other Stakeholders during the year under review. Your Directors also place on record their deep appreciation for the valuable contribution of the employees at all levels for the progress of your Company during the year and look forward to their continued co-operation in realisation of the corporate goals in the years ahead.

For and on Behalf of the Board

Sd/-

Udai Kothari

(Chairman & Managing Director)

(DIN:-00284256)

Kolkata-700001

Dated: 29th August, 2020



## Annexure-1 to the Directors' Report Management Discussion And Analysis Report

### INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian Economy was not immune to the global slowdown and was affected across all four key growth engines of the economy – private consumption, private investment, exports and government consumption and investment faltered to stimulate any growth. The first three have slowed down significantly led by a variety of reasons. Consumption, the biggest contributor of growth was subdued, pointing to fragile consumer sentiment and purchasing ability. Similarly, private investments and exports have remained muted owing to soft demand, global uncertainties around trade and investments and geopolitical tensions. The fourth engine has been moderated because of the limited elbow room the government has for counter-cyclical spending as the budget deficit remains under pressure. Given the sharp deterioration in economic activities from the beginning of FY 2020-21 and higher risk of steep deterioration in fiscal discipline, India may be exposed to sovereign rating downgrade, which may have wide ramifications on our financial markets.

Given a sharp contraction in domestic economic activities and soft stance of global bankers towards interest rates as to promote consumption activities are likely to keep interest rate scenario benign in India. Frankly speaking, we do not know. What we can say quite clearly is that FY2021 will be the most difficult year that we have seen for a very long time. Not just us in India, but across much of the world.

### OPPORTUNITIES & THREATS

The success of our organisation depends on our ability to identify strengths & opportunities and leverage them while mitigating the risks that arise while conducting our business. Your Company has taken these factors into account in drawing up its plans for the year, without losing sight of its core markets and segments. Your company expects to manage this through financing an appropriate mix of higher and lower yielding assets, while ensuring that asset quality continues to remain best in class.

Some of the opportunities for the business of your Company includes Demographic changes and under penetrated market, Growth in Commercial Vehicles, Passenger Vehicles and Tractors market, Use of digital solutions for business/collections and Economic Upliftment.

### SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

The business of the Company predominantly falls within a single primarily business segment viz. “Financial and Related Services” and hence the disclosure requirement under applicable Accounting Standard w.r.t. “Segment Reporting” is not applicable.

### OUTLOOK

The outlook for the coming year is expected to be extremely demanding. In the current situation, lending businesses face four daunting challenges of (i) disruption in business acquisition, (ii) providing customers adequate relief on their debt servicing obligations, (iii) dealing with a weakened customer service and debt recovery infrastructure, and (iv) continuing to service their own debt.

Growth prospects will depend on many factors, not least how the pandemic evolves, the prospect of future shutdowns, the impact of social distancing norms and the implementation of fiscal and monetary policy support. Uncertainty will likely prevail for an extended period. COVID-19 has triggered the deepest global recession in decades. According to the World Bank, the pandemic will result in contractions across the vast majority of emerging market and developing economies.

To overcome the COVID-19 crisis, Governments across the world will look to the financial sector to help revive their economies. The Company is better placed in the NBFC space to capitalise on the opportunities that will emerge in what will possibly be a totally new business environment. The Company is well placed to leverage the opportunity

### RISK MANAGEMENT

The risk management strategy of your Company is based on a clear understanding of various risks, and adherence to well-laid out risk policies and procedures that are benchmarked with industry best practices. Your Company continues to lay emphasis on risk management, especially in an environment which is characterised by increasing uncertainties. Your Company has developed robust systems and embraced adequate practices for identifying, measuring and mitigating various risks – business, strategic, operational, market, credit, liquidity, reputational and process risks and ensuring that they are contained within pre-defined threshold levels.

Your Company has a strong framework for the appraisal and execution of credit facilities that involves a detailed evaluation of industry, business, financial, project and management factors including sponsor's financial strength and experience. A team of well qualified and experienced individual examine the proposals at various levels and evaluate all information which are gathered from relevant sources during the assessment process to facilitate credit decisions. This process ensures that the





## Management Discussion And Analysis Report (Contd.)

expertise in lending operations acquired by the Company over the period is put to best use and acts to mitigate credit risks.

Liquidity risk and interest rate risk arising out of maturity mismatch of assets and liabilities are managed through regular monitoring of the maturity profiles. In addition, to manage operational risk prudently, Know Your Customer (KYC) and Anti-Money Laundering (AML) Policy are in place, which helps to prevent your Company from being used intentionally or unintentionally by criminal elements for money laundering.

Your Company's risk management framework emphasises proper analysing and understanding the underlying risks before undertaking any transactions and changing or implementing processes and systems. This enables a proper assessment of all risks and ensures that the transactions and processes conform to your Company's risk appetite and regulatory requirements.

### INTERNAL CONTROL SYSTEM

Your Company has put in place adequate internal controls system to ensure that all assets are protected, with documented procedures. Systems of internal controls are designed to provide reasonable assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls and compliance with applicable laws and regulations. Your Company's Internal Control System is commensurate with the nature of its business and the size and complexity of its operations and ensures compliance with policies and procedures. The Internal Control Systems are being constantly updated with new/revised standard operating procedures.

The Company has a well-established internal financial control and risk management framework, with appropriate policies and procedures, to ensure the highest standards of integrity and transparency in its operations and a strong corporate governance structure, while maintaining excellence in services to all its stakeholders. Furthermore, the Audit Committee of your Company evaluates and reviews the adequacy and effectiveness of the internal control systems and suggests improvements. Significant deviations are brought to the notice of the Audit Committee and corrective measures are recommended for implementation.

The critical audit observations are shared with the Audit Committee on a quarterly basis for an effective monitoring of controls and implementation of recommendations. The Audit Committee regularly reviews the audit findings as well as the adequacy and effectiveness of the internal control measures. All these measures help in maintaining a healthy internal control environment.

Kindly refer to "Annexure-A" of the Statutory Auditor's Report dated 7<sup>th</sup> August, 2020 on this matter.

### FINANCIAL PERFORMANCE

During the year under review, your Company achieved revenue from operations of ₹ 1,721.17 lakhs as against ₹ 2,000.97 lakhs in the previous year and recorded profit before tax of ₹457.66 lakhs as against ₹ 601.05 lakhs in the financial year 2018-19.

### SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

During the financial year ended 31st March 2020, there is no change of 25% or more in key financial ratios.

### HUMAN RESOURCES

To U. Y. Fincorp Limited, its people are a very valuable resource. In an increasingly competitive market for talent, UYFL continues to focus on attracting and retaining right talent. It is committed to provide right opportunities to employees to realise their potential. Your Company focuses on widening organisational capabilities and improving organisational effectiveness by having a competent and engaged workforce. Our people are our partners in progress and employee empowerment has been critical in driving our organisation's growth to the next level.

For your Company, all employees form part of an extended family and your Company has continued in its efforts to encourage wellness in mind, body and spirit. Talent Management and Development plays a pivotal role to attract and build people capability for their growth and through them for the growth of the organization.

Place: Kolkata  
Date: 29th August, 2020

*For and on behalf of the Board*

Sd/-  
Udai Kothari  
(Chairman & Managing Director)  
(DIN: 00284256)

## ANNEXURE-2 TO THE DIRECTORS' REPORT

### Report On Corporate Governance

#### I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's corporate governance practices and disclosures have gone well beyond complying with the statutory and regulatory requirements stipulated in the applicable laws, including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'SEBI Listing Regulations, 2015').

The Company believes in adopting best practices in the area of Corporate Governance and follows the principles of complete transparency and accountability by providing detailed information on various issues concerning the Company's business and financial performance to its shareholders.

The Board of Directors (Board) considers itself as the trustee of its shareholders. During the year under review, the Board continued its pursuit by adopting corporate strategies and prudent business plans. The Company followed adequate monitoring system to safeguard against major risk and to ensure implementation of policies and procedures to satisfy its social, legal and ethical responsibilities.

#### II. BOARD OF DIRECTORS

##### (a) Composition of the Board:

As on date, the Board of Directors comprises of three Executive Directors and four Non-Executive Directors. Non-Executive Directors constitute more than half of the total number of Directors. Four out of the seven Directors are Independent Directors which duly complied with the requirements of SEBI Listing Regulations, 2015. The Company has an Executive Chairman who is also promoter of the Company.

The information on composition of the Board as on date, category of Directors, Directorships in other Public Limited Companies and Committees of other Public Limited Companies of which the Director is a member/chairman, is as under:

Name of the Directors	Category of Directors	No. of Directorships held in other Public Limited Companies	No. of other Board Committee(s) of which he is a Member**	No. of other Board Committee(s) of which he is a Chairman#
Mr. Udai Kothari	Chairman & Managing Director-Promoter	3	NIL	NIL
Mr. Deepak Kothari	Executive Non-Independent -Promoter	5	NIL	NIL
Mr. Dinesh Burman	Executive Non-Independent	3	NIL	NIL
Mr. Govind Kumar Goyal	Non-Executive Independent	NIL	NIL	NIL
Mrs. Leena Hinesh Jobanputra	Non-Executive Independent	NIL	NIL	NIL
Mr. Jignesh Dalal	Non-Executive Independent	NIL	NIL	NIL
Mr. Nishant Sharadrao Nanda	Non-Executive Independent	NIL	NIL	NIL

\*\* Only Public Limited Companies have been considered.

# includes the Chairmanship/ Membership only of the Audit Committee(s) and Stakeholders Relationship Committee(s).

There are no inter-se relationships among the directors. None of the Non-Executive Directors of the Company has any pecuniary relationship or transactions with the Company.

During the period under review, the Board of Directors of the company had evaluated the performance of the Independent Directors as required under Regulation 17(10) of the SEBI Listing Regulations, 2015.

None of the Non-Executive Directors holds any shares or convertible instruments of the Company as on 31<sup>st</sup> March, 2020.

##### (b) Number of Board Meetings:

During the financial year 2019-20, six meetings of the Board of Directors were held on 29.05.2019, 14.08.2019, 13.09.2019, 13.12.2019, 14.02.2020 and 12.03.2020.



## Report On Corporate Governance (Contd.)

The information on attendance at Board Meetings held during the year and at the last Annual General Meeting is as under:

Name of the Directors	Board Meetings			Attendance at last Annual General Meeting
	Held during the year	Held during the tenure	Attended	
Mr. Udai Kothari	6	6	5	Yes
Mr. Deepak Kothari	6	6	5	Yes
Mr. Dinesh Burman	6	6	6	Yes
Mr. Govind Kumar Goyal	6	6	6	Yes
Mrs. Leena Hinesh Jobanputra	6	6	6	Yes
Mr. Jignesh Dalal	6	6	6	Yes
Mr. Nishant Sharadrao Nanda	6	6	6	No

### (c) Independent Directors

The Company has complied with the definition of Independence as per SEBI Listing Regulations, 2015 and according to the Provisions of Section 149(6) of Companies Act, 2013. A formal letter of appointment has been issued to the Independent Directors in the manner as provided in the Companies Act, 2013. The terms and conditions of appointment of Independent Directors has been placed on the Company's website and the web link of the same is :- [https://www.uyfincorp.com/wp-content/uploads/2019/08/UYFL\\_Terms-Conditions-for-appointment-of-Independent-Directors.pdf](https://www.uyfincorp.com/wp-content/uploads/2019/08/UYFL_Terms-Conditions-for-appointment-of-Independent-Directors.pdf)

#### Independent Directors Meeting

A meeting of the Independent Directors of the Company was held on March 12, 2020, in conformity with the provisions of the Schedule IV of the Companies Act, 2013 & SEBI Listing Regulations, 2015. All the Independent Directors were present in the meeting. The following issues were discussed in detail:

- Reviewed the performance of non-independent directors and the Board as a whole;
- Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

In the opinion of Board, all the independent Directors of the Company fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulation 2015 and are independent of the management.

#### Training of Independent Directors

Whenever new Non-Executive and Independent Directors are inducted in the Board, the Company takes steps to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of industry in which the Company operates, business model of the Company, etc.

The directors are also explained in detail about the compliances required from them under the Companies Act, 2013, SEBI Listing Regulations, 2015 and other relevant regulations. The details of familiarization programme for Independent Directors has been placed on the Company's website and the web link of the same is:-

[https://www.uyfincorp.com/wp-content/uploads/2019/08/UYFL\\_Familiarisation-Programme-for-Independent-Directors.pdf](https://www.uyfincorp.com/wp-content/uploads/2019/08/UYFL_Familiarisation-Programme-for-Independent-Directors.pdf)

## Report On Corporate Governance (Contd.)

### III. AUDIT COMMITTEE

- The Committee's composition and terms of reference are in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI Listing Regulations, 2015.
- During the financial year 2019-20 four Audit Committee Meetings were held on 29.05.2019, 13.09.2019, 13.12.2019 and 14.02.2020.
- The composition of Audit Committee as on date and the information on attendance at Audit Committee Meetings held during the year are as under:

Name of the Directors	Positions Held	Nature of Directorship	No. of Meetings Held	Held during the tenure	No. of Meetings Attended
Mr. Jignesh Dalal	Chairman	Independent & Non-Executive Director	4	4	4
Mr. Govind Kumar Goyal	Member	Independent & Non-Executive Director	4	4	4
Mrs. Leena Hinesh Jobanputra	Member	Independent & Non-Executive Director	4	4	4

All the members of the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls. The Statutory Auditors and Internal Auditors are regular invitee. The Company Secretary acts as the Secretary of the Committee. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company to answer shareholder queries.

### IV. NOMINATION AND REMUNERATION COMMITTEE

- The Committee's composition and terms of reference are in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulations, 2015.
- The Nomination and Remuneration Committee evaluates the composition and organization of the Board and its Committees in light of requirements established by any regulatory body or any other applicable statute, rule and regulation which the Committee deems relevant, make recommendations to the Board of Directors in respect to the appointment, re-appointment and resignation of Independent, Executive, Non-Executive Directors and Key Managerial Personnel of the Company, ensure 'fit and proper' status of the existing/proposed Directors of the Company in accordance with RBI Circular on Corporate Governance, issued from time to time, and other matters specified for Nomination and Remuneration Committee in Section 178 of the Companies Act, 2013, Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Listing Regulations, 2015.
- During the financial year 2019-20, one Nomination and Remuneration Committee Meeting was held on 14.08.2019.
- The composition of Nomination and Remuneration Committee as on date and the information on attendance at Nomination and Remuneration Committee Meeting held during the year are as under::

Name of the Directors	Positions Held	Nature of Directorship	No. of Meetings Held	Held during the tenure	No. of Meetings Attended
Mr. Jignesh Dalal	Chairman	Independent & Non-Executive Director	1	1	1
Mr. Govind Kumar Goyal	Member	Independent & Non-Executive Director	1	1	1
Mrs. Leena Hinesh Jobanputra	Member	Independent & Non-Executive Director	1	1	1



## Report On Corporate Governance (Contd.)

All members of the Nomination and Remuneration Committee are Independent Directors. The Company Secretary acts as the Secretary of the Committee. The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company to answer shareholder queries.

e) The Committee has formulated the Policy on Board Diversity which sets out the approach to have diversity on the Board of Directors ("Board") of the Company in terms of thought, experience, knowledge, perspective and gender in the Board.

f) **Performance Evaluation**

The Nomination and Remuneration Committee (NRC) of the Company formulated and laid down criteria for Performance Evaluation of the Board (including Committees) and every Director (including Independent Directors) pursuant to provisions of Section 134, Section 149 read with Code of Independent Directors (Schedule IV) and Section 178 of the Companies Act, 2013 and the Regulation 19 of SEBI Listing Regulations, 2015 covering inter-alia the following parameters:

i) **For Board Evaluation** : – Qualification and experience, Standard of Integrity, Public relations, Future vision and innovation, Degree of fulfillment of key responsibilities; Board culture and dynamics.

ii) **Board Committee Evaluation** : – Qualification and experience of Members, Depth of review of Financial performance, Review of Regulatory Compliances, Fraud Monitoring, Effectiveness of meetings; Committee dynamics.

iii) **Individual Director Evaluation (including IDs)**: - Qualification and experience, Attendance in Board Meetings/AGM, Understanding the Companies Business, Contribution at Board Meetings.

Further, the Chairman and Managing Director (CMD) is evaluated on key aspects of his role which includes inter-alia effective leadership to the Board. During the year under review, the Independent Directors of your Company reviewed the performance of Non-Independent Directors and Chairperson of your Company, taking into account the views of Executive Director and Non-Executive Directors.

Further, the Independent Directors hold an unanimous opinion that the Non-Independent Directors, including the Chairman and Managing Director bring to the Board, abundant knowledge in their respective field and are experts in their areas. Besides, they are insightful, convincing, astute, with a keen sense of observation, mature and have a deep knowledge of your Company.

The Board as a whole is an integrated, balanced and cohesive unit where diverse views are expressed and dialogued when required, with each Director bringing professional domain knowledge to the table. All Directors are participative, interactive and communicative.

The Chairman has abundant knowledge, experience, skills and understanding of the Board's functioning, processes a mind for detail, is meticulous to the core and conducts the Meetings with poise and maturity.

The information flow between your Company's Management and the Board is complete, timely with good quality and sufficient quantity.

### V. REMUNERATION OF DIRECTORS

a) On the recommendation of Nomination and Remuneration Committee the Board of Directors has framed a policy, relating to remuneration of the Directors, Key Managerial Personnel and Other Employees. The Company's Remuneration Policy is as follows:-

**REMUNERATION POLICY:-**

*Company's remuneration policy is guided by the following principles:*

- *Long-term value creation.*
- *Remunerate achievement of results on the basis of prudent, responsible risk bearing.*
- *Attract and retain the best professionals.*
- *Reward the level of responsibility and professional path.*
- *Ensure equity in the Company and competitiveness outside it.*
- *Ensure transparency in its remuneration policy.*



## Report On Corporate Governance (Contd.)

### i. NON-EXECUTIVE DIRECTORS

The Non-Executive Directors (NEDs) will be paid remuneration by way of Sitting Fees at a rate as fixed by the Board of Directors of the Company. Currently fee is as follows

- Board Meeting ₹ 5,000/-
- Committee Meeting ₹ 1,000/-

Apart from making payment of sitting fees for attending the Board Meetings/ Committee Meetings and defraying expenses for attending such meetings and other travelling expenses incurred wholly and exclusively in attending to Company's work, no remuneration in any form is paid to Non-Executive Directors.

### ii. EXECUTIVE DIRECTORS

The Company pays monthly remuneration to Executive Directors. The tenure of employment of Executive Directors of the Company may be terminated by the Company by giving notice of 45 days or payment of Salary (Basic) in lieu thereof. In case, the Executive Directors do not wish to continue with the Company, they should serve a notice period of 90 days prior to date of leaving or should make payment of Salary (Basic) in lieu thereof.

The Executive Directors shall not be entitled for any sitting fees for attending the meeting of the Board of Directors of the Company or any Committees thereof, as long as they function as the Executive Directors of the Company.

The Company shall pay remuneration by way of salary, perquisites and allowances (fixed component) and commission (variable component) to Managing and Whole-time Directors. Salary shall be paid within the range approved by the Shareholder's and as per Section 197 and 198 read with Schedule V of the Companies Act, 2013.

### iii. OTHER KEY MANAGERIAL PERSONNELS EXCLUDING EXECUTIVE DIRECTORS

The Company shall pay remuneration by way of salary, perquisites and allowances (fixed component) and performance based variable component, if any, to other Key Managerial Personnel excluding the Executive Directors. Salary shall be paid as per term and condition of appointment letter within the range approved by and ratified by the Nomination and Remuneration Committee and Board of Directors.

Annual increments effective 1<sup>st</sup> April each year, as recommended by the Nomination and Remuneration Committee, shall be approved by the Board. Specific amount payable to personnel will be based on the performance criteria which takes into account the profits earned by the Company for the year and prevailing remuneration in similar industry in which the Company operate.

### b) Remuneration paid to Directors during the financial year ended 31<sup>st</sup> March, 2020 is as under:

#### Non- Executive Directors

(Amount in ₹)

Name of the Directors	Sitting fees paid
Mr. Jignesh Dalal	38,000
Mr. Nishant Sharadrao Nanda	30,000
Mrs. Leena Hinesh Jobanputra	37,000
Mr. Govind Kumar Goyal	34,000

#### Executive Directors

(Amount in ₹)

Name of the Directors	Remunerations
Mr. Udai Kothari (Chairman & Managing Director)	Salary – 24,00,000 Perquisites - NIL Other Allowances -24,00,000
Mr. Deepak Kothari (Whole-time Director )	Salary –12,00,000 Perquisites - NIL Other Allowances -12,00,000
Mr. Dinesh Burman (Whole-time Director )	Salary- 204,000 Perquisites - NIL Other Allowances –102,000



## Report On Corporate Governance (Contd.)

- c) The Non-Executive Independent Directors on the Company's Board, apart from receiving sitting fees do not have any other material pecuniary relationship or transactions with the Company, its promoters, its management or its subsidiaries or associate companies.

### VI. STAKEHOLDERS RELATIONSHIP COMMITTEE

- a) The Committee's composition and terms of reference are in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulations, 2015.
- b) The Stakeholders' Relationship Committee oversees the performance of Niche Technologies Private Limited, the Registrar and Shares Transfer Agents of the Company and recommends measures to improve the level of investor related services. Though the power to approve share transfer/share transmission is delegated to the Registrar and Share Transfer Agent countersigned by the Company's Representative, all the share transfer/transmission cases approved by the Registrar are reported to the Committee which also keeps a close watch on disposal status of all complaints/grievances of Shareholders. During the period under review, no complaint was received by the Company/Registrar and Share Transfer Agent from shareholders. There was no share transfer application pending for registration as on 31<sup>st</sup> March, 2020.
- c) During the financial year 2019-20 four Stakeholders Relationship Committee Meetings were held on 29.05.2019, 14.08.2019 13.12.2019 and 14.02.2020.
- d) The composition of Stakeholders Relationship Committee as on date and the information on attendance at Stakeholders Relationship Committee Meetings held during the year is as under:

Name of the Directors	Positions Held	Nature of Directorship	No. of Meetings Held	Held during the tenure	No. of Meetings Attended
Mr. Jignesh Dalal	Chairman	Independent & Non-Executive Director	4	4	4
Mr. Udai Kothari	Member	Managing Director	4	4	3
Mr. Dinesh Burman	Member	Executive Director	4	4	4
Mrs. Leena Hinesh Jobanputra	Member	Independent & Non-Executive Director	4	4	4

The Chairman of the Stakeholders Relationship Committee was present at the last Annual General Meeting of the Company to answer shareholder's queries.

SEBI has initiated a complaints redressal system (SCORES) for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The Company is in compliance with the SCORES and has not received any complaints from its shareholders in the financial year 2019-20.

- e) Name of Non-Executive Director heading the committee:-Mr. Jignesh Dalal.
- f) Name & Designation of Compliance Officer:-Mrs. Amrita Mohta Kothari, Company Secretary.
- g) Number of Shareholder's queries pending as on 1<sup>st</sup> April, 2019:- NIL
- h) Number of Shareholder's queries received during the year 2019-20:-NIL
- i) Number of Shareholder's queries not solved to the satisfaction of shareholders:- NIL
- j) Number of pending complaints as on 31<sup>st</sup> March, 2020:- NIL

### VII. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

- a) The Board of Directors at its meeting held on 13<sup>th</sup> November, 2015 constituted the Corporate Social Responsibility (CSR) Committee in accordance with section 135 of the Companies Act, 2013 read along with rules framed there under.

## Report On Corporate Governance (Contd.)

- b) The Terms and Reference of the Committee are as follows:
- Formulation and recommendation of CSR Policy to the Board.
  - Monitoring of implementation of CSR policy.
  - Identify key initiatives pursuant to the CSR policy.
  - Recommend to the Board, CSR expenditure to be incurred.
  - Recommend to the Board, modifications to CSR policy as and when required.
  - To carry out such other functions, and is empowered to act as required, in terms of Companies Act, 2013 read with rules framed there under, Listing Agreement and rules and regulations framed by Securities and Exchange Board of India, including any amendment or modification thereof.
- c) During the financial year 2019-20 one CSR Committee Meeting was held on 12.03.2020.
- d) The composition of CSR Committee as on date and the information on attendance at CSR Committee Meetings held during the year is as under:

Name of the Directors	Positions Held	Nature of Directorship	No. of Meetings Held	Held during the tenure	No. of Meetings Attended
Mr. Udai Kothari	Chairman	Managing Director	1	1	1
Mr. Dinesh Burman	Member	Executive Director	1	1	1
Mr. Jignesh Dalal	Member	Independent & Non-Executive Director	1	1	1

### VIII. CEO/CFO CERTIFICATION

In terms of requirements of Regulation 17(8) read with Part B of Schedule II of the SEBI Listing Regulations, 2015, Mr. Udai Kothari, Managing Director & Chief Executive Officer and Mr. Alok Banerjee, Chief Financial Officer have furnished certificate to the Board of Directors at its meeting held on 7<sup>th</sup> August, 2020 in the prescribed format for the year ended 31<sup>st</sup> March, 2020

To  
**The Board of Directors**  
**U. Y. Fincorp Limited**  
**16 Strand Road,**  
**9th Floor, Room No 908B**  
**Kolkata-700 001**

Dear Sir,

**Re: For the year ended 31st March, 2020**

We certify that:

- a. That we have reviewed financial statements and the cash flow statements for the year ended 31<sup>st</sup> March, 2020 and that to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. 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.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.





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## Report On Corporate Governance (Contd.)

- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee:
  - i. significant changes in internal control over financial reporting during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.
- e. We certify that the financial statements do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.

**Place: Kolkata**  
**Date: 07.08.2020**

**Sd/-**  
**Udai Kothari**  
**Chief Executive Officer**

**Sd/-**  
**Alok Banerjee**  
**Chief Financial Officer**

### IX. CODE OF CONDUCT

The Code of Ethics and Business Conduct for Directors and Senior Management has been displayed on the Company's website :- [www.uyfincorp.com](http://www.uyfincorp.com). All the members of the Board and the Senior Management Personnel has affirmed compliance with the Code for the year ended 31<sup>st</sup> March, 2020 and a declaration to this effect signed by Mr. Udai Kothari, Chairman & Managing Director forms part of this Report.

**To,**  
**Board of Directors**  
**U. Y. Fincorp Limited**  
**16 Strand Road, 9<sup>th</sup> Floor,**  
**Room No 908B, Kolkata-700 001**

Dear Sir,

#### **Sub: Compliance with the Company's Code of Ethics and Business Conduct**

In accordance with Schedule V (D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with Code of Ethics and Business Conduct of the Company for the financial year ended March 31, 2020.

**Place: Kolkata**  
**Date: 07.08.2020**

**For U. Y. Fincorp Limited**

**Sd/-**  
**Udai Kothari**  
**Chairman & Managing Director**  
**(DIN:- 00284256)**



## Report On Corporate Governance (Contd.)

### X. CODE OF CONDUCT UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

In compliance with the requirement of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has framed a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and the same has been adopted by the Board of Directors. A copy of the same have been uploaded on the Company's website at [www.uyfincorp.com](http://www.uyfincorp.com).

Your Company has also adopted a Code of Conduct to monitor, regulate and report insider trading for prevention of Insider Trading by Company Insiders. The code inter-alia prohibits purchase and/or sale of shares of the Company by the Directors and Designated Employees while in the possession of unpublished price sensitive information of the Company.

During the period under review there has been no incidence of Non-compliance reported under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

### XI. SKILLS / EXPERTISE / COMPETENCIES OF THE BOARD OF DIRECTORS

The Board of directors of the Company comprise of eminent qualified professional members from the diverse fields, who have significant amount of skills / expertise / competencies and thus make valuable contributions to the Board. The collective contribution of the Board of Directors makes an overall impact which reflects in the performance of the Company.

In compliance with the Listing Regulations, the Board of Directors of the Company has identified the list of core skills / expertise / competencies of the Board of Directors in the context of the Company's business and its sector for effective functioning, which are currently available with the Board:-

Category	Expertise	Skills / Competencies
Independent Directors	<ul style="list-style-type: none"> <li>➤ In-depth Industry Knowledge</li> <li>➤ Audit and Financial Management</li> <li>➤ Treasury</li> <li>➤ Legal and Regulatory Framework</li> <li>➤ Risk Assessment and Management</li> <li>➤ Business Policies</li> <li>➤ Capital Markets</li> </ul>	<ul style="list-style-type: none"> <li>➤ Technical / Professional</li> <li>➤ Analytical</li> <li>➤ Technological</li> <li>➤ Behavioural</li> </ul>
Executive Directors	<ul style="list-style-type: none"> <li>➤ In-depth Industry Knowledge</li> <li>➤ Audit and Financial Management</li> <li>➤ Wealth Management</li> <li>➤ Treasury Operations and Management</li> <li>➤ Business Policies</li> <li>➤ Legal and Regulatory Framework</li> <li>➤ Capital Markets</li> <li>➤ Risk Assessment and Management</li> <li>➤ Asset Liability Management</li> <li>➤ Strategic Management</li> </ul>	<ul style="list-style-type: none"> <li>➤ Governance</li> <li>➤ Leadership</li> <li>➤ Technical</li> <li>➤ Analytical</li> <li>➤ Organisational</li> <li>➤ Technological</li> <li>➤ Planning</li> <li>➤ Resource Management and Utilisation</li> <li>➤ People Management</li> <li>➤ Communication</li> <li>➤ Behavioural</li> </ul>



## Report On Corporate Governance (Contd.)

### XII. GENERAL BODY MEETING

#### a) Location and time of the last three AGMs/EGMs held:-

AGM/EGM	Date	Venue	Time
26th AGM	25.09.2019	Manthan (Banquet Hall), 3, Waterloo Street, Kolkata- 700069	11:30 A.M.
25th AGM	26.09.2018	Manthan (Banquet Hall), 3, Waterloo Street, Kolkata- 700069	11:00 A.M.
24th AGM	22.09.2017	Manthan (Banquet Hall), 3, Waterloo Street, Kolkata- 700069	11:00 A.M.
EGM	23.05.2012	1st British Indian Street, 1st Floor, Room No. 109, Kolkata – 700069	10:30 A.M.
EGM	12.10.2011	Manthan (Banquet Hall), 3, Waterloo Street, Kolkata- 700069	10:30 A.M.
EGM	24.07.2011	1st British Indian Street, Room No. B-10, Kolkata – 700069	10:00 A.M.

#### b) Whether any special resolution was passed in the previous 3 AGMs/EGMs:- Yes

AGM/EGM	Date	Resolutions
26th AGM	25.09.2019	a) Re-appointment of Mrs. Leena Hinesh Jobanputra (DIN: 06975039) as an Independent Director of the Company. b) Re-appointment of Mr. Govind Kumar Goyal (DIN: 02466348) as an Independent Director of the Company.
25th AGM	26.09.2018	a) Re-appointment of Mr. Dinesh Burman as a Whole-time Director of the Company. b) To change name of the Company from Golden Goenka Fincorp Limited to U. Y. Fincorp Limited.
24th AGM	20.09.2017	a) Appointment of Mr. Udai Kothari (DIN: 00284256) as an Executive Chairman and Managing Director of the Company. b) Appointment of Mr. Deepak Kothari (DIN: 00280323) as Whole-time Director of the Company.
EGM	23.05.2012	To issue Zero Percent Optionally Convertible Debentures on Preferential Basis.
EGM	12.10.2011	To change name of the Company from Golden Securities Limited to Golden Goenka Fincorp Limited.
EGM	27.04.2011	To offer, issue and allot, in one or more tranches, upto 1,40,00,000 (One Crore Forty Lakhs Only) Equity Shares of face value of ₹ 10/- each of the Company, on Preferential Basis at a premium of ₹ 8/- each.

#### c) Postal Ballot:-

During the year under review, no resolution was passed by postal ballot in connection with Section 110 of the Companies Act, 2013.

### XIII. MEANS OF COMMUNICATION

In compliance with Regulation 33 of SEBI Listing Regulations, 2015, the Company sends by E-mail the quarterly/ yearly unaudited/ audited financial results to the Stock Exchanges immediately after approval of the Board of Directors of the Company. Information is also sent to BSE Limited by uploading the same on the Listing Portal of BSE Limited and by hand delivery to The Calcutta Stock Exchange Limited.

Results are published in Business Standard (English) and Kalantar/Sukhabar (Bengali) etc. newspapers of Kolkata edition.

## Report On Corporate Governance (Contd.)

The Company's financial results and official news releases are displayed on the Company's website [www.uyfincorp.com](http://www.uyfincorp.com). Management Discussion and Analysis Report forms part of the Annual Report, which is posted to the shareholders of the Company.

During the year, the Company has not made any presentation to institutional investors or to the analysts.

### XIV. GENERAL SHAREHOLDER INFORMATION

- (i) **Annual General Meeting Date** :- Wednesday, 30<sup>th</sup> September, 2020 at 11:30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").
- (ii) **Financial Year** :- Financial Year ended on 31.03.2020(2019-2020).
- (iii) **Date of book closure** :- Thursday, the 24<sup>th</sup> day of September, 2020 to Wednesday, the 30<sup>th</sup> day of September, 2020 (both days inclusive).
- (iv) **Dividend Payment date** :- N.A.

Listing on Stock Exchange	Stock Code
a) The Calcutta Stock Exchange Limited 7 Lyons Range, Kolkata-700001	10017059
b) The BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	530579
Demat ISIN Number in National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) for Equity Shares	INE152C01025 for Face Value of ₹ 5/- each

The Company has paid the Annual Listing Fees to The BSE Limited and The Calcutta Stock Exchange Limited for the financial year 2020-21.

Further the Company has also paid the Annual Custodian Fees to NSDL & CDSL for the financial year 2020-21.

- (vi) **Market Price Data** :- The Market Price of the Equity Share of the Company during 2019-2020 is given in the table below:

Months	BSE	
	High	Low
April 2019	4.35	2.91
May 2019	3.24	1.98
June 2019	3.05	2.35
July 2019	3.04	2.17
August 2019	2.87	2.05
September 2019	3.18	2.16
October 2019	2.90	1.90
November 2019	2.44	2.04
December 2019	2.50	2.01
January 2020	2.54	2.22
February 2020	2.82	2.30
March 2020	2.39	1.48

- There was no trading of shares at The Calcutta Stock Exchange Limited during the year.



## Report On Corporate Governance (Contd.)

(vii) **Performance in comparison to broad based indices such as BSE Sensex, Crisil Index etc :-** N.A.

	31.03.2020	31.03.2019	Change (%)
Share Prices of the Company	1.57	3.99	-60.65%
BSE Sensex	29,468.49	38,672.91	-23.80%

(viii) **Registrar & Share Transfer Agents :-** Niche Technologies Pvt. Ltd., 3A Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata 700 017, Telephone- 033-2280 6616/17/18, Email- [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com).

(ix) **Share Transfer System :-** The transfer of shares is affected by the Registrar and Share Transfer Agents after necessary approvals of the authorised officer. The shares sent for physical transfer are generally registered within a period of maximum 15 days from the date of receipt provided the documents are in order.

(x) a) **Distribution of Shareholding as on 31<sup>st</sup> March, 2020:-**

No. of Shares	No. of Shareholders	Percentage to Total(%)	Total Shares	Percentage to Total(%)
1 – 500	1,280	50.12	2,23,241	0.12
501 – 1000	393	15.39	3,47,037	0.18
1001 – 5000	504	19.73	13,14,886	0.69
5001 – 10000	109	4.27	8,79,218	0.46
10001 – 50000	164	6.42	38,10,147	2.00
50001 – 100000	38	1.49	27,73,628	1.46
100001 & above	66	2.58	18,08,90,172	95.09
<b>Total</b>	<b>2,554</b>	<b>100.00</b>	<b>19,02,38,329</b>	<b>100.00</b>

b) **Shareholding Pattern of the Company as on 31<sup>st</sup> March, 2020 :-**

Category	No. of Shareholders	Total No. of Shares	Percentage To Total(%)
Promoters	5	11,49,98,406	60.45
Financial Institutions/Banks	1	99	0.00
Residents(Individual)	2,413	1,15,39,944	6.06
Non-Resident Individual /OCBs	22	5,05,065	0.26
Central Government/State Government(s)/President of India	1	4,000	0.00
Bodies Corporate	92	6,30,02,282	33.13
Clearing Corporation/Clearing Member/Trust	20	1,88,533	0.10
<b>Total</b>	<b>2,554</b>	<b>19,02,38,329</b>	<b>100.00</b>

(xi) **Dematerialization of Shares and Liquidity :-** Since the equity shares of the Company are compulsorily traded in dematerialized mode, the members are advised to hold their shares in dematerialized mode with any Depository Participants (DPs) registered with NSDL and / or CDSL. Requests for dematerialization of shares should be sent directly by the DPs concerned to the RTA, M/s. Niche Technologies Pvt. Ltd., 3A Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata 700 017 for further processing. In case of any delay on the part of the DPs to send the Demat Request Forms (DRF) and relevant Share Certificates beyond 15 days from the date of generation of the Demat Request Number (DRN) by the DPs, the said DRF will be rejected / cancelled. This is being done to ensure that no demat requests remain pending with the RTA beyond a period of 21 days from submission of DRF. Members / Investors should, therefore, ensure that their DPs do not delay in sending the DRF and relevant Share Certificates to the RTA immediately after generating the DRN.

## Report On Corporate Governance (Contd.)

As on 31<sup>st</sup> March, 2020 the number of shares in dematerialized form was 19,01,00,910 representing 99.93% of the total shares and the balance 1,37,419 shares representing 0.07 % of the shares were held in physical form and these shareholders are requested to dematerialize their shares in their own interests to avail the benefits of holding shares in dematerialized mode. All the shares held by promoter are in dematerialized form

- (xii) **Outstanding GDRs/Warrants or any convertible instruments, conversion date and likely impact on equity as on 31.03.2020 :-** NIL
- (xiii) **Plant location :-** The Company is Non-Banking Finance Company and hence there is no plant.
- (xiv) **Credit Rating :-** N.A.
- (xv) **Address for correspondence:**

**Registered Office:-** U. Y. Fincorp Limited,  
(Formerly known as Golden Goenka Fincorp Limited)  
16, Strand Road, 9<sup>th</sup> Floor  
Room No. 908 B, Kolkata-700001  
Phone No.- 033-4603 2315  
Fax No. – 033-44070020

**Corporate Office:-** U. Y. Fincorp Limited,  
Vaman Techno Centre, A-Wing, 7th Floor, Marol Naka,  
Makwana Road, Andheri (East) Mumbai-400059  
Phone- 022-42300 800

**Email ID :-** [contact@uyfincorp.com](mailto:contact@uyfincorp.com)

**Website :-** [www.uyfincorp.com](http://www.uyfincorp.com)

### XV. DISCLOSURES

- a) **Disclosures on materially significant related party transactions :-** The Company has not entered into any transactions of material nature, with its related parties that may have potential conflict with the interest of the Company at large, other than in the normal course of business. The transaction with related parties as per requirements of applicable Accounting Standards are disclosed in Note No. 41 of the Standalone Financial Statements.

Further the Company has formulated a policy on Related Party Transactions and the same is displayed on the Company's website and the web link of the same is: [https://www.uyfincorp.com/wp-content/uploads/2019/08/UYFL\\_Policy-on-Related-Party-Transaction.pdf](https://www.uyfincorp.com/wp-content/uploads/2019/08/UYFL_Policy-on-Related-Party-Transaction.pdf)

The Company is regular in complying with the requirement of the regulatory authorities on the matters relating to the capital market and no penalties / strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, for non-compliance of any matter during the last three years.

- b) The Board of Directors of the Company has adopted the Whistle Blower Policy which is in place as required under Section 177 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. This policy is established for directors and employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company's code of conduct or ethics policy, if any. No person has been denied access to the Audit Committee

The policy is also available on the Company's website and the web link of the same is:- <https://www.uyfincorp.com/wp-content/uploads/2019/08/UYFL-WB-Policy.pdf>

- c) The Company has complied with the mandatory requirements of Corporate Governance stipulated under SEBI Listing Regulations, 2015. The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below:-

#### **Reporting of Internal Auditor:-**

The Internal Audit Report is placed before the Audit Committee.

- d) The details relating to the commodity price risks and commodity hedging activities are not applicable to the Company.



## Report On Corporate Governance (Contd.)

- e) As on 31<sup>st</sup> March, 2020, the Company has one wholly owned material non-listed Indian subsidiary. The Company has formulated a policy on Material Subsidiary and the same is displayed on the Company's website and the web link of the same is: [https://www.uyfincorp.com/wp-content/uploads/2019/08/UYFL\\_Policy-on-Material-Subsidiaries.pdf](https://www.uyfincorp.com/wp-content/uploads/2019/08/UYFL_Policy-on-Material-Subsidiaries.pdf)
- f) Disclosure of Accounting Treatment:- In the preparation of the financial statements, the Company has followed Accounting Standards notified by Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.
- g) **Details of utilization of funds raised:-** No funds were raised by the Company through preferential allotment or qualified institutions placement.
- h) **Certificate from Company Secretary in Practice regarding Non-Debarment and Non-Disqualification of Directors:-** A certificate from M/s Prateek Kohli & Associates, Practising Company Secretary certifying that none of the Directors on the Board of the Company as on 31<sup>st</sup> March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such Statutory Authority, is annexed at the end of this Report.
- i) **Disclosure in relation to recommendation made by any Committee which was not accepted by the Board:-** During the year under review, there were no such recommendations made by any Committee of the Board that were mandatorily required and not accepted by the Board.
- j) **Total fees for all services paid to the Statutory Auditors by the Company and its Subsidiaries:-** Total fees paid by the Company and its Subsidiaries on a consolidated basis excluding GST thereon to the Statutory Auditors viz. M/s. Das & Prasad, Chartered Accountants, Kolkata (ICAI Firm Registration Number: 303054E) and all entities in the network firm/network entity of which the Statutory Auditors is a part are as follows:-

Particulars	Amount (In ₹)
As Auditors	1,41,600
For Taxation Matters	20,000
For Other Services	1,09,800
<b>Total</b>	<b>2,71,400</b>

- k) **Disclosure in terms of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder :-** In terms of the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder, the number of complaints received during the financial year 2019-20 along with their status of redressal as on financial year ended March 31, 2020 are as under:
- No. of complaints filed during the financial year 2019-20 :- Nil
  - No. of complaints disposed of during the financial year 2019-20:- Nil
  - No. of complaints pending redressal as on March 31, 2020:- Nil

**XVI.** The Company has complied with the requirements of Corporate Governance Report of sub-paras (2) to (10) of Schedule V of SEBI Listing Regulations, 2015.

**XVII.** The Company has complied all the mandatory requirement of Regulation 17 to 27 and clause (b) to (i) of sub-regulation 2 of Regulation 46 of SEBI Listing Regulations, 2015.

### **XVIII. CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

The annexed certificate from M/s. Prateek Kohli & Associates, Company Secretaries regarding compliance of conditions of Corporate Governance for the financial year ended 31<sup>st</sup> March, 2020 forms part of this Report.

### **XIX. EQUITY SHARES IN UNCLAIMED SUSPENSE ACCOUNT**

During the year under review, No shares of the Company were required to be transferred to Unclaimed Suspense Account in terms of SEBI Listing Regulations, 2015.

## Report On Corporate Governance (Contd.)

**Information about Directors proposed to be appointed/re-appointed at the Annual General Meeting as stipulated under Regulation 36(3) of the SEBI Listing Regulations, 2015:-**

<b>Name of Director</b>	Mr. Dinesh Burman	Mr. Deepak Kothari
<b>DIN</b>	00612904	00280323
<b>Date of Birth</b>	12.03.1957	16.06.1963
<b>Nationality</b>	Indian	Indian
<b>Date of first appointment on the Board</b>	30.07.2010	21.09.2017
<b>Qualification</b>	B. Sc, LLB	B.A. from Kanpur University
<b>Current Designation</b>	Whole-time Director	Whole-time Director
<b>Nature of Expertise</b>	An Experience in administrative and general corporate matters.	More than 25 years of experience in Manufacturing Industry of Liquor and veterinary, Real Estate Industry, NBFCs, Hotel Industry and Aviation
<b>Name of Directorship in other Listed Companies</b>	NIL	NIL
<b>Name of committees of other Listed Companies in which the director is a member/chairperson</b>	NIL	NIL
<b>No. of shares held in the Company</b>	NIL	3,34,40,499
<b>Details of Remuneration sought to be paid</b>	Members have already approved Special Resolution for the re-appointment of Mr. Dinesh Burman as Whole-time Director of the Company for the consecutive period of three years w.e.f. 30 <sup>th</sup> May, 2018 at the 25 <sup>th</sup> Annual General Meeting of the Company held on 26 <sup>th</sup> September, 2018.	Refer Item No. 3 of Annual General Meeting Notice.
<b>Terms and Conditions of the appointment</b>	Not Applicable since Director retire by rotation	Refer Item No. 3 of the Annual General Meeting Notice.
<b>Last drawn Remuneration</b>	Rs. 3,06,000 for the Financial Year 2019-20.	Rs. 24,00,000 for the Financial Year 2019-20.
<b>No. of Board Meeting attended during the financial year 2019-20</b>	Six	Five
<b>Relationships with other Directors and Key Managerial Personnel of the Company</b>	NIL	Father of Mr. Udai Kothari

The above Report was placed before and approved by the Board of Directors at their Meeting held on 29<sup>th</sup> August, 2020.

Place: Kolkata  
Date: 29<sup>th</sup> August 2020

**By Order of the Board**  
**Sd/-**  
**Udai Kothari**  
**(Chairman & Managing Director)**  
**(DIN:- 00284256)**





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## Report On Corporate Governance (Contd.)

### CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members,  
**U. Y. FINCORP LIMITED**  
(Formerly known as Golden Goenka Fincorp Limited)  
16 Strand Road,  
9th Floor, Room No. 908B,  
Kolkata-700001

We have examined the compliance of conditions of Corporate Governance by **U. Y. FINCORP LIMITED** (‘the Company’) for the year ended **31st March 2020**, as stipulated in Regulation 17 to 27, 46(2) (b) to (i), Schedule II and V (paragraphs C, D and E) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) as amended from time to time. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of certifications.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

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.

**Place: Kolkata**  
**Date: 26<sup>th</sup> August, 2020**  
**UDIN: A040967B000638619**

**For Prateek Kohli & Associates**  
**(Company Secretaries)**  
**Sd/-**  
**Prateek Kohli**  
**(Partner)**  
**(C.P. No.: 16457)**



Growth, Wealth, Success

## Report On Corporate Governance (Contd.)

### **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members,  
**U. Y. FINCORP LIMITED**  
(Formerly known as Golden Goenka Fincorp Limited)  
16 Strand Road,  
9th Floor, Room No. 908B,  
Kolkata-700001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **U. Y. Fincorp Limited** (CIN L65993WB1993PLC060377) and having registered office at 16, Strand Road 9<sup>th</sup> Floor. Room No.- 908B, Kolkata - 700001 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para - C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Deepak Kothari	00280323	21/09/2017
2.	Udai Kothari	00284256	21/09/2017
3.	Dinesh Burman	00612904	30/07/2010
4.	Govind Kumar Goyal	02466348	24/07/2015
5.	Leena Hinesh Jobanputra	06975039	12/11/2014
6.	Jignesh Dalal	08065507	15/02/2018
7.	Nishant Sharadrao Nanda	08196581	10/08/2018

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata  
Date: 26th August, 2020  
UDIN: A040967B000638553

For Prateek Kohli & Associates  
(Company Secretaries)  
Sd/-  
Prateek Kohli  
(Partner)  
(C.P. No.: 16457)



## Annexure-3 to the Directors' Report Extract of Annual Return

### FORM NO. MGT - 9 EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2020  
[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	:	L65993WB1993PLC060377
ii	Registration Date	:	07.10.1993
iii	Name of the Company	:	U. Y. Fincorp Limited (Formerly known as Golden Goenka Fincorp Limited)
iv	Category/Sub-category of the Company	:	Public Limited Company
v	Address of the Registered office & contact details	:	16 Strand Road, 9th Floor, Room No. 908B, Kolkata-700 001 Telephone No. :- 033-4603 2315 Fax No. :- 033-4407 0020
vi	Whether listed company	:	Yes, Listed on The BSE Limited & The Calcutta Stock Exchange Limited
vii	Name, Address & contact details of the Registrar & Share Transfer Agent, if any.	:	Niche Technologies Pvt. Ltd., 3A Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata- 700 017. Telephone No.:- 033-2280 6616/17/18

#### II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:- Non-Banking Finance Company (NBFC) which is principally engaged in lending and investing activities.

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 to the Product / Service	% to total turnover of the company
1	Non-Banking Financial Services (Lending & Investing Services)	649	100%

#### III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES :-

Sl. No.	Name & Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associates	% of Shares held	Applicable Section
1	Aristro Capital Markets Limited 24, Park Street, Park Centre, Magma House, 10th Floor, Kolkata- 700 016, West Bengal	U65999WB2009PLC135995	SUBSIDIARY	100%	2(87)
2	Purple Advertising Services Private Limited 45, Shakespeare Sarani, Century Tower 2nd Floor, Kolkata- 700 017, West Bengal	U74300WB2008PTC127335	ASSOCIATE	33.33%	2(6)

## Extract of Annual Return (Contd.)

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i) Category-wise Share Holding

	Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2019)				No. of Shares held at the end of the year (As on 31.03.2020)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.</b>	<b>PROMOTERS</b>									
(1)	Indian									
	a) Individual / HUF	66952198	0	66952198	35.194	66952198	0	66952198	35.194	0.000
	b) Central Government	0	0	0	0.000	0	0	0	0.000	0.000
	c) State Government	0	0	0	0.000	0	0	0	0.000	0.000
	d) Bodies Corporate	48046208	0	48046208	25.256	48046208	0	48046208	25.256	0.000
	e) Banks / Financial Institutions	0	0	0	0.000	0	0	0	0.000	0.000
	f) Any Other	0	0	0	0.000	0	0	0	0.000	0.000
	<b>Sub-total (A)(1)</b>	<b>114998406</b>	<b>0</b>	<b>114998406</b>	<b>60.450</b>	<b>114998406</b>	<b>0</b>	<b>114998406</b>	<b>60.450</b>	<b>0.000</b>
(2)	Foreign									
	a) NRIs - Individuals	0	0	0	0.000	0	0	0	0.000	0.000
	b) Other - Individuals	0	0	0	0.000	0	0	0	0.000	0.000
	c) Bodies Corporate	0	0	0	0.000	0	0	0	0.000	0.000
	d) Banks / Financial Institutions	0	0	0	0.000	0	0	0	0.000	0.000
	e) Any Other	0	0	0	0.000	0	0	0	0.000	0.000
	Sub-total (A)(2)	0	0	0	0.000	0	0	0	0.000	0.000
	<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>114998406</b>	<b>0</b>	<b>114998406</b>	<b>60.450</b>	<b>114998406</b>	<b>0</b>	<b>114998406</b>	<b>60.450</b>	<b>0.000</b>
<b>B.</b>	<b>PUBLIC SHAREHOLDING</b>									
(1)	Institutions									
	a) Mutual Funds	0	0	0	0.000	0	0	0	0.000	0.000
	b) Banks / Financial Institutions	0	0	0	0.000	99	0	99	0.000	0.000
	c) Central Governments	4000	0	4000	0.002	4000	0	4000	0.002	0.000
	d) State Governments	0	0	0	0.000	0	0	0	0.000	0.000
	e) Venture Capital Funds	0	0	0	0.000	0	0	0	0.000	0.000
	f) Insurance Companies	0	0	0	0.000	0	0	0	0.000	0.000
	g) Foreign Institutional Investors (FIIs)	0	0	0	0.000	0	0	0	0.000	0.000
	h) Foreign Venture Capital Funds	0	0	0	0.000	0	0	0	0.000	0.000
	i) Others (Specify)	0	0	0	0.000	0	0	0	0.000	0.000
	<b>Sub-total (B)(1)</b>	<b>4000</b>	<b>0</b>	<b>4000</b>	<b>0.002</b>	<b>4099</b>	<b>0</b>	<b>4099</b>	<b>0.002</b>	<b>0.000</b>
(2)	Non-Institutions									
	a) Bodies Corporate									
	i) Indian	62576924	27400	62604324	32.908	62986882	15400	63002282	33.118	0.210
	ii) Overseas	0	0	0	0.000	0	0	0	0.000	0.000
	b) Individuals									
	i) Individual shareholders holding nominal share capital upto ₹1 lakh	3708637	242659	3951296	2.077	3649275	121019	3770294	1.982	-0.095
	ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	6995545	0	6995545	3.677	7769650	0	7769650	4.084	0.407
	c) Others (Specify)									
	1. NRI	417518	1000	418518	0.220	504065	1000	505065	0.265	0.045
	2. Overseas Corporate Bodies	0	0	0	0.000	0	0	0	0.000	0.000
	3. Foreign Nationals	0	0	0	0.000	0	0	0	0.000	0.000
	4. Clearing Members	1266240	0	1266240	0.666	41151	0	41151	0.022	-0.644
	5. Trusts	0	0	0	0.000	0	0	0	0.000	0.000
	6. Foreign Bodies - D.R.	0	0	0	0.000	0	0	0	0.000	0.000
	7. IEPF Authority	0	0	0	0.000	147382	0	147382	0.077	0.077
	<b>Sub-total (B)(2)</b>	<b>74964864</b>	<b>271059</b>	<b>75235923</b>	<b>39.548</b>	<b>75098405</b>	<b>137419</b>	<b>75235824</b>	<b>39.548</b>	<b>0.000</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>74968864</b>	<b>271059</b>	<b>75239923</b>	<b>39.550</b>	<b>75102504</b>	<b>137419</b>	<b>75239923</b>	<b>39.550</b>	<b>0.000</b>
<b>C.</b>	<b>Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
	<b>GRAND TOTAL (A+B+C)</b>	<b>189967270</b>	<b>271059</b>	<b>190238329</b>	<b>100.000</b>	<b>190100910</b>	<b>137419</b>	<b>190238329</b>	<b>100.000</b>	<b>0.000</b>



## Extract of Annual Return (Contd.)

### ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding 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	
<b>A.</b>	<b>PROMOTERS</b>							
1	Deepak Kothari (HUF)	28000	0.015	0.000	28000	0.015	0.000	0.000
2	Deepak Kothari	33440499	17.578	0.000	33440499	17.578	0.000	0.000
3	Udai Kothari	33483699	17.601	0.000	33483699	17.601	0.000	0.000
4	Lotus Capital Financial Services Limited	37046208	19.474	0.000	37046208	19.474	0.000	0.000
5	U Y Industries Private Ltd	11000000	5.782	0.000	11000000	5.782	0.000	0.000
	<b>T O T A L</b>	<b>114998406</b>	<b>60.450</b>	<b>0.000</b>	<b>114998406</b>	<b>60.450</b>	<b>0.000</b>	<b>0.000</b>

### iii) Change in Promoter's Shareholding

Sl No.	Particulars	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
<b>1</b>	<b>MR. UDAI KOTHARI</b>				
	a) At the beginning of the Year	33483699	17.601		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	<b>c) At the End of the Year</b>			<b>33483699</b>	<b>17.601</b>
<b>2</b>	<b>MR. DEEPAK KOTHARI</b>				
	a) At the beginning of the Year	33440499	17.578		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	<b>c) At the End of the Year</b>			<b>33440499</b>	<b>17.578</b>
<b>3</b>	<b>DEEPAK KOTHARI (HUF)</b>				
	a) At the beginning of the Year	28000	0.015		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	<b>c) At the End of the Year</b>			<b>28000</b>	<b>0.015</b>
<b>4</b>	<b>LOTUS CAPITAL FINANCIAL SERVICES LIMITED</b>				
	a) At the Beginning of the Year	37046208	19.474		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	<b>c) At the End of the Year</b>			<b>37046208</b>	<b>19.474</b>
<b>5</b>	<b>U Y INDUSTRIES PRIVATE LTD</b>				
	a) At the Beginning of the Year	11000000	5.782		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	<b>c) At the End of the Year</b>			<b>11000000</b>	<b>5.782</b>

## Extract of Annual Return (Contd.)

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

Sl No.	For each of Top 10 Shareholders	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
1	<b>ONWARD SUPPLIERS PRIVATE LIMITED</b>				
	a) At the Beginning of the Year	9500000	4.994		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			9500000	4.994
2	<b>MOONRISE VINCOM PRIVATE LIMITED</b>				
	a) At the Beginning of the Year	7500000	3.942		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			7500000	3.942
3	<b>SANGAM MERCHANTS PVT.LTD.</b>				
	a) At the Beginning of the Year	6712156	3.528		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			6712156	3.528
4	<b>ALLTIME DEALER PRIVATE LIMITED</b>				
	a) At the Beginning of the Year	6056000	3.183		
	b) Changes during the year				
	Date Reason				
	05/04/2019 Transfer	1142234	0.600	7198234	3.784
	10/05/2019 Transfer	505000	0.265	7703234	4.049
	26/07/2019 Transfer	600000	0.315	8303234	4.365
	02/08/2019 Transfer	115297	0.061	8418531	4.425
	c) At the End of the Year			8418531	4.425
5	<b>LADOO GARMENTS PRIVATE LIMITED</b>				
	a) At the Beginning of the Year	3342016	1.757		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			3342016	1.757
6	<b>PMB HOLDINGS PVT LTD</b>				
	a) At the Beginning of the Year	2986636	1.570		
	b) Changes during the year				
	Date Reason				
	05/04/2019 Transfer	-4	0.000	2986632	1.570
	19/07/2019 Transfer	-1	0.000	2986631	1.570



## Extract of Annual Return (Contd.)

Sl No.	For each of Top 10 Shareholders	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
	14/02/2020 Transfer	-6	0.000	2986625	1.570
	20/03/2020 Transfer	-2	0.000	2986623	1.570
	<b>c) At the End of the Year</b>			<b>2986623</b>	<b>1.570</b>
<b>7</b>	<b>MAINLAND FINANCE PVT. LTD</b>				
	<b>a) At the Beginning of the Year</b>	<b>2892300</b>	<b>1.520</b>		
	b) Changes during the year				
	Date Reason				
	10/05/2019 Transfer	1260000	0.662	4152300	2.183
	12/07/2019 Transfer	130000	0.068	4282300	2.251
	13/09/2019 Transfer	75000	0.039	4357300	2.290
	25/10/2019 Transfer	299850	0.158	4657150	2.448
	21/02/2020 Transfer	55000	0.029	4712150	2.477
	<b>c) At the End of the Year</b>			<b>4712150</b>	<b>2.477</b>
<b>8</b>	<b>P K GANGWAL AND SONS PVT LTD</b>				
	<b>a) At the Beginning of the Year</b>	<b>1744794</b>	<b>0.917</b>		
	b) Changes during the year				
	Date Reason				
	20/03/2020 Transfer	-1	0.000	1744793	0.917
	<b>c) At the End of the Year</b>			<b>1744793</b>	<b>0.917</b>
<b>9</b>	<b>MAYBORN INVESTMENTS PRIVATE LTD</b>				
	<b>a) At the Beginning of the Year</b>	<b>1600000</b>	<b>0.841</b>		
	b) Changes during the year				
	Date Reason				
	28/02/2020 Transfer	-1600000	-0.841	0	0.000
	<b>c) At the End of the Year</b>			<b>0</b>	<b>0.000</b>
<b>10</b>	<b>HAMSAFAR VINCOM PRIVATE LIMITED</b>				
	<b>a) At the Beginning of the Year</b>	<b>1229261</b>	<b>0.646</b>		
	b) Changes during the year	<b>[NO CHANGES DURING THE YEAR]</b>			
	<b>c) At the End of the Year</b>			<b>1229261</b>	<b>0.646</b>



## Extract of Annual Return (Contd.)

Sl No.	For each of Top 10 Shareholders	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
11	<b>MOTI FINVEST LIMITED</b>				
	<b>a) At the Beginning of the Year</b>	<b>0</b>	<b>0.000</b>		
	b) Changes during the year				
	Date Reason				
	13/03/2020 Transfer	1600000	0.841	1600000	0.841
	<b>c) At the End of the Year</b>			<b>1600000</b>	<b>0.841</b>





## Extract of Annual Return (Contd.)

### v) Shareholding of Directors & Key Managerial Personnel

Sl No.	Particulars	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
1	<b>MR. UDAI KOTHARI</b>				
	a) At the beginning of the Year	33483699	17.601		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			33483699	17.601
2	<b>MR. DEEPAK KOTHARI</b>				
	a) At the beginning of the Year	33440499	17.578		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			33440499	17.578
3	<b>MR. DINESH BURMAN</b>				
	a) At the beginning of the Year	0	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			0	0.000
4	<b>MR. GOVIND KUMAR GOYAL</b>				
	a) At the beginning of the Year	0	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			0	0.000
5	<b>MRS. LEENA HINESH JOBANPUTRA</b>				
	a) At the beginning of the Year	0	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			0	0.000
6	<b>MR. JIGNESH DALAL</b>				
	a) At the beginning of the Year	0	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			0	0.000
7	<b>MR. NISHANT SHARADRAO NANDA</b>				
	a) At the beginning of the Year	0	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			0	0.000
8	<b>MRS. AMRITA MOHTA KOTHARI</b>				
	a) At the beginning of the Year	0	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			0	0.000
9	<b>MR. ALOK BANERJEE</b>				
	a) At the beginning of the Year	0	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			0	0.000



## Extract of Annual Return (Contd.)

### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Amount in ₹)

Particulars	Secured Loan excluding deposit	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the Financial Year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total(i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the Financial Year</b>				
Additions	-	8,50,00,000	-	<b>8,50,00,000</b>
Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the Financial Year</b>				
i) Principal Amount	-	8,50,00,000	-	<b>8,50,00,000</b>
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	8,50,00,000	-	<b>8,50,00,000</b>

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amount in ₹)

Sl. No	Particulars of Remuneration	Name of the MD/WTD/Manager			Total Amount
		Udai Kothari, Managing Director	Deepak Kothari, Whole-time Director	Dinesh Burman, Whole-time Director	
1	Gross Salary (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 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	48,00,000	24,00,000	3,06,000	75,06,000
2	Stock option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission as % of profit	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total (A)</b>	<b>48,00,000</b>	<b>24,00,000</b>	<b>3,06,000</b>	<b>75,06,000</b>
	<b>Overall Ceiling as per the Act</b>	<b>Remuneration is within limits of the Provisions of Section 197 of the Companies Act, 2013 read with Schedule V.</b>			

#### B. Remuneration to other Directors:

(Amount in ₹)

Sl. No	Particulars of Remuneration	Name of the Directors				Total Amount
		Nishant Sharadrao Nanda	Leena Hinesh Jobanputra	Jignesh Dalal	Govind Kumar Goyal	
<b>1. Independent Directors</b>						
(a)	Fee for attending Board/Committee meetings	30,000	37,000	38,000	34,000	1,39,000
(b)	Commission	-	-	-	-	-
(c)	Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	<b>30,000</b>	<b>37,000</b>	<b>38,000</b>	<b>34,000</b>	<b>1,39,000</b>
<b>2. Other Non Executive Directors</b>						
(a)	Fee for attending Board/Committee meetings	-	-	-	-	-
(b)	Commission	-	-	-	-	-
(c)	Others, please specify.	-	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (B)=(1+2)</b>	<b>30,000</b>	<b>37,000</b>	<b>38,000</b>	<b>34,000</b>	<b>1,39,000</b>
	<b>Total Managerial Remuneration (A+B)</b>					<b>76,45,000</b>



## Extract of Annual Return (Contd.)

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

(Amount in ₹)

Sl. No	Particulars of Remuneration	Key Managerial Personnel		Total
		CFO	CS	
		Mr. Alok Banerjee	Mrs. Amrita Mohta Kothari	
1	Gross Salary (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 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	12,00,000	8,25,500	20,25,500
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission as % of profit	-	-	-
5	Others, please specify	-	-	-
	<b>Total</b>	<b>12,00,000</b>	<b>8,25,500</b>	<b>20,25,500</b>

### VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

(Amount in ₹)

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

**Registered Office:**  
16 Strand Road  
9th Floor, Room No. 908B  
Kolkata-700001  
Dated: 29th August, 2020

By Order of the Board  
Sd/-  
Udai Kothari  
(Chairman & Managing Director)  
(DIN:- 00284256)

## Annexure-4 to the Directors' Report Statement containing salient features of the Financial Statement of Subsidiaries / Associate Companies / Joint Ventures

### **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:-**

1	Name of the Subsidiary Company	Aristro Capital Markets Limited
2	The date since when subsidiary was acquired	25 <sup>th</sup> May, 2013
3	Reporting period for the subsidiary	31 <sup>st</sup> March, 2020
4	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	₹
5	Share Capital	90,00,000
6	Reserves & Surplus	5,40,97,443
7	Total Assets	9,68,62,450
8	Total Liabilities	9,68,62,450
9	Investments	90,91,668
10	Turnover	5,77,82,392
11	Profit before Taxation	(8,33,47,445)
12	Provision for Taxation	NIL
13	Profit after Taxation	(8,33,47,445)
14	Proposed Dividend	NIL
15	% of share holding	100%

#### **Notes:**

1. Names of Subsidiaries which are yet to commence operations :- N.A.
2. Names of Subsidiaries which have been liquidated or sold during the year :- N.A.



## Statement containing salient features of the Financial Statement of Subsidiaries / Associate Companies / Joint Ventures (Contd.)

### Part "B": Associates and Joint Ventures:-

1	Name of the Associate Company	Purple Advertising Services Private Limited
2	Latest audited Balance Sheet Date	31 <sup>st</sup> March, 2020
3	Date on which the Associate/Joint Ventures was associated or acquired	7 <sup>th</sup> December, 2012
4	Shares of Associate/Joint Ventures held by the Company on the year end: <ul style="list-style-type: none"> <li>• No. of shares (equity)</li> <li>• Amount of investment in Associates/Joint Venture</li> <li>• Extend of Holding %</li> </ul>	25,00,000 Equity Shares ₹ 9,00,00,000 33.33%
5	Description of how there is significant influence	Associate
6	Reason why the Associate is not consolidated	Financials could not be completed and hence same has not been considered for consolidation purpose.
7	Net worth attributable to shareholding as per latest audited Balance Sheet	
8	Profit/Loss for the year : Considered in Consolidation Not considered in Consolidation	

### Notes:

- Names of Associates or Joint Ventures which are yet to commence operations : N.A.
- Names of Associates or Joint Ventures which have been liquidated or sold during the year : N.A.

For **Das & Prasad**  
Chartered Accountants  
(Firm's Registration No. 303054E)

Sd/-  
**Sumit Kumar Rajgarhia**  
(Partner)  
(Membership No. 068270)

Place: Kolkata  
Date: 7th August, 2020

For and on behalf of the Board of Directors

Sd/-  
**Udai Kothari**  
(Chairman & Managing Director)  
(DIN:- 00284256)

Sd/-  
**CA Alok Banerjee**  
(Chief Financial Officer)

Sd/-  
**Deepak Kothari**  
(Executive Director)  
(DIN:- 00280323)

Sd/-  
**Amrita Mohta Kothari**  
(Company Secretary)



## Annexure - 5 to the Directors' Report Secretarial Audit Report

### SECRETARIAL AUDIT REPORT

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> DAY OF MARCH, 2020**

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

To,  
The Members,  
U. Y. Fincorp Limited  
(Formerly known as Golden Goenka Fincorp Limited)  
16 Strand Road,  
9<sup>th</sup> Floor, Room No. 908B  
Kolkata 700001

We have conducted the Secretarial Audit of the compliance of applicable Statutory Provisions and the adherence to good corporate practices by U. Y. Fincorp Limited (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the Corporate Conducts/ Statutory Compliances and expressing our opinion thereon.

Based on our verification of the U. Y. Fincorp Limited 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 **31<sup>st</sup> March, 2020** 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 **31<sup>st</sup> March, 2020** 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 and the rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

We have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliance under other applicable Acts, Laws and Regulations. The List of major head/groups of Acts, Laws and Regulations as applicable to the Company inter-alia includes:

- The Reserve Bank of India Act, 1934 and the regulations made there under.

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

- i. The uniform Listing Agreements entered into by the Company, with **The BSE Limited & The Calcutta Stock Exchange Limited**.
- ii. The Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- iii. The Secretarial Standards (SS - 1 and SS - 2) issued by the Institute of Company Secretaries of India.



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## Secretarial Audit Report (Contd.)

We further report that:

The Board of Directors of the Company **is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director.**

**We further report that** during the period under review there has been no change in the composition of the Board of Directors during the period under review.

Adequate Notice is given to all Directors to schedule the Board/Committee Meetings. Information and circulation of the agenda with detailed information thereof, convening of meetings was done in compliance with the applicable laws, rules, regulations and guidelines, etc. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meetings.

Resolutions were carried through majority decision. The minutes of the meetings held during the audit period did not reveal any dissenting members' views.

**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.

**We further report that** during the period under review we have not come across with any events having major bearing on the affairs of the company :

**Place: Kolkata**  
**Date: 26th August, 2020**  
**UDIN: A040967B000638641**

**For Prateek Kohli & Associates**  
**(Company Secretaries)**  
**Sd/-**  
**Prateek Kohli**  
**(Partner)**  
**(C.P. No.: 16457)**

*{Our report is also to be read with our letter annexed in "Annexure A".}*



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## Secretarial Audit Report (Contd.)

### 'Annexure A'

**To,  
The Members  
U. Y. Fincorp Limited**

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

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

**Place: Kolkata  
Date: 26th August, 2020  
UDIN: A040967B000638641**

**For Prateek Kohli & Associates  
(Company Secretaries)  
Sd/-  
Prateek Kohli  
(Partner)  
(C.P. No.: 16457)**





## Annexure-6 to the Directors' Report Particulars of Employees

**PARTICULARS UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016**

- (i) **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year 2019-2020 :-**

Sl. No.	Name of the Director	Ratio
1	Udai Kothari (Managing Director)	12.11 : 1
2	Deepak Kothari (Whole-time Director)	6.05 : 1
3	Dinesh Burman ( Whole-time Director)	0.77 : 1

Other Directors of the Company are paid only sitting fees which are not considered as remuneration.

- (ii) **The percentage increase in the remuneration of each Director, Chief Financial Officer and Company Secretary or manager in the Financial Year 2019-2020 :-**

Sl. No.	Name	% Increase
1	Udai Kothari (Managing Director)	NIL
2	Deepak Kothari (Whole-time Director)	NIL
3	Dinesh Burman (Whole-time Director)	NIL
4	Amrita Mohta Kothari (Company Secretary)	NIL
5	Alok Banerjee (Chief Financial Officer)	NIL

Other Directors of the Company are paid only sitting fees which are not considered as remuneration.

- (iii) **The percentage increase in the median remuneration of employees in the Financial Year 2019-2020 :-** (11.54%)

- (iv) **The number of permanent employees on the rolls of the Company: -**

There were 7 employees on the rolls as on March 31, 2020.

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

There was no increase in Remuneration paid to Managing Director & Whole-time Director during the financial year ended 31<sup>st</sup> March, 2020.

- (vi) **Affirmation that the remuneration is as per the Remuneration Policy of the Company:-** Yes

Place: Kolkata  
Date: 29th August 2020

*For U. Y. Fincorp Limited*  
Sd/-  
*Udai Kothari*  
(Chairman & Managing Director)  
(DIN:- 00284256)



## Annexure-7 to the Directors' Report Annual Report on Corporate Social Responsibility (CSR) Activities

### Annual Report on Corporate Social Responsibility (CSR) Activities

**1. A brief outline of the Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:**

In terms of Section 135 and Schedule VII of the Companies Act, 2013, the Board of Directors have constituted a "Corporate Social Responsibility (CSR) Committee."

On the recommendation of the said committee, the Board has approved a Corporate Social Responsibility ('CSR') policy which contains the CSR activities being carried out by the Company, governance structure, implementation process, etc.

The Policy recognizes that corporate social responsibility is not merely compliance; it is a commitment to support initiatives that measurably improve the lives of underprivileged by one or more of the following focus areas as notified under Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014:

- Eradicating hunger, poverty and malnutrition.
- Promoting Health care including Preventive Health care.
- Ensuring environmental sustainability and ecological balance.
- Employment and livelihood enhancing vocational skills and projects.
- Promotion of education.
- Promoting gender equality and women empowerment.
- Rural Development Projects etc.

The CSR Policy of the Company has been uploaded on the Company's website and the web link of the same is:- [https://www.uyfincorp.com/wp-content/uploads/2019/08/UYFL\\_CSR-Policy.pdf](https://www.uyfincorp.com/wp-content/uploads/2019/08/UYFL_CSR-Policy.pdf)

**2. Composition of the CSR Committee:**

The composition of Committee as on date are:-

- > Mr. Udai Kothari - Chairman
- > Mr. Dinesh Burman - Member
- > Mr. Jignesh Dalal - Member

**3. Average net profit of the Company for last three financial years : ₹ 1,517.23 Lakhs**

**4. Prescribed CSR Expenditure(two percent of the amount as in item 3 above) : ₹ 30.34 Lakhs**

**5. Details of CSR Spent during the Financial Year:**

- i. Total amount to be spent for the financial year : ₹ 30.34Lakhs
- ii. Amount Spent : ₹ 31.00 Lakhs
- iii. Amount unspent, if any : NIL



## Annual Report on Corporate Social Responsibility (CSR) Activities(Contd.)

**iv. Manner in which amount spent during the financial year is detailed below:-**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
SL NO.	CSR project or activity identified	Sector in which the Project is Covered	Projects or Programms (1)Local Area or other (2) Specify the State and District where projects or programms was undertaken	Amount outlay (budget) project or programms wise.	Amount spent on the projects or programms Sub-heads : (1)Direct expenditure on projects or programms. (2)Overheads	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency
1.	Promotion of education (Clause ii of Schedule VII of Companies Act, 2013)	Providing the Education through All India Social Education Charitable Trust	Ahmedabad, Gujarat	₹ 31.00 Lakhs	₹ 31.00 Lakhs	₹ 31.00 Lakhs	Direct

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report: Not Applicable

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company:

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Place: Kolkata  
Date: 29th August 2020

**For U. Y. Fincorp Limited**  
Sd/-  
**Udai Kothari**  
(Chairman & Managing Director)  
(DIN:- 00284256)



# **Standalone Financials**



# INDEPENDENT AUDITOR'S REPORT

## TO THE MEMBERS OF U.Y. FINCORP LIMITED

### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the accompanying standalone financial statements of U. Y. Fincorp Limited (“the Company”), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis of Opinion

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

#### Emphasis of Matter

Note no 32(e) to the standalone financial statements which explains the uncertainties and management’s assessment of the financial impact due to the lock-down and other restrictions and conditions related to the COVID-19 pandemic situation, for which a definitive assessment of the impact in subsequent period is highly dependent upon circumstances they evolve.

#### Key Audit Matters

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

SL.	Key Audit Matter (KAM)	Auditor’s Response
1	<p><b>Transition to Ind AS</b></p> <p>In accordance with the roadmap for implementation of Ind AS for non banking financial companies, as announced by the Ministry of Corporate Affairs, the Company has adopted Ind AS from April 1, 2019 with an effective date of April 1, 2018 for such transition. For periods upto and including the year ended March 31, 2019, the Company had prepared and presented its financial statements in accordance with the erstwhile generally accepted accounting principles in India (Indian GAAP). In order to give effect of the transition to Ind AS these financial statements for the year ended March 31, 2020, together with the comparative financial information for the previous year ended March 31, 2019 and the transition date balance sheet as at April 1, 2018 have been prepared under Ind AS.</p> <p>The transition has involved significant change in the Company’s policies and processes relating to financial reporting, including generation of reliable and supportable information.</p> <p>In view of the complexity arising from implementing the</p>	<p>Our audit procedure includes</p> <ul style="list-style-type: none"> <li>• Read the Ind AS impact assessment performed by the management to identify areas to be impacted on account of Ind AS transition.</li> <li>• Understood the financial statement closure process established by the Company for transition to Ind AS.</li> <li>• Read changes made to the accounting policies in light of the requirements of the new framework.</li> <li>• Assessed the judgement exercised by the management in applying the first-time adoption principles of Ind AS 101 especially in respect of fair valuation of assets and liabilities existing as at transition date.</li> <li>• Assessed the judgement applied by the Company in determining its business model for classification of financial assets.</li> </ul> <p>Tested the accounting adjustments posted as at the transition date and in respect of the previous year to convert the financial information reported under erstwhile Indian GAAP to Ind AS.</p>

## INDEPENDENT AUDITOR'S REPORT (Contd.)

SL.	Key Audit Matter (KAM)	Auditor's Response
	principles of Ind AS at the transition date, which could result in a misstatement in these Ind AS financials statements, this has been an area of key focus in our audit.	Assessed disclosures included in the Ind AS financial statements in accordance with the requirements of Ind AS 101, with respect to the previous periods presented.
2	<p><b>Impairment loss allowance of loans and advances</b></p> <p>Impairment loss allowance of loans and advances ("Impairment loss allowance") is a key audit matter as the Company has significant credit risk exposure. The value of loans and advances on the balance sheet is significant and there is a high degree of complexity and judgment involved for the Company in estimating individual and collective credit impairment provisions and write-offs against these loans. The Company's model to calculate expected credit loss ("ECL") is inherently complex and judgment is applied in determining the three-stage impairment model ("ECL Model"), including the selection and input of forward-looking information. ECL provision calculations require the use of large volumes of data. The completeness and reliability of data can significantly impact the accuracy of the modelled impairment provisions. The accuracy of data flows and the implementation of related controls are critical for the integrity of the estimated impairment provisions.</p>	<p>We started our audit procedures with the understanding of the internal control environment related to Impairment loss allowance. Our procedures over internal controls focused on recognition and measurement of impairment loss allowance. We assessed the design and tested the operating effectiveness of the selected key controls implemented by the Company.</p> <p>We also assessed whether the impairment methodology used by the Company is in line with the requirements of Ind AS 109, "Financial instruments". More particularly, we assessed the approach of the Company regarding the definition of default, Probability of Default, Loss Given Default and incorporation of forward-looking information for the calculation of ECL.</p> <p>For loans and advances which are assessed for impairment on a portfolio basis, we performed particularly the following procedures:</p> <ul style="list-style-type: none"> <li>• tested the reliability of key data inputs and related management controls;</li> <li>• checked the stage classification as at the balance sheet date as per definition of default;</li> <li>• validated the ECL model and calculation by involving our Information Technology Expert;</li> <li>• calculated the ECL provision manually for a selected sample; and</li> <li>• assessed the assumptions made by the Company in making accelerated provision, considering forward looking information and based on the status of a particular industry as on the reporting date.</li> </ul> <p>For loans and advances which are written off during the year under audit, we read and understood the methodology and policy laid down and implemented by the Company in this regard along with its compliance on sample basis.</p>

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

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

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

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

If, 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.

### Responsibilities of Management and Those Charged With Governance for the Standalone Financial Statement

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS



## INDEPENDENT AUDITOR'S REPORT (Contd.)

and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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 has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone 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.



## INDEPENDENT AUDITOR'S REPORT (Contd.)

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements as stated in Note No 28 to the Ind AS financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There has been no delay in transferring amounts, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Das & Prasad**

Chartered Accountants

(Firm's Registration No.303054E)

Sd/-

**Sumit Kumar Rajgarhia**

(Partner)

(Membership No. 068270)

UDIN - 20068270AAAAAM1255

Place: Kolkata

Date: August 07, 2020





## Annexure - A to the Auditor's Report

### **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 U. Y. Fincorp Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

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

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

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

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

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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



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## Annexure - A to the Auditor's Report (Contd.)

that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, 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, 2020, 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 **Das & Prasad**

Chartered Accountants

(Firm's Registration No.303054E)

Sd/-

**Sumit Kumar Rajgarhia**

(Partner)

(Membership No. 068270)

UDIN - 20068270AAAAAM1255

Place: Kolkata

Date: August 07, 2020



## Annexure - B to the Auditor's Report

**The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone Ind AS financial statements for the period ended March 31, 2020, we report that:**

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets;
- (b) The fixed assets were physically verified during the year under audit by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on the such verification;
- (c) As per information and explanation given to us by the management, and the records verified by us and based on the examination of the registered sale deed / lease deed provided to us, we report that all the immovable properties are held in the name of the Company.
- (ii) In our opinion, the inventories which include shares in dematerialised were verified through demat statement, during the year by the Management at reasonable intervals and as explained to us, no material discrepancies were noticed on physical verification.
- (iii) In respect of the loans, secured or unsecured, granted by the Company to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013:
  - (a) In our opinion and according to the information given to us, the terms and conditions of the loans given by the Company are prima facie, not prejudicial to the interest of the Company.
  - (b) The schedule of repayment of principal and payment of interest has been stipulated and repayments of principal amounts and /or receipts of interest have been regular as per stipulations.
  - (c) There are no overdue amounts in respect of the loan granted to the aforesaid listed in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made and guarantee and security provided.
- (v) The Company has not accepted any deposit from the public covered under Section 73 to 76 of the Companies Act, 2013. Therefore, the provisions of paragraph 3(v) of the Order is not applicable to the Company.
- (vi) Being a Non-Banking Financial Company, the provisions of paragraph 3(vi) of the Order is not applicable to the Company.
- (vii) (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Income Tax, Service Tax, Cess or other material statutory dues have been generally regularly deposited during the year by the Company with appropriate authorities. According to the information and explanation given to us no undisputed statutory dues including Provident Fund, Income Tax, Service Tax, Value Added Tax, GST, Cess or other material statutory dues were in arrears as at March 31, 2020 for a period of more than six months from the date they become payable.  
(b) According to the information and explanation given to us, there were no disputed dues which have not been deposited by the company on account of dispute as at March 31, 2020
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) According to information and explanation given to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year ended March 31, 2020. Accordingly paragraph 3(ix) of the Order is not applicable.
- (x) Based on the audit procedures performed and the information and explanations given to us, we report that no material fraud on or by the Company has been noticed or reported during the period, nor have we been informed of such case by the management;
- (xi) According to information and explanation given to us, the Company has paid or provided managerial remuneration in accordance with the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company and hence the paragraph 3(xii) is not applicable;
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company,



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## Annexure - B to the Auditor's Report (Contd.)

transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards

- (xiv) According to information and explanation given to us the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the period under review;
- (xv) According to information and explanation given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly the paragraph 3(xv) is not applicable the Company;
- (xvi) In our opinion and on the basis of information and explanation given to us by the management, the Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the company has obtained the necessary registration.

For **Das & Prasad**

Chartered Accountants

(Firm's Registration No.303054E)

Sd/-

**Sumit Kumar Rajgarhia**

(Partner)

(Membership No. 068270)

UDIN - 20068270AAAAAM1255

Place: Kolkata

Date: August 07, 2020



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## Balance Sheet as at 31st March, 2020

(₹ in '000)

Particulars	Note	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
<b>I ASSETS</b>				
<b>1 Financial Assets</b>				
(a) Cash and cash equivalents	3	5,777.45	21,241.35	31,720.67
(b) Bank balance other than (a) above	4	155.34	275.63	120.29
(c) Receivables				
(i) Trade receivables	5	-	-	136.49
(d) Loans	6	20,29,780.27	20,22,607.27	19,37,873.76
(e) Investment	7	4,63,844.67	3,58,786.00	3,43,186.00
(f) Other financial assets	8	1,19,228.77	1,22,896.55	1,26,014.10
<b>2 Non-Financial Assets</b>				
(a) Inventories	9	64.69	84.09	1,338.66
(b) Current tax assets (Net)		-	24,578.12	20,656.57
(c) Deferred tax assets (Net)	10	58,922.66	37,417.03	9,241.91
(d) Investment in Property	12	1,189.00	1,189.00	1,189.00
(e) Property, Plant and Equipment	11	9,763.54	8,941.78	10,694.34
(f) Other non-financial assets	13	62.09	72.30	178.06
<b>Total Assets</b>		<b>26,88,788.48</b>	<b>25,98,089.12</b>	<b>24,82,349.84</b>
<b>II LIABILITIES AND EQUITY</b>				
<b>Liabilities</b>				
<b>1 Financial Liabilities</b>				
(a) Borrowings (other than debt securities)	14	85,000.00	-	-
(b) Other financial liabilities	15	7,596.78	-	1,094.25
<b>2 Non-Financial Liabilities</b>				
(a) Provisions	16	2,57,482.24	1,49,506.73	45,218.77
(b) Current tax liabilities (Net)		2,643.94	-	-
(c) Other non-financial liabilities	17	10,795.18	1,627.04	418.19
<b>3. Equity</b>				
a) Equity Share capital	18	9,51,191.65	9,51,191.65	9,51,191.65
(b) Other Equity	19	13,74,078.69	14,95,763.71	14,84,426.99
<b>Total Liabilities and Equities</b>		<b>26,88,788.48</b>	<b>25,98,089.12</b>	<b>24,82,349.84</b>

Significant Accounting Policies and Notes to Financial Statements  
The Notes referred to above form an integral part of the Balance Sheet  
This is the Balance Sheet referred to in our report of even date

1 to 43

For **Das & Prasad**  
Chartered Accountants  
(Firm's Registration No. 303054E)

For and on behalf of the Board of Directors

Sd/-  
**Sumit Kumar Rajgarhia**  
(Partner)  
(Membership No. 068270)

Sd/-  
**Udai Kothari**  
(Chairman & Managing Director)  
(DIN:- 00284256)

Sd/-  
**Deepak Kothari**  
(Executive Director)  
(DIN:- 00280323)

Place: Kolkata  
Date: **07th August, 2020**

Sd/-  
**CA Alok Banerjee**  
(Chief Financial Officer)

Sd/-  
**Amrita Mohta Kothari**  
(Company Secretary)



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## Statement of Profit and Loss for the year ended 31st March, 2020

(₹ in '000)

Particulars	Note	For the Year ended 31st March 2020	For the Year ended 31st March 2019
<b>Revenue from Operations</b>	20		
Interest Income		1,72,117.14	1,99,675.69
Sale of Shares		-	421.66
<b>(I) Total revenue from operations</b>		<b>1,72,117.14</b>	<b>2,00,097.35</b>
<b>(II) Other Income</b>	21	<b>8,076.99</b>	<b>82.09</b>
<b>(III) Total Income (I+II)</b>		<b>1,80,194.13</b>	<b>2,00,179.44</b>
<b>(IV) Expenses</b>			
Finance Costs	22	7,131.69	-
Change in Inventories of Finished Goods	23	19.40	1,254.57
Employee Benefits Expenses	24	11,780.62	11,410.24
Depreciation and Amortization Expenses	25	1,407.70	1,838.35
Other Expenses	26	6,243.75	20,812.62
<b>(V) Total Expenses</b>		<b>26,583.16</b>	<b>35,315.78</b>
<b>(VI) Profit/(Loss) before exceptional items &amp; Tax (III-V)</b>		<b>1,53,610.98</b>	<b>1,64,863.66</b>
<b>(VII) Exceptional Items</b>			
Contingent Provisions against Standard Assets		(808.23)	2.08
Provision(Reversal) of Non-Performing Assets		1,08,653.37	1,04,756.28
<b>(VIII) Profit/(Loss) before tax (VI-VII)</b>		<b>45,765.84</b>	<b>60,105.30</b>
<b>(IX) Tax Expenses</b>			
Current Tax		37,252.08	48,043.04
Deferred Tax Expenses/(Income)		(21,505.63)	(28,175.12)
Income Tax relating to earlier years		2,526.35	(3.67)
<b>(X) Profit/(Loss) for the year (VIII-IX)</b>		<b>27,493.04</b>	<b>40,241.05</b>
<b>(XI) Other Comprehensive Income/(Expenses) (OCI)</b>			
<b>Items that will not be reclassified to profit or loss:</b>			
- Remeasurement of defined benefit plans		(45.22)	37.95
- Net Loss on Fair Value Changes		(24,108.00)	(17,500.00)
<b>(XII) Other Comprehensive Income/(Loss) (XI)</b>		<b>(24,153.22)</b>	<b>(17,462.05)</b>
<b>(XIII) Total Comprehensive Income/(Loss) for the period</b>		<b>3,339.82</b>	<b>22,779.00</b>
<b>Earnings per Equity Share (Nominal Value ₹ 5/- per Equity Share)</b>	27		
Basic (₹)		0.14	0.21
Diluted (₹)		0.14	0.21

Significant Accounting Policies and Notes to Financial Statements 1 to 43

The Notes referred to above form an integral part of the Statement of Profit & Loss

This is the Statement of Profit & Loss referred to in our report of even date

For **Das & Prasad**  
Chartered Accountants  
(Firm's Registration No. 303054E)

For and on behalf of the Board of Directors

Sd/-  
**Sumit Kumar Rajgarhia**  
(Partner)  
(Membership No. 068270)

Sd/-  
**Udai Kothari**  
(Chairman & Managing Director)  
(DIN:- 00284256)

Sd/-  
**Deepak Kothari**  
(Executive Director)  
(DIN:- 00280323)

Place: Kolkata  
Date: **07th August, 2020**

Sd/-  
**CA Alok Banerjee**  
(Chief Financial Officer)

Sd/-  
**Amrita Mohta Kothari**  
(Company Secretary)



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## Cash Flow Statement for the year ended 31st March, 2020

(₹ in '000)

Particulars	For the Year ended 31st March 2020	For the Year ended 31st March 2019
<b>A. Cash Flow from Operating Activities</b>		
<b>Net Profit Before extraordinary items and Tax</b>	45,765.84	60,105.30
<b>Additions</b>		
Depreciation/ Amortisation and Impairment	1,407.70	1,838.35
Finance costs	7,131.69	-
Actuarial Gain/ Loss on defined benefit obligation	(45.22)	37.95
Deemed Interest on Amortised Cost	(4,177.68)	-
<b>Operating Profit before Working Capital Changes</b>	<b>50,082.33</b>	<b>61,981.59</b>
<b>Adjusted for :</b>		
(Increase)/Decrease in Trade and other Receivables	-	136.49
(Increase)/Decrease in Loans Assets	(7,173.00)	(84,733.51)
(Increase)/Decrease in Other Bank Balances	120.29	(155.34)
(Increase)/Decrease in Other Financial Assets	3,667.78	3,117.55
(Increase)/Decrease in Inventories	19.41	1,254.57
(Increase)/Decrease in Other Non Financial Assets	10.21	105.76
Increase/( Decrease) in Other Financial Liabilities	7,596.78	-
Increase/( Decrease) in Provisions	1,07,975.51	1,04,287.97
Increase/( Decrease) in Other Non Financial Liabilities	(831.86)	114.60
<b>Cash Generated from operations</b>	<b>1,61,467.43</b>	<b>86,109.67</b>
Direct Taxes Paid/Refund received	(12,545.35)	(51,960.91)
<b>Net Cash flow from/(used in) Operating Activities</b>	<b>a</b>	<b>34,148.76</b>
<b>B. Cash Flow from Investing Activities</b>		
Capital Advances received	10,000.00	-
Purchase of Property, Plant & Equipments	(2,229.45)	(85.80)
Purchase of Investment	(2,50,000.00)	(33,100.00)
<b>Net cash flow from /(used in) Investing Activities</b>	<b>b</b>	<b>(33,185.80)</b>
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from Borrowings	85,000.00	-
Dividend Paid	-	(9,511.92)
Tax on Dividend Paid	(24.84)	(1,930.36)
Finance cost	(7,131.69)	-
<b>Net Cash flow from /(used in) Financing Activities</b>	<b>c</b>	<b>(11,442.28)</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents</b>	<b>a+b+c</b>	<b>(10,479.31)</b>
Cash & Cash Equivalents at the beginning of the year	21,241.35	31,720.67
<b>Cash &amp; Cash Equivalents at the end of the year</b>	<b>5,777.45</b>	<b>21,241.35</b>
<b>Components of Cash &amp; Cash Equivalents at the end of the year</b>		
a) Cash on Hand	513.39	116.78
b) Balance with Banks - In Current Accounts	5,264.06	21,124.57
<b>Total</b>	<b>5,777.45</b>	<b>21,241.35</b>

### Explanations:

- The above Cash Flow Statement has been prepared under the Indirect Method as set out in the IND - AS 7 'Statement Cash Flow'
- Previous year's figures have been regrouped/ reclassified wherever necessary to conform to the current year's classification.

This is the Cash Flow Statement referred to in our report of even date

For **Das & Prasad**  
Chartered Accountants  
(Firm's Registration No. 303054E)

For and on behalf of the Board of Directors

**Sd/-**  
**Sumit Kumar Rajgarhia**  
(Partner)  
(Membership No. 068270)

**Sd/-**  
**Udai Kothari**  
(Chairman & Managing Director)  
(DIN:- 00284256)

**Sd/-**  
**Deepak Kothari**  
(Executive Director)  
(DIN:- 00280323)

Place: Kolkata  
Date: **07th August, 2020**

**Sd/-**  
**CA Alok Banerjee**  
(Chief Financial Officer)

**Sd/-**  
**Amrita Mohta Kothari**  
(Company Secretary)



## Statement of Changes in Equity

### A. Equity Share Capital

(₹ in '000)

Particulars	As at 31st March 2020		As at 31st March 2019		As at 1st April 2018	
	No. of shares	(Amount)	No. of shares	(Amount)	No. of shares	(Amount)
<b>At the beginning of the year</b>	<b>19,02,38,329</b>	<b>9,51,191.65</b>	<b>19,02,38,329</b>	<b>9,51,191.65</b>	<b>19,02,38,329</b>	<b>9,51,191.65</b>
Add: Addition during the year		-		-		-
<b>At the End of the year</b>		<b>9,51,191.65</b>		<b>9,51,191.65</b>		<b>9,51,191.65</b>

### B. Other Equity

(₹ in '000)

Particulars	Securities Premium Reserve	Retained Earning	Other Reserve	General Reserve	Special Reserve [Reserve Fund as per Section 45-IC of RBI Act, 1934]	Fair Value of Other Comprehensive Income (FVOCI) Equity	Total Equity
<b>Balance as at 1st April, 2018</b>	<b>11,11,476.05</b>	<b>3,19,034.68</b>	-	<b>372.89</b>	<b>81,043.38</b>	<b>(27,500.00)</b>	<b>14,84,426.99</b>
Add : Profit/(Loss) for the year	-	40,241.04	-	-	16,274.95	-	56,515.99
Add/(Less) : Other Comprehensive Income	-	37.95	-	-	-	-	37.95
Add : Fair Value Other Comprehensive Income	-	-	-	-	-	(17,500.00)	(17,500.00)
Add/(Less): Transfer to Special Reserve	-	(16,274.95)	-	-	-	-	(16,274.95)
Less: Dividend Paid	-	(9,511.92)	-	-	-	-	(9,511.92)
Less: Tax on Dividend	-	(1,930.36)	-	-	-	-	(1,930.36)
<b>Balance as at 31st March 2019</b>	<b>11,11,476.05</b>	<b>3,31,596.44</b>	-	<b>372.89</b>	<b>97,318.33</b>	<b>(45,000.00)</b>	<b>14,95,763.71</b>
Add: Profit/(Loss) for the year		27,493.04	(1,25,000.00)		549.86	(24,108.00)	(1,21,065.10)
Add/(Less): Other Comprehensive Income		(45.22)	-	-	-	-	(45.22)
Add/Less: Transfer to Special Reserve		(549.86)	-	-	-	-	(549.86)
Add/Less: Transfer to Fair Value Reserve against OCD		(4,166.67)	4,166.67	-	-	-	-
Less: Dividend Paid		-	-	-	-	-	-
Less: Tax on Dividend		(24.84)	-	-	-	-	(24.84)
<b>Balance as at 31st March, 2020</b>	<b>11,11,476.05</b>	<b>3,54,302.89</b>	<b>(1,20,833.33)</b>	<b>372.89</b>	<b>97,868.19</b>	<b>(69,108.00)</b>	<b>13,74,078.68</b>

#### Description of reserves in statement of changes in equity

##### i) Securities Premium Reserve:

Securities premium reserve is used to record the premium on issue of shares. The reserve is available for utilisation in accordance with the provisions of the Companies Act, 2013.

##### ii) Retained Earnings:

Retained earnings represents accumulated profits earned by the company and remaining undistributed as on date.

##### iii) Other Reserve:

Other Reserve is created to recognise the effect of present value of financial assets.

##### iv) General Reserve:

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

##### v) Special Reserve [Reserve Fund as per Section 45-IC of RBI Act, 1934]:

Statutory reserves fund is required to be created by a Non-Banking Financial Company as per Section 45-IC of the Reserve Bank of India Act, 1934. The Company is not allowed to use the reserve fund except with authorisation of Reserve Bank of India.

##### vi) FVOCI Equity Investments:

The Company has elected to recognise changes in the fair value of certain investments in equity instruments through other comprehensive income. These changes are accumulated within the FVOCI equity investments reserve. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised

As per our report of even date attached

For **Das & Prasad**  
Chartered Accountants  
(Firm's Registration No. 303054E)

**Sd/-**  
**Sumit Kumar Rajgarhia**  
(Partner)  
(Membership No. 068270)

Place: Kolkata  
Date: **07th August, 2020**

For and on behalf of the Board of Directors

**Sd/-**  
**Udai Kothari**  
(Chairman & Managing Director)  
(DIN:- 00284256)

**Sd/-**  
**CA Alok Banerjee**  
(Chief Financial Officer)

**Sd/-**  
**Deepak Kothari**  
(Executive Director)  
(DIN:- 00280323)

**Sd/-**  
**Amrita Mohta Kothari**  
(Company Secretary)





## Significant Accounting Policies and Notes to Financial Statements

### 1. CORPORATE INFORMATION

U. Y. Fincorp Limited (UYFL) is a RBI registered Non-Banking Financial Company. The Company was originally incorporated with the Registrar of Companies, West Bengal on October 7, 1993 as Golden Securities Private Limited. Pursuant to Shareholders Resolution dated November 30, 1994. The Company was converted into Public Limited Company and the name was changed to "Golden Securities Limited". Fresh Certificate of Incorporation consequent to such change of name was issued by the Registrar of Companies, West Bengal vide certificate dated December 13, 1994. The name of our Company was changed to Golden Goenka Fincorp Limited and a fresh Certificate of Incorporation reflecting the new name was issued by the Registrar of Companies, West Bengal on November 21, 2011. Subsequently the name of Company was changed to its present name "U. Y. Fincorp Limited" and a fresh Certificate of Incorporation reflecting the new name was issued by the Registrar of Companies, West Bengal on December 10, 2018. Company made its public issue in the year 1995 and subsequently got its shares listed at BSE Limited and The Calcutta Stock Exchange Limited in the same year. The RBI granted a certificate of registration dated April 20, 1998, permitting the Company to carry on the business of a NBFC as a non deposit taking company. Subsequently, Company has received a fresh certificate pursuant to change of name of Company. U. Y. Fincorp Limited is primarily focused in providing inter corporate loans, personal loans and investments in securities and trading in securities.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### A) Statement of compliance

In accordance with the notification issued by the Ministry of Corporate Affairs ("the MCA"), the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under Section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, from 1st April, 2019 and the effective date of such transition is 1st April, 2018. Such transition has been carried out from the erstwhile Accounting Standards notified under the Act, read with relevant rules issued thereunder and guidelines issued by the Reserve Bank of India ("the RBI"), (collectively referred to as "the Previous GAAP"). Refer Note 42 for the details of first-time adoption exemptions availed by the Company.

#### B) Basis of Preparation

The financial statements of the Company have been prepared in accordance with the relevant provisions of the Companies Act, 2013, Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013.

The effect on reported financial position and financial performance of the Company on transition to Ind AS has been provided in Note 42, which also includes reconciliations of total equity and total comprehensive income for comparative years under Indian GAAP to those reported for respective years under Ind AS.

The financial statements have been prepared on historical cost basis, except for financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair value for measurement and/ or disclosures in these financial statements is determined on such a basis, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 – Inventories or value in use in Ind AS 36 – Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows :

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

## Significant Accounting Policies and Notes to Financial Statements (Contd.)

### C) Use of estimates and critical accounting judgements

The preparation of the financial statements require the use of accounting estimates which, by definition, will seldom equal the actual result. Management also needs to exercise judgement in applying the Company's accounting policies. This note provides an overview of the areas that involved a high degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

#### Critical estimates and judgements

The areas involving critical estimates and judgements are:

##### i) Taxation

The Company is engaged in financial and related services and also subject to tax liability under MAT provisions. Significant judgement is involved in determining the tax liability for the Company. Also there are many transactions and calculations during the ordinary course of business for which the ultimate tax determination is uncertain. Further judgement is involved in determining the deferred tax position on the balance sheet date.

##### ii) Depreciation and amortisation

Depreciation and amortisation is based on management estimates of the future useful lives of the property, plant and equipment and intangible assets. Estimates may change due to technological developments, competition, changes in market conditions and other factors and may result in changes in the estimated useful life and in the depreciation and amortisation charges.

##### iii) Employee Benefits

The present value of the defined benefit obligations and long term employee benefits depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) include the discount rate. Any changes in these assumptions will impact the carrying amount of defined benefit obligations.

The Company determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the obligations. In determining the appropriate discount rate, the Company considers the interest rates of Government securities that have terms to maturity approximating the terms of the related defined benefit obligation. Other key assumptions for obligations are based in part on current market conditions.

##### iv) Provisions and Contingencies

Provisions and contingencies are based on Management's best estimate of the liabilities based on the facts known at the balance sheet date.

##### v) Impairment charges on loans and advances

The measurement of impairment losses requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These are based on the assumptions which are driven by a number of factors resulting in future changes to the impairment allowance. A collective assessment of impairment takes into account data from the loan portfolio (such as credit quality, nature of assets underlying assets financed, levels of arrears, credit utilization, loan to collateral ratios etc.), and the concentration of risk and economic data (including levels of unemployment, country risk and performance of different individual groups). These significant assumptions have been applied consistently to all period presented.

##### vi) EIR method

The Company's EIR methodology, recognises interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of loans given / taken and recognises the effect of potentially different interest rates at various stages and other characteristics of the product life cycle (including prepayments and penalty interest and charges). This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments, as well expected changes to India's base rate and other fee income/expense that are integral parts of the instrument.

##### vii) Estimation uncertainty relating to the global health pandemic on COVID-19



## Significant Accounting Policies and Notes to Financial Statements (Contd.)

The Company has considered internal and external information up to the date of approval of financial statements. In assessing the recoverability of property plant and equipments, receivables, intangible assets, cash and cash equivalent and investments. The Company has performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions; the Company expects to recover the carrying amount of these assets. The Company has concluded that the impact of COVID – 19 is not material based on these estimates. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

### **D) Property, plant and equipment**

An item of property, plant and equipment is recognised as an asset if it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to the costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognised in the statement of profit and loss as incurred. When a replacement occurs, the carrying value of the replaced part is de-recognised. Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items.

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Trial run expenses (net of revenue) are capitalised. Borrowing costs incurred during the period of construction is capitalised as part of cost of the qualifying assets.

The gain or loss arising on disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the statement of profit and loss.

### **E) Intangibles**

Subsequent to initial recognition, intangible assets with definite useful lives are reported at cost less accumulated amortisation and accumulated impairment losses.

### **F) Depreciation and amortisation of property, plant and equipment and intangible assets**

Depreciation is provided on prorata basis on straight line method at the rates determined based on estimated useful lives of tangible assets where applicable, specified in Schedule II to the Act. These charges are commenced from the dates the assets are available for their intended use and are spread over their estimated useful economic lives or, in the case of leased assets, over the lease period, if shorter. The estimated useful lives of assets and residual values are reviewed regularly and, when necessary, revised. No further charge is provided in respect of assets that are fully written down but are still in use. Depreciation on assets under construction commences only when the assets are ready for their intended use.

### **G) Impairment**

#### **i) Tangible and Intangible Assets**

At each balance sheet date, the Company reviews the carrying values of its property, plant and equipment and intangible assets to determine whether there is any indication that the carrying value of those assets may not be recoverable through continuing use. If any such indication exists, the recoverable amount of the asset is reviewed in order to determine the extent of impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. An impairment loss is recognised in the statement of profit and loss as and when the carrying value of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying value of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount so that the increased carrying value does not exceed the carrying value that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised in the statement of profit and loss immediately.

#### **ii) Investment in Subsidiaries and Associates**

The carrying amount of the investment is tested for impairment in accordance with Ind AS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its

## Significant Accounting Policies and Notes to Financial Statements (Contd.)

carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with Ind AS 36 to the extent that the recoverable amount of the investment subsequently increases.

### H) Leases

The Company determines whether an arrangement contains a lease by assessing whether the fulfillment of a transaction is dependent on the use of a specific asset and whether the transaction conveys the right to use that asset to the Company in return for payment. Where this occurs, the arrangement is deemed to include a lease and is accounted for either as finance or operating lease.

Leases are classified as finance leases where the terms of the lease transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### The Company as lessee

##### (i) Operating lease

Rentals payable under operating leases are charged to the statement of profit and loss on a straight line basis over the term of the relevant lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred. In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

##### (ii) Finance lease

Finance leases are capitalised at the commencement of lease, at the lower of the fair value of the property or the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in the statement of profit and loss over the period of the lease.

#### The Company as Lessor

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases. Rental income from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

### I) Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement

#### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

#### a) Financial assets

##### Cash and bank balances

Cash and bank balances consist of :

##### (i) Cash and cash equivalents -

which includes cash in hand, deposits held at call with banks and other short term deposits which are readily



## Significant Accounting Policies and Notes to Financial Statements (Contd.)

convertible into known amounts of cash, are subject to an insignificant risk of change in value and have maturities of less than one year from the date of such deposits. These balances with banks are unrestricted for withdrawal and usage.

### (ii) Other bank balances

which includes balances and deposits with banks that are restricted for withdrawal and usage.

### Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### Financial assets measured at fair value

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company in respect of equity investments (other than in subsidiaries, associates and joint ventures) which are not held for trading has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of such equity instruments. Such an election is made by the Company on an instrument by instrument basis at the time of initial recognition of such equity investments

Financial asset not measured at amortised cost or at fair value through other comprehensive income is carried at fair value through the statement of profit and loss.

### Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets.

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits and trade receivables
- Financial assets that are debt instruments and are measured as at FVTOCI
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cashflows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

Financial assets measured as at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.



## Significant Accounting Policies and Notes to Financial Statements (Contd.)

Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

### **Derecognition of financial assets**

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

### **b) Financial liabilities and equity instruments**

#### **Classification as debt or equity**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

#### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

#### **Financial Liabilities**

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant.

Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

#### **Derecognition of financial liabilities**

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

#### **Derivative financial instruments**

In the ordinary course of business, the Company uses certain derivative financial instruments to reduce business risks which arise from its exposure to foreign exchange and interest rate fluctuations. The instruments are confined principally to forward foreign exchange contracts and interest rate swaps. The instruments are employed as hedges of transactions included in the financial statements or for highly probable forecast transactions/firm contractual commitments. These derivatives contracts do not generally extend beyond six months except for interest rate derivatives.

Derivatives are initially accounted for and measured at fair value from the date the derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

### **J) Employee benefits**

#### **Defined contribution plans**

Payments to defined contribution plans are charged as an expense as they fall due. Payments made to state managed retirement benefit schemes are dealt with as payments to defined contribution schemes where the Company's



## Significant Accounting Policies and Notes to Financial Statements (Contd.)

obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

### **Defined benefit plans**

For defined benefit retirement schemes the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuation being carried out at each balance sheet date. Re-measurement gains and losses of the net defined benefit liability/(asset) are recognised immediately in other comprehensive income. The service cost and net interest on the net defined benefit liability/(asset) is treated as a net expense within employment costs.

Past service cost is recognised as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognised, whichever is earlier.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as reduced by the fair value plan assets.

### **Compensated absences**

Short term compensated expenses are charged to the Statement of Profit and Loss in the year in which the related service is rendered.

### **K) Provision**

Provisions are recognised in the balance sheet when the Company has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. Where the time value of money is material, provisions are measured on a discounted basis.

Constructive obligation is an obligation that derives from an entity's actions where:

(a) by an established pattern of past practice, published policies or a sufficiently specific current statement, the entity has indicated to other parties that it will accept certain responsibilities and;(b) as a result, the entity has created a valid expectation on the part of those other parties that it will discharge those responsibilities.

### **L) Onerous contracts**

A provision for onerous contracts is recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

### **M) Income taxes**

Tax expense for the year comprises current and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying values of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences. In contrast, deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

The carrying value of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on the tax rates and tax laws that have been enacted or substantially enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to cover or settle the carrying value of its assets and liabilities.

Deferred tax assets and liabilities are offset to the extent that they relate to taxes levied by the same tax authority and there are legally enforceable rights to set off current tax assets and current tax liabilities within that jurisdiction.

## Significant Accounting Policies and Notes to Financial Statements (Contd.)

Current and deferred tax are recognised as an expense or income in the statement of profit and loss, except when they relate to items credited or debited either in other comprehensive income or directly in equity, in which case the tax is also recognised in other comprehensive income or directly in equity.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. MAT is recognised as deferred tax assets in the Balance Sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

### **N) Revenue Recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable net of discounts, taking into account contractually defined terms and excluding taxes or duties collected on behalf of the government.

#### **Interest Income**

Interest income from financial assets is recognised by applying the Effective Interest Rate ('EIR') to the gross carrying amount of financial assets, other than credit-impaired assets and those classified as measured at Fair Value through Profit or Loss (FVTPL) or Fair Value through Other Comprehensive Income (FVOCI). Interest Income on credit impaired financial assets is recognised by applying the effective interest rate to the net amortised cost (net of provision) of the financial asset.

#### **Dividend Income**

Income from dividend is recognised when the Company's right to receive such dividend is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

### **O) Borrowing Costs**

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds including interest expense calculated using the effective interest method, finance charges in respect of assets acquired on finance lease. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. Borrowings costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for the intended use or sale.

### **P) Cash and Cash Equivalents**

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

### **Q) Trade Receivables**

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

### **R) First-time adoption - mandatory exceptions, optional exemptions**

#### **a) Overall principle**

The Company has prepared the opening balance sheet as per Ind AS as of April 01, 2019 ("the transition date") by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities. However, this principle is subject to the certain exceptions and certain optional exemptions availed by the Company as detailed below.

#### **b) Derecognition of Financial Assets and Financial Liabilities**

The Company has applied the derecognition requirements of financial assets and financial liabilities prospectively for





## Significant Accounting Policies and Notes to Financial Statements (Contd.)

transaction occurring on or after April 1, 2019 ('the transition date').

### **c) Classification of debt instruments**

The Company has determined the classification of debt instruments in terms of whether they meet the amortised cost criteria or the Fair value through other comprehensive income (FVTOCI) criteria based on the fact and circumstances that existed as of the transition date.

### **d) Deemed cost for Property, Plant and Equipment and Intangible assets**

The Company has elected to continue with the carrying value of all its plant and equipment and intangible assets recognised as of April 1, 2019 ("transition date") measured as per the previous GAAP and used that carrying value as its deemed cost as of the transition date.

### **e) Deemed cost for investments in Subsidiaries and Associates**

Ind AS 101 permits a first time adopter to measure its investment, at the date of transition, at cost determined in accordance with Ind AS 27, or deemed cost. The Company has selected fair value as on transition date as deemed cost for few investment in Subsidiaries and Associates. Accordingly company has determined its cost in accordance with Ind AS 27.

### **f) Determining whether an arrangement contains a lease**

The Company has applied Appendix C of Ind AS 17 Determining whether an arrangement contains a Lease to determine whether an arrangement existing at the transition date contain a lease on the basis of facts and circumstances existing at the date.

## **S) Segment Reporting**

### **Identification of Segments**

The management is of the view that the business of the company predominantly falls within a single primary segment viz "Financial & Related Services" and hence there are no separate reportable segments as per Ind-AS dealing with the segment reporting.

## **T) Earnings Per Share**

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

## **U) Contingent Liabilities and Assets**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The company does not recognize a contingent liability but discloses its existence in the financial statements. Contingent assets are not recognised in the financial statements, but are disclosed where an inflow of economic benefits is probable.

## Notes to Financial Statements as at and for the year ended 31st March, 2020

### 3. Cash and Cash Equivalents

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Cash on hand	513.39	116.78	101.75
<b>Balances with banks:</b>			
- In Current accounts	5,264.06	21,124.57	31,618.92
<b>Total</b>	<b>5,777.45</b>	<b>21,241.35</b>	<b>31,720.67</b>

### 4. Bank Balance Other Than Cash and Cash Equivalents

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Unpaid (Unclaimed) Dividend Account	155.34	275.63	120.29
<b>Total</b>	<b>155.34</b>	<b>275.63</b>	<b>120.29</b>

### 5. Trade receivables (Unsecured)

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Other Debts	-	-	136.49
Doubtful	-	-	-
-	-	-	<b>136.49</b>
Less: Provision for doubtful receivables	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>136.49</b>

#### Ageing of receivables that are post due but not impaired

60-90 days

91-180 days

&gt;180 days

The credit period on sales of goods ranges from 14 to 60 days without security. No interest is charged on trade receivables upto the end of the credit period.

In determining the allowances for doubtful trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix. There has been no significant change in the credit quality of receivables past due for more than 180 days.

The Company does not generally hold any collateral or other credit enhancements over these balances nor does it have a legal right of offset against any amounts owed by the Company to the counter-party.

In determining the recoverability of a trade receivable, the Company considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

### 6. Loans (Unsecured, considered good unless stated otherwise)

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
<b>Secured by tangible assets</b>			
-Two-Wheeler Loans	215.54	215.54	215.54
<b>Unsecured</b>			
Loan to Related parties [Refer note 41]	9,34,450.00	11,28,100.00	9,04,900.00
Loan to Others	10,95,114.73	8,94,291.73	10,32,758.22
<b>Total</b>	<b>20,29,780.27</b>	<b>20,22,607.27</b>	<b>19,37,873.76</b>



Growth, Wealth, Success

## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### 7. Investments

Particulars	As at 31st March 2020		As at 31st March 2019		As at 1st April 2018	
	No	(Amount)	No	(Amount)	No	(Amount)
<b>A. Investment in Unquoted Equity Shares</b>						
<b>In Subsidiaries (at Cost)</b>						
Equity shares of ₹ 10/- each in Golden Goenka Financial Advisors Limited	-	-	-	-	50,000	500.00
Equity shares of ₹ 10/- each in Golden Goenka Management Consultancy Services Limited	-	-	-	-	50,000	500.00
Equity shares of ₹ 10/- each in Golden Goenka Properties & Construction Private Limited	-	-	-	-	10,000	100.00
Equity shares of ₹ 10/- each in Aristro Capital Markets Limited	9,00,000	1,48,586.00	9,00,000	1,48,586.00	9,00,000	1,48,586.00
Equity shares of ₹ 10/- each in Goodpoint Conclave Limited	-	-	-	-	50,000	500.00
Equity shares of ₹ 10/- each in Linkwise Promoters Private Limited	-	-	-	-	50,000	500.00
<b>In Associate (at Cost)</b>						
Equity shares of ₹ 10/- each in Purple Advertising Services Private Limited	25,00,000	90,000.00	25,00,000	90,000.00	25,00,000	90,000.00
<b>In Others (at fair value through Other Comprehensive Income FVOCI)*</b>						
Equity shares of ₹ 10/- each in Brima Sagar Maharashtra Distilleries Limited	6,00,000	16,092.00	6,00,000	40,200.00	-	-
Equity shares of ₹ 10/- each in S2 Capital Services Private Limited	8,00,000	-	8,00,000	-	8,00,000	12,500.00
Equity shares of ₹ 10/- each in Brihans Laboratories Private Limited.	5,00,000	-	5,00,000	-	5,00,000	5,000.00
Equity shares of ₹ 10/- each in Shalimar Lakecity Private Limited	32,00,000	80,000.00	32,00,000	80,000.00	32,00,000	80,000.00
Equity shares of ₹ 10/- each in Shree Saishradha Cements Private Limited	-	-	-	-	5,00,000	5,000.00
		<b>3,34,678.00</b>		<b>3,58,786.00</b>		<b>3,43,186.00</b>
<b>B. Investment in Optionally Convertible Debentures (at Amortised Cost)</b>						
0% Optionally Convertible Debentures @ ₹ 1,00,000/-	2,500	1,29,166.67		-		-
<b>Total</b>		<b>1,29,166.67</b>		<b>-</b>		<b>-</b>
<b>Grand Total</b>		<b>4,63,844.67</b>		<b>3,58,786.00</b>		<b>3,43,186.00</b>

**\*Notes:**

Cost of unquoted equity instruments has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurement and cost represents the best estimate of fair value within the range.

## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### 8. Other Financial Assets (Unsecured, considered good unless stated otherwise) (₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Security Deposit	204.36	356.64	213.40
Interest accrued and due on Loans	1,13,706.28	96,581.25	1,05,609.25
Interest accrued but not due on Loans	4,658.13	25,208.67	20,191.45
Advance to Staffs	660.00	750.00	-
<b>Total</b>	<b>1,19,228.77</b>	<b>1,22,896.55</b>	<b>1,26,014.10</b>

### 9. Inventories (valued at lower of cost and net realizable value) (₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Shares & Securities (At lower of cost and net realisable value) (Refer Annexure I to Notes to Financial Statements)	64.69	84.09	1,338.66
<b>Total</b>	<b>64.69</b>	<b>84.09</b>	<b>1,338.66</b>

### 10 Deferred Tax (Assets)/ Liability (net) (₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
<b>Deferred Tax Liabilities</b>			
Property, Plant & Equipment	-	-	-
<b>(A)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Deferred Tax Assets</b>			
Property, Plant & Equipment	513.05	473.27	212.30
Others	58,409.61	36,943.76	9,029.62
<b>(B)</b>	<b>58,922.66</b>	<b>37,417.03</b>	<b>9,241.91</b>
<b>Net Deferred Tax Assets/ (Liabilities)</b>	<b>(B-A)</b>	<b>37,417.03</b>	<b>9,241.91</b>

### Movement in Deferred Tax Assets (₹ in '000)

Particulars	Property, Plant & Equipment	Others
<b>As at 1st April 2018</b>	<b>212.30</b>	<b>9,029.62</b>
(Charged)/ Credit to		
- profit & loss	260.97	27,914.15
- other comprehensive income	-	-
<b>As at 31st March 2019</b>	<b>473.27</b>	<b>36,943.76</b>
<b>Net Deferred Tax Assets/(Liabilities)</b>		<b>37,417.03</b>
<b>As at 31st March 2019</b>		
(Charged)/ Credit to		
- profit & loss	39.78	21,465.85
- other comprehensive income	-	-
<b>As at 31st March 2020</b>	<b>513.05</b>	<b>58,409.61</b>
<b>Net Deferred Tax Assets/(Liabilities)</b>		<b>58,922.66</b>



## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### 11. Property, Plant & Equipments

(₹ in '000)

Particulars	Air-conditioner & Equipments	Office & Electrical Equipment	Furniture and Fixtures	Motor Vehicles	Computers	Office Premises	Total
<b>Gross Block (At Cost)</b>							
<b>Deemed Cost as at 1st April, 2018</b>	<b>113.29</b>	<b>417.45</b>	<b>1,535.71</b>	<b>783.24</b>	<b>364.87</b>	<b>7,479.79</b>	<b>10,694.34</b>
Additions	-	-	-	-	85.80	-	85.80
Disposals/Discard	-	-	-	-	-	-	-
<b>As at 31st March, 2019</b>	<b>113.29</b>	<b>417.45</b>	<b>1,535.71</b>	<b>783.24</b>	<b>450.67</b>	<b>7,479.79</b>	<b>10,780.14</b>
Additions	-	-	-	2,116.56	-	112.90	2,229.45
Disposals/Discard	-	-	-	-	-	-	-
<b>As at 31st March, 2020</b>	<b>113.29</b>	<b>417.45</b>	<b>1,535.71</b>	<b>2,899.79</b>	<b>450.67</b>	<b>7,592.68</b>	<b>13,009.59</b>
<b>Accumulated Depreciation/Amortisation:</b>							
<b>As at 1st April, 2018</b>	-	-	-	-	-	-	-
Charge / Adjustment for the year	29.33	188.14	397.60	244.60	268.10	710.58	1,838.35
Disposals/Discard	-	-	-	-	-	-	-
<b>As at 31st March, 2019</b>	<b>29.33</b>	<b>188.14</b>	<b>397.60</b>	<b>244.60</b>	<b>268.10</b>	<b>710.58</b>	<b>1,838.35</b>
Charge / Adjustment for the year	21.74	103.35	294.66	229.62	104.54	653.80	1,407.70
Disposals/Discard	-	-	-	-	-	-	-
<b>As at 31st March, 2020</b>	<b>51.07</b>	<b>291.49</b>	<b>692.25</b>	<b>474.22</b>	<b>372.64</b>	<b>1,364.38</b>	<b>3,246.04</b>
<b>Net Block</b>							
<b>As at 31st March, 2020</b>	<b>62.22</b>	<b>125.96</b>	<b>843.45</b>	<b>2,425.57</b>	<b>78.03</b>	<b>6,228.30</b>	<b>9,763.54</b>
As at 31st March, 2019	83.96	229.31	1,138.11	538.63	182.57	6,769.20	8,941.78
As at 1st April, 2018	113.29	417.45	1,535.71	783.24	364.87	7,479.79	10,694.34

### 12. Investment in Property

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Land	1,189.00	1,189.00	1,189.00
<b>Total</b>	<b>1,189.00</b>	<b>1,189.00</b>	<b>1,189.00</b>

### Reconciliation Fair Value

(₹ in '000)

Particulars	Amount
<b>Balance as on 1st April, 2018</b>	<b>810.00</b>
Increase/ (Decrease) in Fair Value	<b>61.00</b>
<b>Closing balance at 31st March, 2019</b>	<b>871.00</b>
Increase/ (Decrease) in Fair Value	<b>39.00</b>
<b>Closing balance at 31st March, 2020</b>	<b>910.00</b>

### Discription of valuation techniques used and key inputs to valuation on investment properties:

Valuation Technique	Significant unobservable inputs
Land	The present market value of the land at its vicinity is assessed on the basis of Government rates & extensive local enquiries.

## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### 13. Other Non -financial Assets (Unsecured, considered good unless stated otherwise) (₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Capital advances	-	-	163.55
Prepaid Expenses	56.21	66.42	-
Others	5.89	5.89	14.51
<b>Total</b>	<b>62.09</b>	<b>72.30</b>	<b>178.06</b>

### 14. Borrowings (at amortised cost) (₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
<b>Unsecured Loan, repayable on demand</b>			
a) From Body Corporate	-	-	-
b) Loans from related party*	85,000.00	-	-
<b>Total</b>	<b>85,000.00</b>	<b>-</b>	<b>-</b>

\* Loan from related party bears interest at the rate of 9% per annum.

### 15. Other Financial Liabilities (₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Interest accrued & due on borrowings	6,418.52	-	-
Employee Related Liability	957.76	-	960.21
Other Liability for Expense	220.50	-	134.04
<b>Total</b>	<b>7,596.78</b>	<b>-</b>	<b>1,094.25</b>

### 16 Provisions (₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
<b>Provision for employee benefits:</b>			
Gratuity (Refer note no. 29)	(437.02)	(567.39)	(97.00)
Contingent Provisions Against Standard Assets	3,670.38	4,478.60	4,476.52
Provisions Against Non-Performng Assets	2,54,248.88	1,45,595.52	40,839.24
<b>Total</b>	<b>2,57,482.24</b>	<b>1,49,506.73</b>	<b>45,218.77</b>

### 17. Other Non-Financial Liabilities (₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Liability for Expenses	-	718.92	-
Unclaimed Dividend	155.34	275.63	120.29
Capital Advance	10,000.00	-	-
Statutory Liabilities	639.84	632.49	297.90
<b>Total</b>	<b>10,795.18</b>	<b>1,627.04</b>	<b>418.19</b>



## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### 18. Share Capital

(₹ in '000)

Particulars	As at 31st March 2020		As at 31st March 2019		As at 1st April 2018	
	No. of shares	(Amount)	No. of shares	(Amount)	No. of shares	(Amount)
<b>Authorised</b>						
Equity Shares, ₹ 5/- par value per share		10,00,000.00		10,00,000.00		10,00,000.00
20,00,00,000 (Previous year: 20,00,00,000), Equity Shares		<b>10,00,000.00</b>		<b>10,00,000.00</b>		<b>10,00,000.00</b>
<b>Issued</b>						
Equity Shares, ₹ 5/- par value per share		9,66,005.60		9,66,005.60		9,66,005.60
19,32,01,120 (Previous year: 19,32,01,120), Equity Shares		<b>9,66,005.60</b>		<b>9,66,005.60</b>		<b>9,66,005.60</b>
<b>Subscribed and Fully Paid-up</b>						
Equity Shares, ₹ 5/- par value per share		9,51,191.65		9,51,191.65		9,51,191.65
19,02,38,329 (Previous year: 19,02,38,329), Equity Shares		<b>9,51,191.65</b>		<b>9,51,191.65</b>		<b>9,51,191.65</b>

#### (a) Reconciliation of the Equity Shares outstanding at the beginning and at the end of the reporting period

The reconciliation of the number of equity shares outstanding and the corresponding amount thereof, as at the Balance Sheet date is set out below:

(₹ in '000)

Particulars	As at 31st March 2020		As at 31st March 2019		As at 1st April 2018	
	No. of shares	(Amount)	No. of shares	(Amount)	No. of shares	(Amount)
<b>At the beginning of the financial year</b>	<b>19,02,38,329</b>	<b>9,51,191.65</b>	<b>19,02,38,329</b>	<b>9,51,191.65</b>	<b>19,02,38,329</b>	<b>9,51,191.65</b>
Add: Shares issued as fully paid-up during the financial year	-	-	-	-	-	-
<b>At the end of the financial year</b>	<b>19,02,38,329</b>	<b>9,51,191.65</b>	<b>19,02,38,329</b>	<b>9,51,191.65</b>	<b>19,02,38,329</b>	<b>9,51,191.65</b>

#### (b) Rights, preferences and restrictions in respect of each class of shares including restrictions on the distribution of dividends and the repayment of capital:

The Company's authorised capital consist of one class of shares, referred to as equity shares, having par value of ₹ 5/- each. Each holder of equity shares is entitled to one vote per share.

The Company declares and pays dividend in Indian rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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

#### (c) Details of shareholders holding more than 5% shares in the Company

Particulars	As at 31st March 2020		As at 31st March 2019		As at 1st April 2018	
	No. of shares	% of Holding	No. of shares	% of Holding	No. of shares	% of Holding
Mr. Udai Kothari	3,34,83,699	17.60%	3,34,83,699	17.60%	3,34,83,699	17.60%
Mr. Deepak Kothari	3,34,40,499	17.58%	3,34,40,499	17.58%	3,34,40,499	17.58%
Lotus Capital Financial Services Limited	3,70,46,208	19.47%	3,70,46,208	19.47%	2,86,61,056	15.07%
U.Y. Industries Private Limited	1,10,00,000	5.78%	1,10,00,000	5.78%	1,10,00,000	5.78%
Strong Dealtrade Private Limited	-	0.00%	-	0.00%	1,61,00,000	8.46%

## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### 19. Other Equity

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
<b>Reserves &amp; Surplus</b>			
Share Premium	11,11,476.05	11,11,476.05	11,11,476.05
Retained Earnings	3,54,302.89	3,31,596.44	3,19,034.68
<b>Total</b>	<b>(A) 14,65,778.94</b>	<b>14,43,072.48</b>	<b>14,30,510.72</b>
<b>Other Reserves</b>			
Other Reserve	(1,20,833.33)	-	-
General Reserve	372.89	372.89	372.89
Special Reserve [Reserve Fund as per Section 45-IC of RBI Act, 1934]	97,868.19	97,318.33	81,043.38
FVOCI Equity Investments	(69,108.00)	(45,000.00)	(27,500.00)
<b>Total</b>	<b>(B) (91,700.25)</b>	<b>52,691.23</b>	<b>53,916.27</b>
<b>Total Other Equity</b>	<b>(A+B) 13,74,078.69</b>	<b>14,95,763.71</b>	<b>14,84,426.99</b>

### 20 Revenue from Operations

(₹ in '000)

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
Interest on Loan	1,72,117.14	1,99,675.69
<b>Sale of Stock in Trade</b>		
Sale of Shares & Securities	-	421.66
<b>Revenue from operations</b>	<b>1,72,117.14</b>	<b>2,00,097.35</b>

### 21 Other Income

(Amount in ₹ '000)

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
<b>Interest income on</b>		
Security Deposit	-	7.56
Income Tax Refund	3,906.87	-
Other Interest	4,170.12	-
Misc. Income	-	74.53
<b>Total</b>	<b>8,076.99</b>	<b>82.09</b>

### 22 Finance costs

(₹ in '000)

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2020
Interest :		
To Bank and Others	7,131.69	-
	<b>7,131.69</b>	<b>-</b>

### 23 Change in inventories of work-in-progress, stock-in-trade, by-products and finished goods

(₹ in '000)

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019	(Increase/ Decrease)
Inventories at the end of the year:			
Shares & Securities	64.69	84.09	19.40
<b>(A)</b>	<b>64.69</b>	<b>84.09</b>	<b>19.40</b>
Inventories at the beginning of the year:			
Shares & Securities	84.09	1,338.66	1,254.57
<b>(B)</b>	<b>84.09</b>	<b>1,338.66</b>	<b>1,254.57</b>
<b>(B-A)</b>	<b>19.40</b>	<b>1,254.57</b>	





## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### 24 Employee benefits expense

(₹ in '000)

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
Salaries, wages and bonus	11,416.12	11,213.67
Contribution to gratuity fund	16.81	6.25
Gratuity expense (Refer Note No. 29)	74.59	(172.87)
Workmen and Staff Welfare Expenses	273.10	363.19
	<b>11,780.62</b>	<b>11,410.24</b>

### 25 Depreciation & amortization expense

(₹ in '000)

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
Depreciation on Tangible assets	1,407.70	1,838.35
	<b>1,407.70</b>	<b>1,838.35</b>

### 26 Other Expenses

(₹ in '000)

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
Advertisement, Publicity & Sales Promotion	54.48	215.63
Communication Expenses	67.95	123.68
Demat Charges	1.30	2.24
Electricity Charges	65.54	57.57
Corporate Compliance Fees	177.00	177.00
Listing Fees	421.85	362.85
Filing Fees	14.87	37.26
CSR Expenditure (note below)*	3,100.00	3,100.00
Directors' Sitting Fees	164.02	158.12
Donation	-	14,000.00
Repairs & Maintenance:		
- Office Maintenance	50.60	50.60
- Computer Maintenance	19.08	27.71
- Repairs & Maintenance to others	97.90	272.39
Rates and taxes	6.80	13.25
Fees & Subscription	13.00	17.08
Insurance	94.66	28.62
Legal and Professional Fees	446.21	282.18
Motor Car Expenses	97.73	107.37
Printing & Stationery	208.84	244.47
Rent	427.85	570.46
Rent Exp-Ind-As	10.66	-
Auditor's Remuneration (note below)*	271.40	230.26
Travelling and Conveyance	204.79	530.13
Miscellaneous Expenses	227.22	203.75
	<b>6,243.75</b>	<b>20,812.62</b>

## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

**\*Note:**

**Payment to Auditors includes:**

(₹ in '000)

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
a) As statutory audit fees	141.60	134.40
b) As tax audit fees	20.00	22.70
c) For other Services	109.80	73.16
	<b>271.40</b>	<b>230.26</b>

**Details for expenditure on Corporate Social Responsibility:**

(₹ in '000)

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
a) Gross amount required to be spent during the year	3,050.00	3,100.00
b) Amount spent during the year :		
- Expenses paid in cash/bank	3,100.00	3100.00
- Expenses yet to be paid for	-	-
<b>Total</b>	<b>3,100.00</b>	<b>3,100.00</b>
c) Nature of expenditure:		
- Revenue expenditure	3,100.00	3,100.00
<b>Total</b>	<b>3,100.00</b>	<b>3,100.00</b>

**27 Earnings per Share**

(₹ in '000)

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
Net Profit / (Loss) after tax for calculation of basic and diluted EPS (₹)	27,493.04	40,241.04
Weighted average number of equity shares (Basic)	19,02,38,329	19,02,38,329
Weighted average number of equity shares (Diluted)	19,02,38,329	19,02,38,329
Nominal Value of equity per share (₹)	5	5
Basic Earnings Per Share (₹)	0.14	0.21
Diluted Earnings Per Share (₹)	0.14	0.21

**28. Contingent Liabilities and Commitments**

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
<b>Contingent Liabilities</b>			
Default in TDS as per Traces	404.40	-	-
<b>Total</b>	<b>404.40</b>	<b>-</b>	<b>-</b>

**Capital Commitments :** There are no Capital Commitment as on 31st March, 2020



## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### 29. Employee Benefits

#### (a) Defined Benefit Plan - Gratuity

The Gratuity scheme is a final salary defined benefit plan, that provides for lumpsum payment at the time of separation; based on scheme rules the benefits are calculated on the basis of last drawn salary and the period of service at the time of separation and paid as lumpsum. There is a vesting period of 5 years.

#### Description of Risk Exposures :

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary overtime. Thus, the Company is exposed to various risks in providing the above gratuity benefit which are as follows :

**i) Actuarial Risk:** It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons :

Adverse salary growth experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in obligation at a rate is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity Benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

#### ii) Investment Risk:

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

#### iii) Liquidity Risk:

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cashflows.

#### iv) Market Risk:

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

#### v) Legislative Risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

#### (b) Change in defined benefit obligation:

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Opening defined benefit obligations	377.26	267.40	474.42
Current service cost	122.83	117.34	81.02
Interest cost	27.61	19.51	37.95
<b>Components of actuarial gain/losses on obligations :</b>			
Due to change in financial assumptions	53.11	(1.67)	16.89
Due to change in demographic assumption	(0.47)	-	31.61
Due to experience adjustments	(15.92)	(25.32)	(391.39)
Past service cost	-	-	16.89
<b>Closing Defined Benefit Obligation</b>	<b>564.41</b>	<b>377.26</b>	<b>267.40</b>

## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### (c) Reconciliation of plan assets:

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Opening value of plan assets	950.90	630.22	490.12
Interest income	75.55	51.12	39.21
Return on plan assets excluding amounts included in interest income	(8.50)	10.96	3.04
Contributions by employer	0.29	258.59	97.85
<b>Closing value of plan assets</b>	<b>1,018.25</b>	<b>950.90</b>	<b>630.22</b>

### (d) Net Liability/Assets recognized in the Balance Sheet is as follows:

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Present value of funded obligations	564.41	377.26	267.40
Fair value of plan assets	(1,018.25)	(950.90)	(630.22)
<b>Net Liability / (Assets)</b>	<b>(453.83)</b>	<b>(573.64)</b>	<b>(362.82)</b>

### (e) Bifurcation of liability as per schedule III:

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Current Liability	(149.14)	(122.83)	(117.34)
Non-Current Liability	(304.70)	(450.81)	(245.48)
<b>Net Liability</b>	<b>(453.83)</b>	<b>(573.64)</b>	<b>(362.82)</b>

### (f) Profit and Loss account for the period:

(₹ in '000)

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
<b>Service cost:</b>		
Current service cost	122.83	117.34
Past service cost & loss/(gain) on curtailments and settlement	-	-
Net interest cost	(47.95)	(31.61)
<b>Total included in 'Employee Benefit Expense'</b>	<b>74.88</b>	<b>85.73</b>
<b>Total charge to P&amp;L</b>	<b>74.88</b>	<b>85.73</b>

### (g) Other Comprehensive Income for the current period:

(₹ in '000)

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
<b>Components of actuarial gain/losses on obligations:</b>		
Due to change in financial assumptions	53.11	(1.67)
Due to change in demographic assumptions	(0.47)	-
Due to experience adjustments	(15.92)	(25.32)
Return on plan assets excluding amounts included in interest income	8.50	(10.96)
<b>Amounts recognized in Other Comprehensive (Income)/Expense</b>	<b>45.22</b>	<b>(37.95)</b>



## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### (h) Principle actuarial assumptions:

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Discount Rate	6.85% p.a.	7.55% p.a.	7.50% p.a.
Salary Growth Rate	0 % for next 1 year & 7% p.a. thereafter.	6% p.a.	6% p.a.
Withdrawal rates	15% p.a. at younger ages reducing to 2% p.a. at older ages.	15% p.a. at younger ages reducing to 2% p.a. at older ages..	15% p.a. at younger ages reducing to 2% p.a. at older ages.
Rate of return on plan assets	6.85% p.a.	7.55% p.a.	7.50% p.a.

### (i) Sensitivity analysis for significant assumptions is as shown below:

(₹ in '000)

Particulars	As at 31st March 2020		As at 31st March 2019	
	% Increase	Amount Increase	% Increase	Amount Increase
<u>Discount rate sensitivity</u>				
Increase by 0.5%	(4.56)	538.67	(4.25)	361.24
Decrease by 0.5%	4.95	592.37	4.60	394.62
<u>Salary growth rate sensitivity</u>				
Increase by 0.5%	3.19	582.43	3.43	390.20
Decrease by 0.5%	(3.19)	546.42	(3.26)	364.97
<u>Withdrawal rate sensitivity</u>				
Increase by 0.5%	0.60	567.81	0.97	380.92
Decrease by 0.5%	(0.74)	560.22	(1.14)	372.95

### (j) Maturity profile of Defined Benefit Obligation:

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019
<b>Expected Cashflows :</b>		
Year 1	27.08	23.23
Year 2	27.23	23.06
Year 3	121.41	22.93
Year 4	40.17	102.26
Year 5	38.99	28.80
Year 6 to 10	183.67	128.48

### (k) Bifurcation of liability as per schedule III:

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Policy of insurance	100%	100%	100%

30. The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. The amount of principal and interest outstanding during the year is given below:

## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019
a) Amounts outstanding but not due during the year	-	-
b) Amounts due but not paid during the year	-	-
c) Amounts paid after appointed date during the year	-	-
d) Interest accrued but not paid during the year	-	-
e) Interest further due and payable even in the succeeding year	-	-
<b>Total</b>	-	-

### 31. Capital Management

The primary objectives of the Company's capital management policy are to ensure that the Company complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholder value.

The Company manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend payment to shareholders, return capital to shareholders or issue capital securities. No changes have been made to the objectives, policies and processes from the previous years. However, they are under constant review by the Board.

#### a) Regulatory Capital (Capital Adequacy Ratio)

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Tier I capital	22,66,347.67	24,09,538.33	24,26,376.73
Tier II capital	-	-	-
<b>Total Capital</b>	<b>22,66,347.67</b>	<b>24,09,538.33</b>	<b>24,26,376.73</b>
Risk Weighted Assets	21,32,728.48	21,50,499.04	20,49,173.72
Tier I Ratio (%)	2.83	2.73	2.61
Tier II Ratio (%)	-	-	-

Regulatory capital consists of Tier I capital, which comprises share capital, share premium, retained earnings including current year profit, statutory reserves and other free reserves less deferred revenue expenditure and intangible assets. The other component of regulatory capital is Tier II Capital Instruments, which includes subordinate bonds, deposits and loans.

### 32. Financial Risk Management and Policy

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company continues to focus on a system-based approach to business risk management. The Company's financial risk management process seeks to enable the early identification, evaluation and effective management of key risks facing the business. Backed by strong internal control systems, the current Risk Management System rests on policies and procedures issued by appropriate authorities, process of regular reviews / audits to set appropriate risk limits and controls, monitoring of such risks and compliance confirmation for the same.

#### a) Market risk

The Company's business primarily 'Financial and Related Services' in nature, exposes it to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market variables such as interest rates. The company regularly reviews its average borrowing/lending cost including proportion of fixed and floating rate borrowings/loan so as to manage the impact of changes in interest rates.

#### i) Interest rate risk

Interest rate risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The objectives of the Company's interest rate risk management processes are to lessen the impact of adverse interest rate movements on its earnings and cash flows.



## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

Particulars	Increase / Decrease in percentage	Effect on Profit before Tax	Effect on post-tax equity
<b>31st March, 2020</b>			
₹ in '000	(+) 1%	(850.00)	(633.07)
₹ in '000	(-) 1%	850.00	633.07
<b>31st March, 2019</b>			
₹ in '000	(+) 1%	-	-
₹ in '000	(-) 1%	-	-
<b>1st April, 2018</b>			
₹ in '000	(+) 1%	-	-
₹ in '000	(-) 1%	-	-

### b) Credit risk

Credit risk' is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's loans and advances to customers and investment debt securities.

#### i) Management of Credit risk

The Company has put in place well defined product programs with credit policy parameters defining the credit appetite for each product.

#### ii) Write off policy

Financial assets are written off either partially or in their entirety only when the Company has stopped pursuing the recovery. Any subsequent recoveries are credited to impairment on financial instrument in statement of profit and loss.

#### iii) Credit quality analysis

The company's policies for computation of expected credit loss are set out below :

Expected Credit Loss (ECL) is computed for loans and investments portfolio of the company. The loans and advances portfolio comprises of the following :

- i) Corporate Lending
- ii) Vehicle Lending

Investments measured at amortised cost is subjected to ECL.

### c) Liquidity risk

Liquidity risk is defined as the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk arises because of the possibility that the Company might be unable to meet its payment obligations when they fall due as a result of mismatches in the timing of the cash flows under both normal and stress circumstances.

## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date.

(₹ in '000)

Particulars	On Demand	Less than 1 year	1 to 5 years	> 5 years	Total
<b>31st March, 2020</b>					
Borrowings	85,000.00	-	-	-	<b>85,000.00</b>
Trade payables	-	-	-	-	-
Other financial liabilities	-	7,596.78	-	-	<b>7,596.78</b>
	<b>85,000.00</b>	<b>7,596.78</b>	-	-	<b>92,596.78</b>
<b>31st March, 2019</b>					
Borrowings	-	-	-	-	-
Trade payables	-	-	-	-	-
Other financial liabilities	-	-	-	-	-
	-	-	-	-	-
<b>1st April, 2018</b>					
Borrowings	-	-	-	-	-
Trade payables	-	-	-	-	-
Other financial liabilities	-	1,094.25	-	-	<b>1,094.25</b>
	-	<b>1,094.25</b>	-	-	<b>1,094.25</b>

### d) Operational and business risk

Operational risk is the risk of loss arising from systems failure, human error, fraud or external events. When controls fail to operate effectively, operational risks can cause damage to reputation, have legal or regulatory implications, or lead to financial loss. The Company cannot expect to eliminate all operational risks, but it endeavours to manage these risks through a control framework and by monitoring and responding to potential risks. Controls include maker-checker controls, effective segregation of duties, access, authorisation and reconciliation procedures, staff education and assessment processes, such as the use of internal audit.

### e) Other risk-impact of the Covid-19 Pandemic

The spread of COVID-19 has severely impacted businesses around the globe. In many countries, including India, there has been severe disruption to regular business operations due to lockdowns, disruptions in transportation, supply chain, travel bans, quarantines, social distancing and other emergency measures. Company's office was under nationwide lockdown since March 24, 2020. As a result of lockdown the volumes for the month of March, 2020 have been impacted consequently, the performance for the month of March, 2020 has also been partially impacted. Operations are being resumed in a phased manner taking into account directives from the Government. The impact on our business will depend on future developments that cannot be reliably predicted. It is uncertain how long these conditions will last. The impact of global health pandemic might be different from that estimated as at the date of approval of these financial statements and the Company will closely monitor any material changes to future economic conditions. The Company has evaluated its liquidity position and of recoverability and carrying values of its assets and has concluded that no material adjustments are required at this stage in the financial statements.

### 33. Financial Instruments

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 2 (J) to the financial statements





## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

(₹ in '000)

Particulars	As at 31st March 2020		As at 31st March 2019		As at 1st April 2018	
	FVOCI	Amortised Cost	FVOCI	Amortised Cost	FVOCI	Amortised Cost
<b>Assets :</b>						
Trade receivables	-	-	-	-	-	136.49
Investments	96,092.00	3,67,752.67	1,20,200.00	2,38,586.00	1,02,500.00	2,40,686.00
Loans	-	20,29,780.27	-	20,22,607.27	-	19,37,873.76
Cash and cash equivalents	-	5,777.45	-	21,241.34	-	31,720.67
Other financial assets	-	1,19,228.77	-	1,22,896.55	-	1,26,014.10
<b>Total</b>	<b>96,092.00</b>	<b>25,22,539.16</b>	<b>1,20,200.00</b>	<b>24,05,331.16</b>	<b>1,02,500.00</b>	<b>23,36,431.02</b>
<b>Liabilities:</b>						
Borrowings	-	85,000.00	-	-	-	-
Other financial liability	-	7,596.78	-	-	-	1,094.25
<b>Total</b>	<b>-</b>	<b>92,596.78</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,094.25</b>

### Fair value hierarchy:

Ind AS 107, 'Financial Instrument - Disclosure' requires classification of the valuation method of financial instruments measured at fair value in the Balance Sheet, using a three level fair-value-hierarchy (which reflects the significance of inputs used in the measurements). The hierarchy gives the highest priority to un-adjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair-value-hierarchy under Ind AS 107 are described below:

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and place limited reliance on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities included in level 3.

The investments included in Level 2 of fair value hierarchy have been valued using quotes available for similar assets and liabilities in the active market. The investments included in Level 3 of fair value hierarchy have been valued using the cost approach to arrive at their fair value. The cost of unquoted investments approximate the fair value because there is a range of possible fair value measurements and the cost represents estimate of fair value within that range.

The following table summarises financial assets and liabilities measured at fair value on a recurring basis and financial assets that are not measured at fair value on a recurring basis (but fair value disclosure are required):

(₹ in '000)

Particulars	Level 1	Level 2	Level 3
<b>As at 31st March, 2020</b>			
<b>Financial Assets :</b>			
<i>Financial investments at FVOCI</i>			
Unquoted Investments	-	-	96,092.00
<i>Financial investments at Amortised Cost</i>			
Unquoted Investments	-	-	3,67,752.67
<b>Total</b>	<b>-</b>	<b>-</b>	<b>4,63,844.67</b>
<b>As at 31st March, 2019</b>			
<b>Financial Assets :</b>			
<i>Financial investments at FVOCI</i>			
Unquoted Investments	-	-	1,20,200.00
<i>Financial investments at Amortised Cost</i>			
Unquoted Investments	-	-	2,38,586.00
<b>Total</b>	<b>-</b>	<b>-</b>	<b>3,58,786.00</b>
<b>As at 1st April, 2018</b>			
<b>Financial Assets :</b>			
<i>Financial investments at FVOCI</i>			
Unquoted Investments	-	-	1,02,500.00
<i>Financial investments at Amortised Cost</i>			
Unquoted Investments	-	-	2,40,686.00
<b>Total</b>	<b>-</b>	<b>-</b>	<b>3,43,186.00</b>

## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### 34. Expenditure in Foreign Currency :

During the year there were no foreign exchange earnings and outgo.

### 35. Details of Loans and Guarantees given covered under section 186 of the Companies Act, 2013 :

Company is exempted from the applicability of the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Companies (Meetings of Board and its Powers) Amendment Rules, 2015 as the Company is RBI registered Non-Banking Financial Company whose principal business inter-alia includes financing of companies.

### 36. Segment Information

The management is of the view that the business of the company predominantly falls within a single primary segment viz. “Financial and Related Services” and hence there are no separate reportable segments as per Ind-AS 108 dealing with segment reporting.

### 37. The Board of Directors of the Company at its meeting held on 19th January, 2017 considered and approved the disinvestment of the entire shares of one of its material wholly owned subsidiary viz, Aristro Capital Markets Limited to one or more entities subjected to the Shareholders approval vide Postal Ballot.

Further as per the combined Scrutinizer Report on E-voting & Postal Ballot dated 21st March, 2017 issued by Mr. Prateek Kohli, Practicing Company Secretary (CP No 16457), Proprietor of M/s Prateek Kohli & Associates, Company Secretaries, the Scrutinizer, the members of our Company had approved the proposal of disinvestment of the M/s Aristro Capital Markets Limited to one or more entities.

Aristro Capital Markets Limited had received prior approval for change in shareholding resulting into change in control from Securities and Exchange Board of India (SEBI) vide its letter MIRSD/DOR/BS/OW/P/30298/1/2019 dated 15th November, 2019. The Company is in the process of disposal of the said shares as per the SEBI’s approval including any further communication with SEBI. Pending such transfer, the effect of the transaction has not been reflected in these financial statements.

### 38. Trade receivables and trade payables with respect to few parties are subject to confirmation and reconciliation, if any.

### 39. The Company and M/s Golden Goenka Credit Private Limited (Formerly known as Risewell Credit Private Limited) had made an investment in M/s Purple Advertising Services Private Limited (the “Associate”) during the year 2012-13 and 2013-14 and as a result M/s Purple Advertising Services Private Limited became the Associate of the Company from year 2013-14. As per the terms of agreement for investment, the Associate Company had agreed to issue a specified number of its equity shares in lieu of investments made. However, out of the requisite numbers of shares, the Associate Company had issued only 25,00,000 shares to the Company. Consequently, the agreement was cancelled and a money suit was filed in the Hon’ble Calcutta High Court against the Associate Company.

### 40. Additional information as required by Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 is furnished vide **Annexure – II** is attached herewith.



## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

**41. Related Party Disclosures****A. Related Parties:**

- I. Subsidiaries : Aristro Capital Markets Limited.
- ii. Associates : Purple Advertising Services Private Limited.
- iii. Enterprises significantly influenced by Key management personnel or their relatives : Brihans Laboratories Private Limited.  
: Brima Sagar Maharashtra Distilleries Limited.  
: Quality Laminators.  
: R. K. Products & Co. (Unit - II)  
: R. K. Products & Co. (Unit - III)  
: R. K. Products & Co. (Unit - IV)  
: Sarvatra Technologies Private Limited.  
: Som Datt Landmark Hotels & Recreations Private Limited.  
: U.Y. Aviation Private Limited.  
: U.Y. Industries Private Limited.  
: Zircon Traders Limited.

**B. Key Management Personnel:**

- iv. Managing Director : Mr. Udai Kothari
- v. Executive Director : Mr. Dinesh Burman  
: Mr. Deepak Kothari
- vi. Chief Financial Officer : Mr. Alok Banerjee
- vii. Company Secretary : Mrs. Amrita Mohta Kothari

The following is the summary of transactions with related parties:

(₹ in '000)

Name of related party	Nature of transactions and outstanding balances	2019-20	2018-19
<b>Enterprises significantly influenced by Key management personnel or their relatives :</b>			
Brihans Laboratories Private Limited	Loan Given	5,000.00	20,000.00
	Loan Repaid	4,000.00	5,000.00
	Balance Receivable:		
	Loans	2,56,491.53	2,55,715.50
	Interest Income	25,546.15	25,795.00
	Investment in Shares	-	-
	Closing Balance of :		
Investment in Shares	5,000.00	5,000.00	

## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

The following is the summary of transactions with related parties:

(₹ in '000)

Name of related party	Nature of transactions and outstanding balances	2019-20	2018-19
<b>Enterprises significantly influenced by Key management personnel or their relatives :</b>			
Brima Sagar Maharashtra Distilleries Limited*	Loan Given	22,500.00	76,000.00
	Loan Repaid	2,46,500.00	35,500.00
	Balance Receivable:		
	Loans	14,475.95	2,56,188.78
	Interest Income	14,306.62	25,765.31
	Investment in Shares	-	40,200.00
	Closing Balance of:		
	Investment in Shares	40,200.00	40,200.00
Quality Laminators	Closing Balance of:		
	Investment in OCD*	1,29,166.67	-
	Loan Given	20,000.00	-
	Loan Repaid	-	-
	Balance Receivable:		
R. K. Products & Co. (Unit - II)	Loans	40,000.00	21,980.00
	Interest Income	2,864.20	2,203.22
	Loan Given	20,000.00	-
	Loan Repaid	10,000.00	-
	Balance Receivable :		
R. K. Products & Co. (Unit - III)	Loans	10,206.12	-
	Interest Income	229.02	-
	Loan Given	16,400.00	1,64,000.00
	Loan Repaid	18,300.00	3,000.00
	Balance Receivable :		
R. K. Products & Co. (Unit - IV)	Loans	1,96,012.39	1,97,454.07
	Interest Income	18,791.55	18,282.30
	Loan Given	44,000.00	-
	Loan Repaid	40,700.00	-
	Balance Receivable :		
Sarvatra Technologies Private Limited	Loans	3,786.48	-
	Interest Income	540.53	-
	Loan Given	-	-
	Loan Repaid	3,000.00	10,000.00
	Balance Receivable:		
Sarvatra Technologies Private Limited	Loans	2,548.24	5,052.89
	Interest Income	605.59	1,526.61



## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

The following is the summary of transactions with related parties:

(₹ in '000)

Name of related party	Nature of transactions and outstanding balances	2019-20	2018-19
<b>Enterprises significantly influenced by Key management personnel or their relatives :</b>			
U.Y. Aviation Private Limited	Loan Given	1,16,750.00	89,100.00
	Loan Repaid	35,600.00	2,20,000.00
	Balance Receivable :		
	Loans	1,70,250.00	91,857.81
	Interest Income	14,953.34	5,592.70
Zircon Traders Limited	Loan Given	15,800.00	72,500.00
	Loan Repaid	-	61,000.00
	Balance Receivable :		
	Loans	2,71,813.58	2,53,860.54
	Interest Income	26,126.20	23,733.93
Som Datt Landmark Hotels & Recreations Private Limited	Loan Taken	1,20,000.00	-
	Loan Repaid	35,000.00	-
	Balance Payable:		
	Loans	91,418.52	-
	Interest on Loan	7,131.69	-
U.Y. Industries Private Limited	Rent Paid	427.85	570.46
	Interest on Security Deposit	(7.56)	7.56

<b>Key Management Personnel</b>			
Mr. Udai Kothari	Managerial Remuneration	4,800.00	4,800.00
	Loan Given	1,39,000.00	35,000.00
	Loan Repaid	1,35,000.00	-
	Balance Receivable:		
	Loans	43,604.73	37,176.80
	Interest Income	6,427.94	2,176.80
Mr. Deepak Kothari	Managerial Remuneration	2,400.00	2,400.00
Mr. Dinesh Burman	Managerial Remuneration	306.00	306.00
Mr. Alok Banerjee	Remuneration	1,200.00	500.00
Mrs. Amrita Mohta Kothari	Remuneration	825.50	825.50

\* Amount represent in books is amortise cost of ₹ 25 Crore invested in 0% Optionally Convertible Debenture during the year as per Ind As.

## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### 42. First time adaption Ind AS reconciliations

#### a) Reconciliations of Balance Sheet as on 31st March, 2019 and 1st April, 2018

(₹ in '000)

Particulars	As on 31st March, 2019			As on 1st April, 2018		
	Amount As Per Previous GAAP	Effect of transition to Ind AS	Amount As Per Ind AS	Amount As Per Previous GAAP	Effect of transition to Ind AS	Amount As Per Ind AS
<b>I ASSETS</b>						
<b>1. Financial Assets</b>						
(a) Cash and cash equivalents	21,241.35	-	21,241.35	31,720.67	-	31,720.67
(b) Bank balance other than (a) above	275.63	-	275.63	120.29	-	120.29
(c) Receivables						
(i) Trade receivables	-	-	-	136.49	-	136.49
(d) Loans	20,22,607.27	-	20,22,607.27	19,37,873.76	-	19,37,873.76
(e) Investment	3,58,786.00	-	3,58,786.00	3,43,186.00	-	3,43,186.00
(f) Other financial assets	1,22,896.55	-	1,22,896.55	1,26,014.10	-	1,26,014.10
<b>2 Non-financial assets</b>						
(a) Inventories	84.09	-	84.09	1,338.66	-	1,338.66
(b) Current tax assets (Net)	24,578.12	-	24,578.12	20,656.57	-	20,656.57
(c) Deferred tax assets (Net)	8,905.64	28,511.39	37,417.03	4,923.92	4,317.99	9,241.91
(d) Investment in Property	-	1,189.00	1,189.00	-	1,189.00	1,189.00
(e) Property, plant and equipment	10,130.78	(1,189.00)	8,941.78	11,883.34	(1,189.00)	10,694.34
(f) Other non-financial assets	72.30	-	72.30	178.06	-	178.06
<b>Total Assets</b>	<b>25,69,577.73</b>	<b>28,511.39</b>	<b>25,98,089.12</b>	<b>24,78,031.86</b>	<b>4,317.99</b>	<b>24,82,349.84</b>
<b>II LIABILITIES AND EQUITY</b>						
<b>1 Financial liabilities</b>						
(a) Other financial liabilities	-	-	-	1,094.25	-	1,094.25
<b>2 Non-financial liabilities</b>						
(a) Provisions	52,089.67	97,417.06	1,49,506.73	30,590.89	14,627.88	45,218.77
(b) Other non-financial liabilities	1,627.04	-	1,627.04	418.19	-	418.19
<b>3 Equity</b>						
(a) Equity Share capital	9,51,191.65	-	9,51,191.65	9,51,191.65	-	9,51,191.65
(b) Other Equity	15,64,669.37	(68,905.67)	14,95,763.71	14,94,736.89	(10,309.90)	14,84,426.99
<b>Total Liabilities and Equities</b>	<b>25,69,577.73</b>	<b>28,511.39</b>	<b>25,98,089.12</b>	<b>24,78,031.86</b>	<b>4,317.99</b>	<b>24,82,349.84</b>



## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### b) Reconciliation of Total Comprehensive Income for the Year ended 31st March, 2019 (₹ in '000)

Particulars	For the year ended 31st March, 2019		
	Amount As Per Previous GAAP	Effect of transition to Ind AS	Amount As Per Ind AS
<b>Revenue from Operations</b>			
Interest Income	1,99,675.69	-	1,99,675.69
Sale of Shares	421.66	-	421.66
Other Operating Income	-	-	-
<b>(I) Total revenue from operations</b>	<b>2,00,097.35</b>	<b>-</b>	<b>2,00,097.35</b>
<b>(II) Other Income</b>	<b>82.09</b>	<b>-</b>	<b>82.09</b>
<b>(III) Total Income (I+II)</b>	<b>2,00,179.44</b>	<b>-</b>	<b>2,00,179.44</b>
<b>(IV) Expenses</b>			
Finance Costs	-	-	-
Purchase of Stock-in-Trade	-	-	-
Change in Inventories of Finished Goods	1,254.57	-	1,254.57
Employee Benefits Expenses	11,583.11	(172.87)	11,410.24
Depreciation and Amortization Expenses	1,838.35	-	1,838.35
Other Expenses	38,312.62	(17,500.00)	20,812.62
<b>(V) Total Expenses</b>	<b>52,988.65</b>	<b>(17,672.87)</b>	<b>35,315.78</b>
<b>(VI) Profit/(Loss) before exceptional items &amp; Tax (III-V)</b>	<b>1,47,190.78</b>	<b>17,672.87</b>	<b>1,64,863.66</b>
<b>(VII) Exceptional Items</b>			
Contingent Provisions against Standard Assets	2.08	-	2.08
Provision/(Reversal) of Non-Performing Assets	21,756.28	83,000.00	1,04,756.28
<b>(VIII) Profit/(Loss) before tax (VI-VII)</b>	<b>1,25,432.42</b>	<b>(65,327.13)</b>	<b>60,105.30</b>
<b>(IX) Tax Expenses</b>			
Current Tax	48,043.04	-	48,043.04
Deferred Tax Expenses/(Income)	(3,981.72)	(24,193.40)	(28,175.12)
Income Tax relating to earlier years	(3.67)	-	(3.67)
<b>(X) Profit/(Loss) for the year (VIII-IX)</b>	<b>81,374.77</b>	<b>(41,133.73)</b>	<b>40,241.05</b>
<b>(XI) Other Comprehensive Income/(Expenses) (OCI)</b>			
<b>Items that will not be reclassified to profit or loss:</b>			
- Remeasurement of defined benefit plans	-	37.95	37.95
- Net Loss on Fair Value Changes	-	(17,500.00)	(17,500.00)
<b>(XII) Other Comprehensive Income/(Loss) (XI)</b>	<b>-</b>	<b>(17,462.05)</b>	<b>(17,462.05)</b>
<b>(XIII) Total Comprehensive Income/(Loss) for the period (X + XI)</b>	<b>81,374.77</b>	<b>(58,595.78)</b>	<b>22,779.00</b>

## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### c) Reconciliation of Total Equity as at 31st March, 2019 and 1st April, 2018 (₹ in '000)

Particulars	As at 31st March, 2019	As at 1st April, 2018
<b>Total Equity (shareholder's fund) under previous GAAP</b>	<b>25,15,861.02</b>	<b>24,45,928.53</b>
Impact of revaluation of Investments	(27,500.00)	(27,500.00)
Deferred Tax	28,511.39	4,317.99
Other Adjustments	(69,917.06)	12,872.12
<b>Total Equity under Ind AS</b>	<b>24,46,955.35</b>	<b>24,35,618.64</b>

### d) Reconciliation of Cash Flow Statement for year ended 31st, March 2019 (₹ in '000)

Particulars	Amount As Per Previous GAAP	Effect of transition to Ind AS	Amount As Per Ind AS
Net Cash Generated/(Used) From Operating Activities	34,141.20	(7.56)	34,148.76
Net Cash Used In Investing Activities	(33,178.25)	7.56	(33,185.80)
Net Cash from Financing Activities	(11,286.94)	155.34	(11,442.28)
<b>Net Increase / (Decrease) In Cash And Cash Equivalents</b>	<b>(10,323.99)</b>	<b>155.33</b>	<b>(10,479.32)</b>
Cash & Cash Equivalents at the beginning of the year	31,840.96	120.29	31,720.67
<b>Cash &amp; Cash Equivalents at the end of the year</b>	<b>21,516.97</b>	<b>275.62</b>	<b>21,241.35</b>

#### Notes:

i. To comply with the Companies (Accounting Standard) Rules, 2006, certain account balances have been regrouped as per the format prescribed under Division II of Schedule III to the Companies Act, 2013.

#### ii. Financial liabilities and related transaction costs:

Borrowings and other financial liabilities which were recognized at historical cost under previous GAAP have been recognized at amortised cost under IND AS with the difference been adjusted to opening retained earnings. Under previous GAAP, transaction costs incurred in connection with borrowings were charged to the statement of profit & loss in the year of borrowings. Under IND AS, transaction costs are deducted from the initial recognition amount of the financial liability and charged over the tenure of borrowing using the effective interest method.

#### iii. Financial assets at amortised cost:

Certain financial assets held on with an objective to collect contractual cash flows in the nature of principal and interest have been recognized at amortised cost on transition date as against historical cost under the previous GAAP with the difference been adjusted to the opening retained earnings.

#### iv. Deferred tax as per balance sheet approach:

Under previous GAAP, deferred tax was accounted using the income statement approach, on the timing differences between the taxable profit and accounting profits for the period. Under IND AS, deferred tax is recognized following balance sheet approach on the temporary differences between the carrying amount of asset or liability in the balance sheet and its tax base. In addition, various transitional adjustments has also lead to recognition of deferred taxes on new temporary differences.

#### v. Defined benefit liabilities:

Under IND AS, Remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined liability, are recognized in other comprehensive income instead of profit or loss in previous GAAP.





Growth, Wealth, Success

## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### vi. Other comprehensive income:

Under IND AS, all items of income and expense recognized in the period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognized in profit or loss but are shown in the statement of profit and loss and "other comprehensive income" includes remeasurements of defined benefit plans, and fair value gain or losses on FVTOCI equity instruments. The concept of other comprehensive income did not exist under previous GAAP.

**43** Previous year's figures have been re-grouped and/or re-arranged wherever necessary, to confirm the current year classification.

For **Das & Prasad**  
Chartered Accountants  
(Firm's Registration No. 303054E)

**Sd/-**  
**Sumit Kumar Rajgarhia**  
(Partner)  
(Membership No. 068270)

Place: Kolkata  
Date: **07th August, 2020**

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

**Sd/-**  
**Udai Kothari**  
(Chairman & Managing Director)  
(DIN:- 00284256)

**Sd/-**  
**CA Alok Banerjee**  
(Chief Financial Officer)

**Sd/-**  
**Deepak Kothari**  
(Executive Director)  
(DIN:- 00280323)

**Sd/-**  
**Amrita Mohta Kothari**  
(Company Secretary)



## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### ANNEXURE - I TO THE NOTES TO FINANCIAL STATEMENTS [Refer Note 9]

#### Particulars of Stock for Trade as on 31st March, 2020

(₹ in '000)

Particulars	Face Value (Amount in ₹)	Quantity (Nos.)	Cost Value (Amount)	Value (Amount)
<b>Equity Shares: Trade (A)</b>				
Kappac Pharma Limited	10	20,200	5,369.57	-
Mystic Electronics Limited	10	22,305	12,230.09	64.69
<b>Total</b>			<b>17,599.66</b>	<b>64.69</b>

Particulars	Cost Value (Amount)	Value (Amount)
Grand Total	17,599.65	64.69
Less: Provision for Diminution	17,534.97	-
<b>Total</b>	<b>64.69</b>	<b>64.69</b>



## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### ANNEXURE II TO THE NOTES TO FINANCIAL STATEMENTS [Refer note 40]

Disclosure of details as required in terms of paragraph 13 of Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015. (₹ in '000)

Particulars	Amount Outstanding	Amount Overdue
<b>Liabilities Side:</b>		
<b>(1) Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:</b>		
(i) Debentures:		
Secured	-	-
Unsecured (other than falling within the meaning of public deposit)	-	-
(ii) Deferred Credits	-	-
(iii) Term Loans	-	-
(iv) Inter-corporate loans and borrowing	94,418.52	6,418.52
(v) Commercial Paper	-	-
(vi) Other Loans:	-	-
Working capital facility		
Public Deposit		

Particulars	Amount Outstanding
<b>Assets Side :</b>	
<b>(2) Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:</b>	
(i) Secured	215.54
(ii) Unsecured	20,29,564.73
<b>(3) Break-up of Leased Assets and Stock on Hire and other assets counting towards AFC activities</b>	
(i) Lease assets including lease rentals under sundry debtors:	
(a) Financial Lease	-
(b) Operating Lease	
(ii) Stock on hire including hire charges under sundry debtors:	
(a) Assets on hire	-
(b) Repossessed Assets	-
(iii) Others Loans counting towards AFC activities:	
(a) Loans where assets have been repossessed	-
(b) Loans other than (a) above	-
<b>(4) Break up of Investments</b>	
Current Investments	
(i) Quoted:	
(a) Shares: (A) Equity*	64.69
(B) Preference	-
(b) Debentures and bonds	-
(c) Units of mutual funds	-
(d) Government Securities	-
(e) Others	-
(ii) Unquoted:	
(a) Shares: (A) Equity	-
(B) Preference	-
(b) Debentures and bonds	-
(c) Units of mutual funds	-
(d) Government Securities	-
(e) Others	-

\* Stock for Trade

## Notes to Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

(₹ in '000)

Particulars		Amount Outstanding
Long term investments		
(i)	Quoted:	
(a)	Shares: (A) Equity	-
	(B) Preference	-
(b)	Debentures and bonds	-
(c)	Units of mutual funds	-
(d)	Government Securities	-
(e)	Others	-
(ii)	Unquoted:	
(a)	Shares: (A) Equity	4,03,786.00
	(B) Preference	-
(b)	Debentures and bonds	-
(c)	Units of mutual funds	-
(d)	Government Securities	-
(e)	Others	-

<b>(5) Borrower group-wise classification of assets financed as in (2) and (3) above:</b>				
Category		Amount net of provisions		
		Secured	Unsecured	Total
(i)	Related Parties:			
(a)	Subsidiaries	-	-	-
(b)	Companies in the same group	-	-	-
(c)	Other related parties	-	9,15,514.50	9,15,514.50
(ii)	Other than related parties	-	8,56,346.50	8,56,346.50
<b>Total</b>		<b>-</b>	<b>17,71,861.00</b>	<b>17,71,861.00</b>

<b>(6) Investor group wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):</b>			
Category		Market Value / Break up or fair value of NAV	Book Value (net of provisions)
(i)	Related Parties:		
(a)	Subsidiaries	1,48,586.00	1,48,586.00
(b)	Companies in the same group	90,000.00	90,000.00
(c)	Other related parties	1,45,258.67	1,45,258.67
(ii)	Other than related parties	80,000.00	80,000.00
<b>Total</b>		<b>4,63,844.67</b>	<b>4,63,844.67</b>

<b>(7) Other Information:</b>		
Particulars		(₹ in '000)
(i)	Gross Non-Performing Assets	
(a)	Related parties	1,70,250.00
(b)	Other than related parties	3,91,379.05
(ii)	Net Non-Performing Assets	
(a)	Related parties	1,53,225.00
(b)	Other than related parties	1,54,155.16
(iii)	Assets acquired in satisfaction of debt	-



# **Consolidated Financials**



## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF U.Y. FINCORP LIMITED

#### Report on the Audit of the Consolidated Financial Statements

##### Opinion

We have audited the accompanying consolidated financial statements of U.Y.Fincorp Limited (“the Company”), and its subsidiary, (the Company and its subsidiaries together referred to as the “Group”) which comprise the Consolidated Balance Sheet as at March 31, 2020, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity 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 the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2020, the consolidated loss and consolidated total comprehensive loss, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

##### Basis of Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the 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. .

##### Emphasis of Matter

We draw attention to following:

We draw attention to the following matter:

- a) We draw attention to Note no 34 (e) to the consolidated financial statements which explains the uncertainties and management's assessment of the financial impact due to the lock-down and other restrictions and conditions related to the COVID-19 pandemic situation, for which a definitive assessment of the impact in subsequent period is highly dependent upon circumstances they evolve.
- b) Note no 8 of the consolidated financial statements, in absence of the financial statements of associate company M/s Purple Advertising Services Private Limited for the year ended March 31, 2020, the results of same has not been consolidated as per IND AS 28 on “Investment in Associates and Joint Ventures” in Consolidated Financial results. Consequently the impact of the same and the value of investments in such associate are not ascertainable presently.

Our Opinion is not modified in respect of above matters

##### 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.



## INDEPENDENT AUDITOR'S REPORT (Contd.)

SL.	Key Audit Matter (KAM)	Auditor's Response
1	<p><b>Transition to Ind AS</b></p> <p>In accordance with the roadmap for implementation of Ind AS for non banking financial companies, as announced by the Ministry of Corporate Affairs, the Company has adopted Ind AS from April 1, 2019 with an effective date of April 1, 2018 for such transition. For periods upto and including the year ended March 31, 2019, the Company had prepared and presented its financial statements in accordance with the erstwhile generally accepted accounting principles in India (Indian GAAP). In order to give effect of the transition to Ind AS these financial statements for the year ended March 31, 2020, together with the comparative financial information for the previous year ended March 31, 2019 and the transition date balance sheet as at April 1, 2018 have been prepared under Ind AS. The transition has involved significant change in the Company's policies and processes relating to financial reporting, including generation of reliable and supportable information.</p> <p>In view of the complexity arising from implementing the principles of Ind AS at the transition date, which could result in a misstatement in these Ind AS financials statements, this has been an area of key focus in our audit</p>	<p>Our audit procedure includes:</p> <ul style="list-style-type: none"> <li>· Read the Ind AS impact assessment performed by the management to identify areas to be impacted on account of Ind AS transition.</li> <li>· Understood the financial statement closure process established by the Company for transition to Ind AS.</li> <li>· Read changes made to the accounting policies in light of the requirements of the new framework.</li> <li>· Assessed the judgement exercised by the management in applying the first-time adoption principles of Ind AS 101 especially in respect of fair valuation of assets and liabilities existing as at transition date.</li> <li>· Assessed the judgement applied by the Company in determining its business model for classification of financial assets.</li> </ul> <p>Tested the accounting adjustments posted as at the transition date and in respect of the previous year to convert the financial information reported under erstwhile Indian GAAP to Ind AS.</p> <p>Assessed disclosures included in the Ind AS financial statements in accordance with the requirements of Ind AS 101, with respect to the previous periods presented.</p>
2	<p><b>Impairment loss allowance of loans and advances</b></p> <p>Impairment loss allowance of loans and advances ("Impairment loss allowance") is a key audit matter as the Company has significant credit risk exposure. The value of loans and advances on the balance sheet is significant and there is a high degree of complexity and judgment involved for the Company in estimating individual and collective credit impairment provisions and write-offs against these loans. The Company's model to calculate expected credit loss ("ECL") is inherently complex and judgment is applied in determining the three-stage impairment model ("ECL Model"), including the selection and input of forward-looking information. ECL provision calculations require the use of large volumes of data. The completeness and reliability of data can significantly impact the accuracy of the modelled impairment provisions. The accuracy of data flows and the implementation of related controls are critical for the integrity of the estimated impairment provisions</p>	<p>We started our audit procedures with the understanding of the internal control environment related to Impairment loss allowance. Our procedures over internal controls focused on recognition and measurement of impairment loss allowance. We assessed the design and tested the operating effectiveness of the selected key controls implemented by the Company.</p> <p>We also assessed whether the impairment methodology used by the Company is in line with the requirements of Ind AS 109, "Financial instruments". More particularly, we assessed the approach of the Company regarding the definition of default, Probability of Default, Loss Given Default and incorporation of forward-looking information for the calculation of ECL.</p> <p>For loans and advances which are assessed for impairment on a portfolio basis, we performed particularly the following procedures:</p> <ul style="list-style-type: none"> <li>· tested the reliability of key data inputs and related management controls;</li> <li>· checked the stage classification as at the balance sheet date as per definition of default;</li> <li>· validated the ECL model and calculation by involving our Information Technology Expert;</li> <li>· calculated the ECL provision manually for a selected sample; and</li> <li>· assessed the assumptions made by the Company in making accelerated provision, considering forward looking information and based on the status of a particular industry as on the reporting date.</li> </ul> <p>For loans and advances which are written off during the year under audit, we read and understood the methodology and policy laid down and implemented by the Company in this regard along with its compliance on sample basis.</p>



## INDEPENDENT AUDITOR'S REPORT (Contd.)

### **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, 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.

### **Responsibilities of Management and Those Charged With Governance for the Consolidated Financial Statement**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the 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, Board of Directors is responsible for assessing the ability of the Group 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 Boards 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 scepticism 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 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.





## INDEPENDENT AUDITOR'S REPORT (Contd.)

- 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 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 of which we are the independent auditors.

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.

### Other Matter

We did not audit the financial statement/ financial information of one (1) subsidiary whose financial statement/information reflect total assets of Rs.968.62 Lakhs and net assets of Rs.630.97 Lakhs as at March 31, 2020 and total net loss of Rs. 833.47 Lakhs and total comprehensive loss of Rs. 833.47 Lakhs for the year ended March 31, 2020 and total net loss of Rs.367.22 Lakhs and total comprehensive loss of Rs. 367.22 Lakhs for the quarter ended March 31, 2020 and net cash outflow of Rs29.22Lakhs for the year ended on that date as considered in the consolidated financial statements. This financial statement and other financial information have not been audited as per IND AS but have been certified by the Company's Management and which have been furnished to us by the Management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on the information and certified results provided by the Parent Company's Management. Our opinion is not modified in respect of this matter.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit 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.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS 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 Company as on March 31, 2020 taken on record by the Boards of Directors of the Company and its subsidiary incorporated in India and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group companies



## INDEPENDENT AUDITOR'S REPORT (Contd.)

incorporated in India is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

- f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Company and its subsidiary company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.
- 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, as amended, in our opinion and to the best of our information and according to the explanations given to us :
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as stated Note No 30 to the Ind AS financial statements.
  - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, to the Investor Education and Protection Fund by the parent Company.

For **Das & Prasad**

Chartered Accountants

(Firm's Registration No.303054E)

Sd/-

**Sumit Kumar Rajgarhia**

(Partner)

(Membership No. 068270)

UDIN - 20068270AAAAAM5665

Place: Kolkata

Date: **August 07, 2020**



## Annexure - A to the Auditors' Report

### **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 U.Y.Fincorp Limited ("the Company") and its subsidiary as of March 31, 2020 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

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

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

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

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

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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



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## Annexure - A to the Auditors' Report

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company, 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, 2020, based on the internal financial control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

### Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 1 (one) subsidiary company, which is a company incorporated in India, was not audited us, and hence no opinion is formed in respect of such subsidiary company.

For **Das & Prasad**

Chartered Accountants

(Firm's Registration No.303054E)

Sd/-

**Sumit Kumar Rajgarhia**

(Partner)

(Membership No. 068270)

UDIN - 20068270AAAAAM5665

Place: Kolkata

Date: **August 07, 2020**



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## Consolidated Balance Sheet as at 31st March, 2020

(₹ in ' 000)

Particulars	Note	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
<b>I ASSETS</b>				
<b>1 Financial assets</b>				
(a) Cash and Cash Equivalents	3	7,861.64	26,247.15	41,116.71
(b) Bank balance other than (a) above	4	17,030.34	17,150.63	16,995.29
(c) Receivables				
(i) Trade receivables	5	16,899.94	7,460.22	3,398.68
(d) Loans	6	20,29,780.27	20,22,607.27	19,37,873.76
(e) Investment	7	3,24,350.34	2,31,834.15	2,17,634.15
(f) Other Financial Assets	8	1,38,511.64	1,53,585.29	1,48,787.56
<b>2. Non-Financial Assets</b>				
(a) Inventories	9	16,221.17	99,545.43	78,236.10
(b) Current Tax Assets (Net)		-	26,188.70	22,777.62
(c) Deferred Tax Assets (Net)	10	58,922.66	37,417.03	9,241.91
(d) Investment in Property	12	1,189.00	1,189.00	1,189.00
(e) Property, Plant and Equipment	11	15,623.71	15,103.14	32,313.78
(f) Goodwill		-	-	164.19
(g) Other Non-Financial Assets	13	9,301.93	7,902.34	8,330.63
<b>Total Assets</b>		<b>26,35,692.64</b>	<b>26,46,230.35</b>	<b>25,18,059.37</b>
<b>II LIABILITIES AND EQUITY</b>				
<b>Liabilities</b>				
<b>1 Financial liabilities</b>				
(a) Payables				
(i) Trade payables	14			
total outstanding dues of micro, small & medium enterprises		-	-	-
total outstanding dues other than micro, small & medium enterprises		16,546.37	8,336.19	4,615.66
(b) Borrowings (other than debt securities)	15	99,817.17	26,711.67	20,922.45
(c) Other Financial Liabilities	16	9,866.23	3,326.47	4,475.27
<b>2. Non-Financial Liabilities</b>				
(a) Provisions	17	2,57,482.24	1,49,506.73	45,218.77
(b) Current Tax Liabilities (Net)		1,391.66	-	-
(c) Other Non-Financial Liabilities	18	10,807.20	992.57	614.40
<b>3. Equity</b>				
(a) Equity Share capital	19	9,51,191.65	9,51,191.65	9,51,191.65
(b) Other Equity	20	12,88,590.12	15,06,165.08	14,91,021.19
<b>Total Liabilities and Equities</b>		<b>26,35,692.64</b>	<b>26,46,230.35</b>	<b>25,18,059.37</b>

Significant Accounting Policies and Notes to Financial Statements  
The Notes referred to above form an integral part of the Balance Sheet  
This is the Balance Sheet referred to in our report of even date

1 to 46

For **Das & Prasad**  
Chartered Accountants  
(Firm's Registration No. 303054E)  
**Sd/-**  
**Sumit Kumar Rajgarhia**  
(Partner)  
(Membership No. 068270)

Place: Kolkata  
Date: **07th August, 2020**

**Sd/-**  
**Udai Kothari**  
(Chairman & Managing Director)  
(DIN:- 00284256)

**Sd/-**  
**CA Alok Banerjee**  
(Chief Financial Officer)

For and on behalf of the Board of Directors

**Sd/-**  
**Deepak Kothari**  
(Executive Director)  
(DIN:- 00280323)

**Sd/-**  
**Amrita Mohta Kothari**  
(Company Secretary)



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## Consolidated Statement of Profit and Loss for the year ended 31st March, 2020

(₹ in ' 000)

Particulars	Note	For Year ended 31st March 2020	for Year ended 31st March 2019
<b>Revenue from Operations</b>	<b>21</b>		
Interest Income		1,72,117.14	1,99,675.69
Sale of Shares		-	421.66
<b>(I) Total revenue from operations</b>		<b>1,72,117.14</b>	<b>2,00,097.35</b>
<b>(II) Other Income</b>	<b>22</b>	<b>8,076.99</b>	<b>82.09</b>
<b>(III) Total Income (I+II)</b>		<b>1,80,194.13</b>	<b>2,00,179.44</b>
<b>(IV) Expenses</b>			
Finance Costs	<b>23</b>	7,131.69	-
Change in Inventories of Finished Goods	<b>24</b>	19.40	1,254.57
Employee Benefits Expenses	<b>25</b>	11,780.62	11,410.24
Depreciation and Amortization Expenses	<b>26</b>	1,407.70	1,838.35
Other Expenses	<b>27</b>	6,243.75	20,812.62
<b>(V) Total Expenses</b>		<b>26,583.16</b>	<b>35,315.78</b>
<b>(VI) Profit/(Loss) before exceptional items &amp; Tax (III-V)</b>		<b>1,53,610.98</b>	<b>1,64,863.66</b>
<b>(VII) Exceptional Items</b>			
Contingent Provisions against Standard Assets		(808.23)	2.08
Provision(Reversal) of Non-Performing Assets		1,08,653.37	1,04,756.28
<b>(VIII) Profit/(Loss) before tax (VI-VII)</b>		<b>45,765.84</b>	<b>60,105.29</b>
<b>(IX) Tax Expenses</b>			
Current Tax		37,252.08	48,043.04
Deferred Tax Expenses/(Income)		(21,505.63)	(28,175.12)
Income Tax relating to earlier years		2,526.35	(3.67)
<b>(X) Profit/(Loss) for the year from continuing operations (VIII-IX)</b>		<b>27,493.04</b>	<b>40,241.04</b>
(XI) Profit/(Loss) from discontinued operations		(83,347.45)	4,095.56
(XII) Tax Expense of discontinued operations		-	362.19
<b>(XIII) Profit/(Loss) from discontinued operations (after tax) (XI+XII)</b>		<b>(83,347.45)</b>	<b>3,733.37</b>
<b>(XIV) Profit/(Loss) for the year (X+XIII)</b>		<b>(55,854.41)</b>	<b>43,974.41</b>
<b>(XV) Other Comprehensive Income/(Expenses) (OCI)</b>			
Items that will not be reclassified to profit or loss:			
- Remeasurement of defined benefit plans		(45.22)	37.95
- Net Loss on Fair Value Changes		(24,108.00)	(17,500.00)
<b>(XVI) Other Comprehensive Income/(Loss)</b>		<b>(24,153.22)</b>	<b>(17,462.05)</b>
<b>(XVII) Total Comprehensive Income/(Loss) for the period (XIV+XVI)</b>		<b>(80,007.63)</b>	<b>26,512.36</b>
<b>Basic &amp; Diluted Earnings per equity share</b>	<b>29</b>		
<b>[Nominal value: ₹ 5 per share]</b>			
From Continuing Operations		0.14	0.21
From Discontinuing Operations		(0.44)	0.02
From Total Operations		(0.29)	0.23

Significant Accounting Policies and Notes to Financial Statements 1 to 46

The Notes referred to above form an integral part of the Statement of Profit & Loss

This is the Statement of Profit & Loss referred to in our report of even date

For **Das & Prasad**

Chartered Accountants  
(Firm's Registration No. 303054E)

Sd/-

**Sumit Kumar Rajgarhia**  
(Partner)  
(Membership No. 068270)

Sd/-

Place: Kolkata  
Date: **07th August, 2020**

Sd/-

**Udai Kothari**  
(Chairman & Managing Director)  
(DIN:- 00284256)

Sd/-

**CA Alok Banerjee**  
(Chief Financial Officer)

For and on behalf of the Board of Directors

Sd/-

**Deepak Kothari**  
(Executive Director)  
(DIN: 00280323)

**Amrita Mohta Kothari**  
(Company Secretary)



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## Consolidated Cash Flow Statement for the year ended 31st March, 2020

(₹ in '000)

Particulars	For the Year ended 31st March 2020	For the Year ended 31st March 2019
<b>A. Cash Flow from Operating Activities</b>		
<b>Net Profit before extraordinary items and tax</b>	<b>(37,581.61)</b>	<b>64,200.85</b>
<u>Adjustment for:</u>		
Depreciation/ Amortisation and Impairment	2,337.66	2,987.12
Finance costs	9,111.22	1,756.94
Actuarial Gain/ Loss on defined benefit obligation	(45.22)	37.95
Interest Income from Security/Fixed Deposit	(1,263.29)	(1,126.84)
Deemed Interest on Amortised Cost	(4,177.68)	-
<b>Operating profit before Working Capital Changes</b>	<b>(31,618.93)</b>	<b>67,856.02</b>
<u>Adjustment for:</u>		
(Increase)/Decrease in Trade and other Receivables	(9,439.72)	(4,061.54)
(Increase)/Decrease in Loans Assets	(7,173.00)	(84,733.51)
(Increase)/Decrease in Other Bank Balances	120.29	(155.34)
(Increase)/Decrease in Other Financial Assets	2,145.65	3,286.20
(Increase)/Decrease in Inventories	83,324.26	(21,309.33)
(Increase)/Decrease in Other Non Financial Assets	10.21	105.75
Increase/(Decrease) in Other Financial Liabilities	15,516.44	2,858.59
Increase/(Decrease) in Provisions	1,07,975.51	1,04,287.97
Increase/(Decrease) in Other Non Financial Liabilities	(831.86)	114.60
<b>Cash Generated from / (used in) Operations</b>	<b>1,60,028.83</b>	<b>68,249.40</b>
Direct Taxes (Paid) / Refund received	(12,545.35)	(52,323.11)
<b>Net Cash Flow from/(used in) Operating Activities</b>	<b>1,47,483.48</b>	<b>15,926.29</b>
<b>B. Cash Flow from investing activities</b>		
Capital Advances received	10,000.00	-
Purchase of Property, Plant & Equipments	(2,858.22)	(1,585.70)
Interest income from Investment in Fixed Deposit/Bonds	1,263.29	1,126.84
Purchase of Investment	(2,50,000.00)	(29,600.00)
<b>Net Cash Flow from/(used in) Investing Activities</b>	<b>(2,41,594.93)</b>	<b>(30,058.86)</b>
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from Borrowings	84,862.00	14,923.82
Dividend Paid	-	(9,511.92)
Tax on Dividend Paid	(24.84)	(1,930.36)
Finance cost	(9,111.22)	(1,756.94)
<b>Net Cash Flow from/(used in) Financing Activities</b>	<b>75,725.94</b>	<b>1,724.61</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>	<b>(18,385.51)</b>	<b>(12,407.97)</b>
Cash and Cash Equivalents at the beginning of the year	26,247.15	38,655.12
<b>Cash and Cash Equivalents at the end of the year</b>	<b>7,861.64</b>	<b>26,247.15</b>
<b>Cash and Cash Equivalents at the end of the year</b>		
(a) Cash on hand	794.87	552.87
(b) Balance with banks - In Current accounts	7,066.77	25,694.28
<b>Total</b>	<b>7,861.64</b>	<b>26,247.15</b>

### Explanations:

- The above Cash Flow Statement has been prepared under the Indirect Method as set out in the IND - AS 7 'Statement Cash Flow'
- Previous year's figures have been regrouped/ reclassified wherever necessary to conform to the current year's classification.

This is the Cash Flow Statement referred to in our report of even date

For **Das & Prasad**  
Chartered Accountants  
(Firm's Registration No. 303054E)

**Sd/-**  
**Sumit Kumar Rajgarhia**  
(Partner)  
(Membership No. 068270)

Place: Kolkata  
Date: **07th August, 2020**

For and on behalf of the Board of Directors

**Sd/-**  
**Udai Kothari**  
(Chairman & Managing Director)  
(DIN:- 00284256)

**Sd/-**  
**CA Alok Banerjee**  
(Chief Financial Officer)

**Sd/-**  
**Deepak Kothari**  
(Executive Director)  
(DIN:- 00280323)

**Sd/-**  
**Amrita Mohta Kothari**  
(Company Secretary)



## Consolidated Statement of Changes in Equity

### A. Equity Share Capital

(₹ in '000)

Particulars	As at 31st March 2020		As at 31st March 2019		As at 1st April 2018	
	No. of shares	(Amount)	No. of shares	(Amount)	No. of shares	(Amount)
<b>At the beginning of the year</b>	<b>19,02,38,329</b>	<b>9,51,191.65</b>	<b>19,02,38,329</b>	<b>9,51,191.65</b>	<b>19,02,38,329</b>	<b>9,51,191.65</b>
Add: Addition during the year		-		-		-
<b>At the End of the year</b>		<b>9,51,191.65</b>		<b>9,51,191.65</b>		<b>9,51,191.65</b>

### B. Other Equity

(₹ in '000)

Particulars	Capital Reserve	Securities Premium Reserve	Retained Earning	Other Reserve	General Reserve	Special Reserve [Reserve Fund as per Section 45-IC of RBI Act, 1934]	Fair Value of Other Comprehensive Income (FVOCI) Equity Investment	Total Equity
<b>Balance as at 1st April, 2018</b>	<b>30,359.53</b>	<b>11,11,476.05</b>	<b>2,96,091.70</b>	-	<b>372.89</b>	<b>81,834.43</b>	<b>(29,113.41)</b>	<b>14,91,021.19</b>
Add: Profit/(Loss) for the year	-	-	43,973.76	-	-	16,274.95	-	60,248.72
Add/(Less): Proportionate Reserve of previous subsidiaries	-	-	74.46	-	-	-	-	74.46
Add/(Less): Other Comprehensive Income	-	-	37.95	-	-	-	(17,500.00)	(17,462.05)
Add/(Less): Special Reserve excess transferred in earlier year	-	-	791.05	-	-	(791.05)	-	-
Add/(Less): Transfer to Special Reserve	-	-	(16,274.95)	-	-	-	-	(16,274.95)
Less: Dividend Paid	-	-	(9,511.92)	-	-	-	-	(9,511.92)
Less: Tax on Dividend	-	-	(1,930.36)	-	-	-	-	(1,930.36)
<b>Balance as at 31st March 2019</b>	<b>30,359.53</b>	<b>11,11,476.05</b>	<b>3,13,251.69</b>	-	<b>372.89</b>	<b>97,318.33</b>	<b>(46,613.41)</b>	<b>15,06,165.08</b>
Add: Profit/(Loss) for the year	-	-	(55,854.41)	(1,25,000.00)	-	549.86	(36,650.48)	(2,16,955.03)
Add/(Less): Other Comprehensive Income	-	-	(45.22)	-	-	-	-	(45.22)
Add/Less: Transfer to Special Reserve	-	-	(549.86)	-	-	-	-	(549.86)
Add/Less: Transfer to Fair Value Reserve against OCD	-	-	(4,166.67)	4,166.67	-	-	-	-
Less: Dividend Paid	-	-	-	-	-	-	-	-
Less: Tax on Dividend	-	-	(24.84)	-	-	-	-	(24.84)
<b>Balance as at 31st March, 2020</b>	<b>30,359.53</b>	<b>11,11,476.05</b>	<b>2,52,610.70</b>	<b>(1,20,833.33)</b>	<b>372.89</b>	<b>97,868.19</b>	<b>(83,263.90)</b>	<b>12,88,590.12</b>

#### Description of reserves in statement of changes in equity:

##### i) Securities Premium Reserve:

Securities premium reserve is used to record the premium on issue of shares. The reserve is available for utilisation in accordance with the provisions of the Companies Act, 2013.

##### ii) Retained Earnings:

Retained earnings represents accumulated profits earned by the company and remaining undistributed as on date.

##### iii) Other Reserve:

Other Reserve is created to recognise the effect of present value of financial assets.

##### iv) General Reserve:

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

##### v) Special Reserve [Reserve Fund as per Section 45-IC of RBI Act, 1934]:

Statutory reserves fund is required to be created by a Non-Banking Financial Company as per Section 45-IC of the Reserve Bank of India Act, 1934. The Company is not allowed to use the reserve fund except with authorisation of Reserve Bank of India.

##### vi) FVOCI Equity Investments:

The Company has elected to recognise changes in the fair value of certain investments in equity instruments through other comprehensive income. These changes are accumulated within the FVOCI equity investments reserve. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

##### vii) Capital Reserve:

This reserve represents capital investment subsidy received and amount forfeited towards warrant subscription. As per our report of even date attached.

For **Das & Prasad**

Chartered Accountants  
(Firm's Registration No. 303054E)

Sd/-

**Sumit Kumar Rajgarhia**  
(Partner)  
(Membership No. 068270)

Place: Kolkata

Date: **07th August, 2020**

For and on behalf of the Board of Directors

Sd/-

**Udai Kothari**  
(Chairman & Managing Director)  
(DIN:- 00284256)

Sd/-

**CA Alok Banerjee**  
(Chief Financial Officer)

Sd/-

**Deepak Kothari**  
(Executive Director)  
(DIN:- 00280323)

Sd/-

**Amrita Mohta Kothari**  
(Company Secretary)





## Significant Accounting Policies and Notes to Consolidated Financial Statements

### 1. CORPORATE INFORMATION

U. Y. Fincorp Limited (UYFL) is a RBI registered Non-Banking Financial Company. The Company was originally incorporated with the Registrar of Companies, West Bengal on October 7, 1993 as Golden Securities Private Limited. Pursuant to Shareholders Resolution dated November 30, 1994. The Company was converted into Public Limited Company and the name was changed to “Golden Securities Limited”. Fresh Certificate of Incorporation consequent to such change of name was issued by the Registrar of Companies, West Bengal vide certificate dated December 13, 1994. The name of our Company was changed to Golden Goenka Fincorp Limited and a fresh Certificate of Incorporation reflecting the new name was issued by the Registrar of Companies, West Bengal on November 21, 2011. Subsequently the name of Company was changed to its present name “U. Y. Fincorp Limited” and a fresh Certificate of Incorporation reflecting the new name was issued by the Registrar of Companies, West Bengal on December 10, 2018. Company made its public issue in the year 1995 and subsequently got its shares listed at BSE Limited and The Calcutta Stock Exchange Limited in the same year. The RBI granted a certificate of registration dated April 20, 1998, permitting the Company to carry on the business of a NBFC as a non deposit taking company. Subsequently, Company has received a fresh certificate pursuant to change of name of Company. U. Y. Fincorp Limited is primarily focused in providing inter corporate loans, personal loans and investments in securities and trading in securities.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### A) Statement of compliance

In accordance with the notification issued by the Ministry of Corporate Affairs (“the MCA”), the Company has adopted Indian Accounting Standards (referred to as “Ind AS”) notified under Section 133 of the Companies Act, 2013 (“the Act”) read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, from 1st April, 2019 and the effective date of such transition is 1st April, 2018. Such transition has been carried out from the erstwhile Accounting Standards notified under the Act, read with relevant rules issued thereunder and guidelines issued by the Reserve Bank of India (“the RBI”), (collectively referred to as “the Previous GAAP”). Refer Note 42 for the details of first-time adoption exemptions availed by the Company.

#### B) Basis of Preparation

The financial statements of the Company have been prepared in accordance with the relevant provisions of the Companies Act, 2013, Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013.

The consolidated financial statements for the year ended March 31, 2020 are the first consolidated financial statements of the group prepared under Ind AS. An explanation on transition to Ind AS has been provided in Note 40, as reconciliations of total equity and total comprehensive income for comparative years under Indian GAAP to those reported for respective years under Ind AS.

The financial statements have been prepared on historical cost basis, except for financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair value for measurement and/ or disclosures in these financial statements is determined on such a basis, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 – Inventories or value in use in Ind AS 36 – Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows :

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

## Significant Accounting Policies and Notes to Consolidated Financial Statements (Contd.)

### C) Principles of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries. Control is achieved when the Company:-

- has power over the investee ;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.”

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company’s voting rights in an investee are sufficient to give it power, including:

- the size of the Company’s holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties.
- rights arising from other contractual arrangements; and

any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders’ meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Statement of Profit and Loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component’s other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

The financial statements of the Company and its Subsidiary Companies have been consolidated on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. The financial statements of the subsidiary companies used in the consolidation are drawn up to the same reporting date as that of the Company.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group’s accounting policies. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. Unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless transaction provides evidence of an impairment of the transferred assets

Changes in the Group’s ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group’s interests and the noncontrolling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

The following subsidiaries and associates have been considered in preparation of the consolidated financial statements:

Particulars	Country of Incorporation	% of ownership interest either directly or through subsidiaries	
		As at 31st March, 2020	As at 31st March, 2019
<b>Subsidiaries</b>			
i) Aristro Capital Markets Limited	India	100%	100%
<b>Associates</b>			
i) Purple Advertising Services Private Ltd.	India	33.33%	33.33%



## Significant Accounting Policies and Notes to Consolidated Financial Statements (Contd.)

### **D) Use of estimates and critical accounting judgements Principles of Consolidation**

The preparation of the financial statements require the use of accounting estimates which, by definition, will seldom equal the actual result. Management also needs to exercise judgement in applying the Company's accounting policies. This note provides an overview of the areas that involved a high degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

#### **Critical estimates and judgements**

The areas involving critical estimates and judgements are:

##### **i) Taxation**

The Company is engaged in financial and related services and also subject to tax liability under MAT provisions. Significant judgement is involved in determining the tax liability for the Company. Also there are many transactions and calculations during the ordinary course of business for which the ultimate tax determination is uncertain. Further judgement is involved in determining the deferred tax position on the balance sheet date.

##### **ii) Depreciation and amortisation**

Depreciation and amortisation is based on management estimates of the future useful lives of the property, plant and equipment and intangible assets. Estimates may change due to technological developments, competition, changes in market conditions and other factors and may result in changes in the estimated useful life and in the depreciation and amortisation charges.

##### **iii) Employee Benefits**

The present value of the defined benefit obligations and long term employee benefits depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) include the discount rate. Any changes in these assumptions will impact the carrying amount of defined benefit obligations.

The Company determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the obligations. In determining the appropriate discount rate, the Company considers the interest rates of Government securities that have terms to maturity approximating the terms of the related defined benefit obligation. Other key assumptions for obligations are based in part on current market conditions.

##### **iv) Provisions and Contingencies**

Provisions and contingencies are based on Management's best estimate of the liabilities based on the facts known at the balance sheet date.

##### **v) Impairment charges on loans and advances**

The measurement of impairment losses requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These are based on the assumptions which are driven by a number of factors resulting in future changes to the impairment allowance. A collective assessment of impairment takes into account data from the loan portfolio (such as credit quality, nature of assets underlying assets financed, levels of arrears, credit utilization, loan to collateral ratios etc.), and the concentration of risk and economic data (including levels of unemployment, country risk and performance of different individual groups). These significant assumptions have been applied consistently to all period presented.

##### **vi) EIR method**

The Company's EIR methodology, recognises interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of loans given / taken and recognises the effect of potentially different interest rates at various stages and other characteristics of the product life cycle (including prepayments and penalty interest and charges). This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments, as well expected changes to India's base rate and other fee income/expense that are integral parts of the instrument.

##### **vii) Estimation uncertainty relating to the global health pandemic on COVID-19**

The Company has considered internal and external information up to the date of approval of financial statements. In assessing the recoverability of property plant and equipments, receivables, intangible assets, cash and cash equivalent and investments. The Company has performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions; the Company expects to recover the carrying amount of these

## Significant Accounting Policies and Notes to Consolidated Financial Statements (Contd.)

assets. The Company has concluded that the impact of COVID – 19 is not material based on these estimates. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

### E) Property, plant and equipment

An item of property, plant and equipment is recognised as an asset if it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to the costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognised in the statement of profit and loss as incurred. When a replacement occurs, the carrying value of the replaced part is de-recognised. Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items.

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Trial run expenses (net of revenue) are capitalised. Borrowing costs incurred during the period of construction is capitalised as part of cost of the qualifying assets.

The gain or loss arising on disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the statement of profit and loss.

### F) Intangibles

Subsequent to initial recognition, intangible assets with definite useful lives are reported at cost less accumulated amortisation and accumulated impairment losses.

### G) Depreciation and amortisation of property, plant and equipment and intangible assets

Depreciation is provided on prorata basis on straight line method at the rates determined based on estimated useful lives of tangible assets where applicable, specified in Schedule II to the Act. These charges are commenced from the dates the assets are available for their intended use and are spread over their estimated useful economic lives or, in the case of leased assets, over the lease period, if shorter. The estimated useful lives of assets and residual values are reviewed regularly and, when necessary, revised. No further charge is provided in respect of assets that are fully written down but are still in use. Depreciation on assets under construction commences only when the assets are ready for their intended use.

### H) Impairment

#### i) Tangible and Intangible Assets

At each balance sheet date, the Company reviews the carrying values of its property, plant and equipment and intangible assets to determine whether there is any indication that the carrying value of those assets may not be recoverable through continuing use. If any such indication exists, the recoverable amount of the asset is reviewed in order to determine the extent of impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. An impairment loss is recognised in the statement of profit and loss as and when the carrying value of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying value of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount so that the increased carrying value does not exceed the carrying value that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised in the statement of profit and loss immediately.

#### ii) Investment in Subsidiaries and Associates

The carrying amount of the investment is tested for impairment in accordance with Ind AS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with Ind AS 36 to the extent that the recoverable amount of the investment subsequently increases.

### I) Leases

The Company determines whether an arrangement contains a lease by assessing whether the fulfillment of a transaction is dependent on the use of a specific asset and whether the transaction conveys the right to use that asset



## Significant Accounting Policies and Notes to Consolidated Financial Statements (Contd.)

to the Company in return for payment. Where this occurs, the arrangement is deemed to include a lease and is accounted for either as finance or operating lease.

Leases are classified as finance leases where the terms of the lease transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

### **The Company as lessee**

#### **(i) Operating lease**

Rentals payable under operating leases are charged to the statement of profit and loss on a straight line basis over the term of the relevant lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred. In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

#### **(ii) Finance lease**

Finance leases are capitalised at the commencement of lease, at the lower of the fair value of the property or the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in the statement of profit and loss over the period of the lease.

### **The Company as Lessor**

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases. Rental income from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

## **J) Financial instruments**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of Profit & Loss.

### **Effective interest method**

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

#### **a) Financial assets**

##### **Cash and bank balances**

Cash and bank balances consist of :

##### **(i) Cash and cash equivalents -**

which includes cash in hand, deposits held at call with banks and other short term deposits which are readily convertible into known amounts of cash, are subject to an insignificant risk of change in value and have maturities of less than one year from the date of such deposits. These balances with banks are unrestricted for withdrawal and usage.

##### **(ii) Other bank balances**

which includes balances and deposits with banks that are restricted for withdrawal and usage.

##### **Financial assets at amortised cost**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business

## Significant Accounting Policies and Notes to Consolidated Financial Statements (Contd.)

model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### Financial assets measured at fair value

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company in respect of equity investments (other than in subsidiaries, associates and joint ventures) which are not held for trading has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of such equity instruments. Such an election is made by the Company on an instrument by instrument basis at the time of initial recognition of such equity investments

Financial asset not measured at amortised cost or at fair value through other comprehensive income is carried at fair value through the statement of profit and loss.

### Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets.

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits and trade receivables
- Financial assets that are debt instruments and are measured as at FVTOCI
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cashflows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

Financial assets measured as at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

### Derecognition of financial assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire,



## Significant Accounting Policies and Notes to Consolidated Financial Statements (Contd.)

or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

### **b) Financial liabilities and equity instruments**

#### **Classification as debt or equity**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

#### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

#### **Financial Liabilities**

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant.

Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

#### **Derecognition of financial liabilities**

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

#### **Derivative financial instruments**

In the ordinary course of business, the Company uses certain derivative financial instruments to reduce business risks which arise from its exposure to foreign exchange and interest rate fluctuations. The instruments are confined principally to forward foreign exchange contracts and interest rate swaps. The instruments are employed as hedges of transactions included in the financial statements or for highly probable forecast transactions/firm contractual commitments. These derivatives contracts do not generally extend beyond six months except for interest rate derivatives.

Derivatives are initially accounted for and measured at fair value from the date the derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

### **K) Employee benefits**

#### **Defined contribution plans**

Payments to defined contribution plans are charged as an expense as they fall due. Payments made to state managed retirement benefit schemes are dealt with as payments to defined contribution schemes where the Company's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

#### **Defined benefit plans**

For defined benefit retirement schemes the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuation being carried out at each balance sheet date. Re-measurement gains and losses of the net defined benefit liability/(asset) are recognised immediately in other comprehensive income. The service cost and net interest on the net defined benefit liability/(asset) is treated as a net expense within employment costs.

Past service cost is recognised as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognised, whichever is earlier.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as reduced by the fair value plan assets.

#### **Compensated absences**

Short term compensated expenses are charged to the Statement of Profit and Loss in the year in which the related service is rendered

## Significant Accounting Policies and Notes to Consolidated Financial Statements (Contd.)

### L) Provision

Provisions are recognised in the balance sheet when the Company has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. Where the time value of money is material, provisions are measured on a discounted basis.

Constructive obligation is an obligation that derives from an entity's actions where:

(a) by an established pattern of past practice, published policies or a sufficiently specific current statement, the entity has indicated to other parties that it will accept certain responsibilities and;(b) as a result, the entity has created a valid expectation on the part of those other parties that it will discharge those responsibilities.

### M) Onerous contracts

A provision for onerous contracts is recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

### N) Income taxes

Tax expense for the year comprises current and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying values of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences. In contrast, deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

The carrying value of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on the tax rates and tax laws that have been enacted or substantially enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to cover or settle the carrying value of its assets and liabilities.

Deferred tax assets and liabilities are offset to the extent that they relate to taxes levied by the same tax authority and there are legally enforceable rights to set off current tax assets and current tax liabilities within that jurisdiction.

Current and deferred tax are recognised as an expense or income in the statement of profit and loss, except when they relate to items credited or debited either in other comprehensive income or directly in equity, in which case the tax is also recognised in other comprehensive income or directly in equity.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. MAT is recognised as deferred tax assets in the Balance Sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

### O) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable net of discounts, taking into account contractually defined terms and excluding taxes or duties collected on behalf of the government.

### Interest Income

Interest income from financial assets is recognised by applying the Effective Interest Rate ('EIR') to the gross carrying amount of financial assets, other than credit-impaired assets and those classified as measured at Fair Value through





## Significant Accounting Policies and Notes to Consolidated Financial Statements (Contd.)

Profit or Loss (FVTPL) or Fair Value through Other Comprehensive Income (FVOCI). Interest Income on credit impaired financial assets is recognised by applying the effective interest rate to the net amortised cost (net of provision) of the financial asset.

### **Dividend Income**

Income from dividend is recognised when the Company's right to receive such dividend is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

### **P) Borrowing Costs**

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds including interest expense calculated using the effective interest method, finance charges in respect of assets acquired on finance lease. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. Borrowings costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for the intended use or sale.

### **Q) Cash and Cash Equivalents**

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

### **R) Trade Receivables**

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

### **S) First-time adoption - mandatory exceptions, optional exemptions**

#### **a) Overall principle**

The Company has prepared the opening balance sheet as per Ind AS as of April 01, 2019 ("the transition date") by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities. However, this principle is subject to the certain exceptions and certain optional exemptions available by the Company as detailed below.

#### **b) Derecognition of Financial Assets and Financial Liabilities**

The Company has applied the derecognition requirements of financial assets and financial liabilities prospectively for transaction occurring on or after April 1, 2019 ('the transition date').

#### **c) Classification of debt instruments**

The Company has determined the classification of debt instruments in terms of whether they meet the amortised cost criteria or the Fair value through other comprehensive income (FVTOCI) criteria based on the fact and circumstances that existed as of the transition date.

#### **d) Deemed cost for Property, Plant and Equipment and Intangible assets**

The Company has elected to continue with the carrying value of all its plant and equipment and intangible assets recognised as of April 1, 2019 ("transition date") measured as per the previous GAAP and used that carrying value as its deemed cost as of the transition date.

#### **e) Deemed cost for investments in Subsidiaries and Associates**

Ind AS 101 permits a first time adopter to measure its investment, at the date of transition, at cost determined in accordance with Ind AS 27, or deemed cost. The Company has selected fair value as on transition date as deemed cost for few investment in Subsidiaries and Associates. Accordingly company has determined its cost in accordance with Ind AS 27.

#### **f) Determining whether an arrangement contains a lease**

The Company has applied Appendix C of Ind AS 17 Determining whether an arrangement contains a Lease to determine whether an arrangement existing at the transition date contain a lease on the basis of facts and circumstances existing at the date.



## Significant Accounting Policies and Notes to Consolidated Financial Statements (Contd.)

### **T) Segment Reporting**

#### **Identification of Segments**

The management is of the view that the business of the company predominantly falls within a single primary segment viz "Financial & Related Services" and hence there are no separate reportable segments as per Ind-AS dealing with the segment reporting.

### **U) Earnings Per Share**

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

### **V) Contingent Liabilities and Assets**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognised in the financial statements, but are disclosed where an inflow of economic benefits is probable.



## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020

### 3. Cash and Cash Equivalents

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Cash on hand	794.87	552.87	3,714.74
<b>Balances with banks :</b>			
- In Current accounts	7,066.77	25,694.28	37,401.96
<b>Total</b>	<b>7,861.64</b>	<b>26,247.15</b>	<b>41,116.71</b>

### 4. Bank Balance Other Than Cash and Cash Equivalents

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Balances in unclaimed dividend account	155.34	275.63	120.29
Fixed deposit with bank	16,875.00	16,875.00	16,875.00
<b>Total</b>	<b>17,030.34</b>	<b>17,150.63</b>	<b>16,995.29</b>

### 5. Trade receivables (Unsecured)

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Other Debts	16,899.94	7,460.22	3,398.68
Doubtful	-	-	-
	<b>16,899.94</b>	<b>7,460.22</b>	<b>3,398.68</b>
Less: Provision for doubtful receivables	-	-	-
<b>Total</b>	<b>16,899.94</b>	<b>7,460.22</b>	<b>3,398.68</b>

### Ageing of receivables that are post due but not impaired

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
60-90 days	-	-	-
91-180 days	3.43	3.46	5.67
>180 days	40.09	39.09	52.11
<b>Total</b>	<b>43.52</b>	<b>42.55</b>	<b>57.78</b>

The credit period on sales of goods ranges from 14 to 60 days without security. No interest is charged on trade receivables upto the end of the credit period.

## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

In determining the allowances for doubtful trade receivables, the company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix. There has been no significant change in the credit quality of receivables past due for more than 180 days.

The Company does not generally hold any collateral or other credit enhancements over these balances nor does it have a legal right of offset against any amounts owed by the Company to the counter-party.

In determining the recoverability of a trade receivable, the Company considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

### 6. Loans (Unsecured, considered good unless stated otherwise)

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
<b>Secured by tangible assets</b>			
-Two-Wheeler Loans	215.54	215.54	215.54
<b>Unsecured</b>			
Loan to Related parties [Refer note 42]	9,34,450.00	11,28,100.00	9,04,900.00
Loan to Others	10,95,114.73	8,94,291.73	10,32,758.22
<b>Total</b>	<b>20,29,780.27</b>	<b>20,22,607.27</b>	<b>19,37,873.76</b>



## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020 ((Contd.))

### 7. Investments

(₹ in '000)

Particulars	As at 31st March 2020		As at 31st March 2019		As at 1st April 2018	
	No.	(Amount)	No.	(Amount)	No.	(Amount)
<b>A. Investment in Quoted Equity Shares (at fair value through Other Comprehensive Income FVOCI)</b>						
Equity shares of ₹ 2/- each in Deccan Chronicle Holdings Limited	75,050	-	75,050	-	75,050	-
<b>Total</b>						
<b>B. Investment in Unquoted Equity Shares In Associate (at Cost)</b>						
Equity shares of ₹ 10/- each in Purple Advertising Services Private Limited	25,00,000	90,000.00	25,00,000	90,000.00	25,00,000	90,000.00
<b>In Others (at fair value through Other Comprehensive Income FVOCI)*</b>						
Equity shares of ₹ 10/- each in Brima Sagar Maharashtra Distilleries Limited	6,00,000	16,092.00	6,00,000	40,200.00	-	-
Equity shares of ₹ 10/- each in S2 Capital Services Private Limited	8,00,000	-	8,00,000	-	8,00,000	12,500.00
Equity shares of ₹ 10/- each in Brihans Laboratories Private Limited	5,00,000	-	5,00,000	-	5,00,000	5,000.00
Equity shares of ₹ 10/- each in Shalimar Lakecity Private Limited	32,00,000	80,000.00	32,00,000	80,000.00	32,00,000	80,000.00
Equity shares of ₹ 10/- each in Shree Saishraddha Cements Private Limited	-	-	-	-	5,00,000	5,000.00
Equity shares of ₹ 10/- each in GBK Resource Private Limited	-	-	-	-	35,000	3,500.00
Equity shares of ₹ 10/- each in Raja Shelters Private Limited	59,000	9,091.67	59,000	5,900.00	59,000	5,900.00
Equity shares of ₹ 1/- each in Aqua Logistic Limited	13,85,000	-	13,85,000	15,734.15	13,85,000	15,734.15
<b>Total</b>		<b>1,95,183.67</b>		<b>2,31,834.15</b>		<b>2,17,634.15</b>
<b>C. Investment in Optionally Convertible Debentures (at Amortised Cost)</b>						
0% Optionally Convertible Debentures @ ₹ 1,00,000/-	2,500	1,29,166.67		-		-
<b>Total</b>		<b>1,29,166.67</b>		<b>-</b>		<b>-</b>
<b>Grand Total</b>		<b>3,24,350.34</b>		<b>2,31,834.15</b>		<b>2,17,634.15</b>

**\*Notes:**

Cost of unquoted equity instruments has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurement and cost represents the best estimate of fair value within the range.

## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### 8. Other Financial Assets (Unsecured, considered good unless stated otherwise) (₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
<b>Deposit</b>			
with Stock Exchange	17,823.90	29,580.41	21,725.00
with others	914.86	1,067.13	700.50
Interest accrued and due on Loans	1,13,706.28	96,581.25	1,05,609.25
Interest accrued but not due on Loans	4,658.13	25,208.67	20,191.45
Interest on Fixed Deposit	378.62	324.71	323.99
Amount recoverable from Stock Exchange	126.85	73.13	180.37
Advance to Staffs	903.00	750.00	57.00
<b>Total</b>	<b>1,38,511.64</b>	<b>1,53,585.29</b>	<b>1,48,787.56</b>

### 9. Inventories (valued at lower of cost and net realizable value) (₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Shares & Securities (At lower of cost and net realisable value)	16,221.17	99,545.43	78,236.10
<b>Total</b>	<b>16,221.17</b>	<b>99,545.43</b>	<b>78,236.10</b>

### 10. Deferred Tax Assets/ (Liability) (net) (₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
<b>Deferred Tax Liabilities</b>			
Property, Plant & Equipment	-	-	-
<b>(A)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Deferred Tax Assets</b>			
Property, Plant & Equipment	513.05	473.27	212.30
Others	58,409.61	36,943.76	9,029.62
<b>(B)</b>	<b>58,922.66</b>	<b>37,417.03</b>	<b>9,241.91</b>
<b>Net Deferred Tax Assets/ (Liabilities)</b>	<b>(B-A) 58,922.66</b>	<b>37,417.03</b>	<b>9,241.91</b>

### Movement in Deferred Tax Assets/ (Liabilities) (₹ in '000)

Particulars	Property, Plant & Equipment	Others
<b>As at 1st April 2018</b>	<b>212.30</b>	<b>9,029.62</b>
(Charged)/ Credit to		
- profit & loss	260.97	27,914.15
- other comprehensive income	-	-
<b>As at 31st March 2019</b>	<b>473.27</b>	<b>36,943.76</b>
<b>Net Deferred Tax Assets/(Liabilities)</b>		<b>37,417.03</b>
<b>As at 31st March 2019</b>		
(Charged)/ Credit to		
- profit & loss	39.78	21,465.85
- other comprehensive income	-	-
<b>As at 31st March 2020</b>	<b>513.05</b>	<b>58,409.61</b>
<b>Net Deferred Tax Assets/(Liabilities)</b>		<b>58,922.66</b>



## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### 11. Property, Plant & Equipments (₹ in '000)

Particulars	Air-Conditioner Equipments	Office & Electrical Equipments	Furniture & Fixtures	Motor Vehicles	Computers	Flat	Office Premises	Total
<b>Gross Block (At Cost)</b>								
As at 1st April, 2018	113.29	707.17	1,650.55	5,740.95	815.24	15,806.79	7,479.79	32,313.78
Additions	-	381.32	-	1,118.58	85.80	-	-	1,585.70
Disposals/Discard	-	-	-	-	48.50	15,806.79	-	15,855.29
As at 31st March, 2019	113.29	1,088.49	1,650.55	6,859.53	852.54	-	7,479.79	18,044.19
Additions	-	54.96	-	2,682.97	7.40	-	112.90	2,858.22
Disposals/Discard	-	-	-	-	-	-	-	-
As at 31st March, 2020	113.29	1,143.45	1,650.55	9,542.50	859.94	-	7,592.68	20,902.41
<b>Accumulated Depreciation/Amortisation:</b>								
As at 1st April, 2018	-	-	-	-	-	-	-	-
Charge / Adjustment for the year	29.33	319.64	459.46	952.55	515.56	-	710.58	2,987.12
Disposals/Discard	-	-	-	-	46.08	-	-	46.08
As at 31st March, 2019	29.33	319.64	459.46	952.55	469.49	-	710.58	2,941.05
Charge / Adjustment for the year	21.74	245.57	294.66	1,016.91	104.98	-	653.80	2,337.66
Disposals/Discard	-	-	-	-	-	-	-	-
As at 31st March, 2020	51.07	565.22	754.12	1,969.46	574.47	-	1,364.38	5,278.71
<b>Net Block</b>								
As at 31st March, 2020	62.22	578.23	896.43	7,573.04	285.48	-	6,228.30	15,623.71
As at 31st March, 2019	83.96	768.85	1,191.09	5,906.98	383.06	-	6,769.20	15,103.14
As at 1st April, 2018	113.29	707.17	1,650.55	5,740.95	815.24	15,806.79	7,479.79	32,313.78

## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### 12. Investment in Property (₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Land	1,189.00	1,189.00	1,189.00
<b>Total</b>	<b>1,189.00</b>	<b>1,189.00</b>	<b>1,189.00</b>

### Reconcile of Fair Value : (₹ in '000)

Particulars	Amount
<b>Balance as on 1st April, 2018</b>	<b>810.00</b>
Increase/ (Decrease) in Fair Value	61.00
<b>Closing balance at 31st March, 2019</b>	<b>871.00</b>
Increase/ (Decrease) in Fair Value	39.00
<b>Closing balance at 31st March, 2020</b>	<b>910.00</b>

### Discription of valuation techniques used and key inputs to valuation on investment properties:

Valuation Technique	Significant unobservable inputs
Land	The present market value the Land at its vicinity is assessed on the basis of Government rates & extensive local enquiries.

### 13. Other Non-Financial Assets (Unsecured, considered good unless stated otherwise) (₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Capital advances	6,500.00	6,500.00	6,876.95
Prepaid Expenses	56.21	237.80	1,216.24
Subsidy receivable	247.46	-	-
Balances with statutory / Government authorities	2,492.38	1,158.65	205.25
Others	5.89	5.89	32.20
<b>Total</b>	<b>9,301.93</b>	<b>7,902.34</b>	<b>8,330.63</b>

### 14. Other Trade Payables (₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Total outstanding dues of Micro, Small & Medium Enterprises	-	-	-
Total outstanding dues other than Micro, Small & Medium Enterprises	16,546.37	8,336.19	4,615.66
<b>Total</b>	<b>16,546.37</b>	<b>8,336.19</b>	<b>4,615.66</b>





## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### 15 Borrowings (at amortised cost)

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
<b>A) Secured Loan</b>			
a) Loan against Securities*	3,944.98	21,579.83	-
b) Vehicle Loans**	2,772.19	3,131.85	3,822.45
	<b>6,717.17</b>	<b>24,711.67</b>	<b>3,822.45</b>
<b>B) Unsecured Loan, repayable on demand</b>			
a) From Body Corporate	8,100.00	2,000.00	17,100.00
b) Loans from related party***	85,000.00	-	-
	<b>93,100.00</b>	<b>2,000.00</b>	<b>17,100.00</b>
<b>Total</b>	<b>(A+B) 99,817.17</b>	<b>26,711.67</b>	<b>20,922.45</b>

\* Loan against Securities is secured by pledge of equity shares of the borrowers by way of collateral security given to Tata Capital Financial Services Limited at it bears interest at the rate of 11% per annum.

\*\* Vehicle Loan finance by ICICI Bank Ltd repayable in equal monthly installments for 5 years. The loan are secured by hypothecation of respective vehicles finance, bears interest at the rate of 8.5% per annum.

\*\*\* Loan from related party bears interest at the rate of 9% per annum.

### 16. Other Financial Liabilities

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Interest accrued & due on borrowings	6,418.52	-	-
Margin money from clients	1,527.50	1,182.00	-
Employee related liability	957.76	-	960.21
Other liability for expense	962.45	2,144.47	3,515.06
<b>Total</b>	<b>9,866.23</b>	<b>3,326.47</b>	<b>4,475.27</b>

### 17 Provisions

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
<b>Provision for employee benefits:</b>			
Gratuity (Refer note no. 31)	(437.02)	(567.39)	(97.00)
Contingent Provisions Against Standard Assets	3,670.38	4,478.60	4,476.52
Provisions Against Non-Performng Assets	2,54,248.88	1,45,595.52	40,839.24
<b>Total</b>	<b>2,57,482.24</b>	<b>1,49,506.73</b>	<b>45,218.77</b>

### 18. Other Non-Financial Liabilities

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Unclaimed Dividend	155.34	275.63	120.29
Capital Advance	10,000.00	-	-
Statutory Liabilities	651.86	716.94	494.11
<b>Total</b>	<b>10,807.20</b>	<b>992.57</b>	<b>614.40</b>

## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### 19. Share Capital

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
<b>Authorised</b>			
Equity Shares, ₹ 5/- par value per share 20,00,00,000 (Previous year: 20,00,00,000), Equity Shares	10,00,000.00	10,00,000.00	10,00,000.00
	<b>10,00,000.00</b>	<b>10,00,000.00</b>	<b>10,00,000.00</b>
<b>Issued</b>			
Equity Shares, ₹ 5/- par value per share 19,32,01,120 (Previous year: 19,32,01,120), Equity Shares	9,66,005.60	9,66,005.60	9,66,005.60
	<b>9,66,005.60</b>	<b>9,66,005.60</b>	<b>9,66,005.60</b>
<b>Subscribed and Fully Paid-up</b>			
Equity Shares, ₹ 5/- par value per share 19,02,38,329 (Previous year: 19,02,38,329), Equity Shares	9,51,191.65	9,51,191.65	9,51,191.65
	<b>9,51,191.65</b>	<b>9,51,191.65</b>	<b>9,51,191.65</b>

#### (a) Reconciliation of the Equity Shares outstanding at the beginning and at the end of the reporting period :

The reconciliation of the number of equity shares outstanding and the corresponding amount thereof, as at the Balance Sheet date is set out below:

(₹ in '000)

Particulars	As at 31st March 2020		As at 31st March 2019		As at 1st April 2018	
	No. of shares	(Amount)	No. of shares	(Amount)	No. of shares	(Amount)
<b>At the beginning of the financial year</b>	<b>19,02,38,329</b>	<b>9,51,191.65</b>	<b>19,02,38,329</b>	<b>9,51,191.65</b>	<b>19,02,38,329</b>	<b>9,51,191.65</b>
Add: Shares issued as fully paid-up during the financial year	-	-	-	-	-	-
<b>At the end of the financial year</b>	<b>19,02,38,329</b>	<b>9,51,191.65</b>	<b>19,02,38,329</b>	<b>9,51,191.65</b>	<b>19,02,38,329</b>	<b>9,51,191.65</b>

#### (b) Rights, preferences and restrictions in respect of each class of shares including restrictions on the distribution of dividends and the repayment of capital :

The Company's authorised capital consist of one class of shares, referred to as equity shares, having par value of ₹ 5/- each. Each holder of equity shares is entitled to one vote per share.

The Company declares and pays dividend in Indian rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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

#### (c) Details of shareholders holding more than 5% shares in the Company

Name of the Share holders	As at 31st March 2020		As at 31st March 2019		As at 1st April 2018	
	No. of shares	% of Holding	No. of shares	% of Holding	No. of shares	% of Holding
Mr. Udai Kothari	3,34,83,699	17.60%	3,34,83,699	17.60%	3,34,83,699	17.60%
Mr. Deepak Kothari	3,34,40,499	17.58%	3,34,40,499	17.58%	3,34,40,499	17.58%
Lotus Capital Financial Services Limited	3,70,46,208	19.47%	3,70,46,208	19.47%	2,86,61,056	15.07%
U.Y. Industries Private Limited	1,10,00,000	5.78%	1,10,00,000	5.78%	1,10,00,000	5.78%
Strong Dealtrade Private Limited	-	0.00%	-	0.00%	1,61,00,000	8.46%



## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### 20. Other Equity

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
<b>Reserves &amp; Surplus</b>			
Share Premium	11,11,476.05	11,11,476.05	11,11,476.05
Retained Earnings	2,52,610.70	3,13,251.69	2,96,091.70
<b>Total (A)</b>	<b>13,64,086.74</b>	<b>14,24,727.74</b>	<b>14,07,567.75</b>
<b>Other Reserves</b>			
Other Reserve	(1,20,833.33)	-	-
General Reserve	372.89	372.89	372.89
Capital Reserve	30,359.53	30,359.53	30,359.53
Special Reserve [Reserve Fund as per Section 45-IC of RBI Act, 1934]	97,868.19	97,318.33	81,834.43
FVOCI Equity Investments	(83,263.90)	(46,613.41)	(29,113.41)
<b>Total (B)</b>	<b>(75,496.62)</b>	<b>81,437.34</b>	<b>83,453.44</b>
<b>Total Other Equity (A+B)</b>	<b>12,88,590.12</b>	<b>15,06,165.08</b>	<b>14,91,021.19</b>

### 21 Revenue from Operations

(₹ in '000)

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
Interest on Loan	1,72,117.14	1,99,675.69
<b>Sale of Stock in Trade</b>		
Sale of Shares & Securities	-	421.66
<b>Total</b>	<b>1,72,117.14</b>	<b>2,00,097.35</b>

### 22 Other Income

(₹ in '000)

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
<b>Interest income on</b>		
Security Deposit	-	7.56
Income Tax Refund	3,906.87	-
Other Interest	4,170.12	-
Misc. Income	-	74.53
<b>Total</b>	<b>8,076.99</b>	<b>82.09</b>

### 23 Finance costs

(₹ in '000)

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
<b>Interest :</b>		
To Bank and Others	7,131.69	-
<b>Total</b>	<b>7,131.69</b>	<b>-</b>

### 24 Change in inventories of work-in-progress, stock-in-trade, by-products and finished goods

(₹ in '000)

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019	(Increase) / Decrease
Inventories at the end of the year:			
Shares & Securities	64.69	84.09	19.40
<b>(A)</b>	<b>64.69</b>	<b>84.09</b>	<b>19.40</b>
Inventories at the beginning of the year:			
Shares & Securities	84.09	1,338.66	1,254.57
<b>(B)</b>	<b>84.09</b>	<b>1,338.66</b>	<b>1,254.57</b>
<b>(B-A)</b>	<b>19.40</b>	<b>1,254.57</b>	



## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### 25 Employee benefits expense

(₹ in '000)

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
Salaries, wages and bonus	11,416.12	11,213.67
Contribution to gratuity fund	16.81	6.25
Gratuity expense (Refer Note No. 31)	74.59	(172.87)
Workmen and Staff Welfare Expenses	273.10	363.19
	<b>11,780.62</b>	<b>11,410.24</b>

### 26 Depreciation & amortization expense

(₹ in '000)

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
Depreciation on Tangible assets	1,407.70	1,838.35
	<b>1,407.70</b>	<b>1,838.35</b>

### 27 Other Expenses

(₹ in '000)

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
Advertisement, Publicity & Sales Promotion	54.48	215.63
Communication Expenses	67.95	123.68
Demat Charges	1.30	2.24
Electricity Charges	65.54	57.57
Corporate Compliance Fees	177.00	177.00
Listing Fees	421.85	362.85
Filing Fees	14.87	37.26
CSR Expenditure (note below)*	3,100.00	3,100.00
Directors' Sitting Fees	164.02	158.12
Donation	-	14,000.00
Repairs & Maintenance:		
- Office Maintenance	50.60	50.60
- Computer Maintenance	19.08	27.71
- Repairs & Maintenance to others	97.90	272.39
Rates and taxes	6.80	13.25
Fees & Subscription	13.00	17.08
Insurance	94.66	28.62
Legal and Professional Fees	446.21	282.18
Motor Car Expenses	97.73	107.37
Printing & Stationery	208.84	244.47
Rent	427.85	570.46
Rent Exp-Ind-As	10.66	-
Auditor's Remuneration (note below)*	271.40	230.26
Travelling and Conveyance	204.79	530.13
Miscellaneous Expenses	227.22	203.75
	<b>6,243.75</b>	<b>20,812.62</b>



## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

**\*Note:**

**Payment to Auditors includes:**

(₹ in '000)

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
a) As statutory audit fees	141.60	134.40
b) As tax audit fees	20.00	22.70
c) For other Services	109.80	73.16
	<b>271.40</b>	<b>230.26</b>

**Details for expenditure on Corporate Social Responsibility:**

(₹ in '000)

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
a) Gross amount required to be spent during the year	3,050.00	3,100.00
b) Amount spent during the year :		
- Expenses paid in cash/bank	3,100.00	3100.00
- Expenses yet to be paid for	-	-
<b>Total</b>	<b>3,100.00</b>	<b>3,100.00</b>
c) Nature of expenditure:		
- Revenue expenditure	3,100.00	3,100.00
<b>Total</b>	<b>3,100.00</b>	<b>3,100.00</b>

**28 The details of subsidiaries and associates are as follows:-**

Particulars	Country of Incorporation	% Holding As at 31st March, 2020	% Holding As at 31st March, 2019
<b>Subsidiaries</b>			
i) Aristro Capital Markets Limited	India	100%	100%
<b>Associates</b>			
i) Purple Advertising Services Private Ltd. [Refer note (a) herein below]	India	33.33%	33.33%

Note: (a) Financials of the said company could not be completed and hence same has not been considered for consolidation purpose.

**29 Earnings per Share**

(₹ in '000)

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
Net Profit / (Loss) after tax for calculation of basic and diluted EPS from Continuing Operations (₹)	27,493.04	40,241.04
Net Profit / (Loss) after tax for calculation of basic and diluted EPS from Discontinuing Operations (₹)	(83,347.45)	3,733.37
Weighted average number of equity shares (Basic)	19,02,38,329	19,02,38,329
Weighted average number of equity shares (Diluted)	19,02,38,329	19,02,38,329
Nominal Value of equity per share (₹)	5	5
Basic & Diluted Earnings Per Share (₹)		
(a) From Continuing Operations	0.14	0.21
(b) From Discontinuing Operations	(0.44)	0.02
(c) From Total Operations	(0.29)	0.23

## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### 30. Contingent Liabilities and Commitments

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
<b>Contingent Liabilities</b>			
Default in TDS as per Traces	404.40	-	-
Income Tax Matter	1,05,170.32	1,04,927.67	-
<b>Total</b>	<b>1,05,574.72</b>	<b>1,04,927.67</b>	-

**Capital Commitments :** There are no capital commitment as on 31st March, 2020.

### 31. Employee Benefits

#### (a) Defined Benefit Plan - Gratuity

The Gratuity scheme is a final salary defined benefit plan, that provides for lumpsum payment at the time of separation; based on scheme rules the benefits are calculated on the basis of last drawn salary and the period of service at the time of separation and paid as lumpsum. There is a vesting period of 5 years.

#### Description of Risk Exposures :

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary overtime. Thus, the Company is exposed to various risks in providing the above gratuity benefit which are as follows:

**i) Actuarial Risk:** It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

**Adverse salary growth experience:** Salary hikes that are higher than the assumed salary escalation will result into an increase in obligation at a rate is higher than expected.

**Variability in mortality rates:** If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

**Variability in withdrawal rates:** If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity Benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

**ii) Investment Risk:**

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

**iii) Liquidity Risk:**

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cashflows.

**iv) Market Risk:**

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

**v) Legislative Risk:**

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.



## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### (b) Change in defined benefit obligation:

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Opening defined benefit obligations	377.26	267.40	474.42
Current service cost	122.83	117.34	81.02
Interest cost	27.61	19.51	37.95
<b>Components of actuarial gain/losses on obligations:</b>			
Due to change in financial assumptions	53.11	(1.67)	16.89
Due to change in demographic assumption	(0.47)	-	31.61
Due to experience adjustments	(15.92)	(25.32)	(391.39)
Past service cost	-	-	16.89
<b>Closing Defined Benefit Obligation</b>	<b>564.41</b>	<b>377.26</b>	<b>267.40</b>

### (c) Reconciliation of plan assets:

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Opening value of plan assets	950.90	630.22	490.12
Interest income	75.55	51.12	39.21
Return on plan assets excluding amounts included in interest income	(8.50)	10.96	3.04
Contributions by employer	0.29	258.59	97.85
<b>Closing value of plan assets</b>	<b>1,018.25</b>	<b>950.90</b>	<b>630.22</b>

### (d) Net Liability/Assets recognized in the Balance Sheet is as follows:

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Present value of funded obligations	564.41	377.26	267.40
Fair value of plan assets	(1,018.25)	(950.90)	(630.22)
<b>Net Liability / (Assets)</b>	<b>(453.83)</b>	<b>(573.64)</b>	<b>(362.82)</b>

### (e) Bifurcation of liability as per schedule III:

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Current Liability	(149.14)	(122.83)	(117.34)
Non-Current Liability	(304.70)	(450.81)	(245.48)
<b>Net Liability</b>	<b>(453.83)</b>	<b>(573.64)</b>	<b>(362.82)</b>

### (f) Profit and Loss account for the period:

(₹ in '000)

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
<b>Service cost :</b>		
Current service cost	122.83	117.34
Past service cost & loss/(gain) on curtailments and settlement	-	-
Net interest cost	(47.95)	(31.61)
<b>Total included in 'Employee Benefit Expense'</b>	<b>74.88</b>	<b>85.73</b>
<b>Total charge to P&amp;L</b>	<b>74.88</b>	<b>85.73</b>

## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### (g) Other Comprehensive Income for the current period:

(₹ in '000)

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
<b>Components of actuarial gain/losses on obligations :</b>		
Due to change in financial assumptions	53.11	(1.67)
Due to change in demographic assumptions	(0.47)	-
Due to experience adjustments	(15.92)	(25.32)
Return on plan assets excluding amounts included in interest income	8.50	(10.96)
<b>Amounts recognized in Other Comprehensive (Income) / Expense</b>	<b>45.22</b>	<b>(37.95)</b>

### (h) Principle actuarial assumptions:

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Discount Rate	6.85% p.a.	7.55% p.a.	7.50% p.a.
Salary Growth Rate	0% for next 1 year & 7% p.a. thereafter.	6% p.a.	6% p.a.
Withdrawal rates	15% p.a. at younger ages reducing to 2% p.a. at older ages.	15% p.a. at younger ages reducing to 2% p.a. at older ages..	15% p.a. at younger ages reducing to 2% p.a. at older ages.
Rate of return on plan assets	6.85% p.a.	7.55% p.a.	7.50% p.a.

### (i) Sensitivity analysis for significant assumptions is as shown below:

(₹ in '000)

Particulars	As at 31st March 2020		As at 31st March 2019	
	% Increase	Amount Increase	% Increase	Amount Increase
<u>Discount rate sensitivity</u>				
Increase by 0.5%	(4.56)	538.67	(4.25)	361.24
Decrease by 0.5%	4.95	592.37	4.60	394.62
<u>Salary growth rate sensitivity</u>				
Increase by 0.5%	3.19	582.43	3.43	390.20
Decrease by 0.5%	(3.19)	546.42	(3.26)	364.97
<u>Withdrawal rate sensitivity</u>				
Increase by 0.5%	0.60	567.81	0.97	380.92
Decrease by 0.5%	(0.74)	560.22	(1.14)	372.95

### (j) Maturity profile of Defined Benefit Obligation:

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019
<b>Expected Cashflows :</b>		
Year 1	27.08	23.23
Year 2	27.23	23.06
Year 3	121.41	22.93
Year 4	40.17	102.26
Year 5	38.99	28.80
Year 6 to 10	183.67	128.48





## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### (k) Composition of the plan assets :

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Policy of insurance	100%	100%	100%

32. The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. The amount of principal and interest outstanding during the year is given below:

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019
a) Amounts outstanding but not due during the year	-	-
b) Amounts due but not paid during the year	-	-
c) Amounts paid after appointed date during the year	-	-
d) Interest accrued but not paid during the year	-	-
e) Interest further due and payable even in the succeeding year	-	-
<b>Total</b>	-	-

### 33. Capital Management

The primary objectives of the Company's capital management policy are to ensure that the Company complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholder value.

The Company manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend payment to shareholders, return capital to shareholders or issue capital securities. No changes have been made to the objectives, policies and processes from the previous years. However, they are under constant review by the Board.

#### a) Regulatory Capital (Capital Adequacy Ratio)

(₹ in '000)

Particulars	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
Tier I capital	22,66,347.67	24,09,538.33	24,26,376.73
Tier II capital	-	-	-
<b>Total Capital</b>	<b>22,66,347.67</b>	<b>24,09,538.33</b>	<b>24,26,376.73</b>
Risk Weighted Assets	21,32,728.48	21,50,499.04	20,49,173.72
Tier I Ratio (%)	2.83	2.73	2.61
Tier II Ratio (%)	-	-	-

Regulatory capital consists of Tier I capital, which comprises share capital, share premium, retained earnings including current year profit, statutory reserves and other free reserves less deferred revenue expenditure and intangible assets. The other component of regulatory capital is Tier II Capital Instruments, which includes subordinate bonds, deposits and loans.

### 34. Financial Risk Management and Policy

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company continues to focus on a system-based approach to business risk management. The Company's financial risk management process seeks to enable the early identification, evaluation and effective management of key risks facing the business. Backed by strong internal control systems, the current Risk Management System rests on policies and procedures issued by appropriate authorities, process of regular reviews / audits to set appropriate risk limits and controls, monitoring of such risks and compliance confirmation for the same.

#### a) Market risk

The Company's business primarily 'Financial and Related Services' in nature, exposes it to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market variables such as interest rates. The company regularly reviews its average borrowing/lending cost including proportion of fixed and floating rate borrowings/loan so as to manage the impact of changes in interest rates.

## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### i) Interest rate risk

Interest rate risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The objectives of the Company's interest rate risk management processes are to lessen the impact of adverse interest rate movements on its earnings and cash flows.

### b) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's loans and advances to customers and investment debt securities.

#### i) Management of Credit risk

The Company has put in place well defined product programs with credit policy parameters defining the credit appetite for each product.

#### ii) Write off policy

Financial assets are written off either partially or in their entirety only when the Company has stopped pursuing the recovery. Any subsequent recoveries are credited to impairment on financial instrument in statement of profit and loss.

#### iii) Credit quality analysis

The company's policies for computation of expected credit loss are set out below :

Expected Credit Loss (ECL) is computed for loans and investments portfolio of the company. The loans and advances portfolio comprises of the following :

i) Corporate Lending

ii) Vehicle Lending

Investments measured at amortised cost is subjected to ECL.

### c) Liquidity risk

Liquidity risk is defined as the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk arises because of the possibility that the Company might be unable to meet its payment obligations when they fall due as a result of mismatches in the timing of the cash flows under both normal and stress circumstances.

The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date.

(₹ in '000)

Particulars	On Demand	Less than 1 year	1 to 5 years	> 5 years	Total
<b>31st March, 2020</b>					
Borrowings	97,044.98	-	2,772.19	-	99,817.17
Trade payables	-	16,546.37	-	-	16,546.37
Other financial liabilities	-	9,866.23	-	-	9,866.23
	<b>97,044.98</b>	<b>26,412.60</b>	<b>2,772.19</b>	<b>-</b>	<b>1,26,229.77</b>
<b>31st March, 2019</b>					
Borrowings	23,579.83	-	3,131.85	-	26,711.67
Trade payables	-	8,336.19	-	-	8,336.19
Other financial liabilities	-	2,607.55	-	-	2,607.55
	<b>23,579.83</b>	<b>10,943.74</b>	<b>3,181.85</b>	<b>-</b>	<b>37,655.41</b>
<b>1st April, 2018</b>					
Borrowings	17,100.00	-	3,822.45	-	20,922.45
Trade payables	-	4,615.66	-	-	4,615.66
Other financial liabilities	-	4,475.27	-	-	4,475.27
	<b>17,100.00</b>	<b>9,090.93</b>	<b>3,822.45</b>	<b>-</b>	<b>30,013.38</b>



## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### d) Operational and business risk

Operational risk is the risk of loss arising from systems failure, human error, fraud or external events. When controls fail to operate effectively, operational risks can cause damage to reputation, have legal or regulatory implications, or lead to financial loss. The Company cannot expect to eliminate all operational risks, but it endeavours to manage these risks through a control framework and by monitoring and responding to potential risks. Controls include maker-checker controls, effective segregation of duties, access, authorisation and reconciliation procedures, staff education and assessment processes, such as the use of internal audit.

### e) Other risk-impact of the Covid-19 Panademic

The spread of COVID-19 has severely impacted businesses around the globe. In many countries, including India, there has been severe disruption to regular business operations due to lockdowns, disruptions in transportation, supply chain, travel bans, quarantines, social distancing and other emergency measures. Company's office was under nationwide lockdown since March 24, 2020. As a result of lockdown the volumes for the month of March, 2020 have been impacted consequently, the performance for the month of March, 2020 has also been partially impacted. Operations are being resumed in a phased manner taking into account directives from the Government. The impact on our business will depend on future developments that cannot be reliably predicted. It is uncertain how long these conditions will last. The impact of global health pandemic might be different from that estimated as at the date of approval of these financial statements and the Company will closely monitor any material changes to future economic conditions. The Company has evaluated its liquidity position and of recoverability and carrying values of its assets and has concluded that no material adjustments are required at this stage in the financial statements.

### 35. Financial Instruments

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 2 (J) to the financial statements

(₹ in '000)

Particulars	As at 31st March 2020		As at 31st March 2019		As at 1st April 2018	
	FVOCI	Amortised Cost	FVOCI	Amortised Cost	FVOCI	Amortised Cost
<b>Assets:</b>						
Trade receivables	-	16,899.94	-	7,460.22	-	3,398.68
Investments	1,05,183.67	2,19,166.67	1,41,834.15	90,000.00	1,27,634.15	90,000.00
Loans	-	20,29,780.27	-	20,22,607.27	-	19,37,873.76
Cash and Cash Equivalents	-	7,861.64	-	26,247.15	-	41,116.71
Other Financial Assets	-	1,38,511.64	-	1,53,585.29	-	1,48,787.56
<b>Total</b>	<b>1,05,183.67</b>	<b>24,12,220.16</b>	<b>1,41,834.15</b>	<b>22,99,899.93</b>	<b>1,27,634.15</b>	<b>22,21,176.71</b>
<b>Liabilities:</b>						
Borrowings	-	99,817.17	-	26,711.67	-	17,100.00
Other Financial Liability	-	9,866.23	-	2,607.55	-	4,475.27
<b>Total</b>	<b>-</b>	<b>1,09,683.40</b>	<b>-</b>	<b>29,319.22</b>	<b>-</b>	<b>21,575.27</b>

### Fair value hierarchy:

Ind AS 107, 'Financial Instrument - Disclosure' requires classification of the valuation method of financial instruments measured at fair value in the Balance Sheet, using a three level fair-value-hierarchy (which reflects the significance of inputs used in the measurements). The hierarchy gives the highest priority to un-adjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair-value-hierarchy under Ind AS 107 are described below:

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and place limited reliance on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level. This is the case for unlisted equity securities included in level 3.

The investments included in Level 2 of fair value hierarchy have been valued using quotes available for similar assets and liabilities in the active market. The investments included in Level 3 of fair value hierarchy have been valued using the cost approach to arrive at their fair value. The cost of unquoted investments approximate the fair value because there is a range of possible fair value measurements and the cost represents estimate of fair value within that range.

The following table summarises financial assets and liabilities measured at fair value on a recurring basis and financial assets that are not measured at fair value on a recurring basis (but fair value disclosure are required):

## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

(₹ in '000)

Particulars	Level 1	Level 2	Level 3
<b>As at 31st March, 2020</b>			
<b>Financial Assets :</b>			
<i>Financial investments at FVOCI</i>			
Unquoted Investments	-	-	1,05,183.67
<i>Financial investments at Amortised Cost</i>			
Unquoted Investments	-	-	2,19,166.67
<b>Total</b>	<b>-</b>	<b>-</b>	<b>3,24,350.34</b>
<b>As at 31st March, 2019</b>			
<b>Financial Assets :</b>			
<i>Financial investments at FVOCI</i>			
Unquoted Investments	-	-	1,41,834.15
<i>Financial investments at Amortised Cost</i>			
Unquoted Investments	-	-	90,000.00
<b>Total</b>	<b>-</b>	<b>-</b>	<b>2,31,834.15</b>
<b>As at 1st April, 2018</b>			
<b>Financial Assets :</b>			
<i>Financial investments at FVOCI</i>			
Unquoted Investments	-	-	1,27,634.15
<i>Financial investments at Amortised Cost</i>			
Unquoted Investments	-	-	90,000.00
<b>Total</b>	<b>-</b>	<b>-</b>	<b>2,17,634.15</b>

### 36. Expenditure in Foreign Currency :

During the year there were no foreign exchange earnings and outgo.

### 37. Details of Loans and Guarantees given covered under section 186 of the Companies Act, 2013 :

Company is exempted from the applicability of the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Companies (Meetings of Board and its Powers) Amendment Rules, 2015 as the Company is RBI registered Non-Banking Financial Company whose principal business inter-alia includes financing of companies.

### 38. Segment Information

The management is of the view that the business of the company predominantly falls within a single primary segment viz. "Financial and Related Services" and hence there are no separate reportable segments as per Ind-AS 108 dealing with segment reporting.

### 39. The Board of Directors of the Company at its meeting held on 19th January, 2017 considered and approved the disinvestment of the entire shares of one of its material wholly owned subsidiary viz, Aristro Capital Markets Limited to one or more entities subjected to the Shareholders approval vide Postal Ballot.

Further as per the combined Scrutinizer Report on E-voting & Postal Ballot dated 21st March, 2017 issued by Mr. Prateek Kohli, Practicing Company Secretary (CP No 16457), Proprietor of M/s Prateek Kohli & Associates, Company Secretaries, the Scrutinizer, the members of our Company had approved the proposal of disinvestment of the M/s Aristro Capital Markets Limited to one or more entities.

Aristro Capital Markets Limited had received prior approval for change in shareholding resulting into change in control from Securities and Exchange Board of India (SEBI) vide its letter MIRSD/DOR/BS/OW/P/30298/1/2019 dated 15th November, 2019. The Company is in the process of disposal of the said shares as per the SEBI's approval including any further communication with SEBI. Pending such transfer, the effect of the transaction has not been reflected in these financial statements and hence treated as "Non Current Assets held for Sale" as per Ind As 105.

### 40. Trade receivables and trade payables with respect to few parties are subject to confirmation and reconciliation, if any.

### 41. The Company and M/s Golden Goenka Credit Private Limited (Formerly known as Risewell Credit Private Limited) had made an investment in M/s Purple Advertising Services Private Limited (the "Associate") during the year 2012-13 and 2013-14 and as a result M/s Purple Advertising Services Private Limited became the Associate of the Company from year 2013-14. As per the terms of agreement for investment, the Associate Company had agreed to issue a specified number of its equity shares in lieu of investments made. However, out of the requisite numbers of shares, the Associate Company had issued only 25,00,000 shares to the Company. Consequently, the agreement was cancelled and a money suit was filed in the Hon'ble Calcutta High Court against the Associate Company.



## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### 42. Related Party Disclosures

#### A. Related Parties:

i. Subsidiaries	:	Aristro Capital Markets Limited
ii. Associates	:	Purple Advertising Services Private Limited.
iii. Enterprises significantly influenced by Key management personnel or their relatives	:	Brihans Laboratories Private Limited. Brima Sagar Maharashtra Distilleries Limited. Quality Laminators. R. K. Products & Co. (Unit - II) R. K. Products & Co. (Unit - III) R. K. Products & Co. (Unit - IV) Sarvatra Technologies Private Limited. Som Datt Landmark Hotels & Recreations Private Limited U.Y. Aviation Private Limited. U.Y. Industries Private Limited. Zircon Traders Limited. Golden Goenka Credit Private Limited. Girdhar Fiscal Services Private Limited. Golden Goenka Commerce Private Limited.

#### B. Key Management Personnel :

iv. Managing Director	:	Mr. Udai Kothari
v. Executive Director	:	Mr. Dinesh Burman Mr. Deepak Kothari
vi. Chief Financial Officer	:	Mr. Alok Banerjee
vii. Company Secretary	:	Mrs. Amrita Mohta Kothari
viii. Director	:	Mr. Girdhari Lal Goenka Mr. Bal Kishan Gourisaria Mr. Vinay Kumar Goenka

#### C. Relative of Key Management Personnel

:	Mrs. Raj Goenka
:	Mr. Rajeev Goenka
:	Ms. Nikita Goenka
:	Mrs. Puja Goenka

## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

The following is the summary of transactions with related parties:

(₹ in '000)

Name of related party	Nature of transactions and outstanding balances	2019 - 20	2018-19
<b>Enterprises significantly influenced by Key management personnel or their relatives :</b>			
Brihans Laboratories Private Limited	Loan Given	5,000.00	20,000.00
	Loan Repaid	4,000.00	5,000.00
	Balance Receivable:		
	Loans	2,56,491.53	2,55,715.50
	Interest Income	25,546.15	25,795.00
	Investment in Shares	-	-
	Closing Balance of : Investment in Shares	5,000.00	5,000.00
Brima Sagar Maharashtra Distilleries Limited*	Loan Given	22,500.00	76,000.00
	Loan Repaid	2,46,500.00	35,500.00
	Balance Receivable:		
	Loans	14,475.95	2,56,188.78
	Interest Income	14,306.62	25,765.31
	Investment in Shares	-	40,200.00
	Closing Balance of: Investment in Shares	40,200.00	40,200.00
Closing Balance of: Investment in OCD*	1,29,166.67	-	
Quality Laminators	Loan Given	20,000.00	-
	Loan Repaid	-	-
	Balance Receivable:		
	Loans	40,000.00	21,980.00
Interest Income	2,864.20	2,203.22	
R. K. Products & Co. (Unit - II)	Loan Given	20,000.00	-
	Loan Repaid	10,000.00	-
	Balance Receivable :		
	Loans	10,206.12	-
Interest Income	229.02	-	
R. K. Products & Co. (Unit - III)	Loan Given	16,400.00	1,64,000.00
	Loan Repaid	18,300.00	3,000.00
	Balance Receivable :		
	Loans	1,96,012.39	1,97,454.07
	Interest Income	18,791.55	18,282.30



## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

The following is the summary of transactions with related parties:

(₹ in '000)

Name of related party	Nature of transactions and outstanding balances	2019 - 20	2018-19
<b>Enterprises significantly influenced by Key management personnel or their relatives :</b>			
R. K. Products & Co. (Unit - IV)	Loan Given	44,000.00	-
	Loan Repaid	40,700.00	-
	Balance Receivable :		
	Loans	3,786.48	-
	Interest Income	540.53	-
Sarvatra Technologies Private Limited	Loan Given	-	-
	Loan Repaid	3,000.00	10,000.00
	Balance Receivable:		
	Loans	2,548.24	5,052.89
	Interest Income	605.59	1,526.61
U.Y. Aviation Private Limited	Loan Given	1,16,750.00	89,100.00
	Loan Repaid	35,600.00	2,20,000.00
	Balance Receivable :		
	Loans	1,70,250.00	91,857.81
	Interest Income	14,953.34	5,592.70
Zircon Traders Limited	Loan Given	15,800.00	72,500.00
	Loan Repaid	-	61,000.00
	Balance Receivable :		
	Loans	2,71,813.58	2,53,860.54
	Interest Income	26,126.20	23,733.93
Som Datt Landmark Hotels & Recreations Private Limited	Loan Taken	1,20,000.00	-
	Loan Repaid	35,000.00	-
	Balance Payable:		
	Loans	91,418.52	-
	Interest on Loan	7,131.69	-
U.Y. Industries Private Limited	Rent Paid	427.85	570.46
	Interest on Security Deposit	(7.56)	7.56
Golden Goenka Credit Private Limited	Brokerage Income	213.54	629.62
Girdhar Fiscal Services Private Limited	Brokerage Income	230.02	734.84
Golden Goenka Commerce Private Limited	Brokerage Income	38.46	142.02

## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

(₹ in '000)

Name of related party	Nature of transactions and outstanding balances	2019 - 20	2018-19
<b>Enterprises significantly influenced by Key management personnel or their relatives :</b>			
<b>Key Management Personnel</b>			
Mr. Udai Kothari	Managerial Remuneration	4,800.00	4,800.00
	Loan Given	1,39,000.00	35,000.00
	Loan Repaid	1,35,000.00	-
	Balance Receivable:		
	Loans	43,604.73	37,176.80
	Interest Income	6,427.94	2,176.80
Mr. Deepak Kothari	Managerial Remuneration	2,400.00	2,400.00
Mr. Dinesh Burman	Managerial Remuneration	306.00	306.00
Mr. Girdhari Lal Goenka	Managerial Remuneration	-	1,000.00
	Brokerage Income	7.06	3.86
Mr. Alok Banerjee	Remuneration	1,200.00	500.00
Mrs. Amrita Mohta Kothari	Remuneration	825.50	825.50
<b>Relative of Key Management Personnel:</b>			
Mrs. Raj Goenka	Brokerage Income	16.41	11.66
Mr. Rajeev Goenka	Brokerage Income	13.96	10.01
Ms. Nikita Goenka	Brokerage Income	10.73	8.09
Mrs. Puja Goenka	Managerial Remuneration	360.00	335.00
	Brokerage Income	0.43	0.19

\* Amount represent in books is amortise cost of ₹ 25 Crore invested in 0% Optionally Convertable Debenture during the year as per IndAs





## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### 43. First time adaption Ind AS reconciliations

#### a) Reconciliation of Total Comprehensive Income for the Year ended 31st March, 2019

(₹ in '000)

Particulars	Amount As Per Previous GAAP	Effect of transition to Ind AS	Amount As Per Ind AS
<b>Revenue from Operations</b>			
Interest Income	1,99,675.69	-	1,99,675.69
Sale of Shares	1,89,646.34	(1,89,224.68)	421.66
Other Operating Income	6,804.96	(6,804.96)	-
<b>(I) Total revenue from operations</b>	<b>3,96,126.99</b>	<b>(1,96,029.64)</b>	<b>2,00,097.35</b>
<b>(II) Other Income</b>	<b>838.54</b>	<b>(756.46)</b>	<b>82.09</b>
<b>(III) Total Income (I+II)</b>	<b>3,96,965.53</b>	<b>(196,786.10)</b>	<b>2,00,179.43</b>
<b>(IV) Expenses</b>			
Finance Costs	1,760.49	(1,760.49)	-
Purchase of Stock-in-Trade	1,51,261.74	(1,51,261.74)	-
Change in Inventories of Finished Goods	(21,309.33)	22,563.90	1,254.57
Employee Benefits Expenses	19,147.28	(7,737.04)	11,410.24
Depreciation and Amortization Expenses	2,987.12	(1,148.77)	1,838.35
Other Expenses	91,831.89	(71,019.27)	20,812.62
<b>(V) Total Expenses</b>	<b>2,45,679.19</b>	<b>(2,10,363.41)</b>	<b>35,315.78</b>
<b>(VI) Profit/(Loss) before exceptional items &amp; Tax (III-V)</b>	<b>1,51,286.34</b>	<b>13,577.32</b>	<b>1,64,863.66</b>
<b>(VII) Exceptional Items</b>			
Contingent Provisions against Standard Assets	2.08	-	2.08
Provision(Reversal) of Non-Performing Assets	21,756.28	83,000.00	1,04,756.28
<b>(VIII) Profit/(Loss) before tax (VI-VII)</b>	<b>1,29,527.98</b>	<b>(69,422.69)</b>	<b>60,105.29</b>
<b>(IX) Tax Expenses</b>			
Current Tax	48,396.56	(353.52)	48,043.04
Deferred Tax Expenses/(Income)	(3,981.72)	(24,193.40)	(28,175.12)
Income Tax relating to earlier years	5.00	(8.67)	(3.67)
<b>(X) Profit/(Loss) for the year (VIII-IX)</b>	<b>85,108.13</b>	<b>(44,867.09)</b>	<b>40,241.04</b>
(XI) Profit/(Loss) from discontinued operations	-	4,095.56	4,095.56
(XII) Tax Expense of discontinued operations	-	362.19	362.19
<b>(XIII) Profit/(Loss) from discontinued operations (after tax) (XI-XII)</b>	<b>-</b>	<b>3,733.37</b>	<b>3,733.37</b>
<b>(XIV) Profit/(Loss) for the year (X+XIII)</b>	<b>85,108.13</b>	<b>(41,133.73)</b>	<b>43,974.41</b>
<b>(XV) Other Comprehensive Income/(Expenses) (OCI)</b>			
Items that will not be reclassified to profit or loss:			
- Remeasurement of defined benefit plans	-	37.95	37.95
- Net Loss on Fair Value Changes	-	(17,500.00)	(17,500.00)
<b>(XVI) Other Comprehensive Income/(Loss) (XI)</b>	<b>-</b>	<b>(17,462.05)</b>	<b>(17,462.05)</b>
<b>(XVII) Total Comprehensive Income/(Loss) for the period (XIV+XVI)</b>	<b>85,108.13</b>	<b>(58,595.78)</b>	<b>26,512.36</b>

## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

### b) Reconciliation of Total Equity as on 31st March, 2019 and 1st April, 2018 (₹ in '000)

Particulars	As on 31st March, 2019	As on 1st April, 2018
<b>Total Equity (shareholder's fund) under previous GAAP</b>	<b>25,27,875.80</b>	<b>24,54,135.49</b>
Impact of revaluation of Investments	(29,113.41)	(29,113.41)
Deferred Tax	28,511.39	4,318.63
Other Adjustments	(69,917.05)	12,872.13
<b>Total Equity under Ind AS</b>	<b>24,57,356.73</b>	<b>24,42,212.84</b>

#### Notes:

- i. To comply with the Companies (Accounting Standard) Rules, 2006, certain account balances have been regrouped as per the format prescribed under Division II of Schedule III to the Companies Act, 2013.
  - ii. **Financial liabilities and related transaction costs :**  
Borrowings and other financial liabilities which were recognized at historical cost under previous GAAP have been recognized at amortised cost under IND AS with the difference been adjusted to opening retained earnings. Under previous GAAP, transaction costs incurred in connection with borrowings were charged to the statement of profit & loss in the year of borrowings. Under IND AS, transaction costs are deducted from the initial recognition amount of the financial liability and charged over the tenure of borrowing using the effective interest method.
  - iii. **Financial assets at amortised cost :**  
Certain financial assets held on with an objective to collect contractual cash flows in the nature of principal and interest have been recognized at amortised cost on transition date as against historical cost under the previous GAAP with the difference been adjusted to the opening retained earnings.
  - iv. **Deferred tax as per balance sheet approach :**  
Under previous GAAP, deferred tax was accounted using the income statement approach, on the timing differences between the taxable profit and accounting profits for the period. Under IND AS, deferred tax is recognized following balance sheet approach on the temporary differences between the carrying amount of asset or liability in the balance sheet and its tax base. In addition, various transitional adjustments has also lead to recognition of deferred taxes on new temporary differences.
  - v. **Defined benefit liabilities:**  
Under IND AS, Remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined liability, are recognized in other comprehensive income instead of profit or loss in previous GAAP.
  - vi. **Other comprehensive income:**  
Under IND AS, all items of income and expense recognized in the period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognized in profit or loss but are shown in the statement of profit and loss and "other comprehensive income" includes remeasurements of defined benefit plans, and fair value gain or losses on FVTOCI equity instruments. The concept of other comprehensive income did not exist under previous GAAP.
44. Aristro Capital Markets Limited, subsidiary of the company had pledged the following shares with National Securities Clearing Corporation Ltd. towards margin Money:



Growth, Wealth, Success

## Notes to Consolidated Financial Statements as at and for the year ended 31st March, 2020 (Contd.)

(₹ in '000)

Script	2019 - 20		2018 - 19	
	Quantity	Book Value (Amount)	Quantity	Book Value (Amount)
Dish TV	1,00,000	405.00	-	-
Electrosteel Casting Limited	82,500	767.25	-	-
HBL Power Systems Limited	3,000	33.00	3,000	76.80
Indian Metals Ferro Alloys Limited	1,000	111.15	-	-
Indian Tourism Development Corporation Limited	1,375	177.99	-	-
Larsen & Toubro Limited	-	-	1,425	1,974.05
Lincoln Pharmaceuticals Limited	13,000	1,680.25	-	-
Marksans Pharma Limited	50,000	695.00	-	-
Mastek Limited	-	-	4,000	1,773.80
Onmobile Global Limited	7,300	102.93	-	-
Punjab & Sind Bank	12,000	132.00	-	-
Rain Industries Limited	2,500	139.63	-	-
South Indian Bank Limited	10,000	57.00	-	-
Suzlon Energy Limited	20,000	39.00	37,000	227.55
Welspun India Limited	50,000	1,080.00	50,000	2,982.50

### 45. Additional information in respect of Net Assets and Profits/Loss of each entity within the group and their proportionate shares of the totals.

(₹ in '000)

Name of the entry in the	Net Assets i.e. Total Assets Minus Total Liabilities		Share in Profit & Loss	
	As % of Consolidated Net Assets	(Amount)	As % of Consolidated Net Assets	(Amount)
<b>Parent:</b>				
U. Y. Fincorp Limited	103.82%	23,25,270.33	49.22%	27,493.04
<b>Subsidiaries:</b>				
Aristro Capital Markets Limited	(3.82)%	(85,488.57)	(149.22)%	(83,347.46)
<b>Associates:</b>				
Purple Advertising Services Private Limited [Refer note (a) herein below]	-	-	-	-
<b>Total</b>	<b>100%</b>	<b>22,39,781.76</b>	<b>(100)%</b>	<b>(55,854.42)</b>

Note : (a) Financials of the said company could not be completed and hence same has not been considered for consolidation purpose

46. Previous year's figures have been re-grouped and/or re-arranged wherever necessary, to confirm the current year classification.

For **Das & Prasad**  
Chartered Accountants  
(Firm's Registration No. 303054E)

Sd/-  
**Sumit Kumar Rajgarhia**  
(Partner)  
(Membership No. 068270)

Place: Kolkata  
Date: **07th August, 2020**

For and on behalf of the Board of Directors

Sd/-  
**Udai Kothari**  
(Chairman & Managing Director)  
(DIN:- 00284256)

Sd/-  
**CA Alok Banerjee**  
(Chief Financial Officer)

Sd/-  
**Deepak Kothari**  
(Executive Director)  
(DIN:- 00280323)

Sd/-  
**Amrita Mohta Kothari**  
(Company Secretary)