SOM DATT FINANCE CORPORATION LIMITED

2019-2020

27TH

ANNUAL REPORT

BOARD OF DIRECTORS

MANAGING DIRECTOR
Mrs. Vijay Rathee

NON-EXECUTIVE NON-INDEPENDENT DIRECTOR
Mr. Kuldip Singh Rathee

INDEPENDENT DIRECTORS
Mr. Rajvir Singh Chhillar
Mr. Hardeep Kumar Mahotra

AUDITORS

D.S. Talwar & Co., Chartered Accountants
S-58, Greater Kailash-II,
New Delhi-110048

SHARE TRANSFER AGENT

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

REGISTERED OFFICE

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

INDEX

CONTENTS	PAGE NO.
Notice	01-10
Directors' Report & Management Discussion & Analysis	11-26
Corporate Governance Report	27-38
Auditors' Report	39-44
Balance Sheet	45-45
Profit & Loss Account	46-46
Cash Flow Statement	47-47
Notes forming part of the Financial Statements	48-81

NOTICE

Notice is hereby given that the 27th (Twenty Seventh) Annual General Meeting (AGM) of the Members of **Som Datt Finance Corporation Limited** will be held on Wednesday, 12th August, 2020 at 3.00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2020 including the Audited Balance Sheet as at March 31, 2020 and the statement of Profit and Loss and Cash Flow for the year ended on that date and the Reports of the Board and the Auditors thereon.

SPECIAL BUSINESS:

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) **Mrs. Vijay Rathee** (DIN-**00042731**), who was appointed as an Additional Director with effect from 27th December, 2019 by the Board of Directors of the Company and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013 , be and is hereby appointed as a Director (Executive) of the Company not liable to retire by rotation.

   RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary, consent of the Company be and is hereby accorded to the appointment of **Mrs. Vijay Rathee (**DIN-**00042731)**, Managing Director of the Company for a period of three years with effect from 27th December, 2019 on a remuneration and on the terms and conditions as set out in the Statement annexed to the Notice of AGM.

   RESOLVED FURTHER THAT the Board of Directors including the Nomination and Remuneration Committee of the Company be and are hereby authorised to alter and vary the terms and conditions of the said reappointment in such form and manner which should be in conformity with any amendments to the relevant provisions of the Act and/or the rules and regulations made there under and/or such guidelines as may be announced by the Central Government from time to time and as agreed by **Mrs. Vijay Rathee**.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution."

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) **Mr. Kuldip Singh Rathee** (DIN- **00041032**), who was appointed as an Additional Director with effect from 27th December, 2019 by the Board of Directors of the Company and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director(Non-Executive) of the Company liable to retire by rotation."

4. To consider, and if thought fit, to pass the following resolution, with or without modification(s) as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) **Mr. Rajvir Singh Chhillar** (DIN- **08651668**), who was appointed as an Additional Director with effect from 27th December, 2019 by the Board of Directors of the Company under the Independent Director Category and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013 , be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 26th December, 2024, not liable to retire by rotation."

5. To consider, and if thought fit, to pass the following resolution, with or without modification(s) as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) **Mr. Hardeep Kumar Mahotra** (DIN- **00219216**), who was appointed as an Additional Director with effect from 29th January, 2020 by the Board of Directors of the Company under Independent Director Category and who holds office until the date of the AGM in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 28th January, 2025, not liable to retire by rotation."

6. To consider, and if thought fit, to pass the following resolution, with or without modification(s) as an O**rdinary Resolution:**

"RESOLVED THAT pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed there under ('the Act'), the approval of the Members be and is hereby accorded for re-classification of Mrs. Usha Datt, Mrs. Latika Datt, Mrs. Charu Datt Bhatia, Mrs. Sadhana Singh, Mrs. Anuradha Datt Munjal, Mrs. Anjali Anand, Som Datt Enterprises Pvt. Ltd., Som Datt Power Limited and Som Datt Investments and Finance Company Pvt. Ltd. forming part of the existing Promoters of the Company from Promoter category to Public category.

RESOLVED FURTHER THAT that the Promoters seeking re-classification along with their promoter group entities and person acting in concert do / will not:

i have any special rights through formal or informal agreements.
ii. hold more than 10% of the paid-up capital of the Company.
iii. act as a Key Managerial person for a period of more than three years from the date of Shareholders approval.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchanges and other concerned authorities."

NOTES :

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 2 to 6 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.

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, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf.

5. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for Transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, RCMC Share Registry Pvt. Ltd. on the mail id investor.services@rcmcdelhi.com, for assistance in this regard.

6. The Register of Members and Share Transfer Books of the Company will remain closed from 06th August, 2020 to 12th August, 2020 (both days inclusive).

7. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with RCMC Share Registry Pvt. Ltd. at B-25/1, Okhla Industrial Area, Phase -2, Near Rana Motors, New Delhi – 110020 in case the shares are held by them in physical form.

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to RCMC Share Registry Pvt. Ltd. at B-25/1, Okhla Industrial Area, Phase -2, Near Rana Motors, New Delhi – 110020 in case the shares are held in physical form.

9. Members holding shares in physical form can avail of the nomination facility by filing Form SH-13 with the Company or its Registrar of the Company, RCMC Share Registry Pvt. Ltd. at B-25/1, Okhla Industrial Area, Phase -2, Near Rana Motors, New Delhi – 110020. Members holding shares in electronic mode, may approach their respective Depository Participant for availing the nomination facility.

10. Members are requested to
    (a) provide their e-mail addresses for sending the notice/documents etc. to them through email and also requested to register their email IDs and changes therein for future communication.
    (b) Send their queries, if any, at least 7 days in advance of the meeting through email-**compliancesdfl@gmail.com** to the Company, so that the information can be made available at the Meeting.

11. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.somdattfin.com,website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL https://www.evoting.nsdl.com.

12. Relevant Documents referred to in the accompanying Notice, Registers and all other statutory documents will be made available for inspection in the electronic mode. Members can inspect the same by sending an email to the Company at compliancesdfl@gmail.com.

13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

14. D.S. Talwar & Co., Chartered Accountants, Statutory Auditors of the Company were appointed as Auditor of the Company at 24th Annual General Meeting held on September, 2017, to hold office from the conclusion of 24th AGM until the conclusion of 29th AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 27th AGM.

15. Since AGM will be held through VC/OAVM the Route map is not annexed to this notice.

16. **Voting through electronic means**:

    I. Pursuant to Section 108 of the Companies Act, 2013 read with Rules 20 of Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide its members the facility to exercise their right to vote at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). The instructions for e-voting are given herein below:

    II. The remote e-voting period commences on 09th August, 2020 (9:00 a.m. IST) and ends on 11th August, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on 05th August, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast

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 during the AGM.

III. The Board of Directors has appointed Mr. Naveen Narang (Membership No. 6193) of Naveen Narang & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

IV. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

V. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

VI. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

Details of process and manner of E-voting

Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/
Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting. nsdl.com/ either on a personal computer or on a mobile.

2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholders" section.

3. A new screen will open. Now Enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Members holding shares in Physical Form should enter **EVEN** no. followed by Folio Number registered with the Company

4. Enter your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

5. Your password details are given below:

   (i) If you are holding shares in demat form and had logged on to *www.evoting.nsdl.com* and voted on an earlier voting of any company, then your existing password is to be used.

   (ii) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   (iii) How to Retrieve your initial password:

   If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

   In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned below in this notice.

6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

   a. Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b. **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

d. Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button

9. After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 is mentioned below:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "**EVEN**" in which you are holding shares and whose voting cycle is in active status.
3. Select "**EVEN**" of the Company.
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company by email to compliancesdfl@gmail.com with a copy marked to evoting@nsdl.co.in

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on https://www.evoting.nsdl.com to reset the password.

3. If you have any queries relating to remote e-voting, please refer to the Frequently Asked Questions(FAQs) and e-voting user manual for shareholders available at the Downloads section of www.evoting.nsdl.com or contact at toll free no. 1800-222-990 or send a request to evoting@nsdl.co.in.

4. In case of any grievance in connection with facility for voting by electronic means please contact Ms. Pallavi Mhatre, Manager, National Securities Depository Limited, Tradeworld, A Wing, 4th Floor, Kamla Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013, E-mail-evoting@nsdl.co.in Tel No. 022-24994545.

Process for registration of email id for obtaining Annual Report and user id/password for e-voting:

Physical Holding	Send a request to the Registrar and Transfer Agents of the Company, RCMC share Registry Pvt. Ltd. at investor.services@rcmcdelhi.com providing 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) for registering email address.
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at https://www.evoting.nsdl.com by using their remote e-voting login credentials and selecting the **EVEN** for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further, Members will be required to allow Camera and use internet with a good speed to avoid any disturbance during the meeting

4. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.

5. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with the voting by electronic means.

6. Members who would like to ask questions during the AGM may send their questions from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at compliancesdfl@gmail.com untill Wednesday, August 5, 2020 (5:00 p.m. IST).

Other Instructions:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM and submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.somdattfin.com and on the website of NSDL https://www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

By Order of the Board of Directors

Place: Gurugram
Date: 27.06.2020

Sandip Kumar Chaubey
Company Secretary
Membership No.-A35694

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

ITEM NO. 2

Mrs. Vijay Rathee (DIN-00042731) on the recommendation of the Nomination and Remuneration Committee (NRC) was appointed as an additional Director by the Board in their meeting held on December 27, 2019 subject to the approval of shareholder in the forthcoming Annual General Meeting. Mrs. Rathee was also appointed as the Managing Director by the Board in their meeting held on December 27, 2019 for a period of 3 (three) years subject to the approval of shareholder in the forthcoming Annual General Meeting, on remuneration, as approved by the Nomination and Remuneration Committee, as set out below:.

1. **Salary :** Rs. 60,000/- per month.
2. **Perquisites:**
   i) Contribution to Provident Fund as per rules of the Company, to the extent the same is not taxable under the Income Tax Act, 1961.
   ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

MINIMUM REMUNERATION :

In the absence or inadequacy of profits in any financial year, the total remuneration to Mrs. Vijay Rathee, Managing Director by way of salary and perquisites shall be governed by the limits prescribed in Part II, Section II of Schedule V read with Section 196 and 197 of the Companies Act, 2013 alongwith rules and regulations as may be applicable.

The statement containing information as required under Schedule V of the Companies Act, 2013 is annexed to the notice.

Mrs. Vijay Rathee is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given her consent in writing to act as Director in Form DIR-2.

Brief resume of Mrs. Vijay Rathee, names of Companies in which she holds directorship and membership / chairmanship of Board Committees, are provided in the statement giving details under Regulation 36(3) of the LODR in respect of Directors proposed to be appointed / re-appointed annexed to this Notice.

The Board recommends adoption of the Resolution set out in Item No. 2 as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives, except Mrs. Vijay Rathee, to whom the resolution relates and Mr. Kuldip Singh Rathee who is spouse of Mrs. Vijay Rathee is interested or concerned in the proposed resolution.

ITEM NO. 3

Mr. Kuldip Singh Rathee (DIN-00041032) was appointed as Non-Executive Director by the Board in their meeting held on December 27, 2019. By virtue of Section 161 of the Companies Act, 2013 he holds office upto the date of ensuing Annual General Meeting of the Company and eligible for reappointment.

Mr. Kuldip Singh Rathee is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent in writing to act as Director in Form DIR-2.

Brief resume of Mr. Kuldip Singh Rathee, names of Companies in which he holds directorship and membership / chairmanship of Board Committees, are provided in the statement giving details under regulation 36(3) of the LODR in respect of Directors proposed to be appointed / re-appointed annexed to this Notice.

The Board recommends adoption of the resolution set out in Item No. 3 as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Kuldip Singh Rathee, to whom the resolution relates, and Mrs. Vijay Rathee who is spouse of Mr. Kuldip Singh Rathee is interested or concerned in the proposed resolution.

ITEM NO. 4

Mr. Rajvir Singh Chhillar (DIN-08651668) was appointed as an additional director by the Board of Directors of the Company in their meeting held on December 27, 2019 under the Independent Director Category. By virtue of Section 161 of the Companies Act, 2013 he holds office upto the date of ensuing Annual General Meeting of the Company and eligible for re-appointment.

In order to comply with the provisions Sections 149(4), (10) & (11) and 152 of the Companies Act, 2013 read with the SEBI (LODR) Regulation 2015, it is proposed to formally appoint Mr. Rajvir Singh Chhillar as Independent Director for an initial term of 5 (Five) consecutive years w.e.f. December 27, 2019, the date of his appointment in the company.

Mr. Rajvir Singh Chhillar is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent in writing to act as Director in Form DIR-2. The Company has also received a declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under regulation 16(1) of the Listing Obligation and Disclosure Requirement(LODR). In terms of Regulation 25(8) of SEBI Listing Obligation and Disclosure Regulation (LODR), 2015, he has confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Mr. Rajvir Singh Chhillar fulfills the conditions specified in the Companies Act 2013 and rule made thereunder for his appointment as an Independent Director of the Company and is independent of the Management.

Brief resume of Mr. Rajvir Singh Chhillar, names of Companies in which he holds directorship and membership / chairmanship of Board Committees, are provided in the statement giving details under Regulation 36(3) of the LODR in respect of Directors proposed to be appointed / re-appointed annexed to this Notice.

The Board recommends adoption of the resolution set out in Item No. 4 as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Rajvir Singh Chhillar, to whom the resolution relates, is interested or concerned in the proposed resolution.

ITEM NO. 5

Mr. Hardeep Kumar Mahotra (DIN-00219216) was appointed as an additional director by the Board of Directors of the Company through circular resolution on January 29, 2020 under the Independent Director Category. By virtue of Section 161 of the Companies Act, 2013 he holds office upto the date of ensuing Annual General Meeting of the Company and eligible for reappointment.

In order to comply with the provisions Sections 149(4), (10) & (11) and 152 of the Companies Act, 2013 read with the SEBI (LODR) Regulation 2015, it is proposed to formally appoint Mr. Hardeep Kumar Mahotra as Independent Director for an initial term of 5 (Five) consecutive years w.e.f. January 29, 2020, the date of his appointment in the Company.

Mr. Hardeep Kumar Mahotra is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent in writing to act as Director in Form DIR-2. The Company has also received a declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the regulation 16(1) of the Listing Obligation and Disclosure Requirement(LODR). In terms of Regulation 25(8) of SEBI Listing Obligation and Disclosure Regulation (LODR), 2015, he has confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Mr. Hardeep Kumar Mahotra fulfills the conditions specified in the Companies Act 2013 and rule made thereunder for his appointment as an Independent Director of the Company and is independent of the Management.

Brief resume of Mr. Hardeep Kumar Mahotra, names of Companies in which he holds directorship and membership / chairmanship of Board Committees, are provided in the statement giving details under Regulation 36(3) of the LODR in respect of Directors proposed to be appointed / re-appointed annexed to this Notice.

The Board recommends adoption of the resolution set out in Item No. 5 as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Hardeep Kumar Mahotra, to whom the resolution relates, is interested or concerned in the proposed resolution.

ITEM NO. 6

The Acquirers i.e. Mr. Kuldip Singh Rathee and Mrs. Vijay Rathee entered into a Share Purchase Agreement dated May 11, 2019 ('SPA') with all the members of the promoter and promoter group of the Company, namely Mrs. Usha Datt, Mrs. Latika Datt Abbott, Mrs. Anuradha Datt Munjal, Mrs. Charu Datt Bhatia, Mrs. Sadhana Singh, Mrs. Anjali Anand, Som Datt Enterprises Private Limited, Som Datt Power Limited and Som Datt Investments and Finance Company Private Limited (collectively referred to as the 'Sellers'), pursuant to which, the Sellers had agreed to sell and the Acquirers had agreed to purchase 69,24,255 equity shares of the Company having a face value of Rs. 10 each, representing 69.19% of the total issued, outstanding and fully paid-up equity share capital carrying voting rights of the Company. Accordingly, the Sellers had sold their entire shareholding of 69,24,255 equity shares of the Company as aforesaid to the Acquirers and SPA was fully consummated on 27/01/2020.

Further, the Company, on 20/04/2020, received request from the Sellers for their reclassification from promoter category to public category under Regulation 31A of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

The Board in its meeting held on 28/04/2020 approved the request of the promoter/Sellers and recommend the same for the approval of the shareholders.

The above referred shareholders/Sellers do not directly or indirectly exercise control over the affairs of the Company.

The Board recommends adoption of the resolution set out in Item No. 6 as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives, is interested or concerned in the proposed resolution.

By order of the Board of Directors

Place: Gurugram
Date: 27.06.2020

Sandip Kumar Chaubey
Company Secretary
Membership No.- ACS 35694

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015

Name of the Directors	**Mrs. Vijay Rathee**	**Mr. Kuldip Singh Rathee**	**Mr. Rajvir Singh Chhillar**	**Mr. Hardeep Kumar Mahotra**
DIN Number	00042731	00041032	08651668	00219216
Date of Birth	14.09.1953	28.08.1954	12.08.1956	01.06.1956
Date of Appointment	27.12.2019	27.12.2019	27.12.2019	29.01.2020
Qualification	M.Sc.(Zoology)	B.A	B.A.	M.Com
Brief Resume and Experience / Expertise	She has been on the Board of Directors of various companies in the ASK Automotive Group. Additionally she has approximately 17 years of banking experience in a Scheduled Bank from 1978-1995.	He is an entrepreneur with over 30 years of experience. His main line of business includes manufacturing of automotive components. The flagship company of the ASK Automotive Group that he has founded has a turnover of more than Rs. 1500 crore. For his business necessities he has been dealing with various Banks/Financial Institutions and managing the funds of ASK Automotive Group for over 30 years.	He has retired from Army Ordnance Corp. He has extensive experience in general management and logistics.	He is an entrepreneur with over 45 years of experience. He has vast experience of 45 years in the steel tube industry in manufacturing as well as trading.
Disclosure of Relationships between Directors inter-se	Mrs. Vijay Rathee, Managing Director of the Company is the spouse of Mr. Kuldip Singh Rathee, Non-Executive Director	Mr. Kuldip Singh Rathee, Non-Executive Director of the Company is the spouse of Mrs. Vijay Rathee. Managing Director of the Company	NIL	NIL
Directorship held in other Public Companies	NIL	NIL	NIL	Ottoman Tubes Limited
Chairman/ Membership of Committees in other Public Limited Companies C= Chairman M= Member	NIL	NIL	NIL	NIL
No. of Shares & held on 31.03.2020	3397459	3542191	NIL	NIL

STATEMENT IN TERMS OF SCHEDULE V OF THE COMPANIES ACT, 2013 RELATING TO REMUNERATION PAYABLE TO MANAGING DIRECTOR

I. GENERAL INFORMATION:

1. Nature of Industry :NBFC
2. Date or expected date of commencement of commercial production :The Company had commenced in business in 1993.
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

(Rs. *in Lacs*)

Particulars	**2019-20**	**2018-19**
Total Revenue	48.69	60.46
Profit before Depreciation & Tax	2.74	23.59
Depreciation	0.24	0.24
Provision for Taxation	(3.41)	6.49
Profit / (Loss) before Tax	2.50	23.35
Profit / (Loss) after Tax	5.91	16.86

5. Foreign Investments or collaborators, if any: The Company has neither made any foreign investments nor has any collaboration.

II. **INFORMATION ABOUT THE APPOINTEE:**

1. BACKGROUND:
MRS. VIJAY RATHEE : Mrs. Vijay Rathee holds Master Degrees in Science. She has approximately 17 years of banking experience in a Scheduled Bank from 1978-1995. She was appointed as 'Managing Director' of the Company w.e.f. 27th December, 2019.

2. PAST REMUNEATION: Past Remuneration paid to Mrs. Vijay Rathee for the year 2018-19 are as under:

(in Lacs)

	Salary	**Perquisites & Others**	**Total**
NIL			

3. RECOGNITION OR AWARDS : NIL

4. JOB PROFILE AND THEIR SUITABILITY : Mrs. Vijay Rathee has rich experience in Banking and Finance industry as she has spent close to 17 years in scheduled commercial bank.

5. REMUNERATION PROPOSED: As per details given in the Explanatory Statement enclosed to the Notice of AGM.

6. COMPARATIVE REMUNERATION PROFILE WITH RESPECT TO INDUSTRY, SIZE OF THE COMPANY, PROFILE OF THE POSITION AND PERSON : Considering the size of the Company, the profile of the Managing Directors, the responsibilities shouldered by them, the aforesaid remuneration is commensurate with the remuneration being drawn by persons of similar position in other Companies.

7. PECUNIARY RELATIONSHIP DIRECTLY OR INDIRECTLY WITH THE COMPANY, OR RELATIONSHIP WITH THE MANAGERIAL PERSONNEL, IF ANY : Besides the remuneration proposed, the Managing Directors have no pecuniary relationship with the Company except the transactions with the related parties in the ordinary course of business.

III. **OTHER INFORMATION:**

1. **Reasons of loss or inadequate profits:**
   Due to fluctuation in market as mentioned in Management Discussion and Analysis Report
2. **Steps taken or proposed to be taken for improvement**
   As mentioned in Management Discussion and Analysis Report
3. **Expected increase in productivity and profits in measurable terms**
   Not Applicable.

IV. **DISCLOSURES:**
The requisite disclosures of remuneration packages etc. have been made in the Corporate Governance Report.

DIRECTORS' REPORT

Your Directors have pleasure in presenting their report on the business and operation of your Company together with the Audited Financial Statements for the year ended March 31, 2020.

FINANCIAL HIGHLIGHTS

Pursuant to the notification dated February 16, 2015 issued by the Ministry of Corporate Affairs, the Company has adopted the Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 from April 01, 2019 and the effective date of such transition is April 01, 2018. The performance of the Company for the FY 2019-2020 is summarised below :

(Rs. in Lacs)

FINANCIAL RESULTS	Year ended 31.03.2020	Year ended 31.03.2019
Gross Total Income	48.69	60.46
Profit / Loss before Depreciation & Taxation	2.74	23.59
Less: Depreciation	0.24	0.24
Profit Before tax	2.50	23.35
Less: Provision for Income Tax	0.54	2.90
Add: Adjustment of tax relating to earlier periods	11.92	(0.38)
Less: Provision for Deferred Tax	8.51	3.21
Add: MAT Credit Entitlement	0.54	0
Net Profit /(Loss) after Tax	5.91	16.86
Retained Earnings as at the beginning of the Year	231.84	218.51
Profit After Tax	5.91	16.86
Retained earnings before appropriations	237.75	235.37
Less: Special Reserve (As per RBI Guidelines)	1.18	3.52
Retained Earnings as at the end of the Year	236.57	231.85

DIVIDEND AND RESERVES

During the year under review, your Directors do not recommend any dividend for the financial year ended March 31, 2020. Similarly, no amount was recommended to transfer to Reserves.

OPERATIONS AND STATE OF COMPANY AFFAIRS

During the year under review, your Company's total Income has decreased from Rs.60.46 Lacs to Rs. 48.69 Lacs and its profit after tax decreased from Rs.16.86 Lacs to Rs. 5.91 Lacs.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis, as required under Regulation 34(3) of SEBI (LODR) Regulations, 2015 read with Schedule V of said Regulations, forms part of this Board Report**.**

CHANGE IN MANAGEMENT CONTROL AND SHAREHOLDING

The Acquirers i.e. Mr. Kuldip Singh Rathee and Mrs. Vijay Rathee entered into a Share Purchase Agreement dated May 11, 2019 ('SPA') with all the members of the promoter and promoter group of the Company, namely Mrs. Usha Datt, Mrs. Latika Datt Abbott, Mrs. Anuradha Datt Munjal, Mrs. Charu Datt Bhatia, Mrs. Sadhana Singh, Mrs. Anjali Anand, Som Datt Enterprises Private Limited, Som Datt Power Limited and Som Datt Investments and Finance Company Private Limited ('Sellers'), pursuant to which, the Sellers had agreed to sell and the Acquirers had agreed to purchase 69,24,255 equity shares of the Company having a face value of Rs. 10 each, representing 69.19% of the total issued, outstanding and fully paid-up equity share capital carrying voting rights of the Company, for an aggregate consideration of Rs. 10,17,86,548.50 (Rupees Ten Crores Seventeen Lakhs Eighty Six Thousand Five Hundred and Forty Eight and Paise fifty only), computed at Rs. 14.70 (Rupees Fourteen and paise seventy only) per Equity Share.

The Company received the approval of the Reserve Bank of India, for the aforesaid transaction vide its letter dated 30/09/2019.

Pursuant to the SPA, an Open Offer was made by the Acquirers i.e. Mr. Kuldip Singh Rathee and Mrs. Vijay Rathee in pursuance of Regulations 3(1) and 4 of the SEBI (Substantial Acquisition of Shares and Takeover) Regulation, 2011 for substantial acquisition of shares and voting rights accompanied with change in control and management of the Company to all the public shareholders of the Company to acquire upto 26,02,073 fully paid-up equity shares of face value of Rs. 10 each carrying voting rights, representing 26.00% of the total voting equity share capital of the Company on a fully diluted basis.

Out of Total 26,02,073 shares offered to be acquired by Open Offer, 15,395 shares were tendered by the public shareholders of the Company and acquired by the Acquirer i.e. Mr. Kuldip Singh Rathee.

After the Open Offer, the Sellers sold their entire shareholding of 69,24,255 equity shares of the Company having a face value of Rs. 10 each, representing 69.19% of the total issued, outstanding and fully paid-up equity share capital carrying voting rights of the Company, on the aforesaid consideration, to the Acquirer and SPA was fully consummated on 27/01/2020.

Subsequent to the above, the Sellers requested their reclassification from promoter category to public category under Regulation 31A of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. An appropriate resolution seeking shareholders' approval on the matter forms part of the Notice.

DIRECTORS, KEY MANAGERIAL PERSONNEL AND COMMITTEES

During the year under review, the following are the changes in the Board of Directors and Key Managerial Personnel of the Company in chronological order :

- Mr. Amit Kumar Verma, Company Secretary of the Company resigned w.e.f. April 30, 2019.
- Mr. Sandip Kumar Chaubey was appointed as Company Secretary & Compliance Officer of the Company w.e.f. December 12, 2019.
- Mrs. Latika Datt Abbott, Managing Director resigned w.e.f. the close of working hours of December 27, 2019.
- Mrs. Usha Datt, Director (Non- Executive) resigned w.e.f. the close of working hours of December 27, 2019.
- Mrs. Charu Datt Bhatia, Director (Non- Executive) resigned w.e.f. the close of working hours of December 27, 2019.
- Mr. Satish Kumar, Independent Director resigned w.e.f. the close of working hours of December 27, 2019.
- Mrs. Vijay Rathee was appointed as an Additional Director and Managing Director of the Company w.e.f. December 27, 2019.
- Mr. Kuldip Singh Rathee was appointed as an Additional Director (Non-Executive) w.e.f. December 27, 2019.
- Mr. Rajvir Singh Chhillar was appointed as an Additional Director (Independent) w.e.f. December 27, 2019.
- Mr. Hardeep Kumar Mahotra was appointed as an Additional Director (Independent) w.e.f. January 29, 2020.
- Mr. Lalit Mohan Segat, Independent Director resigned w.e.f. February 03, 2020.
- Mr. Ankit Yadav was appointed as Chief Financial Officer of the Company w.e.f. June 27, 2020 in place of Mr. Rajeev Gautam.

An appropriate resolutions seeking shareholders' approval for appointment of Mrs. Vijay Rathee, Mr. Kuldip Singh Rathee, Mr. Rajvir Singh Chhillar and Mr. Hardeep Kumar Mahotra forms part of the Notice.

The Company has several Committees and the details alongwith its meetings have been included in the Corporate Governance report.

SUBSIDIARIES, ASSOCIATE AND JOINT VENTURE

The Company sold its entire investment in Som Datt Infosoft Private Limited on April 24, 2019 and accordingly the said company ceased to be its subsidiary company effective said date. The Company in terms of the provisions of the Companies Act, 2013, has no Associate Company and/or Joint Venture Company during the year ended 31st March, 2020.

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

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

BOARD EVALUATION

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

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has in place the Vigil Mechanism / Whistle Blower Policy with a view to provide for adequate safeguards against victimization of persons who use such mechanism and made provisions for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The details of the Vigil Mechanism and Whistle Blower Policy are available on the website of the Company.

NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration Policy as approved by the Board may be accessed on the Company's website i.e. www.somdattfin.com**.**

MEETINGS OF THE BOARD

During the year under review, Ten (10) Board Meetings were held on April 24, 2019, May 21, 2019, May 30, 2019, September 1, 2019, September 13, 2019, November 14, 2019, November 18, 2019, December 12, 2019, December 27, 2019, February 11, 2020 and four (4) Audit Committee meetings were held on May 30, 2019, September 13, 2019, November 14, 2019 and February 11, 2020. In accordance with the requirement from time to time other Committee meetings were held. The attendance of the Directors who attended the Board Meetings and Committees thereof have been included in the Corporate Governance Report.

CODE OF CONDUCT

The Code of Conduct laid down by the Board is in operation in the Company. All Board members and senior management personnel have affirmed the compliance with the said Code. The declaration to this effect is enclosed to the Corporate Governance Report.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) of the Companies Act, 2013, to the best of knowledge and belief and according to the information and explanations obtained, your Directors make the following statements that :

a. in the preparation of the annual accounts for the year ended March 31, 2020, the applicable Ind - AS accounting standards had been followed along with proper explanation relating to material departures, if any;
b. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
c. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
d. the Directors had prepared the annual accounts on a going concern basis;
e. the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
f. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Pursuant to Section 186(11) (a) of the Companies Act, 2013 (the 'Act') read with Rule 11(2) of the Companies (Meetings of Board and its Powers) Rules, 2014, the loan made, guarantee given or security provided in the ordinary course of business by a Non- Banking Financial Company (NBFC) registered with Reserve Bank of India are exempt from the applicability of provisions of Section 186 of the Act.
There are no loans, guarantees, and securities granted by the Company. There are no investments made by the Company in respect of which provisions of Section 186 of the Act are applicable.
The details of Investments made by the Company in the ordinary course of business are furnished under Note 5 of the Notes forming part of the Financial Statements for the year ended March 31, 2020.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Policy on Related Party Transactions may be accessed at the Company's website at www.somdattfin.com. All contracts/arrangements/transactions entered into by the Company with the related parties were on arm's length basis. The information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Form No. AOC-2 and the same forms part of this report.

Disclosure related to transactions of the listed entity with person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the Company have been disclosed in the accompanying Financial Statement of the Company. Please refer to Note No. 33 of the Financial Statement of the Company.

MAINTENANCE OF COST RECORDS

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

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Independent Directors (IDs) on the Board of the Company are well versed with the Company's business model and the nature of industries in which it is operating. A familiarization programme for IDs laid down by the Board has been posted on the Company's website at www.somdattfin.com.

RISK MANAGEMENT

The detail of risks and other concerns are included in the Management Discussion and Analysis which is the part of this Directors' Report.

CORPORATE SOCIAL RESPONSIBILITY

The Company is not required to contribute for Corporate Social Responsibility.

SEXUAL HARASSMENT POLICY IN WORK PLACE

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

EXTRACT OF THE ANNUAL RETURN

In terms of provision of Section 134 (3) (a) of the Companies Act, 2013, the extract of the Annual Return as provided under Sub section (3) of the Section 92 in Form MGT-9, forms part of the Board's Report. The Annual Return may be accessed on the Company website i.e. www.somdattfin.com.

FIXED DEPOSITS

The Company has neither invited nor accepted any deposits from the public or its employees under Section 73 of Companies Act, 2013 and rules made thereunder, during the year under review.

DETAILS OF MATERIAL CHANGES AND COMMITMENTS

There is no significant and material order, after March 31, 2020, passed by any of regulators, court of law or tribunals impacting the going concern status of the Company or impacting its operations in future. However, impact due to Covid – 19 pandemic and consequent lockdown has been covered in the Management Discussion and Analysis.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has an internal financial controls system, commensurate with the size, scale and complexity of its operation. The details have been included in the Management Discussion and Analysis which is the part of this Board's Report.

STATUTORY AUDITORS

M/s. D.S. Talwar & Co. (Firm Registration No.000993N) was appointed as the statutory auditors of the Company for a period of five consecutive years from the conclusion of 24th Annual General Meeting till the conclusion of 29th Annual General Meeting to be held in the year 2022.

The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM and a note in respect of same has been included in the Notice for this AGM.

M/s. D.S. Talwar & Co. (Firm Registration No.000993N) has furnished a certificate of their eligibility and consent under Section 139 and 141 of the Act and the Companies (Audit and Auditors) Rules 2014 for their continuance as the Auditors of the Company for the FY 2020-21. In terms of the Listing Regulations, the Auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the ICAI.

AUDITOR'S REPORTS

The Auditors Report on the Audited Financial Statement of the Company for the year ended 31st March, 2020 do not contain any qualification, reservation or adverse remark so need not require any explanation or comment.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed Mr. Naveen Naranag of M/s Naveen Narang & Associates, Company Secretary in practice as Secretarial Auditor of the Company to conduct the Secretarial Audit for the Financial Year ended March 31, 2020.

The Secretarial Audit Report for the Financial Year ended on March 31, 2020 issued by Secretarial Auditor do not contain any other qualification, reservation or adverse remark except certain non-compliances pointed out in Secretarial Audit Report forming part of this Directors' Report, under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, made under the regime of earlier management, for which corrective actions were already taken by the Company from time to time and the Company also deposited the fine imposed by the Bombay Stock Exchange and made the default good.

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

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

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

REMUNERATION AND PARTICULARS OF EMPLOYEES

During the year under review, the Company had no employees on its rolls who was in receipt of remuneration attracting the provisions of Section 197(12) of Companies Act, 2013 read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Further, in the midst of the FY 2019-20, there was substantial change in the Management of the Company such as resignation of previous Managing Director and Company Secretary, appointment of new Managing Director and Company Secretary and therefore remuneration of the said Managing Director and Company Secretary (previous and new both) were paid for the part of the year only. In addition to Managing Director and Company Secretary only CFO of the Company was entitled to remuneration. Except as aforesaid no other permanent employee was on the rolls of the Company. Therefore in the aforesaid circumstances, other information (such as median remuneration of employees and the ratio of Director's remuneration to the median remuneration etc.) due to non-availability of sufficient data, are not disclosed.

CORPORATE GOVERNANCE

Your Company is in compliance with the requirements and disclosures with respect to the report of Corporate Governance as required under Regulation 34 read with Schedule V of SEBI (LODR) Regulations, as a listed company, necessary measures are taken to comply with the requirements of Regulations of SEBI (LODR) Regulations, 2015. A report on Corporate Governance as stated above, along with a certificate of compliance from M/s Naveen Narang & Associates, Company Secretaries, forms part of this Board's Report.

CHANGE IN REGISTERED OFFICE OF THE COMPANY

The Company pursuant to the approval of the members accorded in the Extra Ordinary General Meeting held on December 16, 2019**,** is in the process of shifting of registered office of the Company from the State of West Bengal to the National Capital Territory (NCT) of Delhi.

ACKNOWLEDGEMENT

The Directors wish to convey their deep appreciation for the cooperation and assistance received from its stakeholders, valued customers, suppliers, banks, financial institutions, government authorities and stock exchanges. The Directors also wish to place on record their sincere appreciation of the devoted and dedicated services rendered by all the Employees of the Company.

For and on behalf of the Board of Directors

Place : Gurugram
Date : 27.06.2020

Vijay Rathee	Kuldip Singh Rathee
Managing Director	Director
DIN-00042731	DIN- 00041032

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENT

One of the biggest challenge to all of humanity has been the immensely disruptive Covid 19 pandemic and its fallout. As various Countries and Governments react to this global crisis, business and markets are exposed to unprecedented risks. All existing norms of evaluating value and risk are hence going to be subject to a new normal.

In this scenario NBFC sector in India will go through some of the most difficult times in Indian history. As business has been impacted nationwide the supply lines for all industries have been thrown asunder. No business remains unaffected.

Of special concern is business which is small and medium in scale. Proprietors or small businessmen, especially those that have borrowed, will find that all of a sudden they are not able to service the loans. On top of it the demand cycles are drastically reduced and though there are various models of recovery which are being projected – however, for the NBFC Sector the environment remains one of great uncertainty.

The government is alive to the situation and has been making various attempts to provide a life line to business and the lending institutions. Amongst these measures is easier credit availability and reduction of interest rates along with moratoriums for existing loans. These steps are necessary to ensure that the circle of money remains intact.

Your Company is engaged and registered as a Non Banking Finance Company (NBFC). During the Financial Year under review, the management of the Company changed and the New Management took the wise decision to convert all its assets into the most liquid assets possible during this time. The Company has therefore adopted the view of zero risk and invested its funds in the highest rated instruments (HDFC Liquid Funds and Bank Balances).

This decision is proving to be a very prudent measure taken by the Company as currently there is absolutely no erosion of value even in these extremely volatile times.

OPPORTUNITY AND THREATS

Having invested all our funds into Debt instruments the current opportunity is that as soon as the economy starts to pick up the Company will be able to participate in prudent investment activity. Till that time the Company will restrict its exposure to the market.

This strategy has the obvious downside that since the Interest Rates are dropping, the income from fixed income Bond Market would also be lower to that extent.

However, looking to the current economic scenario, your Company is putting reliance on being conservative.

SEGMENT WISE/ PRODUCT WISE PERFORMANCE

As the Company is in only one line of business, product wise and/or segment wise disclosure of performance is not required to be made.

BUSINESS OUTLOOK

Various news reports are indicating one of the worst years for the Indian Economy since 1974. However, more recently, there has been news of a good monsoon harvest and growing farm incomes. The Agriculture sector has seen demand in April and May months when the entire economy was taking a severe beating.

The measures taken by the RBI in terms of loan and interest moratorium will expire by the 2nd and 3rd quarter of the FY 2020-21. The actual situation of the NBFC sector would only be visible at that point in time. There is a degree of concern amongst almost all senior finance professionals that the true test of the policy framework and economic support will only emerge during this time.

It is hence not prudent to make any forward looking statements which either over project the possibilities or under play the potential of revival. Suffice it to say that it is too early to pronounce any judgement on the year as such.

Your management would look at the current situation where we would exercise extreme prudence to preserve the resources and capital of the company and selectively expand our portfolio.

The management is confident that whenever the business environment picks up your Company would be able to reap the benefits of such an upturn.

RISK/ CONCERNS AND MITIGATION

1. With Non Banking Finance Sector becoming increasingly competitive, the Company's growth will depend on its ability to maintain a low effective cost of funds; and minimization of non-performing assets. Mitigation of this risk/ concern is as follows:

   a. The Company has a capital base of own funds. Currently, the Company is not borrowing any funds hence the cost of funds is the most effective.

   b. Also since there are no lending operations hence there are no risk of NPA.

   c. As the economy opens up the Company will take on selective avenues of revenue growth and expansion.

2. The Company may make equity investments in various sectors in the future and such investments may erode/ depreciate**.** Mitigation of this risk/ concern is as follows:

   a. The Company is ensuring that the investments are in AAA rated fixed yielding instruments. This position of the Company will remain till the market conditions do not improve.

3. The Company has a dynamic Risk Management framework to identify, evaluate business risks and opportunities. The framework helps in identifying risks, exposure and potential impact analysis for the Company level**.**

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has an internal control system which examines and ensures adequate internal checks and control procedures. It also ensures proper accounting, records authorization, control of operations and compliance with law. The Company also believes in the importance of technology and systems in improving controls at various levels and strives to enhance them on a continuous basis. Further the Company is continuously working to improve and strengthen internal check and control system to align with the expected growth in operations.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review, the management of the Company changed. The new management is led by Mrs. Vijay Rathee and Mr. Kuldip Singh Rathee. Mrs. Vijay Rathee has been on the Board of various companies. Additionally, she has approximately 17 years of banking experience in a Scheduled Bank. Mr. Kuldip Singh Rathee is a dynamic personality with experience of more than 30 years as an entrepreneur and promoter of a well known group in the Automotive sector.

The effective takeover of the management happened in December, 2019. However, the Covid pandemic has caused a complete freeze in all business planning. The decision of the Company to protect assets and take the prudent path to preserve all the assets has ensured that there is no erosion of capital and a minimum basic return is available to the Company. Also since the Company has a zero debt status it is possible for the Company to ride through this storm without getting scathed. The results of the Company are referred to in Audited Financial Statements which are forming part of the Annual Report 2019-20.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Since the Company is only managing investments in Liquid Funds there is a very minimal staff requirement. As the business expands the company will hire and engage more staff.

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

Ratios	**2020**	**2019**
Current Ratio	200.16	149.10
Operating Profit Margin %	58.74%	62.03%
Net Profit Margin %	12.17%	27.88%
Return on Net Worth %	0.41%	1.18%

For and on behalf of the Board of Directors

Place : Gurugram
Date : 27.06.2020

Vijay Rathee
Managing Director
DIN-00042731

Kuldip Singh Rathee
Director
DIN- 00041032

FORM NO. MGT - 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L65921WB1993PLC060507
2.	Registration Date	19.10.1993
3.	Name of the Company	SOM DATT FINANCE CORPORATION LTD
4.	Category/Sub-category of the Company	Company having Share Capital (Public Company / Limited by Shares)
5.	Address of the Registered office & contact details	Gajraj Chambers, 2B, 2nd Floor 86 B/2, Topsia Road Kolkata Kolkata WB 700046
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	RCMC Share Registry Pvt. Ltd., B-25/1, Okhla Industrial Area, Phase -2, Near Rana Motors, New Delhi - 110020

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Trading / Investment in Securities	66120	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No.	Name And Address Of The Company	CIN/GLN	Holdings/ Subsidiary/Associate	% of shares held	Applicable Section
	NIL				

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

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	**PROMOTERS**									
(1)	Indian									
a)	Individual/HUF	4600366	350000	4950366	49.46	6939650	0	-	69.34	19.88
b)	Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-
c)	State Govt(s)	-	-	-	-	-	-	-	-	-
d)	Bodies Corp	1973869	20	1973889	19.72	0	0	0	0	(19.72)
e)	Banks / FI	-	-	-	-					
f)	Any Other	-	-	-	-					-
SUB TOTAL: (A) (1)		**6574235**	**350020**	**6924255**	**69.19**	**6939650**	**0**	**6939650**	**69.34**	**-**
(2)	**FOREIGN**									
g)	NRI s-Individuals					-	-	-	-	-
h)	Other-Individuals	-	-	-	-	-	-	-	-	-
i)	Bodies Corp.	-	-	-	-	-	-	-	-	-
j)	Banks / FI	-	-	-	-	-	-	-	-	
k)	Any Other ….									
SUB TOTAL: (A) (2)		**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
B.	**PUBLIC SHAREHOLDING**									
(1)	**Institutions**									
a)	Mutual Funds	-	-			-	-			-
b)	Banks/FI	-	-	-	-	-	-	-	-	-
c)	Central Govt	-	-	-	-	-	-	-	-	-
d)	State Govt(s)	-	-	-	-	-	-	-	-	-
e)	Venture Capital Fund	-	-	-	-	-	-	-	-	-
f)	Insurance Companies	-	-	-	-	-	-	-	-	-
g)	FIIs	-	-	-	-	-	-	-	-	-

h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i)	Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):		-	-	-	-	-	-	-	-	-
(2)	**Non Institutions**									
a)	Bodies corporate (i) Indian (ii) Overseas	414486	179220	593706	5.93	349939	178900	528839	5.28	(0.65)
b)	Individuals									
i)	Individual shareholders holding nominal share capital upto Rs.1 lakhs	775319	959599	1734918	17.33	1349059	785619	2134678	21.33	4
ii)	Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	236941	319600	556541	5.56	192727	0	192727	1.93	(3.63)
c)	Others (specify)	191400	7150	198550	1.99	53476	158600	212076	2.12	0.14
	SUB-TOTAL(B)(2)	1618146	1465569	3083715	30.81	1945201	1123119	3068320	30.66	
	Total Public Shareholding (B)=(B)(1)+ (B)(2)	1618146	1465569	3083715	30.81	1945201	1123119	3068320	30.66	
Grand Total (A+B)		**8192381**	**1815589**	**10007970**	**100**	**8884851**	**1123119**	**10007970**	**100**	**-**

NO SHARES ARE HELD BY CUSTODIAN FOR GDRS & ADRS

(i) Shareholding of Promoters

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of 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	% change in share holding during the year
1.	Mrs. Anjali Anand	350000	3.53	-	0	0	-	(3.53)
2.	Mrs. Anuradha Datt Munjal	359910	3.60	-	0	0	-	(3.60)
3.	Mrs. Charu Datt Bhatia	359910	3.60	-	0	0	-	(3.60)
4.	Mrs. Latika Datt Abbott	359920	3.60	-	0	0	-	(3.60)
5.	Mrs. Sadhana Singh	353750	3.53	-	0	0	-	(3.53)
6.	Mr. Som Datt	2131125	21.29	-	0	0	-	(21.29)
7.	Som Datt Enterprises Ltd	1973869	19.72	-	0	0	-	(19.72)
8.	Mrs. Usha Datt	1035751	10.35	-	0	0	-	(10.35)
9.	Som Datt Power Ltd.	10	0.00	-	0	0	-	-
10.	Som Datt Investment & Finance Co Pvt Ltd.	10	0.00	-	0	0	-	-
11.	Mrs. Vijay Rathee	0	0*	-	3397459	33.95		33.95
12.	Mr. Kuldip Singh Rathee	0	0*	-	3542191	35.39		35.39
	Total	**6924255**	**69.19**		**6939650**	**69.34**		

**the shareholding percentage is negligible*

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

Sl. No.	Particulars		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		Reasons for change	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Som Datt					
	At the beginning of the year		2131125	21.29	2131125	21.29
	10/05/2019	Transmission*	-2131125	-21.29	0	0
	At the end of the year				0	0
2	M/s. Som Datt Enterprises Ltd					
	At the beginning of the year		1973869	19.72	1973869	19.72
	20/12/2019	Transfer	-1973869	-19.72	0	0
	At the end of the year				0	0
3	Mrs. Usha Datt					
	At the beginning of the year		1035751	10.35	1035751	10.35
	10/05/2019	Transmission*	2131125	21.29	3166876	31.64
	20/12/2019	Transfer	-3166876	-31.64	0	0

	At the end of the year				0	0
4	Mrs. Latika Datt Abbott					
	At the beginning of the year		359920	3.6	359920	3.6
	20/12/2019	Transfer	-359920	-3.6	0	0
	At the end of the year				0	0
5	Mrs. Charu Datt Bhatia					
	At the beginning of the year		359910	3.6	359910	3.6
	20/12/2019	Transfer	-359910	-3.6	0	0
	At the end of the year				0	0
6	Mrs. Anuradha Dutt Munjal					
	At the beginning of the year		359910	3.6	359910	3.6
	31/01/2020	Transfer	-359910	-3.6	0	0
	At the end of the year				0	0
7	Mrs. Sadhana Singh					
	At the beginning of the year		353750	3.53	353750	3.53
	20/12/2019	Transfer	-353750	-3.53	0	0
	At the end of the year				0	0
8	Mrs. Anjali Anand					
	At the beginning of the year		350000	3.5	350000	3.5
	20/12/2019	Transfer	-350000	-3.5	0	0
	At the end of the year				0	0
9	M/s. Somdatt Investment And Finance Co					
	At the beginning of the year		10	0	10	0
	20/12/2019	Transfer	-10	0	0	0
	At the end of the year				0	0
10	Som Datt Power Ltd					
	At the beginning of the year		10	0	10	0
	20/12/2019	Transfer	-10	0	0	0
	At the end of the year				0	0
11	Mr. Kuldip Singh Rathee					
	At the beginning of the year 01/04/2019		0	0	0	0
	11/10/2019	Transfer	15395	0.15	15395	0.15
	20/12/2019	Transfer	3526796	35.24	3542191	35.39
	At the end of the year 31/03/2020				3542191	35.39
12	Mrs. Vijay Rathee					
	At the beginning of the year 01/04/2019		0	0	0	0
	20/12/2019	Transfer	3037549	30.35	3037549	30.35
	31/01/2020	Transfer	359910	3.6	3397459	33.95
	At the end of the year 31/03/2020				3397459	33.95

**Shares of Mr. Som Datt transmitted to Mrs. Usha Datt*

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

Sl No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		Reasons for change	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	SOPTEX DEVELOPEMENTS LIMITED					
	At the beginning of the year 01/04/2019		246000	2.46	246000	2.46
	At the end of the year 31/03/2020				246000	2.46
2	ALLIANCE HOLDINGS LIMITED					
	At the beginning of the year 01/04/2019		86100	0.86	86100	0.86
	At the end of the year 31/03/2020				86100	0.86
3	J T ADVANEY					
	At the beginning of the year 01/04/2019		71500	0.71	71500	0.71
	At the end of the year 31/03/2020				71500	0.71
4	VSL SECURITIES					
	At the beginning of the year 01/04/2019		55567	0.56	55567	0.56
	07/02/2020	Transfer	-7489	-0.07	48078	0.48
	14/02/2020	Transfer	-11078	-0.11	37000	0.37
	At the end of the year 31/03/2020				37000	0.37
5	MALVINDER SINGH					
	At the beginning of the year 01/04/2019		34200	0.34	34200	0.34
	At the end of the year 31/03/2020				34200	0.34

6	PAVEENA SINGHSATCHATHAM					
	At the beginning of the year 01/04/2019		30295	0.3	30295	0.3
	09/08/2019	Transfer	-10000	-0.1	20295	0.2
	30/08/2019	Transfer	-1506	-0.02	18789	0.19
	06/09/2019	Transfer	-500	-0.01	18289	0.18
	20/09/2019	Transfer	-2000	-0.02	16289	0.16
	22/11/2019	Transfer	-270	0	16019	0.16
	20/12/2019	Transfer	-500	-0.01	15519	0.16
	27/12/2019	Transfer	-500	-0.01	15019	0.15
	17/01/2020	Transfer	-500	-0.01	14519	0.15
	24/01/2020	Transfer	-541	-0.01	13978	0.14
	31/01/2020	Transfer	-478	0	13500	0.13
	07/02/2020	Transfer	-100	0	13400	0.13
	At the end of the year 31/03/2020				13400	0.13
7	NIRMAL KUMAR JAIN					
	At the beginning of the year 01/04/2019		28050	0.28	28050	0.28
	20/12/2019	Transfer	-28050	-0.28	0	0
	At the end of the year 31/03/2020				0	0
8	HARBHAJAN SINGH					
	At the beginning of the year 01/04/2019		24300	0.24	24300	0.24
	At the end of the year 31/03/2020				24300	0.24
9	VEEKAS JAIN					
	At the beginning of the year 01/04/2019		23155	0.23	23155	0.23
	08/11/2019	Transfer	-950	-0.01	22205	0.22
	15/11/2019	Transfer	-14964	-0.15	7241	0.07
	22/11/2019	Transfer	-7200	-0.07	41	0
	20/12/2019	Transfer	28050	0.28	28091	0.28
	03/01/2020	Transfer	-7217	-0.07	20874	0.21
	10/01/2020	Transfer	-8153	-0.08	12721	0.13
	17/01/2020	Transfer	-968	-0.01	11753	0.12
	24/01/2020	Transfer	-720	-0.01	11033	0.11
	At the end of the year 31/03/2020				11033	0.11
10	SHASHI AGARWAL					
	At the beginning of the year 01/04/2019		20580	0.21	20580	0.21
	09/08/2019	Transfer	-2000	-0.02	18580	0.19
	30/08/2019	Transfer	-22	0	18558	0.19
	13/09/2019	Transfer	300	0	18858	0.19
	27/09/2019	Transfer	-2000	-0.02	16858	0.17
	04/10/2019	Transfer	-4950	-0.05	11908	0.12
	08/11/2019	Transfer	-1000	-0.01	10908	0.11
	At the end of the year 31/03/2020				10908	0.11
11	RELIGARE BROKING LIMITED					
	At the beginning of the year 01/04/2019		4479	0.04	4479	0.04
	12/04/2019	Transfer	4600	0.05	9079	0.09
	26/04/2019	Transfer	100	0	9179	0.09
	03/05/2019	Transfer	-100	0	9079	0.09
	07/06/2019	Transfer	14836	0.15	23915	0.24
	21/06/2019	Transfer	-136	0	23779	0.24
	05/07/2019	Transfer	100	0	23879	0.24
	02/08/2019	Transfer	7713	0.08	31592	0.32
	09/08/2019	Transfer	-9457	-0.09	22135	0.22
	16/08/2019	Transfer	-3620	-0.04	18515	0.19
	23/08/2019	Transfer	420	0	18935	0.19
	30/08/2019	Transfer	-5000	-0.05	13935	0.14
	06/09/2019	Transfer	2000	0.02	15935	0.16
	13/09/2019	Transfer	-673	-0.01	15262	0.15
	20/09/2019	Transfer	-800	-0.01	14462	0.14
	27/09/2019	Transfer	-10200	-0.1	4262	0.04
	04/10/2019	Transfer	-2762	-0.03	1500	0.01
	18/10/2019	Transfer	989	0.01	2489	0.02
	25/10/2019	Transfer	-989	-0.01	1500	0.01
	01/11/2019	Transfer	100	0	1600	0.02
	22/11/2019	Transfer	245	0	1845	0.02
	29/11/2019	Transfer	-345	0	1500	0.01
	13/12/2019	Transfer	100	0	1600	0.02
	07/02/2020	Transfer	100	0	1700	0.02
	14/02/2020	Transfer	-200	0	1500	0.01
	27/03/2020	Transfer	100	0	1600	0.02
	At the end of the year 31/03/2020				1600	0.02

12	HEM SECURITIES LIMITED					
	At the beginning of the year 01/04/2019		0	0	0	0
	17/05/2019	Transfer	900	0.01	900	0.01
	24/05/2019	Transfer	-900	-0.01	0	0
	05/07/2019	Transfer	105	0	105	0
	09/08/2019	Transfer	46105	0.46	46210	0.46
	16/08/2019	Transfer	-9480	-0.09	36730	0.37
	23/08/2019	Transfer	-11062	-0.11	25668	0.26
	30/08/2019	Transfer	-25188	-0.25	480	0
	06/09/2019	Transfer	600	0.01	1080	0.01
	13/09/2019	Transfer	1171	0.01	2251	0.02
	20/09/2019	Transfer	-2251	-0.02	0	0
	27/09/2019	Transfer	120	0	120	0
	11/10/2019	Transfer	-120	0	0	0
	15/11/2019	Transfer	43	0	43	0
	22/11/2019	Transfer	-43	0	0	0
	20/12/2019	Transfer	100	0	100	0
	27/12/2019	Transfer	-100	0	0	0
	17/01/2020	Transfer	100	0	100	0
	24/01/2020	Transfer	-100	0	0	0
	14/02/2020	Transfer	25	0	25	0
	28/02/2020	Transfer	475	0	500	0.01
	06/03/2020	Transfer	-500	-0.01	0	0
	At the end of the year 31/03/2020				0	0
13	RAHUL ANANTRAI MEHTA					
	At the beginning of the year 01/04/2019		0	0	0	0
	20/09/2019	Transfer	18096	0.18	18096	0.18
	27/09/2019	Transfer	10459	0.1	28555	0.29
	04/10/2019	Transfer	1000	0.01	29555	0.3
	01/11/2019	Transfer	2483	0.02	32038	0.32
	08/11/2019	Transfer	76	0	32114	0.32
	15/11/2019	Transfer	15	0	32129	0.32
	22/11/2019	Transfer	30	0	32159	0.32
	29/11/2019	Transfer	6	0	32165	0.32
	06/12/2019	Transfer	-13353	-0.13	18812	0.19
	20/12/2019	Transfer	1590	0.02	20402	0.2
	03/01/2020	Transfer	2833	0.03	23235	0.23
	17/01/2020	Transfer	-25	0	23210	0.23
	31/01/2020	Transfer	-200	0	23010	0.23
	28/02/2020	Transfer	-94	0	22916	0.23
	At the end of the year 31/03/2020				22916	0.23
14	VINOD FOJMALJI KOTHARI H.U.F .					
	At the beginning of the year 01/04/2019		0	0	0	0
	27/09/2019	Transfer	15695	0.16	15695	0.16
	04/10/2019	Transfer	14957	0.15	30652	0.31
	11/10/2019	Transfer	2200	0.02	32852	0.33
	25/10/2019	Transfer	4600	0.05	37452	0.37
	01/11/2019	Transfer	2898	0.03	40350	0.4
	15/11/2019	Transfer	5	0	40355	0.4
	22/11/2019	Transfer	100	0	40455	0.4
	29/11/2019	Transfer	40	0	40495	0.4
	14/02/2020	Transfer	-525	-0.01	39970	0.4
	At the end of the year 31/03/2020				39970	0.4
15	BOSCO ARMANDO MENEZES					
	At the beginning of the year 01/04/2019		0	0	0	0
	02/08/2019	Transfer	2550	0.03	2550	0.03
	09/08/2019	Transfer	15000	0.15	17550	0.18
	23/08/2019	Transfer	2550	0.03	20100	0.2
	30/08/2019	Transfer	9900	0.1	30000	0.3
	At the end of the year 31/03/2020				30000	0.3
16	EMILY BOSCO MENEZES					
	At the beginning of the year 01/04/2019		0	0	0	0
	09/08/2019	Transfer	2450	0.02	2450	0.02
	23/08/2019	Transfer	550	0.01	3000	0.03
	30/08/2019	Transfer	17000	0.17	20000	0.2
	06/09/2019	Transfer	7500	0.07	27500	0.27
	13/09/2019	Transfer	429	0	27929	0.28
	20/09/2019	Transfer	2071	0.02	30000	0.3
	At the end of the year 31/03/2020				30000	0.3

17	POLINENI MADHUSUDAN RAO					
	At the beginning of the year 01/04/2019		0	0	0	0
	09/08/2019	Transfer	12298	0.12	12298	0.12
	16/08/2019	Transfer	2054	0.02	14352	0.14
	23/08/2019	Transfer	3000	0.03	17352	0.17
	20/09/2019	Transfer	7700	0.08	25052	0.25
	22/11/2019	Transfer	1000	0.01	26052	0.26
	29/11/2019	Transfer	500	0.01	26552	0.27
	14/02/2020	Transfer	1000	0.01	27552	0.28
	At the end of the year 31/03/2020				27552	0.28
18	KANTA DEVI SAMDARIA					
	At the beginning of the year 01/04/2019		0	0	0	0
	30/08/2019	Transfer	20038	0.2	20038	0.2
	20/09/2019	Transfer	-8265	-0.08	11773	0.12
	27/09/2019	Transfer	7927	0.08	19700	0.2
	At the end of the year 31/03/2020				19700	0.2

v) Shareholding of Directors and Key Managerial Personnel:

SL. No.	Shareholding of each Directors and each Key Managerial Personnel		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		Reasons for change	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mrs. Latika Datt Abbott					
	At the beginning of the year		359920	3.60	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	20.12.2019 Transfer	(359920)	--	--	--
	At the end of the year		--	--	0	0
2.	Mrs. Charu Datt Bhatia					
	At the beginning of the year		359910	3.60	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	20.12.2019 Transfer	(359910)	--	--	--
	At the end of the year		--	--	0	0
3.	Mrs. Usha Datt					
	At the beginning of the year		1035751	10.35	--	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	10.05.2019 Transmission 20.12.2019 Transfer	2131125 (3166876)	--	--	--
	At the end of the year		--	--	0	0.00
4	Mr. Satish Kumar					
.	At the beginning of the year		NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):		NIL	NIL	NIL	NIL
	At the end of the year		NIL	NIL	NIL	NIL
5	Mr. Lalit Mohan Segat					
	At the beginning of the year		NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):		NIL	NIL	NIL	NIL

	At the end of the year		NIL	NIL	NIL	NIL
6	Mrs. Vijay Rathee					
	At the beginning of the year		0	0	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	20.12.2019 Transfer 30.01.2020 Transfer	3037549 359910	-	-	NIL
	At the end of the year		-	-	3397459	33.95
7	Mr. Kuldip Singh Rathee					
	At the beginning of the year		0	0	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	11.10.2019 Transfer 20.12.2019 Transfer	15395 3526796	-	-	-
	At the end of the year		-		3542191	35.39
8	Mr. Rajvir Singh Chhillar					
	At the beginning of the year		NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):		NIL	NIL	NIL	NIL
	At the end of the year		NIL	NIL	NIL	NIL
9	Mr. Hardeep Kumar Mahotra					
	At the beginning of the year		NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):		NIL	NIL	NIL	NIL
	At the end of the year		NIL	NIL	NIL	NIL
10	Mr. Sandip Kumar Chaubey					
	At the beginning of the year		NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):		NIL	NIL	NIL	NIL
	At the end of the year		NIL	NIL	NIL	NIL

V) INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	0	0	0	0
(ii) Interest due but not paid	0	0	0	0
(iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year	0	0	0	0
* Addition	0	0	0	0
* Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year	0	0	0	0
(i) Principal Amount	0	0	0	0
(ii) Interest due but not paid	0	0	0	0
(iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SL. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		*Mrs. Latika Datt Abbott Managing Director	# Mrs. Vijay Rathee Managing Director	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,95,000	1,89,677	6,84,677
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission -as % of profit - others, specify…	-	-	-
5	Others, please specify (Medical, LTA, PF contribution etc.)	-	-	-
	Total (A)	4,95,000	1,89,677**	6,84,677
	Ceiling as per the Act	As per Section 197 & Schedule V of the Companies Act, 2013		

*** Mrs. Latika Datt Abbott resigned as Managing Director from the Company w.e.f. closing hours of 27.12.2019**

 # Mrs. Vijay Rathee appointed as Managing Director of the Company w.e.f. 27.12.2019

**** Remuneration of Mrs. Rathee is exceeding the limits prescribed in Section 197, however, the same is within the limits specified in Schedule V of the Companies Act, 2013, approval of the Members is sought in this regard.**

B. Remuneration to other directors

Particulars of Remuneration	Name of Directors					Total
	Mr. Lalit Mohan Segat	Mr. Satish Kumar	Mr. Kuldip Singh Rathee	Mr. Rajvir Singh Chhillar	Mr. Hardeep Kumar Mahotra	Amount In. Rs.
Category of Director	Independent Director	Independent Director	Non-Executive Director	Independent Director	Independent Director	
Fee for attending board committee meetings	5,000	15,000	-	-	-	20,000
Commission	-	-	-	-	-	-
Others, please specify	-	-	-	-	-	-
Total	5,000	15,000	-	-	-	20,000

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Rajeev Gautam CFO(KMP)	*Sandip Kumar Chaubey, Company Secretary	Total Amount (in Rs.)
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,99,712	160,356	8,60,068
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income -tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify…	-	-	-
5	Others, please specify	-	-	-
	Total	**6,99,712**	**1,60,356**	**8,60,068**

***Appointed as Company Secretary w.e.f. 09.12.2019**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

For and on behalf of the Board of Directors

Place : Gurugram
Date : 27.06.2020

Vijay Rathee
Managing Director
DIN-00042731

Kuldip Singh Rathee
Director
DIN- 00041032

REPORT ON CORPORATE GOVERNANCE

(1) CORPORATE PHILOSOPHY : Your Company is committed to the standards of good Corporate Governance, which emphasis on transparency, professionalism and accountability with the aim of enhancing long term economic value of its shareholders, while giving equal respect to the other stakeholders and the society at large.

(2) BOARD OF DIRECTORS

a) Composition

As on 31st March, 2020, the Board comprised of Four Directors, out of which one is Managing Director, one Non- Executive Director and two Independent Directors.

b) Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

c) Attendance of each director at the Board meetings and last AGM during the year 2019-20 and number of other directorship and committee memberships/chairmanships held in other Companies:

During the year under review, Ten Board Meetings were held on April 24, 2019, May 21, 2019, May 30, 2019, September 1, 2019, September 13, 2019, November 14, 2019, November 18, 2019, December 12, 2019, December 27, 2019 and February 11, 2020. The necessary quorum was present for all the meetings.

d) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting ("AGM"), name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies as on March 31, 2020 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies registered under Section 8 of the Act. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he/she is a Director. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

Name of the Director	Category	Number of Board Meetings attended during the FY 2019-20	Whether attended last AGM held on Sept. 30, 2019	Number of Directorship in other public companies	Number of committee positions held in other companies #		Directorship in other listed entity (Category of Directorship)
					Chairman	Member	
Mrs. Vijay Rathee	Promoter, Non-Independent, Executive	1	No	0	-	-	-
Mr. Kuldip Singh Rathee	Promoter, Non-Independent-Non Executive	1	No	0	-	-	-
Mr. Rajvir Singh Chhhillar	Independent, Non-Executive	1	No	0	-	-	-
Mr. Hardeep Kumar Mahotra	Independent, Non-Executive	1	No	1	-	-	-
*Mrs.Latika Datt Abbott	Non-Independent, Executive	9	Yes	3	-	-	-
*Mrs. Charu Datt Bhatia	Non-Independent, Non Executive	9	Yes	3	-	-	-
*Mrs. Usha Datt	Non-Independent, Non Executive	9	Yes	3	-	-	-
*Mr. Satish Kumar	Independent, Non-Executive	9	Yes	0	-	-	-
**Mr. Lalit Mohan Segat	Independent, Non-Executive	8	Yes	0	-	-	-

* Mrs. Latika Datt Abbott, Mrs. Usha Datt, Mrs. Charu Datt Bhatia and Mr. Satish Kumar resigned from the Company w.e.f. 27.12.2019

** Mr. Lalit Mohan Segat resigned from the Company w.e.f. 03.02.2020.

\# For the purpose of Committee position, only Audit Committee and Stakeholders Relationship Committee have been

taken into account.

e) During Financial Year 2019-20 one meeting of the Independent Directors was held on September 11, 2019.

f) The Board periodically reviews the compliance reports of all laws applicable to the Company.

g) Details of equity shares of the Company held by the Non-Executive Directors as on March 31, 2020 are given below:

Name	Category	Number of Equity Shares
Mr. Kuldip Singh Rathee	Non Independent Non-Executive Directors	3542191

The Company has not issued any convertible instruments.

h) Disclosure of Relationship between director inter-se:

Mrs. Vijay Rathee is spouse of Mr.Kuldip Singh Rathee. No others Directors are related to the other Directors.

i) The policy for conducting familiarization programme of Independent Directors can be accessed on the Company's website i.e. www.somdattfin.com

j) Skills/expertise/ competencies of the Board:

Sl. No.	Skills/expertise/competencies		Status of Availability with the Board
1.	Understanding of Business/Industry	Experience and knowledge of NBFCs and Banks	Yes
2.	Strategy and strategic planning	Ability to think strategically and identify and critically assess strategic opportunities and threats	Yes
3.	Financial Understanding	Ability to analyse and understand the key financial statements	Yes
4.	Market Understanding	Understanding the Market	Yes
5.	Risk and compliance oversight	Ability to identify key risks to the organisation	Yes

k) Mr. Satish Kumar, Independent Director of the Company has tendered his resignation from Directorship of the Company w.e.f. 27.12.2019 and Mr. Lalit Mohan Segat, Independent Director resigned from Directorship of the Company w.e.f. 03.02.2020, due to personal reasons. They have also confirmed that there are no other material reasons for their resignations.

(3) AUDIT COMMITTEE

(a) Terms of Reference:

The Audit Committee is authorised to exercise all the powers and perform all the functions as specified in Section 177 of the Companies Act, 2013 and rules made thereunder and Regulation 18 of SEBI (LODR) Regulation, 2015 both as amended from time to time. The said Committee reviews reports of the Internal Auditors, Statutory Auditors and Cost Auditors periodically to discuss their findings and suggestions, Internal control systems, scope of audit, observations of the auditors and other related matters and reviews major accounting policies followed by the Company. The Minutes of the Audit Committee meetings are circulated to and taken note by the Board of Directors.

(b) Composition & Meetings :

The Committee comprises of Two Independent Non-Executive Directors namely Mr. Hardeep Kumar Mahotra (Chairman of the Committee), Mr. Rajvir Singh Chhillar and one Executive Director i.e. Mrs. Vijay Rathee. The Company Secretary of the Company is the Secretary of the Committee. There were 4 (Four) meetings held during the year on 30.05.2019, 13.09.2019, 14.11.2019 and 11.02.2020 and the attendance of members at the said meetings was as follows:

Name of the Members	Status	No. of Meetings attended
Mr. Hardeep Kumar Mahotra	*Chairman(Independent Director)	1
Mr. Lalit Mohan Segat	#Chairman(Independent Director)	3
Mr. Satish Kumar	^ Member(Independent Director)	3
Mr. Rajvir Singh Chhillar	$ Member	1
Mrs. Latika Datt Abbott	% Member	3
Mrs. Vijay Rathee	@Member	1

*Appointed as Chairman w.e. f. 03.02.2020
ceased as Chairman w.e.f. 03.02.2020
^ Ceased as member w.e.f. 27.12.2019
$ Appointed as member w.e.f. 27.12.2019
% ceased as member w.e.f. 27.12.2019
@ Appointed as member w.e.f. 27.12.2019

All the members are financially literate and Mrs. Vijay Rathee has Financial and Accounting expertise.

(4) NOMINATION AND REMUNERATION COMMITTEE

(a) Terms of reference:

The Nomination and Remuneration Committee is authorized to exercise all powers and perform all the functions as specified in Section 178 of the Companies Act, 2013 and rule made there under and Regulation 19 of SEBI (LODR) Regulation, 2015 both as amended from time to time. The said Committee is authorised to exercise all powers specified in the Companies Act, 2013 and rules made there under, Nomination and Remuneration policy of the Company and the Regulation of SEBI (LODR) Regulation, 2015 both amended from time to time.

(b) Composition & Meetings :

The Committee comprises of two Independent Non Executive Directors namely Mr. Hardeep Kumar Mahotra (Chairman of the Committee), Mr. Rajvir Singh Chhillar and a Non Executive (Non Independent) Director Mr. Kuldip Singh Rathee. The Company Secretary of the Company is the Secretary of the Committee. There were 2 (Two) meetings held during the year on 12.12.2019 and 27.12.2019 and the attendance of members at the said meetings was as follows:

Name of the Members	Status	No. of Meetings attended
Mr. Hardeep Kumar Mahotra	*Chairman(Independent Director)	0
Mr. Lalit Mohan Segat	#Chairman(Independent Director)	1
Mr. Satish Kumar	^ Member(Independent Director)	1
Mr. Rajvir Singh Chhillar	$ Member	0
Mrs. Charu Datt Bhatia	% Member	2
Mr. Kuldip Singh Rathee	@Member	0

*Appointed as Chairman w.e. f. 03.02.2020
Ceased as Chairman w.e.f. 03.02.2020
^ Ceased as member w.e.f. 27.12.2019
$ Appointed as member w.e.f. 27.12.2019
% Ceased as member w.e.f. 27.12.2019
@ Appointed as member w.e.f. 27.12.2019

(c) Performance Evaluation criteria for Independent Directors

Performance evaluation of Independent Directors shall be done on annual basis. The rating shall be provided by all Directors except the Independent Director being evaluated. The evaluation criteria shall be reviewed by the Nomination and Remuneration Committee and the Board from time to time and shall be subject to the provisions of SEBI (LODR) Regulations, 2015 and the Companies Act, 2013 and rules made thereunder and amendments thereto from time to time.

(5) DETAILS OF REMUNERATION TO DIRECTORS FOR THE YEAR 2019-20

a) Independent Directors do not have any pecuniary relationship or transaction with the Company thereof.

b) Criteria of making payments to Non-Executive Directors is as per Remuneration Policy which can be accessed on the Company's website i.e. www.somdattfin.com

c) Remuneration to Directors for the year ended on March 31, 2020 is as under:

(In Rs.)

Name of Directors	Salary	Perquisites & Other Benefits	Sitting Fee	Total
Mrs. Vijay Rathee	189,677	0	---	189,677
Mrs. Latika Datt Abbott	495,000	0	---	495,000
Mr. Lalit Mohan Segat	---	---	5,000	5,000
Mr. Satish Kumar	----	----	15,000	15,000
Mr. Rajvir Singh Chhillar	----	----	---	---
Mr. Hardeep Kumar Mahotra	----	---	----	---

d) The appointment of the Managing Directors is governed by the Articles of Association of the Company and the Resolutions passed by the Board of Directors and the Members of the Company. These cover terms and conditions of their appointment read with the service rules of the Company. No separate service contract is entered by the Company with its Managing Directors. There is no provision of notice period or severance fee under the resolutions governing the appointments of Managing Director. The Company does not have in place any Employee Stock Option Scheme and there is no performance linked incentives to the Directors.

(6) STAKEHOLDERS RELATIONSHIP COMMITTEE

(a) Terms of Reference:

The Stakeholders Relationship Committee is authorized to exercise all powers and perform all the functions as specified in Section 178 of the Companies Act, 2013 and rule made there under and Regulation 20 of SEBI (LODR) Regulation, 2015 both as amended from time to time. The said Committee is authorised to look into redressal of shareholders' / Investors' complaints relating to transfer of shares, non-receipt of balance sheet, non-receipt of dividend and also authorised to issue new share certificates in place of those torn / mutilated / defaced, issue duplicate share certificates in place of those which are reported to be lost / misplaced subject to compliance of prescribed formalities.

(b) Composition & Meetings:

The Committee comprises of One Non Executive Independent Directors namely Mr. Hardeep Kumar Mahotra, One Non Executive, Non Independent Director, Mr. Kuldip Singh Rathee and one Executive Director Mrs. Vijay Rathee. The Company Secretary of the Company is the Secretary of the Committee. There was 1 (One) meeting held during the year on 30.05.2019 and the attendance of members at the said meetings was as follows:

Name of the Members	Status	No. of Meetings attended
Mr. Hardeep Kumar Mahotra	*Chairman(Independent Director)	0
Mr. Lalit Mohan Segat	#Chairman(Independent Director)	1
Mr. Kuldip Singh Rathee	$ Member	0
Mrs. Charu Datt Bhatia	% Member	1
Mrs. Latika Datt Abbott	^ Member	1
Mrs. Vijay Rathee	@Member	0

*Appointed as Chairman w.e. f. 03.02.2020
ceased as Chairman w.e.f. 03.02.2020
% ceased as member w.e.f. 27.12.2019
$ Appointed as member w.e.f. 27.12.2019
@ Appointed as member w.e.f. 27.12.2019
^ ceased as member w.e.f. 27.12.2019

Mr. Sandip Kumar Chaubey, Company Secretary of the Company is the Compliance Officer of the Company for complying with the requirements of the SEBI (LODR) Regulations, 2015 and the Stock Exchange as amended from time to time.

During the year, the Company received 2 complaints which was successfully resolved. There were no complaints pending as on 31st March, 2020.

(7) GENERAL BODY MEETINGS

Annual General Meetings (AGMs)

The details of last three Annual General Meetings are as under:

Year	2016-17	2017-18	2018-19
Date & Time	Saturday 30th September, 2017 at 10.00 a.m	Saturday, 29th September,2018 at 10.30 a.m.	Monday 30th September, 2019 10.30 a.m.
Venue	Gajraj Chambers,2B, 2nd Floor, 86B/2, Topsia Road (South), Kolkata 700 046	Gajraj Chambers,2B, 2nd Floor, 86B/2, Topsia Road (South), Kolkata 700 046	Gajraj Chambers,2B, 2nd Floor, 86B/2, Topsia Road (South), Kolkata 700 046
Details of Special Resolutions	No Special Resolution passed.	Special Resolution was passed for change of object of the Company	No Special Resolution passed.

No resolution has been passed through Postal Ballot mechanism during the year 2019–20. No Special Resolution is proposed to be passed in the ensuing Annual General Meeting which are required to be passed through postal ballot.

(8) MEANS OF COMMUNICATION

(i) The Quarterly Unaudited and Annual Audited Financial Results of the Company were sent to the Stock Exchange through BSE listing centre immediately after approval by the Board. The Quarterly Unaudited Financial results for the quarter ended 30th June, 2020 and 30th September, 2019 are also published in Business Standard in English and Hindi and for the quarted ended 31st December, 2020 Business Standard in English and Aajkaal in Bengali as per the Regulation 47 SEBI (LODR) Regulations, 2015. These are not sent individually to the shareholders. The

Annual Audited Financial Results of the Company for the FY ended 31st March, 2020 are not published due to SEBI relaxation in this regard.

(ii) The results are also made available on Company's Website **www.somdattfin.com**.There were no presentations made to the Institutional investors or analysts.

(iii) Designated exclusive e-mail id for investors: **compliancesdfl@gmail.com**

(9) GENERAL SHAREHOLDERS INFORMATION

i Annual General Meeting is notified to be held on Wednesday, 12th August, 2020 at 3.00 P.M. through Video Conferencing/Other Audio Visual Means.

ii Financial year of the Company is April 1 to March 31.

Tentative Financial Calendar:

Meeting of the Board / Audit Committee to consider financial results for the:

- Quarter ended 30th June, 2020 — on or before 14th August, 2020
- Quarter ended 30th September, 2020 — on or before 14th November, 2020
- Quarter ended 31st December, 2020 — on or before 14th February, 2021
- Audited Annual Results — on or before 30th May, 2021

iii **Date of Book Closure**

The Register of Members and Share Transfer Books of the Company shall remain closed from August, 06th, 2020 to August 12th, 2020(both days inclusive).

iv **Dividend Payment Date :**

No Dividend has been proposed by the Board of Directors for the year 2019-20.

v. Listing on Stock Exchange and Stock Code

The Equity shares of the Company are listed at:

NAME OF STOCK EXCHANGE	STOCK CODE
BSE Ltd. Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001	511571

Annual Listing Fee for the year 2019-20 has been paid to BSE.

vi. Market Price Data

High / Low of the market price of the Company's equity shares traded on the BSE Ltd. (BSE) and BSE SENSEX Index during the year 2019 – 20 was as follows:

Company's Share Price at BSE (Rs.`)			BSE SENSEX Index	
Month	**High**	**Low**	**High**	**Low**
April, 2019	03.36	03.19	39487.45	38460.25
May, 2019	04.90	02.90	40124.96	36956.10
June, 2019	07.75	05.14	40312.07	38870.96
July, 2019	12.08	07.90	40032.41	37128.26
August, 2019	15.52	12.32	37807.55	36102.35
September, 2019	16.83	13.55	39441.12	35987.80
October, 2019	15.25	13.09	40392.22	37415.83
November, 2019	16.60	14.95	41163.79	40014.23
December, 2019	16.40	14.05	41809.96	40135.37
January, 2020	19.70	14.90	42273.87	40476.55
February, 2020	23.30	20.05	41709.30	38219.97
March, 2020	20.00	17.50	39083.17	25638.90

vii. Registrar and Transfer Agent for both physical & dematerialization of Equity Shares:

M/s RCMC Share Registry Pvt. Ltd.
B-25/1, Okhla Industrial Area, Phase -2, Near Rana Motors, New Delhi – 110020
Contact Person: Mr. Yudhisthir
E-mail id : investor.services@rcmcdelhi.com
Phone : 011-26387320/21
Website : www.rcmcdelhi.com

viii. Share Transfer System

The Company's Equity Shares are traded at the Stock Exchange Compulsorily in demat mode. Physical shares which are lodged with the Company / Share Transfer Agent for transfer, are processed and returned to the Shareholders within 15 days from the date of receipt, if the relevant documents are complete in all respect.

ix. Distribution of Shareholding as on 31st March, 2020

Shareholding of Value(Rs.)	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 5000	6274	90.14	942777	9.42
5001 - 10000	372	5.34	306545	3.06
10001 - 20000	135	1.94	201471	2.01
20001 - 30000	53	0.76	133281	1.33
30001 - 40000	21	0.30	73694	0.74
40001 - 50000	20	0.29	93885	0.94
50001 - 100000	47	0.68	325179	3.25
100001 and Above	38	0.55	7931138	79.25
TOTAL	**6960**	**100**	**10007970**	**100**

x. Shareholding Pattern as on 31st March, 2020

Category of Shareholder	No. of Share holders	No. of Shares held	Percentage of shareholding
(A) Promoter and Promoter Group			
Indian	2	6939650	69.34
Bodies Corporate	-	-	-
Foreign	--	-	-
Sub-Total (A)	**2**	**6939650**	**69.34**
(B) Public Shareholding			
Mutual Funds	-	-	-
Clearing Members	2	125	0
Financial Institutions / Banks	-	-	-
Foreign Institutional Investors	-	-	-
Non-Resident Indians	94	211951	2.12
Bodies Corporate	132	528839	5.28
Resident Individuals	6730	2327405	23.26
Sub-Total (B)	**6958**	**3068320**	**30.66**
(C) Shares held by custodians and against which Depository Receipts have been issued	----	---	----
Total (A) + (B) + (C)	**6960**	**10007970**	**100.00**

(xi) Dematerialisation of Shares:

Sl. No.	Mode of Holding	No. of Shares	% age
1	**NSDL**	**8,185,696**	**81.79**
2	**CDSL**	**699,155**	**6.99**
3	**PHYSICAL**	**1,123,119**	**11.22**
	TOTAL :	**10007970**	**100.00**

88.78% of Company's paid-up Equity Share Capital has been dematerialised upto March 31, 2020.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's Shares is **INE 754C01010**.

(xii) Liquidity of Shares

Equity Shares of the Company are listed at BSE Ltd.

(xiii) Outstanding GDR / ADR / Warrants or any convertible instruments, conversion date and impact on equity :Nil

(xiv) Commodity Price Risk/ Foreign Exchange Risk and Hedging Activities

The Company is not involved in any speculative activities.

(xv) Location of Plants : NA

(xvi) Address for correspondence: Regd. Office :- Gajraj Chambers, 2B, 2nd Floor, 86 B/2, Topsia Road, Kolkata-700046. E-mail address - **compliancesdfl@gmail.com**

(10) OTHERS DISCLOSURES

a) During the year, there were no significant related party transactions of material nature that could have potential conflict with the interest of the Company.

b) During the last three years, there were no strictures made or penalties imposed by either SEBI or the Stock Exchanges or any other statutory authority on any matter related to the capital markets.

c) The Company has formulated a Vigil Mechanism / Whistle Blower Policy for the Directors and employees to report genuine concerns in a manner prescribed in the Policy. The Policy is available at website of the Company i.e. www.somdattfin.com In accordance with the said Policy Whistle Blower shall have right to access to the Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee shall issue suitable directions in this regard.

d) The Company is complying with all mandatory requirements of SEBI (LODR) Regulation, 2015 relating to reporting of Internal Auditor directly to Audit Committee. The Related Party transactions Policy is available at Website of the Company i.e. www.somdattfin.com

e) A certificate from Naveen Narang & Associates., Practicing Company Secretary is attached (which forms integral part of this report) confirming that none of the Directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Board/Ministry of Corporate Affairs or any such statutory authority.

f) There was no such instance during FY 2019-20 when the Board had not accepted any recommendation of any committee of the Board.

g) Total fees for all services paid by listed entity on a consolidated basis to the Statutory Auditor is given below:

Payment to Statutory Auditors	**Rs. (INR)**
Statutory Audit Fee	**2,50,000**
Other Services including reimbursement of expenses	**25,000**
GST collected on above services	**49,500**
Total	**3,24,500**

h) Disclosures in relation to the Sexual Harassment of Women at Workplace: The Company prohibits any form of sexual harassment and any such incidence is immediately investigated and appropriate action taken in the matter against the offending employee(s) based on the nature and the seriousness of the offence.

i) Non Compliance of any requirement of corporate governance report of sub para (2) to (10) of Schedule V (c) of SEBI (LODR) Regulation, 2015-NIL

j) The Company has duly complied with the requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 of SEBI (LODR) Regulation, 2015.

(11) CODE OF CONDUCT

The Company has adopted a Code of Conduct for all Board Members and Senior Management of the Company. The Code of Conduct has been posted on the website of Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Managing Director is given below:

"I hereby confirm that the Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct for Directors and Senior Management in respect of the financial year 2019 -20."

Vijay Rathee
Managing Director
June 27, 2020

(12) DETAILS OF DEMAT SUSPENSE ACCOUNT

The disclosure as required under Regulation 34 read with Schedule V of SEBI (LODR) Regulations, 2015:

Particulars	No. of cases	No. of shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e. April 1, 2019.	NIL	NIL
Number of shareholders, who approached issuer for transfer of shares from suspense account during the year i.e. April 1, 2019 to 31st March, 2020.	NIL	NIL
Number of shareholders to whom shares were transferred from suspense account during the year	NIL	NIL
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year i.e. as on March 31, 2020.	NIL	NIL

The Voting Rights on the outstanding unclaimed shares lying in suspense account, *if any*, shall remain frozen till the rightful owner of such shares claims the shares.

(13) CERTIFICATE ON CORPORATE GOVERNANCE

A Compliance certificate from M/s Naveen Naranag & Associates pursuant to Schedule V of the Listing Regulations regarding compliance of conditions of corporate governance is attached.

CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
SOM DATT FINANCE CORPORATION LIMITED

We have examined the compliance of the conditions of Corporate Governance by **SOM DATT FINANCE CORPORATION LIMITED** ('the Company') for the year ended on March 31, 2020, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

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

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2020.

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

For **Naveen Narang and Associates**
Company Secretaries

Naveen Narang
Partner
M.No.6193
C.P. No 6621
UDIN: F006193B000360283

Place: Delhi
Date:20.06.2020

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 of
Som Datt Finance Corporation Limited
Gajraj Chambers, 2B, 2nd Floor 86 B/2,
Topsia Road, Kolkata-700046(West Bengal)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Som Datt Finance Corporation Limited having CIN-L65921WB1993PLC060507 and having registered office at **Gajraj Chambers, 2B, 2nd Floor 86 B/2, Topsia Road Kolkata-700046** 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.

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 as considered necessary and explanations furnished to me / 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 31st 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	Kuldip Singh Rathee	00041032	27/12/2019
2	Vijay Rathee	00042731	27/12/2019
3	Hardeep Kumar Mahotra	00219216	29/01/2020
4	Rajvir Singh Chhillar	08651668	27/12/2019

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.

For **Naveen Narang and Associates**
Company Secretaries

Naveen Narang
Partner
M.No.6193
C.P. No 6621
UDIN: F006193B000360261
Place: Delhi
Date:20.06.2020

SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2020

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

To,
The Members,
Som Datt Finance Corporation Limited
Gajraj Chambers, 2B, 2nd Floor,
86 B/2, Topsia Road, Kolkata-700046, West Bengal

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SOM DATT FINANCE CORPORATION LIMITED** (hereinafter called the Company). Secretarial

Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 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 on 31st 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 ('SCRA') and the rules made there under;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable to the Company during the Audit Period**
(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not Applicable to the Company as the Company has not issued any further share capital during the period under review**
(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable to the Company as the Company does not has any ESOP during the period under review.**
(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable to the Company as the Company has not issued or listed any debt security during the period under review.**
(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable to the Company as the Company is not registered as Registrar to an Issue or Share Transfer Agent during the period under review.**
(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable to the Company as there was no reportable event during the period under review.**
and
(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable to the Company as there was no reportable event during the period under review.**

(vi) Other laws specifically applicable to the Company:
- (a) Income Tax Act, 1961
- (b) Goods and Service Tax Act, 2016
- (c) The RBI Act, 1934
- (d) Shops and Commercial Establishments Act
- (e) The Sexual harassment of women at workplace (prevention, prohibition and redressal) Act 2013

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement entered into by the Company with Bombay Stock Exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. *As per Regulation 29(2), the Company was required to give prior intimation of the meeting of the Board of Directors at least 5 days in advance in which proposal w.r.t financial results is considered. The intimation of the Board Meeting for consideration of financial results for the year ended March 31, 2019 was given with a delay to the BSE. The BSE imposed a fine of Rs. 10,000.00 on the Company for default of aforesaid Regulation, which has been deposited by the Company.*

2. *As per Regulation 13(1), the Company was required to ensure that adequate steps are taken for expeditious redressal of investor complaints. For one of the investor's complaint during the quarter ended September, 2019, there was a delay in redressal on the part of the Company. The BSE imposed a fine of Rs. 18,000.00 on the Company for default of aforesaid Regulation, which has been deposited by the Company.*
3. *As per Regulation 19, the Chairman of the Company cannot Chair the meeting of Nomination and Remuneration Committee. In one of the meeting of NRC during the year, the Chairman of the Company acted as Chairman of the NRC. The BSE imposed a fine of Rs. 184,000.00 on the Company for default of aforesaid Regulation, which has been deposited by the Company.*
4. *As per Regulation 44 (3), the Company was required to submit the voting results of AGM to the Stock Exchange within 48 hours of conclusion of the meeting. The voting results on resolutions passed at the AGM, 2019 were submitted with a delay to the BSE. The BSE imposed a fine of Rs. 10,000.00 on the Company for default of aforesaid Regulation, which has been deposited by the Company.*
5. *As per Regulation 6(1), the Company was required to appoint a Company Secretary as the Compliance Officer. The Company Secretary of the Company resigned in April 2019 and the vacancy was filled in December 2019. The corrective action has been taken by the Company and has deposited the fine of Rs. 38,000.00 imposed by the BSE for the delay in appointment of Company Secretary.*

We further report that

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

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

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

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

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

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

For **Naveen Narang & Associates**
Company Secretaries

(Naveen Narang)
Proprietor
FCS # 6193, CP # 6621
UDIN: F006193B000360327
Place: Delhi
Date: 20.06.2020

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

'Annexure A'

To,
The Members
SOM DATT FINANCE CORPORATION LIMITED
Gajraj Chambers, 2B, 2nd Floor,
86 B/2, Topsia Road, Kolkata-700046, West Bengal

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

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

For **Naveen Narang & Associates**
Company Secretaries

(Naveen Narang)
Proprietor
FCS # 6193, CP # 6621
Place: Delhi
Date: 20.06.2020

FORM NO. AOC -2

Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014
Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of material contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

Note: The above disclosures on material transactions are based on threshold of 10% of total turnover.
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For and on behalf of the Board of Directors

Place : Gurugram
Date : 27.06.2020

Vijay Rathee
Managing Director
DIN-00042731

Kuldip Singh Rathee
Director
DIN- 00041032

INDEPENDENT AUDITOR'S REPORT

To The Members of Som Datt Finance Corporation Limited
Report on the Audit of the Financial Statement

Opinion
We have audited the accompanying Financial statements of Som Datt Finance Corporation Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2020, the statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash flows ended on that date, and a summary of 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 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 for Opinion
We conducted our audit of the 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 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 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 financial statements.

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

Sr. No.	Key Audit Matter	Auditor's Response
1.	*Recognition of Deferred Tax as per Ind AS12. Deferred Tax Assets (Net), includes a Deferred Tax Asset of Rs. 6,16,750/- on account of Unabsorbed Capital Loss.*	As per the management deferred tax assets taken in the Balance Sheet are realizable against future tax liabilities. **Principal Audit Procedures:** Obtained details of earlier and current year tax computations and returns filed for earlier assessment years. We involved our internal experts to challenge the management's underlying assumptions in estimating the expected realization. Discussed with appropriate senior management. These deferred tax assets taken in the Balance Sheet can be realized against future tax liabilities on account of Capital Gain, if any, depending upon treasury decisions in the future.

Information Other than the Financial Statements and Auditor's Report Thereon
The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

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

Management's Responsibility for the Financial Statements
The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial Performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Statements
Our objectives are to obtain reasonable assurance about whether the 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 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 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe

these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

Due to unprecedented situation this year arising out of Covid 19 pandemic all books of accounts, vouchers, supporting documents and other information necessary for audit have been received by us from management through E-mails, telephone, video and other virtual and online media. We have relied on management representation about authenticity, accuracy and genuineness of these documents and conducted the audit of accordingly.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(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 Flows dealt with by this Report are in agreement with the relevant books of account.

(d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 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**'.

(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, for the remuneration paid by the Company to its directors during the year resolution has been passed in the Board Meeting and is subject to approval of the members of the Company in the ensuing Annual General Meeting.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. There were no pending litigations which would impact the financial position of the financial statements.
ii. Provision has been made in the financial statements as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
iii. There is no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the 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 D.S. Talwar & Co.
Chartered Accountants
FRN: 000993N

Date: 27/06/2020
Place: Gurugram

Shradha Talwar
Partner
M. No. 514698

UDIN: **20514698AAAAAE1776**

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

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

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

We have audited the Internal Financial Controls Over Financial Reporting of **Som Datt Finance Corporation Limited** ('the Company') as at 31 March 2020 in conjunction with our audit of the financial statements of the Company for the year ended and as on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

Date: 27/06/2020
Place: Gurugram

Shradha Talwar
Partner
M. No. 514698

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

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

i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
(b) The management during the year has not physically verified all the assets but there is a regular programme of verification, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. As per the management no material discrepancies were noticed on such verification.
(c) According the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the company.

ii. The Company is a Non-Banking Finance Company and has not dealt with any goods and the Company does not hold any inventory during the period under audit. Accordingly the reporting requirement under clause (ii) of paragraph 3 of the Order is not applicable.

iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the Order is not applicable to the Company.

iv. According to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of Section 185 and 186 of the Act are applicable and hence not commented upon.

v. According to the information and explanations given to us, the Company has not accepted any deposits from the public during the year in terms of the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3 (v) of the Order is not applicable to the Company.

vi. The Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records there have been some delays in depositing Provident Fund. However, the same have been deposited before the date of this report . The Company has been generally regular in depositing other undisputed statutory dues including Income-Tax and any other statutory dues as applicable with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2020 for a period of more than six months from the date on when they become payable.

b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, GST and Cess outstanding on account of any dispute.

viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.

ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year

xi. According to the information and explanation given to us, the managerial remuneration has been paid or provided as per year resolution passed in the Board Meeting and is subject to approval of the members of the Company in the ensuing Annual General Meeting.

xii. In our opinion, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company.

xiii. According to the information and explanation given to us and on the basis of the examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

xiv. According to the information and explanation given to us and on the basis of the examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, paragraph 3 (xiv) of the Order is not applicable to the Company Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.

xv. The Company is registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

Shradha Talwar
Partner
M. No. 514698

Date: 27/06/2020
Place: Gurugram

Balance Sheet as at March 31, 2020

(All amounts are in INR , except otherwise stated)

	Note	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
ASSETS				
Financial Assets				
(a) Cash and cash equivalents	3	1,06,19,984	21,60,981	61,28,359
(b) Receivables				
(i) Trade Receivables	4	-	2,27,548	70,93,304
(c) Investments	5	13,17,26,091	10,59,32,305	9,61,48,520
(d) Other financial assets	6	-	2,56,51,098	2,25,34,891
		14,23,46,075	**13,39,71,932**	**13,19,05,074**
Non-Financial Assets				
(a) Current tax Assets (Net)	7	5,43,374	-	-
(b) Deferred tax assets (Net)	8	12,78,127	18,84,176	26,14,602
(c) Investment Property	9	-	-	82,28,959
(d) Property, Plant and equipment	10	1,97,175	2,21,288	2,45,401
(e) Intangible assets	11	21,026	-	-
(f) Other non-financial assets	12	21,506	-	-
		20,61,208	**21,05,464**	**1,10,88,962**
Assets held for sale		-	82,98,568	-
Total Assets		**14,44,07,283**	**14,43,75,964**	**14,29,94,036**
Liabilities and Equity				
Liabilities				
Financial Liability				
(a) Payables	13			
(i) Trade Payables				
Total outstanding dues of micro enterprises and small enterprises		-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		17,672	17,672	17,369
(ii) Other Payables				
Total outstanding dues of micro enterprises and small enterprises		-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		6,21,112	82,500	63,930
(b) Other Financial liabilities	14	-	96,655	1,88,358
		6,38,784	**1,96,827**	**2,69,657**
Non-Financial Liabilities				
(a) Current tax liabilities (net)	15	-	6,84,719	9,06,444
(b) Provisions	16	16,066	3,90,848	3,75,847
(c) Other non-financial liabilities	17	75,199	17,011	41,167
		91,265	**10,92,578**	**13,23,458**
Equity				
(a) Equity share capital	18	10,00,79,700	10,00,79,700	10,00,79,700
(b) Other Equity	19	4,35,97,534	4,30,06,859	4,13,21,221
		14,36,77,234	**14,30,86,559**	**14,14,00,921**
Total Liabilities and Equity		**14,44,07,283**	**14,43,75,964**	**14,29,94,036**
Summary of significant accounting policies	2			

The accompanying notes are an integral part of the financial statements.

This is the balance sheet referred to in our report of even date

For D.S.TALWAR & CO.
Chartered Accountants
Firm's Registration No.: 000993N

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

Shradha Talwar	**Vijay Rathee**	**Kuldip Singh Rathee**	**Ankit Yadav**	**Sandip Kumar Chaubey**
Partner	Managing Director	Director	Chief Financial Officer	Company Secretary
Membership No.: 514698	DIN: 00042731	DIN: 00041032		M.No. 35694

Place: Gurugram
Date: 27.06.2020

Statement of Profit and Loss for the year ended March 31, 2020
(All amounts are in INR , except otherwise stated)

	Notes	For the year ended 31 March 2020	For the year ended 31 March 2019
Income			
Revenue from operations			
(i) Dividend Income	20	37,551	1,74,835
(ii) Interest Income	21	4,93,151	4,05,205
(iii) Net gain on fair value changes	22	43,22,136	54,65,754
Total Revenue from operation		**48,52,838**	**60,45,794**
Other income	23	15,883	-
Total income		**48,68,721**	**60,45,794**
Expenses			
(i) Finance costs	24	225	1,600
(ii) Fees and commision expense	25	4,07,100	3,48,100
(iii) Employee benefits expense	26	16,10,924	19,47,515
(iv) Depreciation and amortization expense	27	24,327	24,113
(v) Other expenses	28	25,76,703	13,89,607
Total expenses		**46,19,279**	**37,10,935**
Profit before exceptional items and tax		**2,49,442**	**23,34,859**
Exceptional items		**-**	**-**
Profit before tax		**2,49,442**	**23,34,859**
Tax expenses	29		
Current tax		53,804	2,90,000
Adjustment of tax relating to earlier periods		(11,92,164)	37,860
Deferred tax		8,50,930	3,21,361
MAT credit entitlement		(53,804)	-
Profit after tax for the year		**5,90,675**	**16,85,638**
Other comprehensive income:			
(i) Items that will not be reclassified to profit or loss in subsequent periods:			
Remeasurement of post employment benefit obligations		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
Other comprehensive income/ (loss) for the year, net of tax		**-**	**-**
Total comprehensive income for the year		**5,90,675**	**16,85,638**
Earnings per equity share			
Basic and diluted	30	**0.06**	**0.17**
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.
This is the statement of profit and loss referred to in our report of even date

For D.S.TALWAR & CO.
Chartered Accountants
Firm's Registration No.: 000993N

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

Shradha Talwar	**Vijay Rathee**	**Kuldip Singh Rathee**	**Ankit Yadav**	**Sandip Kumar Chaubey**
Partner	Managing Director	Director	Chief Financial Officer	Company Secretary
Membership No.: 514698	DIN: 00042731	DIN: 00041032		M.No. 35694

Place: Gurugram
Date: 27.06.2020

Cash Flow Statement for the year ended March 31, 2020
(All amounts are in INR , except otherwise stated)

Particulars		For the year ended March 31, 2020	For the year ended March 31, 2019
A. Cash Flow from Operating Activities			
Net Profit / (Loss) before tax		2,49,442	23,34,859
Adjustment to reconcile profit before tax to cash provided by operating activities			
Depreciation		24,327	24,113
Change in Fair Value of investment		(28,63,211)	77,337
Loss from Sale on Investment		1,83,548	-
Interest Income		(4,93,151)	(4,05,205)
Operating Profit before working capital changes		**(28,99,045)**	**20,31,103**
Adjustment for:			
(Increase)/decrease in trade receivables		2,27,548	68,65,756
(Increase)/decrease in other financial assets		2,56,51,098	(31,16,207)
(Increase)/decrease in other non-financial assets		(21,506)	-
Increase/(decrease) in trade payables and other payable		5,38,612	18,873
Increase/(decrease) in other financial liability		(96,655)	(91,703)
Increase/(decrease) in provisions		(3,74,782)	15,001
Increase/(decrease) in other non-financial liabilities		58,188	(24,155)
		2,30,83,458	**56,98,668**
Income tax paid (Net of refunds)		(2,80,812)	(1,40,520)
Net cash used in operating activities	**A**	**2,28,02,646**	**55,58,148**
B. Cash Flow from Investing Activities			
Proceeds from sale of Investment Property		83,00,000	-
Purchase of Investment Property		-	(69,609)
Sale of investment in subsidiary/associate		78,15,121	-
Purchase of Intangible Asset		(21,240)	-
Investment in equity instrument		-	(98,61,122)
Proceeds from sale of equity instrument		9,77,56,514	-
Investment in Mutual Funds		(12,86,87,189)	-
Interest Income		4,93,151	4,05,205
Net cash generated from investing activities	**B**	**(1,43,43,643)**	**(95,25,526)**
C. Cash Flow from Financing Activities		-	-
Net cash generated from financing activities	**C**	**-**	**-**
D. Net increase / (decrease) in cash and cash equivalents	**(A + B + C)**	**84,59,003**	**(39,67,378)**
Cash and Cash equivalents at beginning of the year		21,60,981	61,28,359
Cash and Cash equivalents at end of the year (refer note 3)		**1,06,19,984**	**21,60,981**

As per our report of even date

For D.S.TALWAR & CO.
Chartered Accountants
Firm's Registration No.: 000993N

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

Shradha Talwar
Partner
Membership No.: 514698

Place: Gurugram
Date: 27.06.2020

Vijay Rathee
Managing Director
DIN: 00042731

Kuldip Singh Rathee
Director
DIN: 00041032

Ankit Yadav
Chief Financial Officer

Sandip Kumar Chaubey
Company Secretary
M.No. 35694

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

1. Reporting entity

Som Datt Finance Corporation Limited ('the Company') (CIN L65921WB1993PLC060507) was incorporated on October 19, 1993. The Company got licensed under Chapter IIIB from RBI to operate as Non Banking Financial Company on May 23, 2000. It is carrying on the activity of proprietary investment in stocks and securities.

2. Significant accounting policies

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

2.1 Basis of preparation of financial statements

(i) Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) (Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act.

For all the periods up to and including March 31, 2019, the financial statements were prepared in accordance with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions of the Act ("Previous GAAP"). The financial statements for the year ended March 31, 2020 are the Company's first financial statements prepared in accordance with Ind AS, therefore, Ind AS 101, First time adoption of Indian Accounting standards has been applied. An explanation of how the transition to Ind AS has effected the previously reported financial position, financial performance and cash flows of the Company is provided in Note 43.

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

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Financial instruments,
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial assets and liabilities),

(ii) Functional and presentation currency

The financial statements are presented in Indian Rupees (INR).

(iii) Use of estimates and judgements

The preparation of financial statements to be in conformity with the Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as on the date of the financial statements and the reported income and expenses during the reported period. Management believes that the estimate used in preparation of the financial statements are prudent and reasonable. Actual results could differ from these estimates. The estimates and the underlying assumptions are reviewed on an ongoing basis.

a) **Determination of estimated useful lives of property, plant and equipment, Intangible assets and Investment property**

Useful lives of property, plant and equipment are based on the life prescribed in Schedule II of the Act. In cases, where the useful lives are different from that prescribed in Schedule II, they are based on nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support. (Refer Note 9, 10 & 11)

b) **Recognition of deferred tax assets**

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences and depreciation carry-forwards could be utilized.

c) **Recognition and measurement of provisions and contingencies**

The recognition and measurement of provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the reporting date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

d) **Discounting of long-term financial assets/liabilities**

All financial assets/liabilities are required to be measured at fair value on initial recognition. In case of financial assets which are required to be subsequently measured at amortised cost, interest is accrued using the effective interest method.

e) **Fair value of financial instruments**

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation

models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgements and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), funding value adjustments, correlation and volatility. For further details about determination of fair value please see Note 31.

2.2 Summary of significant accounting policies

1) Revenue recognition

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115 Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers.

The Company recognises revenue from contracts with customers based on a five step model as set out in Ind AS 115:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Company satisfies a performance obligation

Revenue from contracts with customers is recognised when control of the services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those services.

Interest income

Interest income on financial assets is recognized on an accrual basis using effective interest rate (EIR). Interest revenue is continued to be recognized at the original effective interest rate.

Dividend income

Dividend income is recognised in statement of profit and loss when the right to receive the dividend is established.

Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Basis of Recognition

The cost of an item of property, plant and equipment are recognized only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Further, subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is provided on a pro-rata basis on the straight line method over the estimated useful lives of assets, based on internal assessment and independent technical evaluation done by the Management expert which are equal to, except in case of Leasehold Improvement where useful life is lower than life prescribed under Schedule II to the Companies Act, 2013. The leasehold improvements are depreciated over the assets' useful life under Schedule II or over the lease term if there is no reasonable certainty that the Company will renew ownership at the end of the lease term.

The asset's useful lives are reviewed and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other income/expenses.

Depreciation methods and estimated useful lives

Assets	Estimated useful life (Years)
Plants & Machinery	10
Vehicles	8
Furniture & Fixture	10
Computers	5

Assets costing less than or equal to Rs. 5,000 are fully depreciated pro-rata from date of acquisition.

2) Investment Property

Investment Property are property held to earn rentals and for capital appreciation. Investment Property are measured initially at cost including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16's requirements for cost model. An Investment property is derecognised upon disposal or when the investment property are permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which property is derecognised.

For transition to Ind AS, the Company has elected to continue with carrying value of its investment property recognised as on April 1, 2018 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

3) Intangible assets

Intangible assets acquired separately are measured on initial recognition at historical cost. Intangibles assets have a finite life and are subsequently carried at cost less any accumulated amortization and accumulated impairment losses.

Intangible assets with finite lives are amortized over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

Amortisation methods and estimated useful lives

Assets	Estimated useful life (Years)
Computer Software	3

4) Impairment of non-financial assets

The carrying values of assets/cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognised in the statement of profit and loss, to the extent the amount was previously charged to the statement of profit and loss. In case of revalued assets, such reversal is not recognized.

5) Employee benefits

(i) Short-term obligations

Liabilities for salaries, including other monetary and non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Post-employment obligation

The Company operates the following post-employment schemes:

a. Defined Benefit Plans - gratuity plans

a) Defined benefit plans

Gratuity is a post employment defined benefit plan. The liability recognised in respect of gratuity is computed by the Company in accordance with The payment of Gratuity Act, 1972. Every employee who has completed five year or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The gratuity liability has not been actuarially calculated due to limited number of employee. The plan is unfunded.

6) Taxes

Current Income Tax

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

The current income tax is calculated on the basis of the tax rates and the tax laws enacted by the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations is subject to interpretation. It establishes provisions or make reversals of provisions made in earlier years, where appropriate, on the basis of amounts expected to be paid to / received from the tax authorities.

Deferred Income Tax

Deferred tax is recognized for all the temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only if it is probable that sufficient future taxable amounts will be available against which such deferred tax asset can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled. The carrying amount of deferred tax assets are reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

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

Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets and liabilities and the deferred tax balances relate to the same taxable authority. Current tax assets and liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

The company has tax losses which arose during the year that are available for offsetting for eight years against future taxable profits of the company in next eight years.

Deferred tax assets have not been recognised in respect of these losses as they may not be used to offset taxable profits, because company there are no other tax planning opportunities or other evidence of recoverability in the near future.

7) Leases (as lessee)

Company as a lessee

The Company's lease asset classes primarily consist of leases for buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever

events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. Insuch cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.

8) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash on hand, amount at banks and other short-term deposits with an original maturity of three months or less that are readily convertible to known amount of cash and, which are subject to an insignificant risk of changes in value.

9) Earnings Per Share (EPS)

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to the shareholders of the Company
- divided by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

10) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Classification

The Company classifies its financial assets as subsequently measured at either amortized cost or fair value based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction fees or costs that are directly attributable and incremental to the origination/acquisition of the financial asset unless otherwise specifically mentioned in the accounting policies.

All regular way purchase or sale of financial assets are recognised and derecognised on a trade date basis. Purchase or sale of unquoted instrument is recognised on the closing date or as and when the transaction is completed as per terms mentioned in relevant transaction agreement / document.

Regular way purchase or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Business model assessment

The Company makes an assessment of the objective of a business model in which an asset is held such that it best reflects the way the business is managed and is consistent with information provided to management. The information considered includes:

- The objectives for the portfolio, in particular, management's strategy of focusing on earning contractual interest revenue, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of the liabilities that are funding those assets or realising cash flows through the sale of the assets;
- The frequency, volume and timing of sales in prior periods, the reasons for such sales and its expectations about future sales activity. However, information about sales activity is not considered in isolation, but as part of an overall assessment of how the Company's stated objective for managing the financial assets is achieved and how cash flows are realised.

The risks that affect the performance of the business model, the financial assets held within that business model and how those risks are managed

Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs, as well as profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making the assessment, the Company considers:

• reset terms
• contingent events that would change the amount and timing of cash flows;
• prepayment and extension terms; and
• features that modify consideration of the time value of money – e.g. periodical reset of interest rates.

Subsequent Measurement

Financial assets at amortised cost

A financial asset is measured at amortised cost only if both of the following conditions are met:

- It is held within a business model whose objective is to hold assets in order to collect contractual cash flows.
- The contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest (EIR) method. Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR and reported as part of interest income in the profit and loss account. The losses if any, arising from impairment are recognised in the profit and loss account.

Financial asset at fair value through Other Comprehensive Income (FVOCI)

Financial asset with contractual cash flow characteristics that are solely payments of principal and interest and held in a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets are classified to be measured at FVOCI. The impairment losses, if any, are recognized through profit and loss account. The loss allowance is recognized in other comprehensive income and does not reduce the carrying value of the financial asset. On derecognition, gains and losses accumulated in OCI are reclassified to the statement of profit and loss

Financial asset at fair value through profit and loss (FVTPL)

Any financial instrument, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified to be measured at FVTPL.

Financial instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss account.

All equity investments except for investments in subsidiary/associate/joint ventures are measured at fair value. Equity instruments which are held by the company are classified as at FVTPL

Financial liabilities

All financial liabilities are subsequently measured at amortised cost.

Financial Liabilities at fair value through profit or loss (FVTPL)

A financial liability is classified as at fair value through profit or loss if it is classified as held-for-trading or is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and changes therein, including any interest expense, are recognised in statement of profit and loss.

11) Write-offs

Financial assets are written off either partially or in their entirety when there is no realistic prospect of recovery. This is generally the case when the Company determines that the borrower does not have assets or sources of

income that could generate sufficient cash flows to repay the amounts. If the amount to be written off is greater than the accumulated loss allowance, the difference is first treated as an addition to the allowance that is then applied against the gross carrying amount. Any subsequent recoveries are credited to impairment on financial instruments in the statement of profit and loss. However, financial assets that are written off may be subject to enforcement activities to comply with the Company's procedures for recovery of amounts due.

12) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

13) Derecognition of financial assets

A financial asset is derecognised only when

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

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

De-recognition of financial assets and financial liabilities

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

• The rights to receive cash flows from the asset have expired, or
• The Company has transferred its rights to receive cash flows from the asset
• The Company has transferred substantially all the risks and rewards of the asset, but has transferred control of the asset

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in statement of profit and loss.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

14) Modifications of financial assets and financial liabilities

Financial assets

If the terms of a financial asset are modified, the Company evaluates whether the cash flows of the modified asset are substantially different. If the cash flows are substantially different, then the contractual rights to cash flows from the original financial asset are deemed to have expired. In this case, the original financial asset is derecognised and a new financial asset is recognised at fair value.

If the cash flows of the modified asset carried at amortised cost are not substantially different, then the modification does not result in derecognition of the financial asset. In this case, the Company recalculates the gross carrying amount of the financial asset as the present value of the renegotiated or modified contractual cash flows that are discounted at the financial asset's original effective interest rate and recognises the amount arising from adjusting the gross carrying amount as a modification gain or loss in profit and loss account.

Any costs or fees incurred adjust the carrying amount of the modified financial asset and are amortised over the remaining term of the modified financial asset. If such a modification is carried out because of financial difficulties of the borrower, then the gain or loss is presented together with impairment losses. In other cases, it is presented as interest income or other gain or loss as appropriate.

Financial liabilities

The Company derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in statement of profit and loss.

15) Offsetting

Financial assets and financial liabilities are offset and the net amount is reported in the financial statements only if there

is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

16) Borrowing Cost

Expenses related to borrowing cost are accounted using effective interest rate. Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

17) Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values for financial instruments such as investment in unquoted equity instruments, debentures, preference shares etc.

Management uses its judgement in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market participants are applied.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

18) Provisions, Contingent liabilities and Contingent assets

A provision is recognised when the Company has a present obligation as a result of a past event and it is probable that an outflow of embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

19) Cash Flow Statement

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

20) Foreign currency transactions and translations

Transactions in foreign currencies are recorded at the rate of exchange prevailing on the date of the transaction. Exchange differences arising on settlement of revenue transactions are recognised in the statement of profit and loss. Monetary assets and liabilities contracted in foreign currencies are restated at the rate of exchange ruling at the Balance Sheet date. Non monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

21) Segment Reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's Chief Operating Decision Maker ("CODM") to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

Notes to financial statements as at March 31, 2020
(All amounts are in INR , except otherwise stated)

	Note	Number of Shares	Amount
A. Equity share capital:			
Issued, subscribed and fully paid			
As at 1 April 2018 (equity share of INR 10 each)	18	**1,00,07,970**	**10,00,79,700**
Changes in equity share capital during the year		-	-
As at 31 March 2019 (equity share of INR 10 each)	18	**1,00,07,970**	**10,00,79,700**
Changes in equity share capital during the year		-	-
As at 31 March 2020 (equity share of INR 10 each)	18	**1,00,07,970**	**10,00,79,700**

B. Other Equity*

Desription	**Reserves and Surplus**		
	Statutory Reserve	**Retained earnings**	**Total other equity**
As at at 1 April 2018	**1,94,69,557**	**2,18,51,664**	**4,13,21,221**
Transfer to/from Retained Earning	3,52,595	(3,52,595)	**-**
Profit for the year	-	16,85,638	**16,85,638**
Other Comprehensive income	-	-	**-**
Total Comrehensive Income	**-**	**16,85,638**	**16,85,638**
As at 31 March 2019	**1,98,22,152**	**2,31,84,707**	**4,30,06,859**
Transfer to/from Retained Earning	1,18,135	(1,18,135)	**-**
Profit for the year after Income Tax	-	5,90,675	**5,90,675**
Other Comprehensive income	-	-	**-**
Total Comrehensive Income	**-**	**5,90,675**	**5,90,675**
As at 31 March 2020	**1,99,40,287**	**2,36,57,247**	**4,35,97,534**

* Refer note 19 for details.

The accompanying notes are an integral part of the financial statements.

This is the statement of changes in equity referred to in our report of even date

For D.S.TALWAR & CO.
Chartered Accountants
Firm's Registration No.: 000993N

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

Shradha Talwar	**Vijay Rathee**	**Kuldip Singh Rathee**	**Ankit Yadav**	**Sandip Kumar Chaubey**
Partner	Managing Director	Director	Chief Financial Officer	Company Secretary
Membership No.: 514698	DIN: 00042731	DIN: 00041032		M.No. 35694

Place: Gurugram
Date: 27.06.2020

Notes to financial statements as at March 31, 2020
(All amounts are in INR , except otherwise stated)

3	**Cash and cash Equivalents**	**As at March 31, 2020**	**As at March 31, 2019**	**As at April 01, 2018**
	Cash in hand	3,78,066	1,93,934	2,08,186
	Balance with banks			
	- In current accounts	1,02,41,918	19,67,047	59,20,173
	Total cash and cash Equivalents	**1,06,19,984**	**21,60,981**	**61,28,359**

4	**Receivables**	**As at March 31, 2020**	**As at March 31, 2019**	**As at April 01, 2018**
	Trade Receivable			
	Considered good- Secured	-	-	-
	Considered good- Unsecured	-	2,27,548	70,93,304
	Less- Allowance for impairment loss	-	-	-
	Total Receivables	**-**	**2,27,548**	**70,93,304**

No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person, nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

Includes receivable from related parties amounting to Rs. Nil (March 31, 2019: INR 227,548, April 01, 2018: Rs 7,093,304)

5	**Investment**	**As at March 31, 2020**	**As at March 31, 2019**	**As at April 01, 2018**
	At fair value through profit and loss acccount			
	(i) In mutual funds	13,15,50,400	-	-
	(ii) In Equity instruments*	1,75,691	9,79,32,205	8,81,48,420
		13,17,26,091	**9,79,32,205**	**8,81,48,420**
	At cost			
	(i) Investment in subsidiaries	-	51,00,000	51,00,000
	(ii) Investment in Associates	-	29,00,100	29,00,100
		-	**80,00,100**	**80,00,100**
	Total investment	**13,17,26,091**	**10,59,32,305**	**9,61,48,520**
	*includes stock-in-trade	-	9,79,32,205	8,81,48,420

Bifurcation of Investment

Particulars	**As at March 31, 2020**	**As at March 31, 2019**	**As at April 01, 2018**
Quoted	13,17,26,091	9,79,32,205	8,81,48,420
Unquoted	-	80,00,100	80,00,100
Total	**13,17,26,091**	**10,59,32,305**	**9,61,48,520**

For accounting classification, valuation criteria of each category of financial instruments, and their carrying values refer Note 31.

6	**Other financial Assets**	**As at March 31, 2020**	**As at March 31, 2019**	**As at April 01, 2018**
	Margin money*	-	2,56,51,098	2,25,13,671
	Other Financial Assets	-	-	21,220
	Total Other financial Assets	**-**	**2,56,51,098**	**2,25,34,891**

* Margin money includes amount held as margin money with stock exchange.

Notes to financial statements as at March 31, 2020
(All amounts are in INR , except otherwise stated)

7	**Current tax Assets (net)**	**As at March 31, 2020**	**As at March 31, 2019**	**As at April 01, 2018**
	Current tax Assets*	5,43,374	-	-
	Total current tax assets	**5,43,374**	**-**	**-**
	* The above amount is net of			
	- Provision for income tax	5,13,805	-	-

8	**Deferred tax assets (net)**	**As at March 31, 2020**	**As at March 31, 2019**	**As at April 01, 2018**
	Deferred Tax Assets			
	Disallowance u/s 43B of the Income Tax Act, 1961	2,064	30,156	58,203
	Provision for Gratuity disallowed u/s 40A(7)	2,949	4,680	4,635
	Depreciation and amortisation	71,222	89,215	99,344
	Carry Forward Long Term Capital Loss	6,16,750	5,62,309	8,35,354
	Deferred Tax Liabilities			
	Bonus Paid allowed u/s 43B	-	(58,768)	(48,582)
	Change in Fair value of Liquid fund	(8,61,952)	-	-
	Change in Fair value of Shares	(54,370)	-	-
	Unutilised tax credits (Minimum alternative tax credit)	15,01,465	12,56,583	16,65,648
	Total deferred tax Assets	**12,78,127**	**18,84,176**	**26,14,602**

9 Investment property

Particulars	**Building**	**Total**
Gross block		
Deemed cost as at April 1, 2018	**82,28,959**	**82,28,959**
Additions	69,609	69,609
Classified as held for sale	(82,98,568)	(82,98,568)
Disposal / adjustments	-	-
As at March 31, 2019	**-**	**-**
Additions	-	-
Disposal / adjustments	-	-
As at March 31, 2020	**-**	**-**
Accumulated depreciation		
As at April 1, 2018	**-**	**-**
Charge for the year	-	-
Disposal / adjustments	-	-
As at March 31, 2019	**-**	**-**
Charge for the year	-	-
Disposal / adjustments	-	-
As at March 31, 2020	**-**	**-**
Net Block		
As at March 31, 2020	**-**	**-**
As at March 31, 2019	**-**	**-**
As at April 1, 2018	**82,28,959**	**82,28,959**

The fair value of Investment property approximates its book value.

Notes to financial statements as at March 31, 2020
(All amounts are in INR , except otherwise stated)

10 Property, plant and equipment and capital work-in-progress

Particulars	Plant and equipment	Office equipments	Furniture and fixtures	Car	Total
Gross block					
Deemed cost as at April 1, 2018 (refer note 10.1 below)	**95,099**	**11,025**	**46,754**	**92,523**	**2,45,401**
Additions	-	-	-	-	-
Disposal / adjustments	-	-	-	-	-
As at March 31, 2019	**95,099**	**11,025**	**46,754**	**92,523**	**2,45,401**
Additions	-	-	-	-	-
Disposal / adjustments	-	-	-	-	-
As at March 31, 2020	**95,099**	**11,025**	**46,754**	**92,523**	**2,45,401**
Accumulated depreciation					
As at April 1, 2018	**-**	**-**	**-**	**-**	**-**
Charge for the year	22,118	1,995	-	-	24,113
Disposal / adjustments	-	-	-	-	-
As at March 31, 2019	**22,118**	**1,995**	**-**	**-**	**24,113**
Charge for the year	22,118	1,995	-	-	24,113
Disposal / adjustments	-	-	-	-	-
As at March 31, 2020	**44,236**	**3,990**	**-**	**-**	**48,226**
Net Block					
As at March 31, 2020	**50,863**	**7,035**	**46,754**	**92,523**	**1,97,175**
As at March 31, 2019	**72,981**	**9,030**	**46,754**	**92,523**	**2,21,288**
As at April 1, 2018	**95,099**	**11,025**	**46,754**	**92,523**	**2,45,401**

10.1 Previous GAAP values to deemed cost as on April 1, 2018*

	Gross block as at 1 April 2018	Accumulated depreciation as at 1 April 2018	Deemed cost as at 1 April 2018
Carrying value as per previous GAAP	49,73,642	47,28,241	**2,45,401**
Adjustments on account of transition to Ind AS	-	-	-
Total	**49,73,642**	**47,28,241**	**2,45,401**

* Also refer Note 43.

10.2 There is no impairment loss recognised for tangible assets.

11 Intangible Assets

Particulars	Software	Total
Gross block		
Deemed cost as at April 1, 2018	**-**	**-**
Additions	-	-
Disposal / adjustments	-	-
As at March 31, 2019	**-**	**-**
Additions	21,240	21,240
Disposal / adjustments	-	-
As at March 31, 2020	**21,240**	**21,240**
Accumulated depreciation		
As at April 1, 2018	**-**	**-**
Charge for the year	-	-
Disposal / adjustments	-	-
As at March 31, 2019	**-**	**-**
Charge for the year	213	213
Disposal / adjustments	-	-
As at March 31, 2020	**213**	**213**
Net Block		
As at March 31, 2020	**21,026**	**21,026**
As at March 31, 2019	**-**	**-**
As at April 1, 2018	**-**	**-**

11.1 There is no impairment loss recognised for intangible assets.

Notes to financial statements as at March 31, 2020
(All amounts are in INR , except otherwise stated)

12	Other non-financial assets	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
	Advance to employee	13,470	-	-
	Advance to Others	8,036	-	-
	Total other non-Financial Assets	21,506	-	-

13	Payables	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
	Trade Payables			
	(i) Total outstanding dues of micro enterprises and small enterprises*	-	-	-
	(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	17,672	17,672	17,369
		17,672	**17,672**	**17,369.00**
	Other Payable			
	(i) Total outstanding dues of micro enterprises and small enterprises*	-	-	-
	(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	6,21,112	82,500	63,930
		6,21,112	**82,500**	**63,930**
	Total payables	**6,38,784**	**1,00,172**	**81,299**

Includes payable to related parties Rs. 229,312 (March 31, 2019: Nil, April 1, 2018: Nil).

The details of amounts outstanding to Micro, Small and medium Enterprises under Micro, Small, and Medium Enterprises Development Act, 2006, (MSMED Act) bases on information given by the management are disclosed in Note 34.

14	Other Financial Liabilities	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
	Employee related payable	-	96,655	1,88,358
	Total other financial liabilities	**-**	**96,655**	**1,88,358**

15	Current tax liabilities (net)	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
	Current tax liabilities*	-	6,84,719	9,06,444
	Total current tax liabilities	**-**	**6,84,719**	**9,06,444**
	* The above amount is net of			
	- Advance income tax	-	9,82,864	16,60,204

16	Provisions	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
	Provision for Gratuity (Refer note 39)	9,452	3,90,848	3,75,847
	Provision for Bonus	6,614	-	-
	Total provisions	**16,066**	**3,90,848**	**3,75,847**

17	Other non-financial liabilities	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
	Statutory dues payable	75,199	17,011	41,167
	Total other non-financial liabilities	**75,199**	**17,011**	**41,167**

Notes to financial statements as at March 31, 2020

(All amounts are in INR , except otherwise stated)

18	Share Capital	As at March 31, 2020		As at March 31, 2019		As at April 01, 2018	
		No.of shares	Values	No.of shares	Values	No.of shares	Values
	Authorised						
	Equity shares of INR 10 each	2,00,00,000	20,00,00,000	2,00,00,000	20,00,00,000	2,00,00,000	20,00,00,000
	Preference shares of INR 10 each	50,00,000	5,00,00,000	50,00,000	5,00,00,000	50,00,000	5,00,00,000
		2,50,00,000	**25,00,00,000**	**2,50,00,000**	**25,00,00,000**	**2,50,00,000**	**25,00,00,000**
	Issued, subscribed and paid-up						
	Equity shares of INR 10 each	1,00,07,970	10,00,79,700	1,00,07,970	10,00,79,700	1,00,07,970	10,00,79,700
		1,00,07,970	**10,00,79,700**	**1,00,07,970**	**10,00,79,700**	**1,00,07,970**	**10,00,79,700**

(a)	Reconciliation of number of shares outstanding	As at March 31, 2020		As at March 31, 2019		As at April 01, 2018	
		No.of shares	Values	No.of shares	Values	No.of shares	Values
	At the beginning of the period	1,00,07,970	10,00,79,700	1,00,07,970	10,00,79,700	1,00,07,970	10,00,79,700
	Issued during the period	-	-	-	-	-	-
	Outstanding at the end of the period	**1,00,07,970**	**10,00,79,700**	**1,00,07,970**	**10,00,79,700**	**1,00,07,970**	**10,00,79,700**

(b) Share holder having more than 5% equity share holding in the company

	As at March 31, 2020		As at March 31, 2019		As at April 01, 2018	
	No.of shares	% of holding	No.of shares	% of holding	No.of shares	% of holding
Name of shareholder						
Som Datt Khuneja	-	-	21,31,125	21%	21,31,125	21%
Som Datt Enterprises Limited	-	-	19,41,419	19%	19,41,419	19%
Usha Datt	-	-	10,35,751	10%	10,35,751	10%
Kuldip Singh Rathee	35,42,191	35%	-	-	-	-
Vijay Rathee	33,97,459	34%	-	-	-	-
	69,39,650	**69%**	**51,08,295**	**51%**	**51,08,295**	**51%**

(c) Terms/rights/restrictions attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend recommended by the Board of Directors and approved by the shareholders in the Annual General Meeting is paid in Indian Rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(d) Note on Change in Management

Mr. Kuldip Singh Rathee and Mrs. Vijay Rathee ('Acquirers') had entered into Share Purchase Agreement ('SPA') on May 11, 2019 with the erstwhile promoters of the Company for acquisition of their 6,924,255 equity shares (representing 69.19% of the total equity capital of the Company) in the Company. The SPA was partially consummated on December 18, 2019 after sale and purchase of 6,564,345 equity shares, whereas, the SPA was fully consummated on January 27, 2020 after sale/purchase of balance 359,910 equity shares. In the meantime, there is change in the management of the Company in the Board Meeting held on December 27, 2019 wherein then existing Promoter Directors had resigned and Acquirers were inducted on the Board of the Company. Subsequently, due to resignation of Mr. Satish Kumar and Mr. Lalit Mohan Segat (Independent Directors), Mr. Rajvir Singh Chhillar and Mr. Hardeep Kumar Mahotra have been appointed as Independent Directors of the Company.

Notes to financial statements for the year ended March 31, 2020
(All amounts are in INR , except otherwise stated)

19	Other Equity	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
(i)	**Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934**			
	Balance at the beginning of the year	1,98,22,152	1,94,69,557	1,93,87,229
	Addition during the year	1,18,135	3,52,595	82,328
	Balance at the end of the year	**1,99,40,287**	**1,98,22,152**	**1,94,69,557**
(ii)	**Retained earnings**			
	Retained Earning			
	Balance at the beginning of the year	2,31,84,707	2,18,51,664	2,38,40,928
	Transfer from statement of Profit and Loss	5,90,675	16,85,638	4,11,638
	Dividend paid	-	-	-
	Adjustment on account of transition to Ind AS	-	-	3,38,790
		2,37,75,382	**2,35,37,302**	**2,45,91,356**
(iii)	**Appropriations:**			
	Provision for earlier years	-	-	(26,57,364)
	Transfer to reserve fund in terms of section 45-IC(1) of the RBI Act, 1934	(1,18,135)	(3,52,595)	(82,328)
	Total Appropriations	**(1,18,135)**	**(3,52,595)**	**(27,39,692)**
	Balance at the end of the year	**2,36,57,247**	**2,31,84,707**	**2,18,51,664**
	Total Other Equity	**4,35,97,534**	**4,30,06,859**	**4,13,21,221**

19.1 Nature and purpose of other equity

(i) **Retained earnings**

Retained earnings represents the surplus in profit and loss account and appropriations.

(ii) **Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934**

Reserve fund is created as per the terms of section 45-IC(1) of the Reserve Bank of India Act, 1934 as a statutory reserve.

20	Dividend Income	For the year ended 31 March 2020	For the year ended 31 March 2019
	Dividend Income	37,551	1,74,835
	Total Dividend Income	**37,551**	**1,74,835**

21	Interest Income	For the year ended 31 March 2020	For the year ended 31 March 2019
	On financial assets measured at Amortised cost		
	Interest on deposits with banks	4,93,151	4,05,205
	Total Interest Income	**4,93,151**	**4,05,205**

Notes to financial statements for the year ended March 31, 2020
(All amounts are in INR , except otherwise stated)

22	Net gain on fair value changes	For the year ended 31 March 2020	For the year ended 31 March 2019
	Net gain / (loss) on financial instruments at fair value through profit or loss		
	On trading portfolio:		
	Investments	43,22,136	54,65,754
	Net gain on financial instruments measured on fair value:	**43,22,136**	**54,65,754**
	Fair value changes:		
	Realised gain	16,46,657	9,71,987
	Unrealised gain / (loss)	26,75,479	44,93,767
	Total net gain on fair value changes (Refer note no. 40)	**43,22,136**	**54,65,754**

23	Other income	For the year ended 31 March 2020	For the year ended 31 March 2019
	Interest on Income tax refund	15,883	-
	Total other income	**15,883**	**-**

24	Finance costs	For the year ended 31 March 2020	For the year ended 31 March 2019
	Others		
	Interest on delayed /deferred payment of income tax	225	1,600
	Total finance costs	**225**	**1,600**

25	Fees and commission expense	For the year ended 31 March 2020	For the year ended 31 March 2019
	Listing fee	3,54,000	2,95,000
	Depository charges	53,100	53,100
	Total fees and commission expense	**4,07,100**	**3,48,100**

26	Employee benefits expense	For the year ended 31 March 2020	For the year ended 31 March 2019
	Salaries, wages and bonus	15,64,608	19,00,756
	Contribution to provident and other funds	46,316	46,759.00
	Total employee benefit expenses	**16,10,924**	**19,47,515**

Notes to financial statements for the year ended March 31, 2020
(All amounts are in INR , except otherwise stated)

27	Depreciation and amortization expense	For the year ended 31 March 2020	For the year ended 31 March 2019
	Depreciation of property, plant and equipment	24,113	24,113
	Amortization of Intangible Assets	213	-
	Total depreciation and amortization expense	**24,327**	**24,113**

28	Other Expenses	For the year ended 31 March 2020	For the year ended 31 March 2019
	Repair and Maintainence	73,890	1,58,628
	Advertisement Expenses	1,02,698	74,513
	Travelling and Conveyance	1,80,552	1,91,301
	Communication Expenses	85,694	1,06,454
	Printing and Stationery	99,520	72,469
	Legal and Professional Expenses	12,71,021	1,42,531
	Office Expenses	37,485	55,548
	Loss on sale of Investment	1,83,548	-
	Payment to Auditor (refer note 28.1)	3,24,500	92,820
	Security Expenses	48,000	1,44,000
	Food and Medical Expense	61,494	1,40,621
	Miscellaneous Expenses	1,08,301	2,10,722
	Total other expenses	**25,76,703**	**13,89,607**

28.1	Auditor's Fees and expenses:	For the year ended 31 March 2020	For the year ended 31 March 2019
	As auditor		
	- Audit fee	2,50,000	77,700
	- Other Service	25,000	3,600
	- GST collected on above services	49,500	11,520
		3,24,500	**92,820**

29	Income tax expense	For the year ended 31 March 2020	For the year ended 31 March 2019
(i)	**Income tax expense**		
	Current tax		
	Current tax on profits for the year	53,804	2,90,000
	Total current tax expense	**53,804**	**2,90,000**
	Tax provision for earlier years		
	Adjustment of tax relating to earlier periods	(11,92,164)	37,860
	Total deferred tax expense	**(11,92,164)**	**37,860**
	Deferred tax		
	Deferred tax charged during the year	8,50,930	3,21,361
	Total deferred tax expense	**8,50,930**	**3,21,361**
	Total income tax expense	**(2,87,429)**	**6,49,221**

Notes to financial statements for the year ended March 31, 2020
(All amounts are in INR , except otherwise stated)

(ii) **Reconciliation of effective tax rate:**

Reconciliation of tax expense and the accounting profit/ (loss) multiplied by India's domestic tax rate for the year ended 31 March 2020 and 31 March 2019:

Particulars	**For the year ended 31 March 2020**	**For the year ended 31 March 2019**
Profit before income tax expense	2,49,442	23,34,859
Tax using the Company's domestic tax rate 19.24% (Previous year 31.2%)	**47,993**	**7,28,476**
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Exempt income u/s 10(34)	(7,225)	(54,549)
Impact on retained earning on transition to Ind AS	13,037	
Short provisioning	-	(3,83,927)
Tax provision for earlier years	(11,92,164)	37,860
Utilisation of previously unrecognised tax losses	9,64,140	3,21,406
Effect of expenses that are not deductible in determining taxable profit	(1,13,210)	(45)
Total income tax expense	**(2,87,429)**	**6,49,221**

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of future taxable income in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

30 Earning per share

Basic EPS is calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares of the Company.

The following reflects the income and share data used in the basic and diluted EPS computations:

	For the year ended 31 March 2020	**For the year ended 31 March 2019**
Weighted average number of shares used in basic earnings per share	1,00,07,970	1,00,07,970
Weighted average number of shares used in diluted earnings per share	1,00,07,970	1,00,07,970

The numerators and denominators used to calculate the basic and diluted EPS are as follows:

	For the year ended 31 March 2020	**For the year ended 31 March 2019**
Profit attributable to equity holders of the Company	5,90,675	16,85,638
Weighted average number of equity shares of Basic earning per share	1,00,07,970	1,00,07,970
Weighted average number of equity shares Diluted earning per share		
Nominal value per equity shares	10	10
Basic earning per share	0.06	0.17
Diluted earning per share	0.06	0.17

Notes to financial statements for the year ended March 31, 2020
(All amounts are in INR , except otherwise stated)

31 Financial instruments - Fair values measurement and risk management

A Fair values measurement

(i) Financial instruments - by category

The accounting classification of each category of financial instruments, and their carrying amounts, are set out below:

	As at 31 March 2020			As at 31 March 2019			As at 1 April 2018		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial assets									
Cash and cash equivalents	-	-	1,06,19,984	-	-	21,60,981	-	-	61,28,359
Trade Receivables	-	-	-	-	-	2,27,548	-	-	70,93,304
Investments	13,17,26,091	-	-	9,79,32,205	-	80,00,100	8,81,48,420	-	80,00,100
Other financial assets	-	-	-	-	-	2,56,51,098	-	-	2,25,34,891
Total financial assets	**13,17,26,091**	**-**	**1,06,19,984**	**9,79,32,205**	**-**	**3,60,39,727**	**8,81,48,420**	**-**	**4,37,56,654**
Financial liabilities									
Payables	-	-	6,38,784	-	-	1,00,172	-	-	81,299
Other Financial liabilities	-	-	-	-	-	96,655	-	-	1,88,358
Provisions	-	-	-	-	-	-	-	-	-
Total financial liabilities	**-**	**-**	**6,38,784**	**-**	**-**	**1,96,827**	**-**	**-**	**2,69,657**

The carrying amounts of trade receivables, cash and cash equivalents and other financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature.

(ii) Fair value hierarchy - Financial assets and liabilities measured at fair value

As at 31 March 2020	Note	Level 1	Level 2	Level 3	Total
Financial assets					
Fair value through profit and loss					
Investments held for trading under FVTPL	**5**	13,17,26,091	-	-	13,17,26,091
Total		**13,17,26,091**	**-**	**-**	**13,17,26,091**
Financial liabilities		-	-	-	-
Total		**-**	**-**	**-**	**-**

As at 31 March 2019	Note	Level 1	Level 2	Level 3	Total
Financial assets					
Fair value through profit and loss					
Investments held for trading under FVTPL	**5**	9,79,32,205	-	-	9,79,32,205
Total		**9,79,32,205**	**-**	**-**	**9,79,32,205**
Financial liabilities		-	-	-	-
Total		**-**	**-**	**-**	**-**

As at 1 April 2018	Note	Level 1	Level 2	Level 3	Total
Financial assets					
Fair value through profit and loss					
Investments held for trading under FVTPL	**5**	8,81,48,420	-	-	8,81,48,420
Total		**8,81,48,420**	**-**	**-**	**8,81,48,420**
Financial liabilities		-	-	-	-
Total		**-**	**-**	**-**	**-**

Fair value of instruments measured at amortised cost
The carrying amounts of Cash and cash equivalents, trade receivables, trade payable and other financial liabilities are considered to be the same as their fair values, due to their short-term nature. For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

(iii) Measurement of fair values

The fair value of financial instruments have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.
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 rely as little as possible on entity specific estimates.
Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Notes to financial statements for the year ended March 31, 2020
(All amounts are in INR , except otherwise stated)

Financial instruments measured at fair value

Instrument type	Valuation Technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Investment in equity instruments (Classified as level 1)	The equity instruments have been fair valued based on prices that are quoted on active markets for equity shares.	Not Applicable	Not Applicable
Investment in mutual funds (Classified as level 1)	The fair values of investments in mutual funds is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.	Not Applicable	Not Applicable

B Financial risk management

The Company has exposure to the following risks arising from financial instruments:
- Credit risk;
- Liquidity risk; and
- Market risk - Foreign exchange
- Market risk - Interest rate

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors have authorised senior management to establish the processes, who ensures that executive management controls risks through the mechanism of properly defined framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risks limits and controls, to monitor risks and adherence to limits. Risk management policies are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

(a) 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 receivables from customers and loans and advances. The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the balance sheet are as follows:

	As at 31 March 2020	As at 31 March 2019	As at 1 April 2018
Financial assets			
Cash and cash equivalents	1,06,19,984	21,60,981	61,28,359
Trade Receivables	-	2,27,548	70,93,304
Investments	13,17,26,091	10,59,32,305	9,61,48,520
Other financial assets	-	2,56,51,098	2,25,34,891
Total financial assets	**14,23,46,075**	**13,39,71,932**	**13,19,05,074**

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables, etc.

Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks with high credit ratings assigned by domestic credit rating agencies. Credit risk on investments is limited as the Company generally invests in mutual funds of Asset management companies that have high credit ratings assigned by domestic credit rating agencies.

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are unsecured. The Company does monitor the economic environment in which it operates. The Company manages its credit risk through credit approvals, establishing credit limits and continuously monitoring credit worthiness of parrties to which the Company grants credit terms in the normal course of business.

Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of counterparties to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss (ECL) model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for financial assets. The provision matrix takes into account available external and internal credit risk factors such as Company's historical experience for customers.

Notes to financial statements for the year ended March 31, 2020
(All amounts are in INR , except otherwise stated)

(i) Expected credit loss for investment carried at amortised cost and other financial assets

As at 31 March 2020

Asset group	Estimated gross carrying amount of default	Expected probablity of default	Expected credit loss	Carrying amount net of impairment provision
Cash and cash equivalents	1,06,19,984	0%	-	1,06,19,984
Investments	13,17,26,091	0%	-	13,17,26,091

As at 31 March 2019

Asset group	Estimated gross carrying amount of default	Expected probablity of default	Expected credit loss	Carrying amount net of impairment provision
Cash and cash equivalents	21,60,981	0%	-	21,60,981
Trade receivable	2,27,548	0%	-	2,27,548
Investments	10,59,32,305	0%	-	10,59,32,305
Other financial assets	2,56,51,098	0%	-	2,56,51,098

As at 1 April 2018

Asset group	Estimated gross carrying amount of default	Expected probablity of default	Expected credit loss	Carrying amount net of impairment provision
Cash and cash equivalents	61,28,359	0%	-	61,28,359
Trade receivable	70,93,304	0%	-	70,93,304
Investments	9,61,48,520	0%	-	9,61,48,520
Other financial assets	2,25,34,891	0%	-	2,25,34,891

(ii) Expected credit loss for trade receivables under simplified approach

The Company's exposure to credit risk for trade receivables is as follows:

Particulars	Gross carrying amount		
	As at 31 March 2020	As at 31 March 2019	As at 1 April 2018
Trade receivables	-	2,27,548	70,93,304
Less: Expected credit losses (Loss allowance provision)	-	-	-
Carrying amount of trade receivables (net of impairment)	**-**	**2,27,548**	**70,93,304**

(b) Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that the funds are available for use as per requirements. The company consistently generated sufficient cash flows from operations to meet its financial obligations as and when they fall due.

(i) Maturities of financial liabilities

The tables below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

As at 31 March 2020

Particulars	Carrying Amount	Total	Less than 6 month	6 to 12 month	1 to 3 years	3 to 5 years	More than 5 years
Trade payables	17,672	17,672	17,672	-	-	-	-
Other payables	6,21,112	6,21,112	6,21,112	-	-	-	-
Other financial liabilities	-	-	-	-	-	-	-
Total	**6,38,784**	**6,38,784**	**6,38,784**	**-**	**-**	**-**	**-**

As at 31 March 2019

Particulars	Carrying Amount	Total	Less than 6 month	6 to 12 month	1 to 3 years	3 to 5 years	More than 5 years
Trade payables	17,672	17,672	17,672	-	-	-	-
Other payables	82,500	82,500	82,500	-	-	-	-
Other financial liabilities	96,655	96,655	96,655	-	-	-	-
Total	**1,96,827**	**1,96,827**	**1,96,827**	**-**	**-**	**-**	**-**

As at 1 April 2018

Particulars	Carrying Amount	Total	Less than 6 month	6 to 12 month	1 to 3 years	3 to 5 years	More than 5 years
Trade payables	17,369	17,369	17,369	-	-	-	-
Other payables	63,930	63,930	63,930	-	-	-	-
Other financial liabilities	1,88,358	1,88,358	1,88,358	-	-	-	-
Total	**2,69,657**	**2,69,657**	**2,69,657**	**-**	**-**	**-**	**-**

Notes to financial statements for the year ended March 31, 2020
(All amounts are in INR , except otherwise stated)

(ii) The table below shows an analysis of assets and liabilities analysed (maturity analysis) according to when they are to be recovered or settled.

Particulars	As at 31 March 2020			As at 31 March 2019			As at 1 April 2018		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
ASSETS									
Financial Assets									
(a) Cash and cash equivalents	1,06,19,984	-	1,06,19,984	21,60,981	-	21,60,981	61,28,359	-	61,28,359
(b) Receivables	-	-	-	-	-	-		-	-
(i) Trade Receivables	-	-	-	2,27,548	-	2,27,548	70,93,304	-	70,93,304
(c) Investments	13,15,50,400	1,75,691	13,17,26,091	10,56,69,425	2,62,880	10,59,32,305	8,78,08,203	83,40,317	9,61,48,520
(d) Other financial assets	-		-	2,56,51,098	-	2,56,51,098	2,25,34,891	-	2,25,34,891
Non-Financial Assets									
(a) Current tax Assets (Net)	5,43,374	-	5,43,374	-	-	-	-	-	-
(b) Deferred tax assets (net)	-	12,78,127	12,78,127	-	18,84,176	18,84,176	-	26,14,602	26,14,602
(c) Investment Property	-	-	-	-	-	-	-	82,28,959	82,28,959
(d) Property, Plant and equipment	-	1,97,175	1,97,175	-	2,21,288	2,21,288	-	2,45,401	2,45,401
(e) Intangible Asssets	-	21,026	21,026	-	-	-	-	-	-
Asset held for sale	-	-	-	82,98,568	-	82,98,568	-	-	-
	14,27,13,757	**16,72,019**	**14,43,85,777**	**14,20,07,620**	**23,68,344**	**14,43,75,964**	**12,35,64,757**	**1,94,29,279**	**14,29,94,036**
Liabilities and Equity									
Liabilities									
Financial Liability									
(a) Payables									
(i) Trade Payables	17,672	-	17,672	17,672	-	17,672	17,369	-	17,369
(ii) Other Payables	6,21,112	-	6,21,112	82,500	-	82,500	63,930	-	63,930
(b) Other Financial liabilities	-	-	-	96,655	-	96,655	1,88,358	-	1,88,358
Non-Financial Liabilities									
(a) Current tax liabilities (net)	-	-	-	6,84,719	-	6,84,719	9,06,444	-	9,06,444
(b) Provisions	16,066	-	16,066	3,90,848	-	3,90,848	3,75,847	-	3,75,847
(c) Other non-financial liabilities	75,199	-	75,199	17,011	-	17,011	41,167	-	41,167
	7,30,049	**-**	**7,30,049**	**12,89,405**	**-**	**12,89,405**	**15,93,115**	**-**	**15,93,115**

(c) Market risk

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

(i) Currency risk

The Currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Since, the Company's operating, investing and financing activities, doesnot have the exposure in foreign Currencies, and it is not exposed to the effects of fluctuation in the prevailing foreign currency exchange rates on its financial position and cash flows, the company's currency risk is not there.

Sensitivity analysis
Since, the company is not exposed to foreign currencies fluctuation, the sensitivity analysis is not required.

(ii) Interest rate risk

The company invests in Liquid Fund which invests in Fixed Income instruments with the highest rating. These investments are the most secure form of investment in the market. Hence, the Company is not significantly exposed to interest rate risk.

32 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the company.

The Company's objective for capital management is to maximise shareholder value, safeguard business continuity and support the growth of the Company. The Company determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements are met through equity and operating cash flows generated. The Company is not subject to any externally imposed capital requirements.

Notes to financial statements for the year ended March 31, 2020
(All amounts are in INR , except otherwise stated)

33 Related party disclosures

Disclosure of related parties/related party transactions pursuant to Ind AS 24 " Related Party Disclosures".

A Name of the related parties and nature of the related party relationship:

(i) Key management personnel	Mr. Kuldip Singh Rathee - Non-Executive Director (w.e.f. December 27, 2019) Mrs. Vijay Rathee - Managing Director (w.e.f. December 27, 2019) Ms. Latika Datt Abbott - Managing Director (upto December 27, 2019) Ms. Charu Datt Bhatia- Director (upto December 27, 2019) Ms. Usha Datt- Director (upto December 27, 2019) Dr Satish Kumar - Independent Director(upto December 27, 2019) Mr. Lalit Mohan Segat - Independent Director (upto February 3, 2020) Mr. Rajvir Singh Chhillar - Independent Director (w.e.f. December 27, 2019) Mr. Hardeep Kumar Mahotra - Independent Director (w.e.f. January 29, 2020) Mr. Sandip Kumar Choubey - Company Secretary (w.e.f. December 9, 2019) Mr. Amit Kumar Verma - Company Secretary (Upto April 30, 2019) Mr. Rajiv Gautam- CFO (Ceases to be CFO w.e.f. June 27, 2020)
(ii) Subsidiary	Som Datt Infosoft Private Limited (upto April 24, 2019)
(iii) Enterprise in which director of the Company and their relatives are able to exercise significant influence	ASK Automotive Private Limited (w.e.f. December 27, 2019) A.P.Automotives Private Limited (w.e.f. December 27, 2019) AA Friction Materials Private Limited (w.e.f. December 27, 2019) KVP Hotels & Resorts Private Limited (w.e.f. December 27, 2019) Planet Agro Farms Private Limited (w.e.f. December 27, 2019) Vijaylaxmi Fincap Private Limited (w.e.f. December 27, 2019) Fresh Air Farms Private Limited (w.e.f. December 27, 2019) ASK Fras-le Friction Private Limited (w.e.f. December 27, 2019) Aadhunik Realty Private Limited (w.e.f. December 27, 2019) Aadhunik Agrotech Private Limited (w.e.f. December 27, 2019) KSR Reality Private Limited (w.e.f. December 27, 2019) Vijaylaxmi Farms Private Limited (w.e.f. December 27, 2019) Vijaylaxmi Infrabuild Private Limited (w.e.f. December 27, 2019) KSR Landholding Projects Private Limited (w.e.f. December 27, 2019) L.Y. Developers Private Limited (w.e.f. December 27, 2019) Vijaylaxmi Infra Projects Private Limited (w.e.f. December 27, 2019) AHSAAS Trust (w.e.f. December 27, 2019) Som Datt Securities Private Limited (upto December 27, 2019) Som Datt Infosoft Private Limited (from April 25, 2019 to December 27, 2019) Landmark Procon Private Limited (upto December 27, 2019) Som Datt Overseas Limited (upto December 27, 2019) Som Datt Power Limited (upto December 27, 2019) Som Datt Enterprises Private Limited (upto December 27, 2019) Som Datt Investments & Finance Co Private Limited (upto December 27, 2019) Bakekneads LLP (upto December 27, 2019) Sdb Infrastructure Private Limited (upto December 27, 2019) Som Datt Builders Private Limited (upto December 27, 2019)

Notes to financial statements for the year ended March 31, 2020
(All amounts are in INR , except otherwise stated)

B Particulars of transactions with related parties

Nature of transaction and name of related party	For the year ended 31 March 2020				For the year ended 31 March 2019			
	Enterprise in which director of the Company and their relatives are able to exercise significant influence	Subsidiary	Associate	Key Managerial Personnel	Enterprise in which director of the Company and their relatives are able to exercise significant influence	Subsidiary	Associate	Key Managerial Personnel
Sale of Share								
Som Datt Infosoft Private Limited*	34,80,120	-	-	-	-	-	-	-
Som Datt Securities Private Limited*	43,35,000	-	-	-	-	-	-	-
Director's Remuneration								
Mrs. Vijay Rathee	-	-	-	1,89,677	-	-	-	-
Ms. Latika Datt Abott	-	-	-	4,95,000	-	-	-	7,42,500
Remuneration								
Mr. Sandip Kumar Choubey	-	-	-	1,60,356	-	-	-	-
Mr. Amit Kumar Verma	-	-	-	-	-	-	-	2,77,500
Mr Rajiv Gautam	-	-	-	6,99,712	-	-	-	7,05,600
Sitting fees to Independent Director's								
Dr. Satish Kumar	-	-	-	15,000	-	-	-	20,000
Mr. Lalit Mohan Segat	-	-	-	5,000	-	-	-	20,000
Loan Given								
Som Datt Infosoft Private Limited	-	-	-	-	-	34,00,000	-	-
Loan Received Back								
Som Datt Infosoft Private Limited	-	-	-	-	-	34,00,000	-	-
Sale on Immovable Property								
Landmark Procon Private Limited	83,00,000	-	-	-	-	-	-	-

Notes to financial statements for the year ended March 31, 2020
(All amounts are in INR , except otherwise stated)

C Balances outstanding at year end

Nature of balances and name of related party	As on 31 March 2020				As on 31 March 2019			
	Enterprise in which director of the Company and their relatives are able to exercise significant influence	Subsidiary	Associate	Key Managerial Personnel	Enterprise in which director of the Company and their relatives are able to exercise significant influence	Subsidiary	Associate	Key Managerial Personnel
Trade Recievable								
Som Datt Securities Private Limited	-	-	-	-	-	-	2,27,548	-
Advance to KMP								
Sandip Chaubey	-	-	-	13,470	-	-	-	-
Vijay Rathee	-	-	-	8,036	-	-	-	-
Investment in Equity Shares								
Som Datt Infosoft Private Limited	-	-	-	-	-	51,00,000	-	-
Som Datt Securities Private Limited	-	-	-	-	-	-	29,00,100	-
Other Payable								
Landmark Procon Private Limited	2,29,312	-	-	-	-	-	-	-

*Som Datt Infosoft Private Limited was susidiary of the company and Som Datt Securities Private Limited was associate of the company for the year ended March 31, 2019 .

Notes to financial statements for the year ended March 31, 2020
(All amounts are in INR , except otherwise stated)

34 Disclosures under Micro, Small and Medium Enterprises Act, 2006

Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006") is as under:

	March 31, 2020	March 31, 2019	April 01, 2018
Details of dues to micro and small enterprises as per MSMED Act, 2006 the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year			
- principal amount	Nil	Nil	Nil
- interest amount	Nil	Nil	Nil
The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil	Nil
The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	Nil	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23	Nil	Nil	Nil

35 Segment Reporting

The Company operates in a single reportable segment i.e. investing. Since the nature of the investments are exposed to similar risk and return profiles hence they are collectively operating under a single segment. The Company operates in a single geographical segment i.e. domestic.

36 Transferred financial assets that are derecognised in their entirety but where the Companyhas continuing involvement

The Company has not transferred any assets that are derecognised in their entirety where the Company continues to have continuing involvement.

37 Contingent liabilities and commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) is Rs. Nil (March 31, 2019: Nil) and there is no contingent liability.

38 Standards issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

39 Employee benefit plan

I **Provident fund**

Provident fund benefit is a defined contribution plan under which the Company pays fixed contributions into funds established under Employees Provident Fund and Miscellaneous Provisions Act, 1952. The Company has no legal or constructive obligations to pay further contributions after payment of the fixed contribution. The contributions recognised in respect of defined contribution plans are expensed as and when they accrue. Liabilities and assets may be recognised if underpayment or prepayment has occurred and are included in current liabilities or current assets, respectively, as they are normally of a short term nature.

II **Compensated absence**

The Company also provides benefit of compensated absences. Compensated absence is accounted in the books on payment basis and charged to statement Profit & Loss account of the year.

III **Gratuity**

Gratuity is a post employment defined benefit plan. The liability recognised in respect of gratuity is the present value of the defined benefit obligation at the balance sheet date. The defined benefit obligation is calculated annually on estimated basis. The gratuity liability has not been actuarially calculated due to limited number of employee. Accordingly no disclosure as per Ind AS-19 is considered necessary by the management.

Notes to financial statements for the year ended March 31, 2020
(All amounts are in INR , except otherwise stated)

40 Note on Net Gain/ Loss in Fair Value Changes

Particulars	31-03-2020 Amount (Rs.)	31-03-2019 Amount (Rs.)
Sale of shares	2,84,61,35,490	5,91,59,65,652
Add: Closing Stock	1,427	9,30,99,649
	2,84,61,36,917	6,00,90,65,301
Less: Opening Stock	9,30,99,649	8,67,94,458
Less: Purchase	2,74,68,69,913	5,90,79,84,032
Profit from Capital Market Operations-- (a)	**61,67,354**	**1,42,86,811**
Direct Expenses relating to Capital Market Operations :		
Stamp Duty	4,99,102	9,84,185
Transaction Charges	1,81,224	3,83,963
Securities Transaction Tax	38,61,433	73,75,573
Auction Difference Expense	1,66,670	-
Total Direct Expenses-- (b)	**47,08,429**	**87,43,721**
Gain on Capital Market Operation	**14,58,925**	**55,43,090**
Less: Unrealised gain	**-**	45,71,103
Realised Gain from Capital Market Operation	**14,58,925**	**9,71,987**
Realised Gain on Sale of Liquid Fund	1,87,732	-
Total Realised Gain	**16,46,657**	**9,71,987**
Unrealised Gain on changes in Fair value of Shares & Liquid Fund	26,75,479	**44,93,767**
Net Gain / loss on change in fair value	**43,22,136**	**54,65,754**

41 Leases

I Transition to Ind AS 116

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 leases and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases". The Company carried out an assessment to identify all lease contracts wiithin the scope of Ind AS 116. The Company does not have any contract falling within the scope of Ind AS 116 as on the transition date. Accordingly, at the transition date, Company as a lessee has neither recognised any liability to make lease payments (i.e. lease liability) nor an asset representing the Right of use any underlyiing asset during the lease term (i.e. right-of-use asset).

Accordingly neither any interest expense on the lease liability is recognised as a finance cost nor depreciation is charged on the right-of-use asset in the statement of Profit and loss.

The Company has elected the option not to create lease liability and right-of-use asset in respect of short term leases. Short term leases refers to the leases having remaining period of 12 months from the intial date of application. In such cases. the leases are accounted for as short-term leases and the lease payments associated with such leases are recognised as an expense on a straight line basis over the lease term. The amount recognised as expense on account of short term leases is INR Nil.

42 Revenue from Contracts with Customers

The Company has recognised following amounts relating revenue in the Statement of Profit and Loss:

Particulars	For the year ended 31 March 2020	31 March 2019
Interest Income	4,93,151	4,05,205
Dividend Income	37,551	1,74,835
Net gain on fair value changes	43,22,136	54,65,754
Other income	15,883	-
Total Revenue	**48,68,721**	**60,45,794**

Disaggregation of revenue from contracts with customers

In the following table, revenue is disaggregated by primary geographical market:

Particulars	31 March 2020	31 March 2019
Within India	48,68,721	60,45,794
Outside India	-	-
Total Revenue	**48,68,721**	**60,45,794**

Contract Balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers:

Particulars	31 March 2020	31 March 2019
Receivables	-	2,27,548

Notes to financial statements for the year ended March 31, 2020
(All amounts are in INR , except otherwise stated)

43 First time adoption of Ind AS

The financial statements of the Company for the year ended March 31, 2020 have been prepared in accordance with Ind ASs notified under the Companies (Indian Accounting Standards) Rules, 2015. The adoption of Ind AS was carried out in accordance with Ind AS 101, using April 1, 2018 as the transition date. Ind AS 101 requires that all Ind AS standards and interpretations that are effective for the Ind AS Financial Statements for the year ended March 31, 2020, be applied consistently and retrospectively for all years presented.

All applicable Ind AS have been applied consistently and retrospectively wherever required. The resulting difference between the carrying amounts of the assets and liabilities in the financial statements under both Ind AS and Indian GAAP as of the Transition Date have been recognized directly in equity at the Transition Date.

In preparing these consolidated financial statements, the entity has availed itself of certain exemptions and exceptions in accordance with Ind AS 101 as explained below:

A Mandatory exceptions and optional exemptions availed

(i) Optional exemptions:

(a) **Deemed cost for property, plant and equipment, intangible assets and**
Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. This exemption can also be used for intangible assets covered by Ind AS 38 'Intangible Assets' and 'Investment Property' covered under Ind AS 40.

Accordingly, the Company has elected to measure all of its property, plant and equipment, intangible assets and investment property at their previous GAAP carrying value as its deemed cost.

(b) **Investment in subsidiary and associates**
Ind AS 101 provides a one time option to a first-time adopter either to measure its investment in subsidiaries as per previous GAAP carrying value or at fair value on the date of transition. The Company has elected to measure its investment in subsidiary and associate as per previous GAAP carrying value.

(ii) Mandatory exceptions:

(a) **Estimates**
Ind AS 101 prescribes that an entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.
The Company's Ind AS estimates as at the transition date are consistent with the estimates as at the same date made in conformity with previous GAAP.

(b) **Classification and measurement of financial assets and liabilities**
Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

(c) **De-recognition of financial assets and liabilities**
As set out in Ind AS 101, the Company has applied the derecognition requirements of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.

(d) **Impairment of financial assets**
As set out in Ind AS 101, an entity shall apply the impairment requirements of Ind AS 109 retrospectively if it does not entail any undue cost or effort. The Company has assessed impairment of financial assets in conformity with Ind AS 109.

Notes to financial statements for the year ended March 31, 2020
(All amounts are in INR , except otherwise stated)

B Reconciliations between previous GAAP and Ind AS:

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

(i) Reconciliation of the assets and libilities presented in the balance sheet prepared as per Indian GAAP and as per Ind AS as at April 01, 2018 is as follows:

Particulars		Amount as per Previous GAAP*	Effects of transition to Ind AS	Amount as per Ind AS
Financial Assets				
(a) Cash and cash equivalents		61,28,359	-	61,28,359
(b) Receivables				
(i) Trade Receivables		81,08,476	(10,15,172)	70,93,304
(c) Investments	**(a)**	9,47,94,558	13,53,962	9,61,48,520
(d) Other financial assets		2,25,34,891	-	2,25,34,891
		13,15,66,284	**3,38,790**	**13,19,05,074**
Non-Financial Assets				
(a) Deferred tax assets (net)		26,14,602	-	26,14,602
(b) Investment Property		82,28,959	-	82,28,959
(c) Property, Plant and equipment		2,45,401	-	2,45,401
		1,10,88,962	**-**	**1,10,88,962**
Total Assets		**14,26,55,246**	**3,38,790**	**14,29,94,036**
Liabilities and Equity				
Liabilities				
Financial Liability				
(a) Payables				
(I) Trade Payables				
(i) Total outstanding dues of micro enterprises and small enterprises		-	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		17,369	-	17,369
(II) Other Payables				
(i) Total outstanding dues of micro enterprises and small enterprises		-	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		63,930		63,930
(b) Other Financial liabilities		1,88,358	-	1,88,358
		2,69,657	**-**	**2,69,657**
Non-Financial Liabilities				
(a) Current tax liabilities (net)		9,06,444	-	9,06,444
(b) Provisions		3,75,847	-	3,75,847
(c) Other non-financial liabilities		41,167	-	41,167
		13,23,458	**-**	**13,23,458**
Equity				
(a) Equity share capital		10,00,79,700	-	10,00,79,700
(b) Other Equity	**(b)**	4,09,82,431	3,38,790	4,13,21,221
		14,10,62,131	**3,38,790**	**14,14,00,921**
Total equity and liabilities		**14,26,55,246**	**3,38,790**	**14,29,94,035**

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

Notes to financial statements for the year ended March 31, 2020
(All amounts are in INR , except otherwise stated)

(ii) Reconciliation of the assets and libilities presented in the balance sheet prepared as per Indian GAAP and as per Ind AS as at March 31, 2019 is as follows:

Particulars	Note No	Amount as per Previous GAAP*	Effects of transition to Ind AS	Amount as per Ind AS
Financial Assets				
(a) Cash and cash equivalents		21,60,981	-	21,60,981
(b) Receivables				
(i) Trade Receivables	**(a)**	47,98,651	(45,71,103)	2,27,548
(c) Investments	**(a)**	10,10,99,749	48,32,556	10,59,32,305
(d) Other financial assets		2,56,51,098	-	2,56,51,098
		13,37,10,479	**2,61,453**	**13,39,71,932**
Non-Financial Assets				
(a) Deferred tax assets (net)		18,84,176	-	18,84,176
(b) Investment Property		-	-	-
(c) Property, Plant and equipment		2,21,288	-	2,21,288
(d) Intangible assets		-	-	-
		21,05,464	**-**	**21,05,464**
Assets held for sale		82,98,568	**-**	82,98,568
Total Assets		**14,41,14,511**	**2,61,453**	**14,43,75,964**
Liabilities and Equity				
Liabilities				
Financial Liability				
(a) Payables				
(I) Trade Payables				
(i) Total outstanding dues of micro enterprises and small enterprises		-	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		17,672		17,672
(II) Other Payables				
(i) Total outstanding dues of micro enterprises and small enterprises		-	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		82,500	-	82,500
(b) Other Financial liabilities		96,655	-	96,655
		1,96,827	**-**	**1,96,827**
Non-Financial Liabilities				
(a) Current tax liabilities (net)		6,84,719	-	6,84,719
(b) Provisions		3,90,848	-	3,90,848
(c) Other non-financial liabilities		17,011	-	17,011
		10,92,578	**-**	**10,92,578**
Equity				
(a) Equity share capital		10,00,79,700	-	10,00,79,700
(b) Other Equity	**(b)**	4,27,45,406	2,61,453	4,30,06,859
		14,28,25,106	2,61,453	14,30,86,559
Total equity and liabilities		**14,41,14,511**	**2,61,453**	**14,43,75,964**

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

Notes to financial statements for the year ended March 31, 2020
(All amounts are in INR , except otherwise stated)

(iii) Reconciliation of statement of profit & loss for the year ended 31 March 2019:

	Note No.	Amount as per Previous GAAP*	Effects of transition to Ind AS	Amount as per Ind AS
Income				
Revenue from operations				
(i) Dividend Income		1,74,835	-	1,74,835
(ii) Interest Income		4,05,205	-	4,05,205
(iii) Net gain on fair value changes	**(a)**	55,43,090	(77,337)	54,65,754
Total Revenue from operation		**61,23,130**	**(77,337)**	**60,45,794**
Other income		-	-	-
Total income		**61,23,130**	**(77,337)**	**60,45,794**
Expenses				
(i) Finance costs		1,600	-	1,600
(ii) Fees and commision expense		53,100	-	53,100
(iii) Employee benefits expense		19,47,515	-	19,47,515
(iv) Depreciation and amortization expense		24,113	-	24,113
(v) Other expenses		16,84,607	-	16,84,607
Total expenses		**37,10,935**	**-**	**37,10,935**
Profit before exceptional items and tax		**24,12,195**	**(77,337)**	**23,34,859**
Exceptional items		-	-	-
Profit before tax		**24,12,195**	**(77,337)**	**23,34,859**
Tax expenses				
Current tax		2,90,000	-	2,90,000
Adjustment of tax relating to earlier periods		37,860	-	37,860
Deferred tax		3,21,360	-	3,21,360
Profit after tax for the year		**17,62,975**	**(77,337)**	**16,85,639**
Total comprehensive income for the period		**17,62,975**	**(77,337)**	**16,85,639**

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

(iv) Reconciliation of total equity as at March 31, 2019 and April 01, 2018

Particulars	As at March 31, 2019	As at April 01, 2018
Total equity (shareholder's funds) as per previous GAAP	14,28,25,106	14,10,62,131
Adjustments:		
Fair valuation of investment classified under FVTPL	2,61,453	3,38,790
Total adjustments	**2,61,453**	**3,38,790**
Total equity as per Ind AS	**14,30,86,559**	**14,14,00,921**

(v) Reconciliation of total comprehensive income for the year ended March 31, 2019

	For the year ended March 31, 2019
Profit after tax as per previous GAAP	**17,62,975**
Fair valuation of investment classified under FVTPL	(77,337)
Total adjustments	**(77,337)**
Total comprehensive income as per Ind AS	**16,85,639**

Notes to financial statements for the year ended March 31, 2020
(All amounts are in INR , except otherwise stated)

(vi) Footnotes to the reconciliation of equity as at April 01, 2018 and March 31, 2019 and profit & loss for the year ended March 31, 2019

(a) Fair value measurement of investments

Under Previous GAAP, the Company had accounted for long term investments at cost less provision for diminution, other than temporary, in the value of investments and current investments were measured at lower of cost or fair value. Under Ind AS, these financial assets are measured at fair value and changes in fair value are recognised either in profit and loss account or other comprehensive income based on investment classified as FVTPL or FVOCI respectively. Under Previous GAAP, the stock in trade was valued using basket approach. Only unrealised losses were accounted. Under Ind-AS stock in trade has been classified as Investment at FVTPL and recognised at fair value.

(b) Retained Earning

Retained earnings as at 1 April 2018 has been adjusted consequent to the above Ind AS transition adjustments.

(c) Other comprehensive income

Under Ind AS, all items of income and expenditure recognised in a 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 recognised in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes remeasurements of defined benefit plans and corresponding tax impact thereon. The concept of other comprehensive income did not exist under previous GAAP.

(d) Cash flow statement

There were no significant reconciliation items between cash flows prepared under Indian GAAP and those prepared under Ind AS.

44 Post reporting date events

No adjusting or significant non-adjusting events have occurred between the March 31, 2020 reporting date and the date of authorisation.

45 Authorisation of financial statements

The financial statements for the year ended March 31, 2020 (including comparatives) were approved by the board of directors on 27th June, 2020.

46 Previous year's figures have been regrouped/rearranged, wherever necessary to conform to current year's classifications / disclosures.

As per our report of even date

For D.S.TALWAR & CO.
Chartered Accountants
Firm's Registration No.: 000993N

Shradha Talwar
Partner
Membership No.: 514698

Place: Gurugram
Date: 27.06.2020

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

Vijay Rathee	**Kuldip Singh Rathee**	**Ankit Yadav**
Managing Director	Director	Chief Financial Officer
DIN: 00042731	DIN: 00041032	

Sandip Kumar Chaubey
Company Secretary
M.No. 35694

PARTICULARS AS PER NBFC DIRECTIONS - AS AT 31ST MARCH 2020

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

					(Rs in Lakhs)
Particulars					
Liabilities Side				**Amount Outstanding**	**Amount Overdue**
(1)	**Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid :**				
	(a)	Debentures : Secured		NIL	NIL
		: Unsecured		NIL	NIL
		(other than falling within the meaning of public deposits*)		NIL	NIL
	(b)	Deferred Credits		NIL	NIL
	(c)	Term Loans		NIL	NIL
	(d)	Inter-Corporate Loans and borrowing		NIL	NIL
	(e)	Commercial Paper		NIL	NIL
	(f)	Public Deposits*		NIL	NIL
	(g)	Other Loans (specify nature)		NIL	NIL
(2)	**Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid) :**				
	(a)	In the form of Unsecured debentures		NIL	NIL
	(b)	In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security		NIL	NIL
	(c)	Other public deposits		NIL	NIL
Assets Side				**Amount Outstanding**	
(3)	**Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :**				
	(a)	Secured		NIL	
	(b)	Unsecured (excluding Advance Income Tax , TDS & FBT)		NIL	
(4)	**Break up of Leased Assets and stock on hire and other assets counting towards asset financing activities**				
	(i)	Lease assets including lease rentals under sundry debtors :		NIL	NIL
		(a)	Financial Lease		
		(b)	Operating Lease		
	(ii)	Stock on hire including hire charges under sundry debtors :			
		(a)	Assets on Hire		
		(b)	Repossessed Assets		
	(iii)	Other loans counting towards asset financing activities			
		(a)	Loans where assets have been repossessed		
		(b)	Loans other than (a) above		
(5)	**Break-up of Investments**				
	Current Investments				
	1.	Quoted			
		(i)	Shares		
			(a) Equity	1.76	
			(b) Preference	NIL	
		(ii)	Debentures and Bonds	NIL	
		(iii)	Units of Mutual Funds	1315.50	
		(iv)	Government Securities	NIL	
		(v)	Others (please specify)	NIL	
	2.	Unquoted			
		(i)	Shares		
			(a) Equity	NIL	
			(b) Preference	NIL	
		(ii)	Debentures and Bonds	NIL	
		(iii)	Units of Mutual Funds	NIL	
		(iv)	Government Securities	NIL	
		(v)	Others (please specify)	NIL	
	Long Term Investments				
	1.	Quoted			

		(i)	Shares	
			(a) Equity	NIL
			(b) Preference	NIL
		(ii)	Debentures and Bonds	NIL
		(iii)	Units of Mutual Funds	NIL
		(iv)	Government Securities	NIL
		(v)	Others (please specify)	NIL
	2.	Unquoted		
		(i)	Shares	
			(a) Equity	NIL
			(b) Preference	NIL
		(ii)	Debentures and Bonds	NIL
		(iii)	Units of Mutual Funds	NIL
		(iv)	Government Securities	NIL
		(v)	Others (please specify)	NIL
		(vi)		

(6) **Borrower group-wise classification of assets financed as in (3) and (4) above :**

Category			**Amount net of provisions**		
			Secured	**Unsecured**	**Total**
1.	**Related Parties ****				
	(a)	Subsidiaries	NIL	NIL	NIL
	(b)	Companies in the same group	NIL	NIL	NIL
	(c)	Other related parties	NIL	NIL	NIL
2.	Other than related parties		NIL	NIL	NIL
Total			**NIL**	**NIL**	**NIL**

(7) **Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :**

Category			**Market Value/ Break up or Fair value or NAV**	**Book Value (Net of Provisions)**
1.	Related Parties **			
	(a)	Subsidiaries	NIL	NIL
	(b)	Companies in the same group	NIL	NIL
	(c)	Other related parties	NIL	NIL
2.	Other than related parties		1317.26	NIL
Total			1317.26	NIL

(8) **Other Information**

Particulars			**Amount**
(i)	Gross Non-Performing Assets		
	(a)	Related parties	NIL
	(b)	Other than related parties	NIL
(ii)	Net Non-Performing Assets		
	(a)	Related Parties	NIL
	(b)	Other than related parties	NIL
(iii)	Assets acquired in satisfaction of Debts		NIL

* As defined in paragraph 2(1)(xii) of the Non- Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
** As per Indian Accounting Standard under Companies (Indian Accounting Standards), Rules, 2015.

Vijay Rathee
Managing Director
DIN: 00042731

Kuldip Singh Rathee
Director
DIN: 00041032

Ankit Yadav
Chief Financial Officer

Sandip Kumar Chaubey
Company Secretary
M.No.: 35694