



26th ANNUAL GENERAL MEETING 2019-2020
BOARD OF DIRECTORS

KIRAN GOYAL	Managing Director	DIN: 00503357
DIVYA GOYAL	Director	DIN: 01995354
ASHWANI GOYAL	Director	DIN: 00502989
RAVI BERRY	Independent Director	DIN: 00468594
REKHA CHAUHAN	Independent Director	DIN: 02783776
PRAKASH CHANDRA PANJIKAR	Independent Director	DIN: 08207000

BANKERS

HDFC BANK LTD
Asaf Ali Road, New Delhi – 110002

REGISTERED OFFICE

213, Arunachal Building,
19 Barakhamba Road, New Delhi-110001

AUDITORS

Raj K Sri & Co.
Chartered Accountants, New Delhi

26th ANNUAL GENERAL MEETING

DATE 30th September, 2020
DAY Wednesday
TIME 12.15 P.M
VENUE Kiran Farms, W-10D, Western Avenue,
Sainik Farms, New Delhi — 110062

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DIRECTORS' REPORT

Dear Members,

Your directors have pleasure in presenting this 26th Annual Report together with the Audited Financial Statements of your Company for the year ended **March 31, 2020**.

FINANCIAL HIGHLIGHTS

(Figures in Lacs-Rs.)

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Total Revenue	6486.96	6778.50
Total Expenditure	6454.54	6729.19
Profit before Tax	32.42	49.31
Tax Expense	2.65	9.35
Profit for the Year	29.77	39.86
Total Other Comprehensive Income	0.00	0.00
Total Comprehensive Income	29.77	39.86

OPERATIONAL PERFORMANCE

1. The Company recorded revenue of 6486.96 Lacs for the year ended 31st March, 2020 as against Rs. 6778.50 Lacs in the previous year ended 31st March, 2019.
2. The profit before tax at Rs. 32.42 Lacs for the year ended 31st March, 2020 as against Rs. 49.31 Lacs in the previous year ended 31st March, 2019.
3. Net profit after tax at Rs. 29.77 Lacs for the year ended 31st March, 2020 as against Rs. 39.86 Lacs in the previous year ended 31st March, 2019

KEY FACTORS WHICH AFFECT THE PERFORMANCE OF THE COMPANY

In the last month of FY 2020, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lock-downs of all economic activity. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees, and on minimizing disruption to services for all our customers globally. Due to covid-19, the stock markets are adversely affected across the globe and more particularly in India. The economy is in consolidation phase and several measures are taken by the Government in reviving the economy.

OUTLOOK OF THE INDUSTRY & FUTURE PROSPECTS

With the whole-hearted efforts and the number of constructive steps being taken by the Government and its resolve to make Indian economy a US\$ 5 trillion economy by 2025, Your directors are of the opinion that the Industry shall start growing rapidly in the years to come. In view of all the progressive policies of the present government and expansion plans across all the sectors, more particularly in the Infrastructure, Health and Consumables, with major emphasis on Rural population, the financial markets seems to have a progressive future. The Government at present has announced Disinvestment in public sector undertakings for the substantial amounts. There are many IPO's already opened and many more are in the pipeline Your company being in the business of dealing in the Financial Market, the aforesaid moves had a direct impact on the performance and profitability of your company during the current year.

TRANSFER TO RESERVES

Nil amount is transferred to General Reserve.

DIVIDEND

Your Board has deferred for the time being, the decision to recommend any Dividend for the Financial Year 2019-20.

CAPITAL EXPENDITURE AND FUNDING

- (a) The Capital Expenditure incurred and funded for the year is Rs. 9.15 Lacs.
- (b) During the year under review, your company has not sold/deleted / adjusted any assets.

SHARE CAPITAL

Equity shares of the Company are being traded on BSE Ltd . The Authorized Capital of the Company is Rs. 3,25,00,000 (Rupees Three Crores Twenty Five Lakhs) consisting of 32,50,000 (Thirty Two Lakhs Fifty Thousand) equity shares of Rs. 10 each. The issued, subscribed and paid up share capital as on 31st March, 2020 was Rs. 3,05,01,000/- (Rupees Three Crores Five Lakhs One Thousand) consisting of 30,50,100 (Thirty Lakhs Fifty Thousand One Hundred) equity shares of Rs. 10 each, The company has neither issued shares with differential voting rights nor sweat equity shares during the year under consideration.

SUBSIDIARIES, JOINT VENTURE AND ASSOCIATES COMPANY

There is no subsidiary, Joint Venture and Associates company.

FRAUD REPORTED BY THE AUDITORS DURING THE YEAR:

No comments are needed as there were no such instances during the year.

RISKS AREAS OF CONCERN

The Company has laid down a well defined Risk Management Policy covering the risk mapping, trend analysis, risk exposures, potential impact and risk mitigating process. A detailed exercise is being carried out from time to time to identify, evaluate, manage and monitoring of both business and non-business risk. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

PUBLIC DEPOSITS

Your Company has neither invited nor accepted deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

CEO/CFO CERTIFICATION

The compliance to the requirement of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Chief Finance Officer of the Company has submitted to the board a certificate relating to the compliance of matter as envisaged in the said clause. (Annexure-F)

CORPORATE GOVERNANCE REPORT

As per SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, a separate section on Corporate Governance Report as on 31st March, 2020 together with a certificate issued by Statutory Auditors with respect to compliance of the provisions of Corporate Governance as on that date forms an integral part of this Report.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, following changes took place in the Board of Directors and Key Managerial Personnel:

(a) Appointment of Director

There was no change in the Board of Director during the year in review.

(b) Company Secretary & Compliance Officer of the Company

Ms. Meenakshi Mittal has resigned from the Post of Company Secretary and Compliance Officer of the Company with effect from the closure of Business hours of 31st August, 2019. Ms. Niharika Goyal, a qualified Company Secretary, being eligible, is appointed as Company Secretary and Compliance Officer of the company with effect from August 12, 2020.

(c) Retirement by rotation:

Pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, one-third of such of the Directors as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every AGM. Consequently, Mr. Ashwani Goyal (DIN:00502989), Directors will retire by rotation at the ensuing AGM, and being eligible, offers himself for re-appointment in accordance with provisions of the Companies Act, 2013.

A brief resume of the Directors being appointed/ re-appointed, experience of the Directors, names of companies in which they hold Directorships, committee memberships/ chairmanships, their shareholding in the Company, etc., have been furnished in the explanatory statement to the notice of the ensuing AGM.

Extent to relationship of Directors inter-se in terms of Section 2(77) of the Companies Act, 2013 forms part of the explanatory statement attached to the Notice of the Annual General Meeting.

(d) Declaration by Independent Directors

The Company has received and taken on record the declarations received from all the Independent Director of the Company confirming that they meet the criteria of independence as prescribed both under the Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the declarations received from the Independent Directors, the Board is of the opinion that the Independent Directors fulfill the criteria of Independence as specified in the Listing Regulations and the Act and are Independent of the Management.

(e) Evaluation of Board Performance

Pursuant to the provisions of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure requirements) Regulations 2015, the Board of Directors have devised a policy which lays down the criteria for performance evaluation of the Chairman, Board and Individual Directors (including Independent Directors), Committees. The performance of the Directors was evaluated by the Board on the basis of the criteria such as Director's participation, contribution and their guidance.

The performances of the committees are evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees and effectiveness of the

committee meetings etc. The performance of the individual committee member was reviewed on the basis of the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc.

(f) Key Managerial Personnel

In terms of provisions of Section 203 of the Companies Act, 2013 the following persons were whole-time Key Managerial Personnel ('KMP') of the Company as on 31st March, 2020:

- a. Mrs. Kiran Goyal –Managing Director
- b. Ms. Divya Goyal – Director
- c. Mr. Ashwani Goyal – Director
- d. Mr. Ravi Berry – Director
- e. Ms. Rekha Chauhan – Director
- f. Mr. Prakash Chandra Panjkar – Director
- g. Mr. Pradeep Kumar – Chief Financial Officer

MANAGERIAL REMUNERATION AND OTHER DETAILS

Disclosure pertaining to remuneration and other details as required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in this Report as “**Annexure – B**” which forms a part of this report.

Further in terms of Section 136 of the Act, the Report and accounts are being sent to the members excluding the aforesaid annexure. The said annexure is available for inspection at the registered office of the Company during the working hours and any member interested in obtaining a copy of the same may write to the Company Secretary and the same will be furnished on request.

RECOMMENDATION OF AUDIT COMMITTEE

During the year under review, there is no instance of non-acceptance of any recommendation of the Audit Committee of the Company by the Board of Directors.

MEETINGS OF THE BOARD

The Board met 7 (Seven) times during the year under review, the details of which are given in the Corporate Governance Report, the intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and SEBI (LODR) Regulation, 2015. The Composition of the Board and its four committees and the number of meeting held during the period are given in Corporate Governance Report that forms part of this Annual Report. Formal evaluation of all the directors, the board as a whole and the committees was conducted and was found satisfactory.

COMPOSITION OF BOARD

The Board of Directors comprises of 6 (Six) Directors, out of which 3 (Three) are Non- Executive Independent Directors (which include one woman director) and 3 (Three) Executive- Non Independent Director comprises of 2 (Two) woman Director. The constitution of the Board of the Company is in accordance with Section 149 of the Companies Act, 2013 and relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the year under review, there are no changes in the composition in the same.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) (c) read with 134(5) of the Companies Act, 2013, the Board to the best of their knowledge and ability confirm that:

- (a) In the preparation of the Annual Financial Statements for the year ended 31st March, 2020, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any;
- (b) The Directors have 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 as at 31st march, 2020 and of the profit of the Company for that period.
- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors have prepared the annual accounts on a going concern basis;
- (e) The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and
- (f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in **Form MGT-9** is appended as **Annexure - A** to the Board's Report and also available on the website of the Company at www.namsecurities.in. Further, a copy of Annual Report for the year ended 31st March, 2020 will be hosted on website of the Company at www.namsecurities.in

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report on the business outlook and performance review for the year ended March 31, 2020, as stipulated in Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, is available as a separate section which forms part of the Annual Report.

STATUTORY AUDITORS AND AUDITORS REPORT

The Company's Auditors, M/s Raj K Sri & Co, Chartered Accountants (Firm Registration No. 014141N), who were appointed with the shareholders' approval at the 21st Annual General Meeting for a period of five years, will complete their present term on conclusion of the ensuing 26th Annual General Meeting of the Company.

The Board, on the recommendation of the Audit Committee, recommended for the approval of the Members, the re-appointment of M/s. Raj K Sri & Co, as the Auditors of the Company for a further period of five years from the conclusion of the ensuing 26th Annual General Meeting. Appropriate resolution seeking shareholders' approval to the appointment and remuneration of M/s Raj K Sri & Co as the Statutory Auditors is appearing in the Notice convening the 26th Annual General Meeting of the Company.

M/s Raj K Sri & Co. has confirmed their eligibility and qualification required under Sections 139, 141 and other applicable provisions of the Act and Rules issued thereunder.

The Auditors' Report on financial statements for the year ended 31st March, 2020 forms part of this Annual Report. The Auditors' Report doesn't contain any qualifications, reservations, adverse remarks, disclaimer or emphasis of matter. Notes to the Financial Statements are self-explanatory and do not call for any further comments.

SECRETARIAL AUDIT

Pursuant to the provision of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board has appointed Mr. Vivek Kumar, proprietor of M/s K Vivek & Co, Practicing Company Secretary, as the Secretarial Auditor to conduct the Secretarial Audit of the Company for the financial year 2019-20.

The Secretarial audit of the company has been conducted in respect of the matters as set out in the said rules and have been provided in the Secretarial Audit Report for the financial year 2019-20, which is given in Form No. MR -3 and is provided as an **Annexure - D** to this report. There are no qualifications, reservations or adverse remarks made by M/s K Vivek & Co, Practicing Company Secretary, Secretarial Auditor of the Company in their report.

COST AUDITOR

The company does not require cost auditor.

RELATED PARTIES TRANSACTIONS

All related Party Transactions entered during the year are in the ordinary course of business and on arm's length basis. No material Related Party Transactions are entered during the year by your Company during the FY 2019-20 under section 188 of the Act and Regulations 23 of Listing Regulations. Hence, the pursuant to the provisions of the Section 134 of the Act, the relevant disclosure of Related Party Transactions to be provided under section 134 (3)(h) of the Companies Act, 2013 in form AOC-2 is annexed as **Annexure – E**.

All related party transactions are placed before the Audit Committee for its approval and noting on quarterly basis. Prior approval of the Audit Committee is obtained for the transactions which are foreseen and of a repetitive nature. The transactions entered into with related parties are certified by the Management and the Independent Chartered Accountants stating that the same are in the ordinary course of business and at arm's length basis.

The details of related party transaction that are entered during the FY2019-20 are given in the notes to the Financial Statement as per IND AS-24 which forms part of this Annual Report.

DISCLOSURES OF COMMITTEES AND ITS POLICIES

RISK MANAGEMENT POLICY

Pursuant to the requirement of Regulation 17(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formed a Risk Management Policy. This Policy seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's

competitive advantage. The policy defines the risk Management approach across the enterprises at various levels including documentation and reporting. The Risk Management Policy as approved by the Board is uploaded on the Company website. (www.namsecurities.in)

ENVIRONMENT POLICY

The Company has over the years, gone beyond the requirements of law in improving the environment in the ecosystem that it operates in and it has formalized and adopted a Corporate Environment Policy.

NOMINATION AND REMUNERATION COMMITTEE POLICY

The Nomination and Remuneration Committee of the Company has framed a policy for Directors, KMP and other Senior Management Personnel their appointment and remuneration, specifying criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under the section 178 of the Companies Act, 2013 and rules framed there under and SEBI LODR, Regulation, 2015. The Criteria as aforesaid is given in the "Corporate Governance Report". The Remuneration Policy of the Company is annexed as **Annexure C**. The said policy is uploaded on the website of the Company (<http://www.namsecurities.in>)

AUDIT COMMITTEE AND ITS COMPOSITIONS

The Audit Committee comprises of Three Non-Executive Independent Director namely Mr. Ravi Berry, Mrs. Rekha Chauhan and Mr. Prakash Chandra Panjkar. All the recommendations made by the Audit Committee are accepted by the Board.

STAKEHOLDERS AND INVESTORS GRIEVANCE COMMITTEE

The Stakeholders & Investors Grievance Committee comprises of Two Independent directors namely Ravi Berry (Chairman), Rekha Chauhan and Ms. Kiran Goyal as other member. All the recommendations made by the said committee are accepted by the board.

VIGIL MECHANISM CUM WHISTLE BLOWER POLICY

Pursuant to the provision of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the SEBI (LODR) Regulation, 2015, the Board of Directors of the Company has established Vigil Mechanism / Whistle Blower Policy. The details of the Vigil Mechanism cum Whistle Blower Policy are provided in the Corporate Governance Report. The Vigil Mechanism and Whistle Blower Policy can be accessed on the website of the Company (www.namsecurities.in)

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

During the year under review, pursuant to Section 186 of the Companies Act, 2013, no loans were given to any person, nor any Guarantees or securities were provided.

LISTING AND DEMATERIALISATION OF SHARES

As your Company's shares are listed on BSE Ltd., and is enjoying active status. Listing Fees for and up to the year 2020-21, has been paid to the stock exchanges. The ISIN of the company is INE792G01011 and Trading Code on BSE is 538395, with the symbol "NAM".

STAKEHOLDERS INITIATIVES

Your company adheres strictly to all the statutory and other legal compliances. On occurrence of any event, which has a bearing on the share price or otherwise, your company intimates the stock exchanges, within stipulated period. Your company has in place regulations for preventing and regulating insider trading and

has adhered to a code of conduct and business ethics by which the shareholder is treated at par with an employee on availability of information about the company. Your company has been prompt and regular in its replies to your queries. Your company also replies within the stipulated time to all legal and statutory authorities. The total number of shares dematerialized as on 31st March, 2020 are 2778750 shares which represent 91.10 % of the shares of the company.

PARTICULARS OF EMPLOYEES

Disclosure pertaining to remuneration and other details as required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in this Report as “Annexure B” and forms a part of this report.

CORPORATE SOCIAL RESPONSIBILITY

According to the provisions of section 135 of the Companies Act, 2013, read with Companies (Corporate Social Responsibility) Rules, 2014 the Company does not need to constitute a Corporate Social Responsibility Committee. Your Directors have immense pleasure in sharing that the Company has always been earnest for contributing towards the betterment of society. The company strives to achieve a fine balance between social, environment and economic benefits to the communities in which it operates.

MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF FINANCIAL YEAR AND DATE OF REPORT

There was no significant material changes and commitment affecting financial position of the company occurred between the end of financial year and date of report.

(i) ADOPTION OF IND-AS

Effective 1 April, 2019, the company adopted IND-AS notified by MCA with transition date of 1 April, 2018.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

There was no significant or material order passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have bearing on Company's operation in future.

INTERNAL FINANCIAL CONTROLS AND ITS ADEQUACY

The Company has in place an established proper and adequate internal control system to ensure proper recording of financial & operational information, compliance of various internal controls and other regulatory/statutory compliances. All Internal Audit findings and control systems are periodically reviewed and verified by the Audit Committee of the Board of Directors and the committee confirmed that the internal financial controls over the financial reporting are adequate and such controls are operating effectively. The Internal audit of the Company is handled by a qualified Chartered Accountant and his team of subordinates.

REPORT ON CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

The Company operates in Service Sector as a SEBI Registered Stock Broker and therefore energy consumption is only limited to electricity required for office functioning for administration functions. However, necessary initiatives have been taken by the Company from time to time for optimum utilization of energy.

- i. The Company has no manufacturing activity. The consumption of electricity continues to be minimal and adequate measures are taken to conserve power and energy.
- ii. The Company has not purchased or acquired any new technology.
- iii. The Company has not undertaken any new Research & Development activities.
- iv. There was no foreign exchange expenditure or earnings during the year under review.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has constituted an internal complaint committee under Section 4 of the Sexual Harassment of Woman at workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review there was no complaint filed before the said Committee.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and your directors confirm compliance of the same during the year under review.

CODE OF CONDUCT

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

PREVENTION OF INSIDER TRADING

Pursuant to the provision of the SEBI (Prohibition of Insider Trading) Regulations, 2018 and to prevent Insiders from procuring, communicating, providing or allowing access to unpublished price sensitive information unless required for discharge duties, the Company has formulated and adopted within the prescribed time limits, the code of Conduct ("the code") for regulating, monitoring and reporting of trading by insiders. The company has received an affirmation for compliances with Code, from all the designated persons as defined in the code.

GENERAL

Your Director state that no disclosure or reporting is required in respect of the following items, as there were no transactions on these items during the year under review:

- (a) Issue of Equity shares with differential rights as to dividend, voting or otherwise.
- (b) Issue of shares (including sweat equity shares and ESOS) to employees of the Company under any scheme.
- (c) The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.

ACKNOWLEDGEMENT

The Directors wish to acknowledge and thank the Central and State Governments and all regulatory bodies for their continued support and guidance. The Directors thank the shareholders, customers, business associates, Financial Institutions and Banks for the faith reposed in the Company and its management. The Directors place on record their deep appreciation of the dedication and commitment of your Company's employees at all levels and look forward to their continued support in the future as well.

For and on Behalf of the Board of Directors

Date : 28.08.2020

Place: Delhi

Sd/-
(Ashwani Goyal)
Director
DIN: 00502989

Sd/-
(Kiran Goyal)
Managing Director
DIN:00503357

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)

Annexure- A

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L74899DL1994PLC350531
2	Registration Date	05/07/1994
3	Name of the Company	NAM SECURITIES LIMITED
4	Category/Sub-category of the Company	Company limited by Shares / Non – Government Company
5	Address of the Registered office & contact details	213, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD, NEW DELHI- 110001, compliance@namsecurities.in
6	Name of the Stock exchange where the shares of the Company are listed.	BSE Ltd.
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Beetal Financial and Computers Services (P) Limited, 3rd floor, Beetal House, 99, Madangir, Behind LSC, Near Dada Harsukhdas Mandir, New Delhi -110062, Phone No:-011-29961281-82-83 Email Id-- beetalrta@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	%to total turnover of the company
1	Securities Trading & brokerage	6612	100 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
S.No	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	N.A.				

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

(7) Category wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the Year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	2,271,500	-	2,271,500	74.47%	2,271,500	-	2,271,500	74.47%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%

e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A)(1)	2,271,500	-	2,271,500	74.47%	2,271,500	-	2,271,500	74.47%	0.00%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A)(2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	2,271,500	-	2,271,500	74.47%	2,271,500	-	2,271,500	74.47%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2.Non-Institutions									
a) Bodies Corp.									
i) Indian	793	-	793	0.02	58	-	58	0.001	-0.019%
ii) Overseas	-	-	-	0.00%	-	-	-	-	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	219186	275550	494736	16.22%	223956	271350	495306	16.24%	0.02%
ii) Individual shareholders holding nominal share capital in	174780	-	174780	5.73	174780	-	174780	5.73%	0.00%

excess of Rs 2 lakh									
c) Others (specify)									
Individual HUF	108291	-	108291	3.55%	108290	-	108290	3.55%	-0.00%
NRI –Non-Repatriable	-	-	-	0.00%	166	-	166	.005%	.005%
Clearing Member	-	-	-	0.00%	-	-	-	-	0.00%
Sub-total (B)(2):-	503050	275550	778600	25.53	507250	271350	778600	25.53%	0.00%
Total Public (B)	503050	275550	778600	25.53	507250	271350	778600	25.53%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	2774550	275550	3,050,100	100.00%	2778750	271350	3,050,100	100%	0.00%

Shareholding of Promoter

SN	Shareholder's 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
1.	ASHWANI GOYAL	1,221,000	40.03%	0	1,221,000	40.03%	0
2.	DIVYANSHU GOYAL	395,000	12.95%	0	395,000	12.95%	0
3.	ASHWANI GOYAL HUF	433,000	14.20%	0	433,000	14.20%	0
4.	DIVYA GOYAL	222,000	7.28%	0	222,000	7.28%	0
5.	KIRAN GOYAL	500	0.02%	0	500	0.02%	0

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

There is no Change

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
	No. of Shares	% of total of the Company	No. of Shares	% of total Shares of the Company	% Change in Shareholding at the end of the year
Sahil Gohil	63900	2.10	63900	2.10	--
Vinit Gupta	56800	1.86	56800	1.86	--
Keshav Aggarwal	26800	0.88	26800	0.88	--
Sangeeta Aggarwal	22250	0.73	22250	0.73	--
Nishi Aggarwal	21110	0.69	21110	0.69	--
Karan Aggarwal	20420	0.67	20420	0.67	--
Uma Aggarwal	20300	0.67	20300	0.67	--
Kanav Aggarwal	19750	0.65	19750	0.65	--

Pooja Singh	18270	0.60	18270	0.60	-
Naresh Kumar	15093	0.49	15093	0.49	--

(V) Shareholding of Directors and key Managerial Personnel

SN	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1.	Kiran Goyal				
	At the beginning of the year	500	0.02%	500	0.02%
	Changes during the year	0	0.00%	0	0.00%
	At the end of the year	500	0.02%	500	0.02%
2.	Divya Goyal				
	At the beginning of the year	222000	7.28%	222000	7.28%
	Changes during the year	0	0.00%	0	0.00%
	At the end of the year	222000	7.28%	222000	7.28%
3.	Ashwani Goyal				
	At the beginning of the year	1221000	40.03%	1221000	40.03%
	Changes during the year	0	0.00%	0	0.00%
	At the end of the year	1221000	40.03%	1221000	40.03%

(vi) INDEBTEDNESS

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

(vii) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
	Name	Kiran Goyal	Divya Goyal	Ashwani Goyal	
	Designation	Managing Director	Executive Director	Executive Director	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	3,60,000/-	-	3,60,000/-
	(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	-	-	-	-
5	Other – Exempted Perquisites Others-Sitting Fees	-	1,25,000/-	10,000/-	1,35,000 /-
		20,000/-	20,000/-	20,000/-	60,000/-
	Total (A)	20,000/--	5,05 ,000-	30,000/-	5,55,000-

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors			
1	Independent Directors	Ravi Berry	P.C Panjekar	Rekha Chauhan	Total Amount

	Fee for attending board committee meetings	20,000/-	20,000/-	20,000/-	60,000/-
	Commission	-	-		-
	Others, please specify	-	-		-
	Total (1)	-	-		-
2	Other Non-Executive Directors		-		-
	Fee for attending board /committee meetings	-	-		-
	Commission	-	-		-
	Others, please specify	-	-		-
	Total (2)	-	-		-
	Total (B)=(1+2)	-	-		-
	Total Managerial Remuneration	20,000/-	20,000/-	20,000/-	60,000/-

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

SN.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount
	Name	Pradeep Kumar	Meenakshi Mittal	Rs.
	Designation	CFO	CS	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,78,000	1,25,000	6,03,000
	(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 - Exempted Perquisites	13,000	-	13,000
	Total	4,91,000	1,25,000	6,16,000

VII Penalties / Punishment / Compounding of offences:

There are no penalties, punishment or compounding of offences of the Company, directors and other officers of the Company during the year ended March 31, 2020

ANNEXURE- B

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20 are as under:

2.

Sr. No.	Name of the Director	Designation	Ratio of the remuneration to the median remuneration of the employees of the Company for the Financial year 2019-20
1.	Divya Goyal	Executive Director	4.12:1

3. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2019-20, are as under:

Sr. No.	Name of Director/KMP and Designation	Designation	% increase in Remuneration in the Financial Year 2019-20
1	Divya Goyal	Executive Director	8%
2	Pradeep Kumar	CFO	14%
3	Meenakshi Mittal *	CS	NA

* Resignation of Ms Meenakshi Mittal w.e.f 31.08.2019

4. The percentage increase in the median remuneration of employees in the financial year: 10%

5. There are 18 permanent employees on the rolls of the company as on 31st March, 2020;

6. Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2019-20 was 10% whereas the increase in the managerial remuneration for the same financial year was Nil. This was based on the recommendation of the Nomination and Remuneration Committee to revise the remuneration as per the remuneration policy of the company.

7. It is hereby affirmed that the remuneration paid is as per the Remuneration policy for Directors, Key Managerial Personnel and other Employees.

For and on Behalf of the Board of Directors

Date: 28.08.2020
Place: Delhi

Sd/-
(Ashwani Goyal)
Director
DIN: 00502989

Sd/-
(Kiran Goyal)
Managing Director
DIN: 00503357

ANNEXURE – C

COMPANY POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE

In accordance with the provisions of the Companies Act, 2013 and the Listing Regulations, the Company has put in place the Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and other employees of the Company including criteria for determining qualifications, positive attributes,

Independence of a Director as well as a policy on Board Diversity. The policy provides as follows:

- (a) The Nomination and Remuneration Committee of Directors (the Committee) shall take into consideration the following criteria for recommending to the Board for appointment as a Director of the Company: (a) Qualifications & experience. (b) Positive attributes like - respect for Company's core values, professional integrity, strategic capability with business vision, etc. (c) In case the proposed appointee is an Independent Director, he should fulfill the criteria for appointment as Independent Director as per the applicable laws & regulations. (d) The incumbent should not be disqualified for appointment as Director pursuant to the provisions of the Act or other applicable laws & regulations.
- (b) The Committee will recommend to the Board appropriate compensation to Executive Directors subject to the provisions of the Act, Listing Regulations and other applicable laws & regulations. The Committee shall periodically review the compensation of such Directors in relation to other comparable companies and other factors, the Committee deems appropriate. Proposed changes, if any, in the compensation of such Directors shall be reviewed by the Committee subject to approval of the Board.
- (c) The Board will review the performance of a Director as per the structure of performance evaluation adopted by the Board for Directors including Executive Directors.
- (d) The Committee will review from time to time Board diversity to bring in professional performance in different areas of operations, transparency, corporate governance, financial management, risk assessment & mitigation strategy and human resource management in the Company. The Company will keep succession planning and board diversity in mind in recommending any new name of Director for appointment to the Board.
- (e) The eligibility criteria for appointment of Key Managerial Personnel (KMPs) and other senior management personnel shall vary for different positions depending upon the job description of the relevant position. In particular, the position of KMPs shall be filled by senior personnel having relevant qualifications and experience. The Compensation structure for KMPs and other senior management personnel shall be as per Company's remuneration structure taking into account factors such as level of experience, qualification and suitability which shall be reasonable and sufficient to attract, retain and motivate them. The remuneration would be linked to appropriate performance benchmarks. The remuneration may consist of fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

ANNEXURE – D

MR - 3
SECRETARIAL AUDIT REPORT
For The Financial Year Ended 31st March, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
NAM SECURITIES LIMITED
213, Arunachal Building 19,
Barakhamba Road,
New Delhi-110001

We have conducted the Secretarial Audit of the Compliance of Applicable Statutory Provisions and the adherence to good corporate practices by the company named as **NAM Securities Limited (CIN : L74899DL1994PLC350531)** (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the 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 **NAM Securities Limited** for the financial year ended on 31st March, 2020 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. 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;
5. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) wherever applicable viz. :-
 - (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, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 2014;

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- 6 . And other applicable Laws.

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

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.
- (b) Secretarial Standards issued by the ICSI and notified by MCA.

During the period under review the Company has complied wherever applicable, with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except few occasion.

We further report that:

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

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.

FOR K VIVEK & CO.
(Company Secretaries)

Sd/-
Vivek Kumar
(Proprietor)
C.P. No. 21931
M. No. 58007
UDIN: A058007B000626828

Date: 28.08.2020
Place: New Delhi

(This report is to be read with our letter which is annexed as Annexure to MR 3 herewith)

Annexure to MR - 3

To,
The Members
NAM Securities Limited
213, Arunachal Building 19,
Barakhamba Road,
New Delhi-110001

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

FOR K VIVEK & CO.
(Company Secretaries)

Sd/-
Vivek Kumar
(Proprietor)
C.P. No. 21931
M. No. 58007
UDIN: A058007B000626828

Date: 28.08.2020
Place: New Delhi

ANNEXURE – E

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 contract / 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 transactions under third proviso thereto

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

The Company has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during the financial year 2019-20

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

(a)	Name(s) of the Related Party and Nature of Relationship	Kiran Goyal (Director of the Company) Ashwani Goyal & Sons (HUF) (Karta of HUF is Promoter of the Company) Ashwani Goyal (Promoter & Director of the Company)
(b)	Nature of contracts/arrangements/transactions	Rent of Property
(c)	Duration of the contracts/arrangements/transactions	Rent Agreement will continue till the further financial year
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Total Rent Amounting to Rs 2,70,000/- Per Annum
(e)	Date(s) of approval of the Board	May 30, 2019
(f)	Amount paid in advance, if any	N.A.
(g)	Date of seeking shareholders' approval	N.A.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(Forming part of Directors' Report)

As per the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report is provided as under:

Business Outlook

Reports of various agencies and leading economists reflect that there is an early sign of revival of economic with strong positive sentiments. Growth in GDP numbers and other economic parameters being positive overall economic scenario looks favorable for coming years.

However Fiscal deficit, Inflation still remains a cause of concern and any negative news from global front may hurt the positive market sentiments. Despite the challenges, the outlook seems positive. There is a sense of optimism for the future.

Industry Performance

The Stock Broking Industry is a cyclical industry and performance of the industry is correlated to economy and broader equity market. After being beaten down for the past several years, stocks of brokerage firms have finally witnessed an upswing, thanks to the positive market sentiment seen in the run-up to the election results. Expectations of better economic scenario the markets entering the first leg of bull phase that started in January have translated into increase in client activity resulting growth in revenue earnings.

Strength of the Company

i) Experienced top management

The promoter of NAM Group Mr. Ashwani Goyal & Mrs. Kiran Goyal is associated with financial market related services for over three decades. Our top management team comprises of qualified and experienced professionals, with proven track record.

ii) Complete Access to Capital Market

We cater to provide complete access to Capital Markets. We have presence in Equities, Derivatives, Currency, Depository, and IPO Distribution by obtaining membership of NSE, BSE and Metropolitan Exchange & DP with NSDL.

iii) Quality research

Research is the solid foundation of any Brokerage firm and we believe in providing quality research reports to our client so that they can take informative and timely decisions. We are known for our expertise in Market research and Reports have received wide coverage in the media over the years.

Future Prospects

Improvement of overall economy and significant change in market sentiment future prospects of the business looks positive. Last few months have seen a revival in the number of clients trading per day, with increase in daily call trading volumes and new account opening. With policy changes and reforms from new government it is expected that there will be a greater participation by all investors in coming years which will be beneficial for company in long run.

Opportunities

- Overall economic outlook being positive, business is set for a growth.

- A greater participation by all class of investors is expected with change in overall market sentiment.
- Management is looking to expand by opening new branches.

Threats

- Cut throat competition thrown by local and global players.
- Unclear global scenario may impact investor's sentiment.
- Rapid technological developments.

Exchange Risks

Our business is mainly domestic based so we are not exposed to any risk associated with change in currency exchange rate.

Risk Management

Risk is an inherit part of any business but risk can be managed. We have a clearly formulated risk management system in place to identify both external and internal risk and to take appropriate corrective action on time.

Internal Control System and their Adequacy

The Company has an adequate system of internal control implemented by the management towards achieving efficiency in operations, optimum utilization of resources and effective monitoring thereof and compliance with applicable laws.

The company's Internal Controls are supplemented by sound internal audit practices conducted by the experienced chartered accountants, to assess the adequacy of the internal controls procedures and processes, and their reports are reviewed by the Audit Committee of the Board. Policy and process corrections are undertaken based on inputs from the internal auditors.

Human Resource Development

Your Company lays great emphasis on proper management of human resource and recognizes human assets as a primary source for the accomplishment of its long term goals and objectives. Your company has qualified and experience staff, ready to take challenges in day to day activities. Their unfailing and on-time performance allows us to run the Company smoothly.

Segment

The company is principally engaged in a single business segment viz: Broking & Trading in Shares, Mutual Funds & Depository services.

Discussion on financial performance with respect to operational performance

The Company's financial performance with respect to Operational performance is already discussed in Director's Report which forms a part of this Annual Report.

Industrial Relation

The management and employees enjoy a cordial relationship and objective of both of them are in line to meet the overall objectives of the company.

Cautionary Statement

Statement in this report on Management Discussion and Analysis describing the projections, estimates,

expectations or predictions may be “forward looking statements” which the meaning of applicable securities law or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company operations include global and domestic demand supply conditions, Government regulations, tax regimes, economic developments and other factors such as litigation and business relations.

**For and on Behalf of the Board of Directors
For NAM Securities Limited**

**Place: New Delhi
Date: 28.08.2020**

**Sd/-
(Ashwani Goyal)
Director
DIN: 00502989**

**Sd/-
(Kiran Goyal)
Managing Director
DIN: 00503357**

CORPORATE GOVERNANCE REPORT

1. A brief statement on Company’s Corporate Governance Philosophy

Nam Securities Limited always ensures building trust with its all stakeholders based on the principles of good corporate governance. The Company has always adopted ‘best practices’ to ensure that the Company’s affairs are being managed in the most accountable, professional and transparent manner in order to protect the interest of all the stakeholders as a whole. Our philosophy is concerned with the compliance of all laws as are applicable on the Company.

2. Corporate Ethics

The Company adheres to the highest standards of business ethics, transparency in all its dealings and timely compliance with statutory and legal requirements.

3. SHE (Safety, Health and Environment) System:

The Company has adopted Safety, Health and Environment (SHE) System with a commitment to provide a safe and healthy working environment.

4. Secretary’s responsibility statement:

The Company Secretary confirms that the Company has:

- Maintained all the Statutory Registers required to be maintained under the Companies Act, 2013 (“the Act”) and the rules made there under.
- Filed all the forms and returns and furnished necessary particulars in time with the Registrar of Companies (ROC) , Ministry of Corporate Affairs (MCA) and/or Authorities as required under the Act except delay in filing of some e-forms
- Issued all notices as required to be given for convening the meeting of the Board of Directors, General Meetings of the shareholders and for conducting Postal Ballot process within the time limit prescribed by law.

- Conducted the meetings of the Board of Directors, Annual General Meeting and Postal Ballot Process as per the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Complied with all the requirements relating to the minutes of the proceedings of the meeting of the Directors, Shareholders and Postal Ballot process.
- Made due disclosures under the requirements of the Act including the requirements in pursuance to the disclosures made by the Directors.
- Obtained necessary approvals of the Directors, Shareholders, Central Government and other authorities as per the statutory requirements.
- Given loans and made investments in accordance with the requirements of the Act.
- Not exceeded the borrowing powers of the Company.
- Effected share transfers and dispatched the certificates within the time prescribed under the Act and the rules made there under.
- Complied with all the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also complied with the requirements prescribed by Securities and Exchange Board of India (SEBI) and other statutory authorities and also the requirements under the Act and related statutes in force.

5. Board of Directors

A brief Profile of each of the Board members is presented below:

Mrs. Kiran Goyal (DIN: 00503357) Mrs. Kiran Goyal is the Director of the company. She is associated with the day-to-day activities of the company and carries practical experience in handling various activities. She regularly attends various Seminars and Workshop relating to the financial services.

Ms. Divya Goyal (DIN:01995354) Divya Goyal is a Commerce graduate with MBA in finance and international marketing, she is the force behind successful launch of depository services and distribution business for NAM. Business administration is her forte. She believes in honesty, transparency and client servicing as guiding principle to growth.

Mr. Ashwani Goyal (DIN: 00502989): Mr. Goyal is a qualified Chartered Accountant with experience of over three Decades in the diversified field of Capital Market, Financial Services, and Merchant Banking with specific expertise in Equity Research.

Mr. Ravi Berry (DIN 00468594): Mr. Berry is a graduate having a vast experience and proficiency in business management with great entrepreneur skills. He is a non-executive Independent Director of the company.

Mrs. Rekha Chauhan (DIN 02783776): Mrs. Chauhan is having a rich experience and in-depth knowledge of business environment and operational structure. She is a non- executive Independent Director of the Company.

Mr. Prakash Chandra Panjkar (DIN 08207000): He has rich experience and in-depth knowledge of business environment, strategic management and Business operation and served in senior positions such as Vice President in Lavasa Corp. Limited for five years and he is Pro Vice Chancellor & CEO in Techno India University Kolkata, and also in the dynamic field's such as management, hospitality training, culinary art, executive education, as well as vocational fields.

6. Composition of Board

The composition of the Board is in conformity with **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**. The Board has an optimal combination of both executive and non-executive directors with more than one woman director as on March 31st 2020, the company have six directors, out of the six directors, three are Executive Directors and three Non-Executive Independent Directors. The chairman of the Company Mr. Ravi Berry is a Non-Executive Independent director and one – third of the Board comprises of Independent Director.

The names and categories of the Directors, their attendance at the Board meetings held during the year under review and at the Last Annual General Meeting, the number of Directorship and Committees positions held by them in other public limited companies as on 31st March, 2020 are given below:

Name of the Director	Category	Promoter (p) / Non Promoter (NP)	Attendance at Last AGM	No of Board Meeting Attended	No of Other Director ship (1)	Committee Positions* (Incisive of the Nam Securities Limited)		No of Equity Shares held in the Company as on March 31, 2020
						Membership	Chairman	
Mrs. Kiran Goyal	Executive Director	P	Yes	6	3	2	0	500
Ms. Divya Goyal	Executive Director	P	Yes	6	2	0	0	222000
Mr. Ashwani Goyal	Executive Director	P	Yes	6	0	0	0	1221000
Mr. Ravi Berry	Non – Executive Independent Director	NP	Yes	6	0	2	2	0
Mrs. Rekha Chauhan	Non – Executive Independent Director	NP	Yes	6	0	2	0	0
Mr. Prakash Chandra Panjkar	Non- Executive Independent Director	NP	Yes	6	0	0	0	0

1. The Directorship held by Director as mentioned above, do not include directorship in foreign companies and companies under section 8 of the Companies Act, 2013.

The Committee Chairman / Membership are within limits laid down in SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015. Committee membership* includes membership of Audit Committee and Stakeholders' Relationship Committee in all public limited companies (whether listed or not) including Nam Securities Limited.

As per requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, particulars of director seeking appointment / re-appointment at ensuring AGM are given in the Notice of the AGM. Pursuant to the requirements of the regulation 36 of the SEBI (listing Obligations and Disclosure Requirements) regulations, 2015, on Corporate Governance, the information required to be given, in case of the appointment of a new director or re-appointment of a director, is given as follows:

Particulars	Mr. Ashwani Goyal
DIN	00502989
Date of appointment	31.03.2017
Qualification	B.Com, FCA, ICWAI(I)
Expertise in Specific functional areas	A qualified Chartered Accountant with experience of over three Decades in the diversified filed of Capital Market, Financial Services, and Merchant Banking with specific expertise in Equity Research.
Directorship Held in other Listed Companies (excluding foreign companies)	Nil
Membership/ Chairmanship of Committees of other Indian Public companies	Nil
Relationships between directors inter- se	Husband of Mrs. Kiran Goyal and Father of Ms. Divya Goyal
Number of Shares held in the Company	12,21,000

7. Number of Board Meeting held:

The Board of Directors duly met seven times during the financial year from 1st April, 2019 to 31st March, 2020. The dates on which the meetings are held are as follows:

Date of Board Meeting	No. of Directors entitled to attend	No of Directors Present
01.05.2019	6	5
30.05.2019	6	5
14.08.2019	6	5
30.08.2019	6	5
31.08.2019	6	5
13.11.2019	6	5
14.01.2020	6	5

The meetings of the Board have been held at regular intervals with maximum time gap between two meetings of not more than one hundred and twenty days. The necessary quorum was present for all meetings. All the requisite matters of business including the information as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are placed before the board for its consideration and/or approval. The Minutes of the proceedings of the Board of Directors were noted and the draft minutes were circulated amongst the members of the Board for their perusal.

8. Disclosure Of relationship between Directors inter se:

Kiran Goyal	Divya Goyal	Ashwani Goyal	Ravi Berry	Rekha Chauhan	Mr. Prakash Chandra Panjkar
Wife of Mr. Ashwani Goyal & Mother of Ms. Divya Goyal	Daughter of Mr. Ashwani Goyal & Mrs. Kiran Goyal.	Husband of Mrs. Kiran Goyal & Father of Ms. Divya Goyal.	No relation with any board members	No relation with any Board members	No relation with any Board members

9. Post meeting follow up mechanism

The important decisions taken at Board and Committee meetings are communicated to the respective departments after meetings for implementations of the decisions taken by the Board.

10. Independent Directors:

The company has complied with the provisions of Section 149(6) of Companies Act, 2013 and provision of SEBI (Listing Obligations and Disclosure Requirements) regulation, 2015. All the Independent Directors have confirmed that they meet the criteria as mentioned under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013.

None of the Independent Directors of the Company serve as Independent Director in any other Listed Company. The maximum tenure of Independent Directors is in accordance with the Companies Act , 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Directors are provided with necessary documents, reports and internal polices to enable them to familiarize with the Company's procedures and practices. They are also familiarized with roles, rights and responsibilities, nature of the industry in which the Company operates, business model of the Company, etc. The details of such familiarization Programme have been disclosed on the website of the Company www.namsecurities.in

The performance evaluation of Independent Directors has been done by the entire Board of Directors (excluding the director being evaluated). All the Directors possess knowledge in the field of administration, business and industry, the presence of directors in our Board is adventurous and their continuing efforts for the welfare of the Company as a whole may lead to great heights.

The Independent Directors of the Company meet at least once in every financial year without the presence of Executive Directors and Management Personnel. All the Independent Directors of the Company were present at this meeting, The Independent Directors in this meeting have:

- Reviewed the performance of Non-Independent Directors and the Board as a whole
- Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
- The Company has paid any sitting fees to its Independent Directors.

11. Separate Meeting of Independent Directors:

During the financial Year, a Separate Meeting of the Independent Directors of the Company was held on 25th February, 2020 at the registered office of the Company at 213, Arunachal Building, 19, Barakhamba Road, New Delhi-110001 wherein the items as enumerated under Schedule IV of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were discussed:

- Review the of performance of Non-Independent Directors and the Board as a whole.
- Review the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non – Executive Directors.
- Assessment of the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

12. COMMITTEE:

a) AUDIT COMMITTEE

There are three members of the Audit Committee. Audit Committee comprises of one Executive-Director and two Independent Directors . The committee met four times during this year. The constitution of the committee and the particulars of attendance at the committee meetings are given below:

Name of the Director / Member	Category	Audit Committee Meeting	
		Held	Attended
Ravi Berry	Chairman	4	4
Kiran Goyal	Member	4	4
Rekha Chauhan	Member	4	4

During the year under review the Audit Committee met four times on 30th May, 2019, 14th August 2019, 13th November, 2019, 14th January, 2020.

CHAIRMAN OF AUDIT COMMITTEE HAD ATTENDED THE LAST ANNUALGENERAL MEETING

The Minutes of the Audit Committee Meetings are circulated to the Board, where it was discussed and taken note of. The Audit Committee considered and reviewed the accounts for the year 2019-2020, before it was placed before the Board.

TERMS OF REFERENCE

The Audit Committee periodically reviews the adequacy of internal control system of the company and reviews the reports of the Statutory Auditors and discusses their findings. The terms of reference made by the Board to the Audit Committee are in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 177 of the Companies Act, 2013.

- a. Review of financial statement before submission to the Board of Directors.
- b. To initiate steps for implementing effective internal control systems to safeguard assets of the company.
- c. To investigate in to any matter, either in relation to the terms specified in section 292A of the

- Companies Act, 2013 or referred to it by the Board.
- d. Review the Company's financial and risk management policies.
 - e. The Statutory Auditors of the Company are invited to attend the meeting.

b) NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors constituted this committee which comprises of three members, All the members of the Nomination and Remuneration Committee are independent directors as under:-

Name of the Director /Member	Category
Ravi Berry	Chairman
Prakash Chandra Panjekar	Member
Rekha Chauhan	Member

During the year ended 31st March, 2020, only one meeting of this committee was held during the year under review, all the members were present in such meeting.

BRIEF DESCRIPTION OF TERMS OF REFERENCE

The broad terms of reference to the Remuneration Committee are to recommend to the Board regarding salary (including annual increments), Perquisites and Commission/incentives to be paid to the Managing Director, CFO, Executive Director.

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

Pursuant to the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has evaluated the performances of each Independent Director. The questionnaires are prepared considering the business of the Company. The evaluation framework for assessing the performance of Independent Directors comprises of the following key areas:

1. Attendance at Board and Committee Meetings;
2. Quality of contribution to Board deliberations;
3. Strategic perspectives or inputs regarding future growth of the Company and its performances;
4. Providing perspectives and feedback going beyond information provided by the management.

REMUNERATION TO DIRECTORS:

1. The Non-Executive Directors had no pecuniary relationship or transactions with the Company during the year 2019-2020.
2. Non-Executive Directors did not draw any remuneration from the Company. Total Sitting fees to Non-executive Independent Directors was Rs. 60,000/-

3. DETAILS OF REMUNERATION / FEES PAID / PAYABLE TO THE DIRECTORS ARE AS UNDER:

Name	Salary	Perquisites and allowances	Contribution to PF and Others	Commission	Sitting fees	Total
1. Klrn Goyal	-	-	-	-	20,000/-	20,000/-
2. Divya Goyal	3,60,000/-	1,25,000/-	-	-	20,000/-	5,05,000/-
3. Ashwani Goyal	-	10,000	-	-	20,000/-	30,000/-
4. Ravi Berry	-	-	-	-	20,000/-	20,000/-
5. Rekha Chauhan	-	-	-	-	20,000/-	20,000/-
6. Prakash Chandra Panjekar	-	-	-	-	20,000/-	20,000/-

The above details of remuneration or fees paid are all elements of remuneration package of individual Director summarized under major groups.

- i. Apart from the above mentioned of remuneration or fees paid, there are no other fixed component and Performance linked incentives based on the performance criteria;
- ii. There are no separate service contracts with any of the directors. The tenure of office of the Managing Director and Whole Time / Executive Directors is for five years from their respective dates of appointment, and can be terminated by either party by giving one month's notice in writing.
- iii. There is no separate provision for payment of severance fees.
- iv. No stock options are offered to any of the Directors of the Company during the year under 2019-2020.

c) STAKEHOLDERS RELATIONSHIP COMMITTEE AND GRIEVANCE COMMITTEE

The Board of Directors constituted this committee which comprises of three members, one Non-Independent director and two Independent Directors. The Shareholders' and Investor Grievances committee specifically looks into redressing of shareholders and investors complaints such as transfer of shares, non-receipt of share certificates and/or dividends and to ensure expeditious share transfer process. The committee endeavours to settle shareholders complaints in minimum possible time.

The Committee consists of the following directors:

Name of the Director / Member	Designation
Ravi Berry	Chairman
Kiran Goyal	Member
Rekha Chauhan	Member

During the year under review, the Committee met four times to deliberate on various matters referred above and also responsible for the redressal of investors complaints.

The Company Secretary cum Compliance Officer of the Company is responsible for the redressal of Investor's Complaints. Status of Investors' Complaints / services request during the year under consideration is given under:

Opening balance at the beginning of the Year	0
Received during the year	0
Disposed during the year	0
Closing balance at the end of the Year	0

d) RISK MANAGEMENT COMMITTEE:

The Risk Management Committee of the Company is constituted in line with the provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with the provisions of the Companies Act, 2013. Composition and Meetings There are three members in Risk Management Committee. It comprises of one non-Independent director & two Independent Directors. The Committee met once during this year. The constitution of the committee and the particulars of attendance at the committee meetings are given below:

Name of the Director / Member	Category	Risk Committee Meeting	
		Held	Attended
Ravi Berry	Chairman	1	1
Divya Goyal	Member	1	1
Rekha Chauhan	Member	1	1

13. GENERAL BODY MEETINGS

Date	Category	Venue	Time	No. of Special Resolutions
30.09.2019	AGM	Kiran Farms, W-10D, Western Avenue, Sainik Farms, New Delhi — 110062	12:15 PM	2
28.09.2018	AGM	LGF, Plot No. 410, Sector-31, Gurugram – 122001, (HR)	12:00 Noon	3
29.09.2017	AGM	LGF, Plot No. 410, Sector-31, Gurugram – 122001, (HR)	12:00 Noon	2

Venue of the General Meeting has been chosen for its location, prominence, & capacity.

14. Whether special resolutions are put through postal ballot last year -NO

15. Details of non-compliance by the company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any authority on any matter related to capital markets, during last 3 years: NIL

16. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL:

The Board has laid down a code of conduct for all the Board members and senior management personnel of the Company, in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All board members and senior management personnel of the Company have affirmed compliance with the code of conduct of on annual basis. A declaration pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is signed by the Managing Director is annexed to this Report.

17. CEO/CFO CERTIFICATION

In compliance to the requirements of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Chief Finance officer of the Company has submitted a compliance certificate relating to financial statements and other matters as envisaged in the said clause.

18. CODE FOR PREVENTION OF INSIDER TRADING

In accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company have adopted a revised code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information. This Code is applicable to all the directors/officers/designated employees of the Company. The Code ensures the dealing in shares by the persons having access to Unpublished Price Sensitive Information.

19. WHISTLE BLOWER AND VIGIL MECHANISM

The Company has created a vigil mechanism by implementing a Whistle Blower Policy to report genuine concerns of grievances, providing adequate safeguards against victimization and for direct access to the Chairperson of the Audit Committee.

20. DISCLOSURES

(a) Compliance of Capital Market Guidelines by the Company:

The Company has complied with all the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the Stock Exchanges, SEBI, and other statutory authorities on all the matters related to the capital market. No penalties or strictures have been imposed on the Company by the Stock Exchange, SEBI or any other Statutory Authorities in relation to the above.

(b) Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee:

The Company is committed to conduct its business in accordance with applicable laws, rules and regulations and with highest standards of business ethics. The Company has well-established Whistle blower policy as a part of vigil mechanism for its directors and employees to report their genuine concerns about any unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics. Till the date Audit Committee has not received any complaints from its directors and employees and your company is affirming that till the date no person has denied access to Audit Committee.

(c) Compliance with mandatory requirements and adoption of the non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company had complied all the mandatory requirement and followed guidelines of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also adopted several non- mandatory requirements as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(d) Risk Management:

The Company has a risk management framework in place, , the management identifies and monitors business risks on a continuous basis and initiates appropriate risk mitigation steps, as and when deemed necessary.

(e) Material Subsidiaries

The Company does not have any subsidiary; hence the Company is not required to frame policy on Material Subsidiary.

(f) Disclosure of Corporate Governance Compliance

In terms of the provisions of regulations 15(2) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 the provisions with respect to compliance with Corporate Governance are not applicable on the Company as the Paid up Equity Share Capital of the Company is not exceeding Rs. 10 Crores and Net worth is not exceeding Rs. 25 Crores as on 31st March, 2020. However, the Company Voluntarily adopted the Report on Corporate Governance which forms part of this Annual Report.

(g) Disclosure of accounting treatment:

Transition from Indian GAAP To Ind As

The Financial Statements and other financial information for FY2020 are based on our standalone and consolidated financial statements prepared in accordance with the Indian GAAP. The Institute

of Chartered Accountants of India has issued Ind AS (a revised set of accounting standards) which largely converges Indian accounting standards with International Financial Reporting Standards. The Ministry of Corporate Affairs, which is the law making authority for adoption of accounting standards in India, has notified these Ind AS for adoption. Further, the Ministry has also issued a roadmap for transition to Ind AS by Indian companies in a phased manner starting from April 1, 2016. For banking companies and non-banking finance companies, the implementation date for Ind AS was April 1, 2018. Subsequently, RBI, vide its Press Release dated April 5, 2018, deferred the implementation of Ind AS by banking companies by one year i.e. to start on April 1, 2019. However, the Company, being a subsidiary of ICICI Bank Limited, was required to prepare its financial statements under Ind AS from April 1, 2018 onwards.

Certain principal differences between Indian GAAP and Ind AS that have a material effect on our financial statements are summarised below: Principal differences between Indian GAAP and Ind AS that have a material effect on our financial statements Under Indian GAAP, investments that are acquired with the intention of holding them for not more than one year from the date on which such investments are made, are classified as current investments and are reported as stock-in-trade. Investments acquired with the intention of holding for more than one year from the date on which such investments are made are classified as long-term investments. The securities held as stock in-trade are carried at cost or market value, determined on an individual investment basis, whichever is lower.

Accordingly, only mark-to-market losses on securities held as stock-in-trade is recognized in the profit and loss account while gains are ignored. Long-term investments are carried at acquisition cost after providing for diminution in value, if such diminution is other than of a temporary nature. As per Ind AS, all financial assets are classified at 'amortized cost', 'fair value through other comprehensive income' or 'fair value through profit and loss'. These classifications are based on the business model test and the contractual cash flow test. All unrealized gains or losses for financial assets classified at fair value through other comprehensive income are accounted for in the other comprehensive income and on assets at fair value through the profit and loss in the profit and loss account. Financial assets classified as at amortized cost are carried at amortized cost. Under Indian GAAP, provisions are made for specific receivables based on circumstances such as credit default of customer or disputes with customers. Ind AS requires entities to recognize and measure a credit loss allowance or provision based on an expected credit loss model. The expected credit loss model has been applied to loans and receivables. Under Indian GAAP, lease payments under an operating lease are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term unless another systematic basis is more representative of the time pattern of the user's benefit.

Under Ind AS, lease payments under an operating lease are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term unless (a) another systematic basis is more representative of the time pattern of the user's benefit; or (b) the payments to the lessor are structured to increase in line with expected general inflation for cost increases. Further, Ind AS prescribes the accounting treatment for incentives received under the operating leases such as a rent-free lease term. Accordingly, the lease rentals have not been straight lined and the benefit of a rent-free lease term has been amortized over the lease term in accordance with the guidance given in Ind AS.

Under Indian GAAP, transaction fees and costs associated with the origination of financial instruments are accounted for upfront. Under Ind AS, qualifying transaction fees and costs associated with origination of financial instrument have been amortized over the period of the financial instrument as an adjustment to the yield.

Under Indian GAAP, all actuarial gains/losses related to employee retirement benefit are recognized in the year in which they arise through suitable credit/debit in the profit and loss account of the year. Under Ind AS, actuarial gains/losses have been accounted for in Other Comprehensive Income as a part of other equity.

Indian GAAP permits the use of either the intrinsic value or fair value method to account for its employees' stock based compensation plans. Under the intrinsic value method, compensation cost is measured by the excess, if any, of the fair market price of the underlying stock on the date of grant of options over the exercise price on the grant date. The fair value method is based on the fair value of the option at the date of grant. The fair value is estimated using an option-pricing model (for example, the Black-Scholes or Binomial model). Ind AS requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their grant date fair values. Further, Ind AS provides the guidelines for the accounting for share-based payment transactions among group entities in each entity's separate or individual financial statements (for example, employees of a subsidiary are granted rights to equity instruments of its parent as consideration for the services provided to the subsidiary). However, there is no specific guideline for the accounting for share based payment transactions among group entities under Indian GAAP. Accordingly the Company has accounted for all share based payments granted to its employees in the books.

Under Indian GAAP, deferred tax assets and liabilities are recognized by considering the impact of timing differences (income approach) between the taxable income and accounting income for the current year and carry-forward losses as compared to Ind AS, where deferred tax assets and liabilities are recognized in respect of the temporary differences (balance sheet approach) between the carrying amount of assets and liabilities for financial reporting purpose and amount used for taxation purposes.

(h) Related Party Disclosures:

The disclosures as required by Indian Accounting Standard (IND AS - 24) on "Related Party" are given in appended financial statements under notes to accounts. The Board has approved a policy for Related Party Transaction and which has been uploaded on the website of the Company (www.namsecurities.in)

(i) Disclosure with respect to Demat suspense account / unclaimed suspense account:

The Company does not have any of its securities lying in Demat /unclaimed suspense account arising out of public/bonus/right issues as at 31 March, 2020. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not requires reporting.

(j) Compliance Certificate for Code of Conduct:

The declaration by Managing Director affirming compliance of Board and Senior Management Personnel to the Code of Conduct is also annexed herewith and forms part of Annual Report as per Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(k) Compliance Certificate by Statutory Auditors:

The Company has obtained a certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance as stipulated in Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which is annexed as Annexure - G herewith and forming part of Annual Report.

(l) Certificate on Non- Disqualification of Directors:

M/s K Vivek & Co, Practicing Company Secretaries have certified that for the financial year ended on 31st March, 2020, none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by SEBI or MCA or any such Authority. A Certificate issued by M/s K Vivek & Co, to the effect is attached as an "Annexure – H"

21. Means Of Communications

1.	In which newspaper quarterly results normally published in	Financial Express (English) Jansatta (Hindi)
2.	Any website where displayed	www.namsecurities.in
3.	Whether it displays official news releases	Yes
4.	Presentation made to institutional investor or to the analyst	Nil
5.	Whether Management Discussions and analysis is part of annual report or not.	Yes

During the year 2019-2020, the Company has not made any presentation to institutional investors or analyst.

22. Financial Calendar

Fourth Qr. & Yearly Audited Financial Results 2019-20:	31 st July, 2020
First Quarterly Results 2019-20	On or before 15 th September, 2020
26 th AGM	30 th September, 2020
Second Quarterly Results 2019-20(Tentatively)	On or before 15 th November, 2020
Third Quarterly Results 2019-20 (Tentatively)	On or before 15 th February, 2021

23. General Information

- a. Annual General Meeting: As indicated in Notice to our shareholders, Annual General Meeting of the Company will be held on Monday, 30th Sep. 2020 at 12.15 pm at at Kiran Farms, W-10D, Western Avenue, Sainik Farms, New Delhi — 110062.
- b. **Financial Year:** April 01st to March 31st
- c. **Book closure:** From 24th September , 2020 to 30th September , 2020 (both dates inclusive) for the purpose of Annual General Meeting of the Company.
- d. **Listing of company equity shares:** Bombay Stock Exchange **Code:** 538395
- e. **ISIN:** INE792G01011
- f. **CIN:** L74899DL1994PLC350531
- g. **Listing Fees:** The Company has paid the listing fees for the year 2019-2020 & 2020-21 to the Stock exchange where the shares are listed.
- h. **Share Price Movements** The monthly high and the Low prices of the company share on BSE Ltd, from 1st April, 2019 to 31st March, 2020 are as under.

	Bombay Stock Exchange Limited		
	Month High	Month Low	Volume
April, 2019	57.05	51.90	26
May, 2019	59.90	59.90	2

June, 2019	--	--	-
July, 2019	--	--	-
August, 2019	62.85	62.85	5
September, 2019	--	--	-
October, 2019	62.85	61	10
November, 2019	65.00	61.95	14
December, 2019	65.00	65.00	6
January, 2020	65.00	65.00	10
February, 2020	65.00	65.00	5
March, 2020	65.00	63.70	432

- g. **Trading of Securities:** The securities of the Company were not suspended from trading during the year 2019-2020.
- h. **Register and Share Transfer Agent (RTA):**
 Beetal Financial & Computer Services Private .Ltd.
 3rd floor, 99, Madangir, behind Local shopping Centre,
 Near Dada Harsukhdas Mandir, New.Delhi-62,
- i. **Name and designation of Compliance officers:**
 Ms. Niharika Goyal, Company Secretary, 213, Arunachal Building, 19,
 Barakhamba Road, New Delhi-110001
- j. **Reconciliation of Share Capital Audit**
 As stipulated by SEBI, a reconciliation of Share Capital Audit is conducted by a qualified Chartered Accountant for every quarter in order to reconcile the total issued and listed capital and the total admitted capital with both depositories namely, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). A report on Reconciliation of Share Capital Audit confirms that the total issued / paid up capital is in agreement with aggregate total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL, and the status of the Register of Members. The said Reports were placed before the Board of Directors of the Company and were also sent to the BSE in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- k. **SEBI Complaint Redressal System (SCORES):**
 The Investor's Complaints were also being processed through the centralized web base complaint redressal system. Through SCORES an investor can view online, the current status and the action taken on such complaint.
- l. **Compliance with Applicable Secretarial Audit:**
 During the year under review, your Company has complied with all the applicable standards. The same has also been confirmed by Secretarial Auditors of the Company.
- m. **Share Transfer System**
 The Board delegated the authority to transfer shares to the Share Transfer Committee. The Company has appointed Beetal Financial & Computer Services P. Ltd as its Registrar & Share Transfer Agent, for carrying out all the work related to the Share department for both physical & electronic mode of Share Transfers and all the work of Share Department related activity is handled by the office of Registrar and Share Transfer. The Committee oversees transfers, transmissions, dematerialization of shares.
- n. **Distribution of Shareholding and Shareholding pattern as on as on 31.03.2020**
 Distribution of Shareholding of the equity shares of the Company and the Shareholding pattern as on as on

31.03.2020 are given below in Table A and Table B respectively.

Table A: Distribution Schedule of the Company

No of shares	No. of shareholders	% of Shareholders	No. of share held	Amount in Rs.	% of Shareholding
Up to 5000	285	49.65	96485	964850	3.1633
5001 to 10000	243	42.33	203862	2038620	6.6838
10001 to 20000	5	0.87	8130	81300	0.2665
20001 to 30000	7	1.21	18928	189280	0.6206
30001 to 40000	2	0.34	6902	69020	0.2263
40001 to 50000	1	0.17	5000	50000	0.1639
50001 to 100000	15	2.61	133015	1330150	4.3610
100001 and Above	16	2.78	2577778	25777780	84.5145
	574	100%	3050100	30501000	100%

Table B: Categories of Shareholding as on 31.03.2020

Sl.No.	Categories	Nos. of Shareholders	No. of shares held	Voting strength
A	Promoter & Promoter Group[p			
	a. Indian	5	22,71,500	74.47%
	b. Foreign	0	0	0
	Sub Total (A)	5	22,71,500	74.47%
B.	Public			
	a. Institution	0	0	0
	b. Non – Institution	569	778600	25.53%
	Sub Total (b)	569	778600	25.53%
C	Shares held by custodian and against which Depository Receipts have been issued	-	-	-
	Total (A +b + C)	574	3050100	100%

Note: Company has only one class of shares (equity share of face value of Rs. 10/- each)

o. List of Shareholders other than promoter holding more than 1% as on 31st March,2020

S.No.	Name of Share holder	No of share held	% of total
1	Sahil Gohil	63,900	2.10%
2	Vinit Gupta	56,800	1.86%

p. Dematerialization of Shares and Liquidity.

The equity shares of the company are in DEMAT mode. In order to enable the members to hold their shares electronic form and to facilitate scrip-less trading, the company has enlisted its shares with NSDL & CDSL.

Dematerialization of shares as on 31.03.2020 and its status is as under:

Particulars	No. of shares	(% in share capital)
NSDL	2721012	89.211

CDSL	57738	1.893
Total Demat	2778750	91.104
Physical	271350	8.896
Total	3050100	100.00%

- q. **Outstanding GDR/ADR/Warrants Or Any Convertible Instruments, Conversion Date. &Likely Impact On Equity:** NIL
- r. **Commodity Price Risk Or Foreign Exchange Risk And Hedging Activities**
The Company is not exposed to the risk of price fluctuation of raw material; neither there are any exposures to foreign exchange risk.
- s. **Designated E-mail ID for Shareholders:** contact@namssecurities.in
- t. **Address for Correspondence with the Company:**
Reg.. Office: 213, Arunachal Building, 19, Barakhamba Road, New Delhi-110001
Website: www.namsecurities.com, Phone No. 011-23731122
- u. **Green Initiative in Corporate Governance**
As a part of green initiative, the Company has taken initiative by sending all the relevant documents like notice of Annual General Meeting, Corporate Governance Report, Director Report, Audited Financial Statements, Audit Report etc, by email. It has been requested to send the documents in electronic form or inform the Company in case any investor wishes to receive the above documents in physical mode.
- v. **Other Requirements: Chairman of the Board:** Our chairman is a non executive chairman maintains office at its registered office.

24. Other Useful Information

- a. **Consolidation of folios and avoidance of multiple mailing**
In order to enable the company to reduce costs and duplicity of efforts for investing servicing, members who may have more than one folio in their individual name or jointly with other persons mentioned in the same order, are requested to consolidate all similar holdings under one folio. This would also help in monitoring the folios more efficiently.
- b. **Transfer / Transmission / Transposition of Shares**
The SEBI made it mandatory that a copy of the Pan Card is to be furnished to the Company in the following cases:
- Deletion of name of deceased shareholder(s) where shares are held in the name of two or more shareholders
 - Transmission of shares to the legal heirs where shares are held solely in the name of deceased shareholder
 - Transposition of shares where order of names of shareholders are to be changed in the physical shares held jointly by two or more shareholders.
- Investors, therefore, are requested to furnish the self attested copy of PAN Card at the time of sending the physical share certificate(s) to the Company, for affecting any of the above stated requests. Shareholders are also requested to keep record of their specimen signature before lodgment of shares with Company in order to avoid probability of signature mismatch at a later date.
- c. **Dematerialization of Shares**
The Company's shares are covered under the compulsory dematerialization list & are transferable through

the depository system of both NSDL & CDSL. All requests for Demat of shares are processed and confirmed to the depositories, NSDL & CDSL within 15-30 working days. Shares received for physical transfers are registered within a maximum period of two weeks from the date of receipt, if the documents are clear in all respects. The share transfer is approved by the share Transfer committee which meets as and when required.

d. Nomination Facility:

Provision of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the rules made there under extends nomination facility to the individuals holding shares in physical form. To help the legal heir/ successors get the shares transmitted in their favour, shareholder(s) are requested to furnish the particular of their nomination in the prescribed Nomination Form. Shareholder(s) holding shares in dematerialized form are requested to register their nomination directly with respective DPs.

e. Quote Folio No./ DP Id No.

Shareholders / Beneficial Owners are requested to quote their Folio Nos. / DP Id nos. as the case may be, in all correspondence with the Company. Shareholders are also requested to quote the E-mail IDs, contact numbers for prompt reply to their correspondence.

For and on Behalf of Board of Directors

Date: 28.08. 2020
Place: Delhi

Sd/-
(Ashwani Goyal)
Director
DIN: 00502989

Sd/-
(Kiran Goyal)
Managing Director
DIN: 00503357

Certificate of Compliance with the Code of Conduct Policy

As provided under clause 17(5) (a) of the SEBI (LODR) Regulation, 2015, all Board Members and the Senior Management personnel have confirmed compliance with the Business ethics and code of conduct for the year ended on March 31, 2020.

For and on Behalf of Board of Director

Date: 28.08.2020
Place: Delhi

Sd/-
(Kiran Goyal)
Managing Director
DIN: 00503357

ANNEXURE F:

Compliance Certificate under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

a) I have reviewed financial statements and the cash flow statement for the year ended 31st March 2020 and that to the best of my knowledge and belief:

i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Further, no deficiencies have been observed in design or operation of such internal controls for the period covered by this report.

d) During the period under review, no significant changes were observed in the internal controls over financial reporting and accounting policies of the Company. Furthermore, no instance of fraud has been found by management or employees having a significant role in the Company's internal control system over financial reporting.

Place: Delhi
Date: 28.08.2020

Sd/-
(Pradeep Kumar)
Chief Financial Officer

Annexure G

Auditors' Certificate on the Compliance of conditions of Corporate Governance under schedule v of the SEBI (Listing Obligation and Disclosure Requirements), Regulation, 2015

To the Members of **NAM Securities Limited**

We have examined the compliance of conditions of corporate governance by Nam Securities Ltd. ("the Company") for the year ended on 31st March, 2020, as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulations").

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

In our opinion and to the best of our information and according to the explanations given to us and based on the representation made by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions specified in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.

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

RAJ K SRI & CO
CHARTERED ACCOUNTANTS
Firm No. 014141N

Date: 28.08.2020
Place: Delhi

Sd/-
(Sumit Kumar Gupta)
Partner (M. No.529461)
UDIN: 20529461AAAAFD3384

Annexure - H

To,
The Members
Nam Securities Limited

Based on our verification of the declarations provided to Nam Securities Limited (hereinafter referred to as 'the Company') by the Directors (as enlisted in Table A) and the documents and details available details on the website of the Ministry of Corporate Affairs, BSE Limited and publicly available details of cases/litigations filed against any individuals as on April 01,2020, we hereby certify that in our opinion, the Directors of the Company (as enlisted in Table A) are neither debarred nor disqualified from being appointed or continuing as directors of the Companies by the Securities and Exchange Board of India or Ministry of Corporate Affairs or any statutory authorities.

We have followed processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the declarations. We believe that the processes and practices, we followed provide a reasonable basis for our certification

Table - A

Sr. No.	Name of Directors	DIN
1	KIRAN GOYAL	DIN: 00503357
2	DIVYA GOYAL	DIN: 01995354
3	ASHWANI GOYAL	DIN: 00502989
4	RAVI BERRY	DIN: 00468594
5	REKHA CHAUHAN	DIN: 02783776
6	PRAKASH CHANDRA PANJIKAR	DIN: 08207000

FOR K VIVEK & CO.
(Company Secretaries)

Sd/-
Vivek Kumar
(Proprietor)
C.P. No. 21931
M. No. 58007

Date: 28.08.2020
Place: New Delhi

INDEPENDENT AUDITORS' REPORT:

To the Members of Nam Securities Limited

Report on the Audit of Financial Statements

We have audited the financial statements of Nam Securities Limited ("the Company") having its regd. Office at 213, Arunachal Building, 19, Barakhamba Road, New Delhi- 110001, which comprise the Balance Sheet as at 31st March, 2020, and the Statement of Profit and Loss (including other comprehensive income), statement of changes in equity statement and Statement of Cash Flow for the year ended 31st March, 2020, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information. (Together referred as "financial statements").

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 ("Act") in the manner so required and give a true and fair view in conformity with accounting principals generally accepted in India, of the state of affairs of the Company as at 31st March, 2020, and profit and other comprehensive income, changes in equity and its cash flows for the for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) Of the Companies Act, 2013. Our responsibility under those SAs are further described in the Auditor's Responsibility 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 the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statement.

Key Audit Matters

Key audit matters are these matter that, in our professional judgment, were of significant in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of financial statements as a whole, an in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In accordance with SA 701

Key Audit Matter	How the matter was addressed in our Audit
TRANSITION TO IND AS: CHANGES IN ACCOUNTING POLICIES, CHANGES TO INTERNAL CONTROLS FRAMEWORK AND ADDITIONAL DISCLOSURES ASSOCIATED WITH TRANSITION	
<p>Effective 1 April 2019, the Company adopted the Indian Accounting Standards ("Ind AS") notified by the Ministry of Corporate Affairs with transition date of 1 April 2018.</p> <p>The following are the impact areas for the Company upon transition:</p> <ul style="list-style-type: none"> - Classification and measurement of financial assets and financial liabilities; <p>Transition adjustments includes complex accounting treatments, which requires</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> • We have confirmed the approvals of Audit Committee for the choices and exemptions made by the Company for compliance with Ind AS 101. • Evaluated management's transition date choices and exemptions for compliance under Ind AS 101. • Evaluated the appropriateness of the accounting policies based on the requirements of the applicable standards. • Assessed the accuracy of the computations for selected transactions.

<p>determination of new accounting policies, including transition option election and practical expedients. And application of higher degree of management judgement and estimates.</p> <p>We identified transition adjustments as a Key audit matter because of significant degree of management judgment and application on the areas noted above.</p>	<ul style="list-style-type: none"> Assessed areas of significant estimates and management judgement in line with principles under Ind AS.
<p>IT SYSTEMS AND CONTROLS</p>	
<p>The Company's key financial accounting and reporting processes are highly dependent on the information systems including automated controls in implemented in the Information Technology (IT) systems, such that there exists a risk that gaps in the IT control environment could result in the financial accounting and reporting records, being materially misstated.</p> <p>We have identified 'IT systems and controls' as Key audit matter, since for the primary business (broking income), the Company relies on automated processes and controls for recording of income.</p>	<p>We have focused on General IT controls i.e. access management, change management and computer operations control and IT application controls on specific system generated reports and system/application processing over key financial accounting, reporting systems and control systems, for recording of income.</p> <p>Our audit procedures to assess the effectiveness of IT system included the following:</p> <ul style="list-style-type: none"> Performed walkthroughs to evaluate the design and implementation of key automated controls. Involved our IT specialist to test the effectiveness of identified key IT automated controls and IT systems. IT specialist tested relevant key controls operating over IT in relation to financial accounting and reporting systems, including general controls i.e. system access and system change management and computer operations. IT specialists tested design and operating effectiveness of key controls over user access management which includes granting access right, new user creation, removal of user rights and other preventive controls. <ul style="list-style-type: none"> For a selected group of key controls over financial and reporting system, IT specialists independently performed procedures to determine that these controls remained unchanged during the year or were changed following the standard change management process. Other areas that were independently assessed included password policies, security configurations, system generated reports and system interface controls. Evaluating the design, implementation and operating effectiveness of identified significant accounts related IT automated controls which are relevant for accuracy of system calculation, and consistency of data transmission.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises of management reports such as Directors' report and Corporate Governance report (but does not include the Ind AS Financial Statements and our Auditor's Report thereon) which we obtained prior to the date of this Auditor's Report and the remaining sections of Annual Report which are expected to be made available to us after that date. The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report, but does not include financial

statements and our auditors' 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 in the 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.

When we read the other sections of Annual Report (other than those mentioned above) if we conclude that there is a material misstatement therein we are required to communicate the matter to those charged with governance and take necessary actions as applicable under the applicable laws and regulations.

Management's and Board of Directors' Responsibility for the Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 (the Act), with respect to preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standard specified u/s 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with provisions of the Act for safeguarding of 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 and Board of Directors are 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 intend to liquidate the Company or to cease operations, or has no realistic alternatives but to do so.

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

Auditor's Responsibility 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. Misstatement can arise from fraud and error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these 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 control 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 with reference to financial statements 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 in the financial statements made by management and Board of Director.
- Conclude on the appropriateness of management's and Board of Directors 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 statement 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 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 manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during 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 auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, We give in the Annexure A, a statement on the matters specified in Para(s) 3 & 4 of the Order, to the extent applicable.

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 purpose of our audit;
 - b) In our opinion, proper books of accounts as required by law have been kept by Company so far as it appears from our examination of books.
 - c) The Balance sheet, Statement of Profit and Loss & Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with Accounting Standards specified under section 133 of the Act.
 - e) On the basis of written representations received from the directors as on 31.03.2020, and taken on record by the Board of Directors, None of the directors are disqualified as on 31.03.2020, 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 operation effectiveness of such controls, refer to our separate Report in "Annexure B"
2. With respect to the other matters to be included in the Auditors' Report in accordance with the Rule 11 of the Companies (Audit and Auditors), Rules 2014 in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial positions.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses to the financial statements.
 - iii. That there were no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The disclosures in the financial statements regarding holdings as well as dealings in specified notes during the period from 8.11.2016 to 30.12.2016 have not been made in these financial statements since they do not pertain to the financial year ended 31st March, 2020.
3. With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

FOR RAJ K SRI & CO.
CHARTERED ACCOUNTANT
Firm No. 014141N

Place: New Delhi
Date: 31.07.2020

Sd/-
(Sumit Kumar Gupta)
Partner
M.No.529461
ICAI UDIN : 20529461AAAAEA3458

Annexure A to the Independent Auditors' Report

The Annexure referred to in our Independent Auditor's Report to the members of the Company on the financial statements for the year ended 31 March 2020, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in at the end of the financial year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) The Company doesn't have any immovable properties. Accordingly para 3(i) (c.) Of the Order is not applicable.

(ii) The Company doesn't hold any securities in physical form. The securities for trade and held in dematerialized form are verified with the statement of holding received by the management from the custodian at regular intervals. No material discrepancies were noticed on such verifications.

(iii) The Company has not granted any loans, secured or unsecured to companies, firms, LLPs or other parties covered in the register maintained under Section 189 of the Act, Accordingly, para 3(iii) of the Order is not applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has not granted any loans, made investments or provided guarantees and securities under section 185 or 186 of the Act, Accordingly, para 3(iv) of the Order is not applicable.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits falling under the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed thereunder.

vi. The Central Government has not prescribed the maintenance of cost records under section 148 of the Companies Act, 2013 for any of the services rendered by the Company.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including income-tax, goods and services tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of provident fund, employees' state insurance, sales tax, duty of customs, duty of excise, value added tax & cess.

According to the information and explanations given to us, no undisputed amounts payable in respect of Income tax, Goods and Services Tax and other material statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of income tax, service tax, GST or any other statutory dues that have not been deposited by the Company on account of disputes.

(viii) According to the information and explanations given to us, the Company did not have any outstanding term loans, debentures and dues to financial institutions during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.

(viii) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) or term loans. Accordingly, paragraph 3(ix) of the Order is not applicable.

(ix) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

(xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) The Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and based on our examination of the 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.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

Place: New Delhi
Date: 31.07.2020

For: RAJ K SRI & CO
CHARTERED ACCOUNTANTS
Firm Regn. No.: 014141N

Sd/-
(SUMIT KUMAR GUPTA)
Partner, M. No.529461

ICAI UDIN : 20529461AAAAEA3458

Annexure B to the Independent Auditor's Report of even date on financial statements of Nam Securities Limited

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In conjunction with our audit of the financial statements of Nam Securities Limited ("the Company") as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of the Company as of that date.

Management's Responsibility for Internal Financial Controls

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountant of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to Company's Policies, the safeguarding of 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.

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls over Financial Reporting and their operating effectiveness. Our audit of Internal Financial Controls over Financial Reporting included obtaining an understanding of Internal Financial Controls over Financial Reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material mis-statement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's Internal Financial Controls over Financial Reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's Internal Financial Controls 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 purpose in accordance with generally accepted accounting principles. A Company's Internal Financial Controls over Financial Reporting includes those policies and procedures that (1) pertain to the maintenance of records that in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial

statements in accordance with generally accepted accounting principles, and that receipts and expenditure of the company are being made only in accordance with authorization of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the 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 provides are subject to the risk that Internal Financial Controls over Financial Reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the 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 ICAI.

Place: New Delhi
Date: 31.07.2020

For: RAJ K SRI & CO
CHARTERED ACCOUNTANTS
Firm Regn. No.: 014141N

Sd/-
(SUMIT KUMAR GUPTA)
Prop. (M.No.529461)

ICAI UDIN: 20529461AAAAEA3458

Balance Sheet as at 31 st March, 2020					Rs. in Lakhs
Sr. No	Particulars	Note	As at 31 st March, 2020 (Audited)	As at 31 st March, 2019 (Audited)	As at 31 st March, 2018 (Audited)
I.	Assets				
1.	Financial Assets				
	Cash and Cash Equivalent	3	2.17	9.80	10.56
	Bank balance other than above	4	73.86	73.75	74.50
	Securities for Trade / Investment		403.18	321.08	208.92
	Receivable				
	(i) Trade receivables	5	17.03	46.97	69.92
	Loan	6	0.00	0.00	0.00
	Other financial assets	7	90.65	90.57	87.01
	Sub – Total Financial assets		586.89	542.17	450.91
2.	Non – financial assets				
	Current tax assets (Net)		0.00	0.00	0.00
	Investment Property		0.00	0.00	0.00
	Property, plant and equipment	8	54.25	63.40	58.12
	Other Intangible assets		0.00	0.00	0.00
	Sub – Total Non – financial assets		54.25	63.40	58.12
	Total Assets		641.14	605.57	509.03
II	Liabilities and Equity				
	Liabilities				
1	Financial Liabilities				
	(a) Trade Payables				
	(i) Total outstanding dues of micro enterprises and small enterprises	9(i)	0.00	0.00	0.00
	(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	9(ii)	4.59	9.10	0.26
	(b) Debt Securities		0.00	0.00	0.00
	(c.)Borrowing (Other than debt Securities)		0.00	0.00	0.00
	(d) Other financial liabilities	10	69.41	58.99	13.09
	Sub Total financial liabilities		74.00	68.09	13.35
2	Non – financial liabilities				
	(a) Current tax liabilities (net)		0.00	0.00	0.00
	(b) Provisions		0.00	0.00	0.00
	© Deferred tax liabilities (net)	11	8.39	8.50	6.64
	(d) Other non – financial liabilities		0.00	0.00	0.00
	Sub total non – financial liabilities		8.39	8.50	6.64
3	Equity				
	(a) Equity share capital	12	305.01	305.01	305.01
	(b) Other equity	13	253.74	223.97	184.02
	Sub Total equity		558.75	528.98	489.03
	Total Liabilities and equity		641.14	605.57	509.02

Significant Accounting Policies and Notes forming an integral part of the financial statements

As per our report of even date attached.

For RAJ K SRI & CO.

CHARTERED ACCOUNTANTS

Firm No. 014141N

(Sumit Kumar Gupta)

Partner

(M. No.529461)

PLACE: Delhi

Date: 31.07.2020

For & On behalf of Board of Directors

Sd/-
Kiran Goyal
Managing Director
DIN: 00503357

Sd/-
Ashwani Goyal
Director
DIN: 00502983

Sd/-
Pradeep Kumar
Chief Financial Officer

Statement of Profit and Loss for the year ended March 31, 2020				(Rs. in lakhs)
Sr. No.	Particulars	Notes	31.03.2020 (Audited)	31.03.2019 Audited)
1	Revenue from operation			
a	Income from operations	14	6470.27	6740.50
b	Other income	15	14.04	19.54
	Total Revenue (a+b)		6484.31	6760.04
2	Other Income (Net)	16	2.65	18.46
3	Total Income (1+2)		6486.96	6778.50
4	Expenses			
a	Finance Cost	17	0.07	0.10
B	Purchase of stock-in-trade		6436.15	6766.38
C	Changes in inventories of Stock in Trade		(79.45)	(154.31)
D	Employees Benefits Expenses	18	29.31	32.47
E	Depreciation and amortization expense	19	9.15	12.17
F	Other Expenditure	20	59.31	72.38
	Total Expenses (a+ b+ c+ d+ e+ f)		6454.54	6729.19
5	Profit / (Loss) before Tax (3-4)		32.42	49.31
6	Tax Expenses			
A	Current Tax		5.66	6.50
B	Deferred Tax		(0.11)	1.85
C	Earlier Year adjustment		(2.90)	1.00
	Total Tax Expenses		2.65	9.35
7	Profit and (Loss) for the year (5-6)		29.77	39.96
8	Other Comprehensive Income / (loss) (OCI)			
(a) i.	Items that will not be reclassified to Profit & Loss		0.00	0.00
ii	Income tax relating to items that will not be reclassified to profit and loss		0.00	0.00
(b) (i)	Items that will be reclassified to Profit & Loss		0.00	0.00
(ii)	Income tax relating to items that will be reclassified to profit and loss		0.00	0.00
	Other Comprehensive Income for the period (net of tax) (A+B)		0.00	0.00
16	Total Comprehensive Income for the period (7+8)		29.77	39.96
18	Earning per Equity per equity Share (EPS)			
	(for Continuing Operations)			
	Basic (Rs.)	21	0.98	1.31
	Diluted (Rs)	21	0.98	1.31

Significant accounting policies

The accompanying notes from an integral part of these financial statements

For RAJ K SRI & CO.
CHARTERED ACCOUNTANTS
Firm No. 014141N

(Sumit Kumar Gupta)
Partner
(M. No.529461)

PLACE: Delhi
DATE: 31.07.2020

For & On behalf of Board of Directors

Sd/-
Kiran Goyal
Director
DIN: 00503357

Sd/-
Ashwani Goyal
Director
DIN: 00502989

Sd/-
Chief Financial Officer
Pradeep Kumar

Statement of Changes in Equity

A. Equity Share Capital

Balance as of April 1, 2018	Change in Share Capital during the period	Balance as on March 31, 2019
30501000	0.00	30501000
Balance as of April 1, 2019	Change in Share Capital during the period	Balance as on March 31, 2020
30501000	0.00	30501000

B. Other Equity

(Rs. in Lakhs)

Particulars	Securities Premium	General Reserve	Share Based	Retained Earning Incl.net gain on Fair Value Change	Other Comprehensive Income	Total
Balance as of April 1, 2018	--	100.00	0.00	84.01	--	184.01
Profit for the year				39.96		39.96
Items of OCI for the year, net of tax	--	--	--	0.00	--	0.00
<u>Total Comprehensive Income for the year</u>	--	--	--	<u>39.96</u>	--	<u>39.96</u>
Balance as of March 31, 2019	--	100.00	--	123.97	--	223.97
Balance as of April 01, 2019	--	100.00	--	123.97	--	223.97
Profit for the year				29.77		29.77
Items of OCI for the year, net of tax	--	--	--	--	--	
<u>Total Comprehensive Income for the year incl.net gain on FVC</u>	--	--	--	<u>29.77</u>	--	<u>29.77</u>
Balance as of March 31, 2020	0.00	100.00	--	153.74	--	253.74

Note: There is nil amount of foreign operation and nor deemed Equity contribution from the Parent during the Financial year 2020

For RAJ K SRI & CO.
 CHARTERED ACCOUNTANTS
 Firm No. 014141N

(Sumit Kumar Gupta)
 Partner
 (M. No.529461)

PLACE: Delhi
 DATE: 31.07.2020

For & On behalf of Board of Directors

Sd/-
 Kiran Goyal
 Director
 DIN: 00503357

Sd/-
 Ashwani Goyal
 Director
 DIN: 00502989

Sd/-
 Chief Financial Officer
 Pradeep Kumar

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

((Rs. in lakhs))

	For the year ended March 31, 2020	For the year ended March 31, 2019
Cash flow from operating activities		
Profit before tax	32.41	49.31
Adjustments for:		
Depreciation and amortization	9.15	12.17
Investment	0.00	0.00
Interest Received	(5.20)	(10.30)
Net (gain)/loss arising on financial assets measured at FVTPL	(2.65)	(18.46)
Profit on sale of property, plant and equipment	0.00	0.00
Dividend Income on equity securities	(8.84)	(9.24)
Operating profit before working capital changes	24.87	23.48
Change in operating assets and liability		
(increase)/decrease in securities for trade / inventories	(82.10)	(112.16)
(increase)/decrease in securities for trade / inventories-Fair Value changes	2.65	18.46
(increase)/decrease in other financial assets	(0.11)	00.75
(increase)/decrease in other non-financial assets	(0.09)	(3.56)
(increase)/decrease in trade receivables	29.94	22.95
increase/(decrease) in other financial liabilities	10.43	45.89
increase/(decrease) in trade payables	(4.50)	8.85
increase/(decrease) in other non-financial liabilities	0.00	0.00
Cash generated from operations activities	(18.91)	4.66
Tax Paid	(2.76)	(7.50)
Net Cash generated from operations activities (A)	(21.67)	(2.84)
Cash flow from investing activities		
Purchase of property, plant and equipment	0.00	(17.46)
Proceeds from sale of property, plant and equipment	0.00	0
(Purchase) / disposal proceeds of investment	0.00	0.00
Interest Received	5.20	10.30
Dividend Received	8.84	9.24
Net cash (used in)/ generated from investing activities (B)	(7.63)	(0.76)
Cash Flow From financing Activities		
Dividend Paid	0.00	0.00
Finance Cost	0.00	0.00
Net Cash flow from financing Activities (c)	0.00	0.00
Net increase in cash and cash equivalents (A+B+C)	(7.63)	(0.76)
Opening Cash and Cash Equivalent	9.80	10.56
Closing Cash and Cash Equivalent	2.17	9.80
Component of cash flow		
Cash in hand	00.45	2.64
Balance in bank current account	1.72	7.16
Total Cash and Cash Equivalent	2.17	9.80

Notes: The flow statement has been prepared under the 'Indirect Method' prescribed under IND AS -7 "statement of cash flow"

Note: Figures in brackets indicate cash outflow.

As per our report of even date attached
For RAJ K SRI & CO.
CHARTERED ACCOUNTANTS
Firm No. 014141N

Sd/-
(Sumit Kumar Gupta)

Partner
(M. No.529461)

PLACE: New Delhi
Date: 31.07.2020

For & On behalf of Board of Directors

Sd/-	Sd/-
Kiran Goyal	Ashwani Goyal
Managing Director	Director
DIN: 00503357	DIN: 00502989

Sd/-
Pradeep Kumar
Chief Financial Officer

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020:

Note 1: Corporate Information:

NAM Securities Limited (The Company) incorporated in 1994 is public company engaged in the business of broking, distribution of financial products, Depository Participant with NSDL and advisory services. The Company is a member of National Stock exchange of India Ltd., BSE Ltd., Metropolitan Stock Exchange and DP with National Securities Depository Ltd. The Company is incorporated and domiciled in India. The equity share of the Company are listed. The address of the Registered Office is Nam Securities Limited, 213, Arunachal Building, 19 Barakhamba Road, New Delhi – 110001.

Note 2: Significant Accounting policies and Notes to Accounts:

I. Basis of accounting and preparation of financial statements :

In accordance with the notification issued by the Ministry of Corporate Affairs, with effect from April 1, 2019 the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015. Previous period numbers in the financial statements have been restated to Ind AS. In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, the Company has presented a reconciliation from the presentation of the financial statements under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP") to Ind AS of Shareholders' equity as at March 31, 2019 and April 1, 2018 being the transition date and of the total comprehensive income for the year ended March 31, 2019.

These financial statements have been prepared in accordance with Ind AS 1- Presentation of Financial Statements as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013.

Accounting policies have been consistently applied except where newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. These financial statements are the Company's first Ind AS standalone financial statements.

The Company's financial statements are presented in Indian Rupees, which is also its functional currency and all values are rounded to the nearest lakhs, except when otherwise indicated.

The financial statements for the year ended March 31, 2020 are being authorised for issue in accordance with a resolution of the directors on 31.07.2020.

II. Use of Estimates:

The preparation of the financial statements in conformity with Ind AS requires that management make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and the income and expense for the reporting period. The actual results could differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

The Company makes certain judgments and estimates for valuation, useful life of property, plant and equipment, deferred tax assets. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable.

III. Revenue Recognition

- a) Brokerage income in relation to stock broking activity is recognized on a trade date basis.
- b) Gains / losses on dealing in securities are recognized on a trade date basis.
- c) Income from depository services, penal charges are recognised on the basis of actual receipts (or basis of agreements entered into with clients and when the right to receive the income is established),
- d) Commission income from financial products distribution is recognised on the basis of agreements entered into with principals and when the right to receive the income is established.
- e) Interest income is recognized using the effective interest rate method.
- f) Revenue from dividend is recognized when the right to receive the dividend is established.

IV. Property, Plant and Equipment (PPE)

Measurement at recognition:

Property plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount.

All property, plant and equipment are initially recorded at cost. Cost comprises acquisition cost, borrowing cost if capitalization criteria are met, and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefit associated with these will flow with the Company and the cost of the item can be measured reliably.

Depreciation:

Depreciation provided on property, plant and equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by management. The estimated useful lives of assets as estimated by management are as follows:

Class of Assets	Useful Life	Class of Assets	Useful Life
Furniture and Fixtures	6.67 Years	Computer	3 Years
Office Equipment's comprising air conditioners, Photo copy machines, etc.	5 Years	Vehicles	5 Years
		Server and Network	6 Years

Depreciation is provided on a straight-line basis from the date the asset is ready for its intended use. In respect of assets sold, depreciation is provided up to the date of disposal.

The residual values, estimated useful lives and methods of depreciation of property, plant and equipment are reviewed at the end of each financial year and changes if any, are accounted for on a prospective basis. There are nil amount of Capital Work-In-Progress, nor capital advances.

Derecognition:

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss when the item is derecognized.

Optional Exemption from retrospective application:

Deemed cost for property, plant and equipment.

The Company has elected to measure all its property, plant and equipment at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS.

V. Intangible Assets : There is nil amount of Intangible Assets of the Company as on 31.03.2020.

VI. Financial instruments

The Company recognizes all the financial assets and liabilities at its fair value on initial recognition; In the case of financial assets not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset are added to the fair value on initial recognition. The financial assets are accounted on a trade date basis.

For subsequent measurement, financial assets are categorised into:

a. Amortised cost: The Company classifies the financial assets at amortised cost if the contractual cash flows represent solely payments of principal and interest on the principal amount outstanding and the assets are held under a business model to collect contractual cash flows. The gains and losses resulting from fluctuations in fair value are not recognised for financial assets classified in amortised cost measurement category.

b. Fair value through other comprehensive income (FVOCI): The Company classifies the financial assets as FVOCI if the contractual cash flows represent solely payments of principal and interest on the principal amount outstanding and the Company's business model is achieved by both collecting contractual cash flow and selling financial assets. In case of debt instruments measured at FVOCI, changes in fair value are recognised in other comprehensive income. On de-recognition, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment. In case of equity instruments irrevocably designated at FVOCI, gains / losses including relating to foreign exchange, are recognised through other comprehensive income. Further, cumulative gains or losses previously recognised in other comprehensive income remain permanently in equity and are not subsequently transferred to profit or loss on derecognition.

c. Fair value through profit or loss (FVTPL):

The financial assets are classified as FVTPL if these do not meet the criteria for classifying at amortised cost or FVOCI. Further, in certain cases to eliminate or significantly reduce a measurement or recognition inconsistency (accounting mismatch), the Company irrevocably designates certain financial instruments at FVTPL at initial recognition. In case of financial assets measured at FVTPL, changes in fair value are recognised in profit or loss.

Profit or loss on sale of investments is determined on the basis of first-in-first-out (FIFO) basis.

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

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

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

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

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

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as summarised below:

Level 1: quoted prices (unadjusted) in active market for identical assets or liabilities.

Level 2: inputs other than quoted price included in Level 1 that are observable for the asset or liability, either directly (e.g. as prices) or indirectly (e.g. derived from the prices).

Level 3: inputs for the current assets or liability that are not based on observable market data (unobservable inputs).

Based on the Company's business model for managing the investments, the Company has classified its investments and securities for trade at FVTPL. The company has no subsidiaries.

Financial liabilities are carried at amortised cost using the effective interest rate method. For trade and other payables the carrying amount approximates the fair value due to short maturity of these instruments.

d. Impairment of financial assets: In accordance with Ind AS 109, the Company applies expected credit loss model (ECL) where applicable for measurement and recognition of impairment loss. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction.

At each reporting date, the Company assesses whether the loans have been impaired. The Company is exposed to credit risk when the customer default on his contractual obligations. For the computation of ECL, the loan receivable are classified into three stages based on the default and the aging of the outstanding.

If the amount of an impairment loss decreases in a subsequent period, and the decrease can be related objectively to an event occurring after the impairment was recognised, the excess is written back by reducing the loan impairment allowance account accordingly. The write-back is recognised in the statement of profit and loss.

The Company recognises life time expected credit loss for trade receivable and has adopted the simplified method of computation as per Ind AS 109. The Company considers outstanding overdue for more than 90 days for calculation of expected credit loss.

VII. EMPLOYEE BENEFITS

(a) Short term employee benefits

All employee benefits payable/available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus, incentives etc., are recognized in the Statement of Profit and Loss in the period in which the employee renders the related services.

(B) Other benefits

None of the employees is covered under the provisions of the provident Fund, Family Pension Fund, or the Payment of Gratuity Act, and there are no Employee Share based payments during year.

VIII. Borrowing costs

Borrowing costs include interest expense as per the effective interest rate (EIR) and other costs incurred by the Company in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of those tangible fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalized. Other borrowing costs are recognized as an expense in the year in which they are incurred.

The difference between the discounted amount mobilized and redemption value of commercial papers is recognized in the statement of profit and loss over the life of the instrument using the EIR.

IX. Foreign Exchange Transactions

The functional currency and the presentation currency of the Company is Indian Rupees. There are no Foreign Exchange transactions during financial year 2019-20.

X. Lease : There is no business in the company involving Lease taken or given.

XI. Income tax

The income tax expense comprises current and deferred tax incurred by the Company. Income tax expense is recognised in the income statement except to the extent that it relates to items recognised directly in equity or OCI, in which case the tax effect is recognized in equity or OCI. Income tax payable

on profits is based on the applicable tax laws in each tax jurisdiction and is recognised as an expense in the period in which profit arises. Current tax is the expected tax payable/receivable on the taxable income or loss for the period, using tax rates enacted for the reporting period and any adjustment to tax payable/receivable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purpose and the amounts for tax purposes.

Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognised, for all deductible temporary differences, to the extent it is probable that future taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

The tax effects of income tax losses, available for carry forward, are recognized as deferred tax asset, when it is probable that future taxable profits will be available against which these losses can be set-off. Additional taxes that arise from the distribution of dividends by the Company are recognized directly in equity at the same time as the liability to pay the related dividend is recognized.

XII. Cash and cash equivalents

Cash and cash equivalents for the purpose of cash flow statement include cash in hand, balances with the banks and short term investments with an original maturity of three months or less, and accrued interest thereon.

XIII. Impairment of non financial assets

The Company assesses at the reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash generating unit's ("CGU") fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transaction are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. Impairment losses are recognized in statement of profit and loss.

XIV. Provisions

Provision is recognized when an enterprise has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on management

estimates required to settle the obligation at the balance sheet date, supplemented by experience of similar transactions. These are reviewed at the balance sheet date and adjusted to reflect the current management estimates.

XV. Contingent liabilities and assets

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is termed as a contingent liability. The existence of a contingent liability is disclosed in the notes to the financial statements.

Contingent assets are neither recognized nor disclosed.

XVI. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity share outstanding during the year.

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

XVII. Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realization in Cash or Cash equivalent, the company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

XVIII. Sundry Debtors/Loans and Advances

Sundry Debtors and Loans and advances are stated after making adequate provisions for doubtful balances.

XIX. Expenditure

Expenses are accounted on accrual basis and provision is made for all known losses and liabilities.

XX. Segment Reporting

The company is principally engaged in a single business segment viz: Stock Broking & Trading in Shares, & Depository Participant. Accordingly, there are no separate reportable segments as per IND AS 108 on "Segment reporting".

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

Note 3: Cash and Bank Balances

(Rs. in Lakhs)

<u>Particular</u>	<u>As at March 31, 2020</u>	<u>As at March 31, 2019</u>	<u>As at March 31, 2018</u>
<u>(i) Cash and cash equivalents</u>			
(a) Cash on hand	0.45	2.64	0.88
(b) Balance with banks			
- In current account with Banks	1.72	7.16	9.68
- Fixed deposits with original maturity less than 3 months			
- Interest accrued on Fixed deposits			
<u>Total</u>	<u>2.17</u>	<u>9.80</u>	<u>10.56</u>
<u>(ii) Other bank balance</u>			
(a) Fixed deposits with banks**	73.86	73.75	74.50
<u>Total</u>	<u>73.86</u>	<u>73.75</u>	<u>74.50</u>

**Fixed deposits under lien with stock exchanges amounted to Rs 73.86 (March 31, 2019 :Rs. 73.75) and kept as collateral security towards bank guarantees issued amounted to Rs. NIL (March 31, 2019 : Rs. NIL) and kept as collateral security against bank overdraft facility amounted to Rs. NIL (March 31, 2019 : Rs. NIL) and other Rs. NIL (March 31, 2019: Rs. NIL)

Note No. 4: Securities for Trade

(Rs. in Lakhs)

<u>Particular</u>	<u>As at March 31, 2020</u>	<u>As at March 31, 2019</u>	<u>As at March 31, 2018</u>
<u>(A) At Fair Value through profit or loss</u>			
<u>Securities for trade in India</u>			
a) Mutual funds:	---	---	---
b) Debt Securities	---	---	---
c) Bonds	---	---	---
d) Commercial Paper	---	---	---
e) Equity Instrument	403.18	321.08	208.92
Total (A) Gross	<u>403.18</u>	<u>321.08</u>	<u>208.92</u>
Less : Impairment Loss Allowance	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>
Total (A) Net:	<u>403.18</u>	<u>321.08</u>	<u>208.92</u>

Note: 5 Trade Receivable

(Rs. in Lakhs)

<u>Particulars</u>	<u>As at March 31, 2020</u>	<u>As at March 31, 2019</u>	<u>As at March 31,2018</u>
a) <u>Receivables considered good – Secured</u>	0.00	0.00	0.00
b) <u>Receivables considered good – Unsecured</u>	17.03	46.97	69.92
c) <u>Receivables – credit impaired</u>	---	---	---
Less : Impairment Loss Allowance	---	---	---
Total	<u>17.03</u>	<u>46.97</u>	<u>69.92</u>

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

Note 6: Loan: There are no amount of Loans given /outstanding with Company as on 31.03.2020

Note 7: OTHER FINANCIAL ASSETS

(Rs. in Lakhs)

<u>Particulars</u>	<u>As at March 31, 2020</u>	<u>As at March 31, 2019</u>	<u>As at March 31,2018</u>
(i) Security deposits:			
Unsecured considered good			
(a) Security deposit with stock exchanges	79.25	79.25	74.10
(e) Accrued interest / Dividend	00.23	---	---
(iii) Other Current Assets	11.17	11.32	12.91
Total	<u>90.65</u>	<u>90.57</u>	<u>87.01</u>

Note 8. PROPERTY, PLANT AND EQUIPMENT AND OTHER INTANGIBLE ASSETS

(Rs. in Lakhs)

<u>Gross Carrying Amount (At cost)</u>	<u>Furniture & Fixtures</u>	<u>Office Equipment</u>	<u>Computer Equipment</u>	<u>Vehicles</u>	<u>Generating Set</u>	<u>Total</u>
Balance at 1.04.2018	11.80	12.40	75.24	56.93	4.29	160.66
Additions	7.57	1.77	8.11	0.00	0.00	17.45
Disposal / Adjustment	0.00	0.00	0.00	0.00	0.00	0.00
Balance at 31.03.2019	19.37	14.17	83.35	56.93	4.29	178.11
Additions	0	0	0	0	0	0
Disposal / Adjustment	0	0	0	0	0	0
Balance at	19.37	14.17	83.35	56.93	4.29	178.11

March 31, 2020						
Accumulated Depreciations						
Balance at 1.04.2018	3.78	12.28	57.37	28.30	0.81	102.54
Addition during the Year	0.55	1.21	5.46	4.75	0.20	12.17
Deduction During the Year	0	0	0	0	0	0
Balance at 31.03.2019	4.33	13.49	62.83	33.05	1.01	114.71
Addition during the Year	0.55	0.68	4.96	2.75	0.21	9.15
Deduction During the Year	0.00	0.00	0.00	0.00	0.00	0.00
Balance at 31.03.2020	4.88	14.17	67.79	35.80	1.22	123.86
Carrying amounts (net)						
Balance at 31.03.2018	8.02	0.12	17.87	28.63	3.48	58.12
Balance at 31.03.2019	15.04	0.68	20.52	23.88	3.28	63.40
Balance at 31.03.2020	14.49	0.00	15.56	21.13	3.07	54.25

Note 9. TRADE PAYABLE

(Rs. in Lakhs)

<u>Particulars</u>	<u>As at March 31, 2020</u>	<u>As at March 31, 2019</u>	<u>As at March 31, 2018</u>
(i) Trade Payables			
(a) Total outstanding dues of micro enterprises and small enterprises	----	----	----
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	4.59	9.10	0.26
Total	4.59	9.10	0.26

Note 10: Other Financial Liabilities

(Rs. in Lakhs)

<u>Particulars</u>	<u>As at March 31, 2020</u>	<u>As at March 31, 2019</u>	<u>As at March 31, 2018</u>
(i) Margin Money	62.36	32.40	0.00
(ii) Others	7.05	26.59	13.09
Total	<u>69.41</u>	<u>58.99</u>	<u>13.09</u>

Note 11: Deferred Tax Liabilities

(Rs. in Lakhs)

<u>Particulars</u>	<u>As at March</u> <u>31, 2020</u>	<u>As at March</u> <u>31, 2019</u>	<u>As at</u> <u>March</u> <u>31, 2018</u>
Net Deferred Tax Liabilities / Assets is on account of brought forward : Difference between Book & Tax WDV of depreciable Fixed Assets as per last balance sheet:	8.50	6.64	5.28
Add: Unabsorbed Deferred Tax	(0.11)	0.51	0.07
Add: Fair Value	----	1.35	1.29
Total	<u>8.39</u>	<u>8.50</u>	<u>6.64</u>

Note 12 SHARE CAPITAL

(Figures. in Lakhs)

	2020		2019		2018	
	No. of Shares	Amount (Rs)	No. of Shares	Amount (Rs)	No. of Shares	Amount (Rs)
<u>(a) Authorized share capital</u>						
Equity Share Capital of Rs. 10 Each	3250000	325.00	3250000	325.00	3250000	325.00
<u>(b) Issued, Subscribed and fully paid-up share capital</u>						
Equity share of Rs, 10 each fully paid-up	3250000	325.00	3250000	325.00	3250000	325.00

(i) Reconciliation of the share outstanding at beginning and at the end of the year
(Figures in Lakhs)

Equity share capital	2020		2019		2018	
	No. of Shares	Amount Rs.	No. of Shares	Amount Rs.	No. of Shares	Amount Rs.
At the beginning of the year	3050000	305.01	3050000	305.01	3050000	305.01
Add: Issued during the year	NIL	NIL	NIL	NIL	NIL	NIL
Add: Bought back during the year	NIL	NIL	NIL	NIL	NIL	NIL
At the end of the year	3050000	305.01	3050000	305.01	3050000	305.01

(ii) Rights attached to equity shares:

The company has only one class of equity share having a per value of Rs. 10/- per shares. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholder in the ensuing annual general meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the

remaining assets of the Company, after setting the dues of preferential and other creditors as per priority. The distribution will be in proportion to the number of equity shares held by the shareholder.

(iii) Shares received under option: Nil

(IV) Aggregate Number of share issued for consideration other than cash and shares bought back during the period of 5 years immediately preceding the date March 31, 2020:
Nil

(V) Shareholders holding more than 5% shares in the company

NAME	2020		2019		2018	
	No. of Shares	Amt. Rs.	No. of Shares	Amt. Rs.	No. of Shares	Amt. Rs.
ASHWANI GOYAL	1221000	12210000	1221000	12210000	1221000	12210000
DIVYA GOYAL	222000	2220000	222000	2220000	222000	2220000
DIVYANSHU GOYAL	395000	3950000	395000	3950000	395000	3950000
ASHWANI GOYAL & SONS(HUF)	433000	4330000	433000	4330000	433000	4330000

(vi) There are no shares reserved for issue under options and contracts/commitments for the sale of shares or disinvestment.

(g) Other details of equity shares for a period of five years immediately preceding March 31, 2020:

Particular	2020	2019	2018	2017	2016
Aggregate number of share allotted as fully paid up pursuant to contract(s) without payment being received in cash	--	--	--	--	--
Aggregate number of shares allotted as fully paid bonus shares	--	--	--	--	--
Aggregate number of shares bought back	--	--	--	--	--

(VII) Capital Management:

The Company's objective for capital management is to maximise shareholder value, safeguard business continuity and support the growth of the Company. The Company is not subject to any externally imposed capital requirements

Note No. 13: Other Equity

(Rs. in lakhs)

Particulars	31.03.2020	31.03.2019	31.03.2018
(i) Reserves and Surplus			
(a) Securities Premium			
Opening balance	---	---	----
Add: Additions during the year (net)	---	---	----

Closing Balance	---	---	----
(b) General Reserve			
Opening Balance	100.00	100.00	100.00
Add: Additions during the year (net)	-----	-----	-----
Closing Balance	100.00	100.00	100.00
© Retained earnings			
Opening Balance	123.97	84.01	<u>44.44</u>
Add : Other comprehensive income for the year	----	----	-----
Add: Profit after tax for the year incl.Net gains on Fair Value change	29.77	39.96	39.58
Less : Appropriations			
(a) Dividend on equity shares	-----	-----	-----
(b) Dividend distribution tax on equity	-----	-----	-----
Closing Balance	253.74	223.97	184.02

Nature and purpose of reserve

(A) Securities premium

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilized only for limited purposes such as issuance of bonus shares, writing off the preliminary expenses in accordance with the provisions of the Companies Act, 2013. There is nil amount of Securities Premium balance with us.

(B) General reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilized only in accordance with the specific requirements of Companies Act, 2013.

(C) Equity-settled share-based payment reserve

This reserve is created by debiting the statement of profit and loss account with the value of share options granted to the employees by the Company. In case of share options granted by the Company, the reserve will move to the share capital account on issue of shares. There is nil amount of such reserve with us.

(D) Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. It also includes actuarial gains and losses on defined benefit plans recognized in other comprehensive income (net of taxes).

NOTE NO 14: INCOME FROM OPERATIONS

(Rs. in lakhs)

<u>Particulars</u>	<u>31.03.2020</u>	<u>31.03.2019</u>
(i) Net Sales and Income from Pro. Trades	6445.80	6702.41
(ii) Income from brokerage & Depository Service	24.47	38.09
Total	<u>6470.27</u>	<u>6740.50</u>

Note 15: Interest and Dividend Income

(Rs. in lakhs)

<u>Particulars</u>	<u>31.03.2020</u>	<u>31.03.2019</u>
(A) Interest income on financial assets measured at amortised cost :		
(i) Interest on term deposits with banks	5.17	5.24
(i) Other Interest	0.03	5.06
(iii) Dividend from equity shares	<u>8.84</u>	<u>9.24</u>
Total	<u>14.04</u>	<u>19.54</u>

Note No. 16: OTHER INCOME NET

(Rs. in lakhs)

<u>Particulars</u>	<u>31.03.2020</u>	<u>31.03.2019</u>
(A) Net gain/ (loss) on financial instruments at fair value through profit or loss		
(i) Net gain on fair value changes	2.65	18.46
(ii) Net gain on sale of investments		
Total net gain on financial instruments at FVTPL	<u>2.65</u>	<u>18.46</u>

Note No. 17: Financial Cost

(Rs. in lakhs)

<u>PARTICULARS</u>	<u>31.03.2020</u>	<u>31.03.2019</u>
Bank charges	0.07	0.10
Total	<u>0.07</u>	<u>0.10</u>

Note No. 18 Employee Benefit Expense

(Rs. in lakhs)

<u>PARTICULARS</u>	<u>31.03.2020</u>	<u>31.03.2019</u>
Salaries & allowances	27.64	31.15
Staff welfare	1.67	1.32
Total	<u>29.31</u>	<u>32.47</u>

Note No. 19 Depreciation

(Rs. in lakhs)

<u>PARTICULARS</u>	<u>31.03.2020</u>	<u>31.03.2019</u>
Depreciation on Property, Plant and equipment (Refer to Note 8)	9.15	12.17
Total	<u>9.15</u>	<u>12.17</u>

Note No. 20: Other Expenses

(Rs. in lakhs)

PARTICULARS	31.03.2020	31.03.2019
Printing & stationery	0.58	0.55
Office expenses	2.01	3.40
Postage & courier	0.54	0.63
Conveyance	0.94	1.25
Telephone expenses	0.97	1.06
BSE Annual Listing Fees	3.00	2.50
Annual General Meeting Expenses	0.76	0.97
Securities Transaction Tax	16.85	19.28
Annual Membership Charges	1.27	1.70
Vehicle expenses	2.56	2.85
VSAT & Stock Exchange Transaction charges	3.73	3.21
Directors remuneration & perks	4.95	3.60
Rate, taxes & legal expenses	1.65	3.09
Payment to Auditor	0.59	0.59
Newspaper & periodicals	0.33	0.36
Traveling expenses	1.87	1.94
Insurance	0.15	0.21
Rent	2.70	2.70
Stock exchange & DP charges	0.85	0.34
NSDL fees	2.54	2.62
Directors Fees	1.20	3.80
Electricity expenses	3.45	4.19
Repair & maintenance	5.77	10.23
Software Expenses	0.05	0.78
Advertisement Expenses	---	0.53
Total	59.31	72.38

Note No. 21: Earning Per Share (EPS)

The following table sets forth the computation of basic and diluted earnings per share:

(Figures in Lakhs)

	31.03.2020	31.03.2019
Net profit after tax:	Rs. 29.77	Rs. 39.96
Weighted average number of equity share	30.50	30.50
Nominal Value of shares(Rs.)	10	10
Earnings per share		
Basic	0.98	1.31
Diluted	0.98	1.31

Note No. 22: Income Taxes

A. The major components of income tax expense for the year are as under: (Figures in Lakhs)

Particulars	2020	, 2019
Current Tax		
In respect of current year	5.66	6.50
Total (A)	5.66	6.50
Deferred Tax	(0.11)	0.50
Origination and reversal of temporary differences (earlier year adjustment)	(2.90)	1.00
Impact of change in tax rate		
Total (B)	2.65	8.00
Income Tax recognized in the statement of Profit and Loss (A+B)	-	1.35
Income tax expenses recognized by OCI		
Re-measurement of defined employee benefit plans	--	--
Income tax relating to items that will not be classified to profit or loss	--	--
Total	2.65	9.35

B. Reconciliation of tax expenses and the accounting profit for the year is as under:
 (Figures in Lakhs)

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
Profit before tax		
Enacted tax rate in India	25.17%	25.17%
Income tax expenses calculated (Refer Note below)	8.16	12.50
Tax on expense not tax deductible	-	-
Tax on income exempt from tax	2.50	6.00
Total tax expenses as per profit and loss	5.66	6.50

The applicable Indian corporate statutory tax rate for the year ended March 31, 2020 and March 31, 2019 is 25.17% and 25.17% respectively. The decrease in corporate statutory tax rate to 25.17% is consequent to changes made in the Taxation Law (Amendment) Ordinance 2019.

C. Movement of deferred tax assets and liabilities as at March 31, 2020 (Rs. In Lacs)

Movement during the year ended March 31, 2020	As at April 1, 2019	Credit/(charge) in the Statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	As at March 31, 2020
Difference between	-	0.45	-	0.45

book and tax depreciation				
Allowances for doubtful debts and advances	-	-	-	-
Provisions for expenses allowed for tax when actually paid	-	-	-	-
Fair value gain/(loss) on investments	-	-	-	-
Provision for post-retirement benefit	-	-	-	-
Other temporary differences	-	-	-	-
Net deferred tax assets/(liabilities)	8.50	(0.11)	-----	8.39

D. The Company has the following unused tax losses for which no deferred tax asset has been recognised in the Balance Sheet

Particulars	Financial Year	As at March 31, 2020	Expiry Date	As at March 31, 2019	Expiry Date
Capital loss under Income tax Act, 1961	----	----	-----	-----	-----
TOTAL	----	----	-----	-----	-----

Note No. 23: FINANCIAL INSTRUMENTS

Refer to financial instruments by category table below for the disclosure on carrying value and fair value of financial assets and liabilities. For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

The carrying value of financial instruments by categories as of March 31, 2020 is as follows:
(Figures in Lakhs)

	Amortised cost	Fair value through P&L	Fair value through OCI	Total carrying value	Total fair value
Assets:					
Cash and cash equivalents	2.17	-	-	2.17	2.17
Other balances with banks	73.86	-	-	73.86	73.86
Securities for trade	---	403.18	-	403.18	403.18

Trade receivables	17.03	-	-	17.03	17.03
Loans	0.00	0.00	-	0.00	0.00
Investments (excluding subsidiary)	0.00	0.00		0.00	0.00
Other financial assets	90.65	-	-	90.65	90.65
Total	183.71	403.18	-	586.89	586.89
Liabilities:					
Derivative financial instruments	0.00	---	---	0.00	0.00
Trade payables	4.59	---	---	4.59	4.59
Debt Securities	0.00	---	---	0.00	0.00
Deposits	0.00	---	---	0.00	0.00
Other financial liabilities	69.41	---	---	69.41	69.41
Total	74.00	---	---	74.00	74.00

The carrying value of financial instruments by categories as of March 31, 2019 is as follows:
(Figures in Lakhs)

	Amortised cost	Fair value through P&L	Fair value through OCI	Total carrying value	Total fair value
Assets:					
Cash and cash equivalents	9.80	---	---	9.80	9.80
Other balances with banks	73.75	---	---	73.75	73.75
Securities for trade	---	321.08	---	321.08	321.08
Trade receivables	46.97	---	---	46.97	46.97
Loans	0.00	---	---	0.00	0.00
Investments (excluding subsidiary)	0.00	---	---	0.00	0.00
Other financial assets	90.57	---	---	90.57	90.57
Total	221.08	321.08	---	542.17	542.17
Liabilities:					
Derivative financial instruments	0.00	---	---	0.00	0.00
Trade payables	9.10	---	---	9.10	9.10
Debt Securities	0.00	---	---	0.00	0.00
Deposits	0.00	---	---	0.00	0.00
Other financial liabilities	58.99	---	---	58.99	58.99
Total	68.09	---	---	68.09	68.09

The carrying value of financial instruments by categories as of March 31, 2018 is as follows:
(Figures in Lakhs)

	Amortised cost	Fair value through P&L	Fair value through OCI	Total carrying value	Total fair value
Assets:					
Cash and cash equivalents	10.56	---	---	10.56	10.56
Other balances with banks	74.50	---	---	74.50	74.50
Securities for trade		208.92		208.92	208.92
Trade receivables	69.92	---	---	69.92	69.92
Loans	0.00	---	---	0.00	0.00
Investments (excluding subsidiary)	0.00	---	---	0.00	0.00
Other financial assets	87.01	---	---	87.01	87.01
Total	241.98	208.92	---	450.91	450.91
Liabilities:					
Derivative financial instruments	0.00	---	---	0.00	0.00
Trade payables	00.26	---	---	00.26	00.26
Debt Securities	0.00	---	---	0.00	0.00
Deposits	0.00	---	---	0.00	0.00
Other financial liabilities	13.09	---	---	13.09	13.09
Total	13.35	---	---	13.35	13.35

Fair value hierarchy:

Fair value 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 a valuation technique.

The investments included in level 1 of fair value hierarchy have been valued using quoted prices for instruments in an active market. The investments included in level 2 of fair value hierarchy have been valued using valuation techniques based on observable market data. The investments included in Level 3 of fair value hierarchy have been valued using the income approach and break-up value to arrive at their fair value. There is no movement from between Level 1, Level 2 and Level 3. There is no change in Inputs use for measuring Level 3 fair value.

The following table summarizes financial instruments measured a fair value on recurring basis:

As at March 31, 2020

(Figures in Lakhs)

Financial Instruments	Level 1	Level 2	Level 3	Total
Equity Shares	403.18	---	---	403.18
Mutual Funds	---	---	---	---
Debt Securities	---	---	---	---
Total	403.18			403.18

As at March 31, 2019 (Figures in Lakhs)

Financial Instruments	Level 1	Level 2	Level 3	Total
Equity Shares	321.08	---	---	321.08
Mutual Funds	---	---	---	---
Debt Securities	---	---	---	---
Total	321.08	---	---	321.08

As at March 31, 2018 (Figures in Lakhs)

Financial Instruments	Level 1	Level 2	Level 3	Total
Equity Shares	208.92	---	---	208.92
Mutual Funds	---	---	---	---
Debt Securities	---	---	---	---
Total	208.92	---	---	208.92

Financial risk management

Risk management framework

The Company has established a comprehensive system for risk management and internal controls for all its businesses to manage the risks that it is exposed to. The objective of its risk management framework is to ensure that various risks are identified, measured and mitigated and also that policies, procedures and standards are established to address these risks and ensure a systematic response in the case of crystallisation of such risks.

The Company has exposure to the following risk arising from financial instruments:

- a) Credit risk
- b) Liquidity risk
- c) Market risk

The Company has established various policies with respect to such risks which set forth limits, mitigation strategies and internal controls to be implemented by the three lines of defence approach provided below. The Board oversees the Company's risk management and has constituted a Risk Management Committee ("RMC"), which frames and reviews risk management processes and controls. The risk management system features a "three lines of defence" approach:

1. The first line of defence comprises its operational departments, which assume primary responsibility for their own risks and operate within the limits stipulated in various policies approved by the Board or by committees constituted by the Board.

2. The second line of defence comprises specialised departments such as risk management and compliance. They employ specialised methods to identify and assess risks faced by the operational departments and provide them with specialised risk management tools and methods, facilitate and monitor the implementation of effective risk management practices, develop monitoring tools for risk management, internal control and compliance, report risk related information and promote the adoption of appropriate risk prevention measures.

3. The third line of defence comprises the internal audit department and external audit functions. They monitor and conduct periodic evaluations of the risk management, internal control and compliance activities to ensure the adequacy of risk controls and appropriate risk governance and provide the Board with comprehensive feedback.

a) Credit risk:

It is risk of financial loss that the Company will incur a loss because its customer or counterparty to financial instruments fails to meet its contractual obligation. The Company's financial assets comprise of Cash and bank balance, Securities for trade, Trade receivables, Loans, Investments and Other financial assets which comprise mainly of deposits and unbilled revenues. The maximum exposure to credit risk at the reporting date is primarily from Company's trade receivable and loans. Following provides exposure to credit risk for trade receivables and loans:

(Rs in Lakhs)

	March 31, 2020	March 31, 2019	March 31, 2018
Trade and Other Debtors (net of impairment)	17.03	46.97	69.92
Loans (net of impairments)	--	--	--
Total	17.03	46.97	69.92

Trade Receivables:

The Company has followed simplified method of ECL in case of Trade receivables and the Company recognises lifetime expected losses for all trade receivables that do not constitute a financing transaction. At each reporting date, the Company assesses the impairment requirements.

Based on the industry practices and business environment in which the entity operates, management considers that the trade receivables are in default if the payment is 90 days overdue. Out of the total trade receivables of Rs. 17.03 Lakh (previous year Rs. 46.97 Lakh) 0.16 Lakh (previous year 5.45 lakhs) are overdue for a period in excess of 90 days. Probability of default (PD) on this balance is considered as nil.

Other financial assets considered to have a low credit risk:

Credit risk on cash and cash equivalents is limited as we generally invest in deposits with banks with high credit ratings assigned by international and domestic credit rating agencies. Investments comprise

of Quoted Equity instruments, Bonds, Mutual Funds and Commercial papers which are market tradeable. Other financial assets include deposits with qualified clearing counterparties and exchanges as per the prescribed statutory limits.

b) Liquidity risk

Liquidity represents the ability of the Company to generate sufficient cash flow to meet its financial obligations on time, both in normal and in stressed conditions, without having to liquidate assets or raise funds at unfavourable terms thus compromising its earnings and capital.

Liquidity risk is the risk that the Company may not be able to generate sufficient cash flow at reasonable cost to meet expected and / or unexpected claims. It arises in the funding of lending, trading and investment activities and in the management of trading positions.

The Company aims to maintain the level of its cash and cash equivalents and other highly marketable investments at an amount in excess of expected cash outflow on financial liabilities. This is sufficient to take care of short period requirements as well.

MATURITY ANALYSIS

The table below summarize the maturity profile of the undiscounted cash flow of the Company's financial assets and liabilities as at 31.03.2020.

	Rs. in Lakhs			
	Less than 6 Months	6 to 12 months	More than 1 years	Total Carrying Amount
Financial Assets				
Cash and cash equivalents	2.17	---	---	2.17
Bank balance other than above	---	73.86	---	73.86
Securities for trade	403.18	---	---	403.18
Trade Receivables	17.03	---	---	17.03
Loans	0.00	---	---	0.00
Other financial assets	90.65			90.65
Total	513.03	73.86	---	586.89
Financial Liabilities				
Trade Payables	4.59	---	---	4.59
Other financial liabilities	69.41	---	---	69.41
Total	74.00	---	---	74.00
Net	439.03	73.86	---	512.89

The table below summarize the maturity profile of the undiscounted cash flow of the Company's financial assets and liabilities as at 31.03.2019.

Rs. in Lakhs

	Less than 6 Months	6 to 12 months	More than 1 years	Total Carrying Amount
Financial Assets				
Cash and cash equivalents	9.80	----	----	9.80
Bank balance other than above	----	73.75	----	73.75
Securities for trade	321.08	----	----	321.08
Trade Receivables	46.97	----	----	46.97
Loans	0.00	----	----	0.00
Other financial assets	90.57	----	----	90.57
Total	468.42	73.75		542.17
Financial liabilities				
Trade Payables	9.10	----	----	9.10
Other financial liabilities	58.98	----	----	58.99
Total	68.09	----	----	68.09
Net	400.33	73.75	----	474.08

The table below summarize the maturity profile of the undiscounted cash flow of the Company's financial assets and liabilities as at 31.03.2018.

Rs. in Lakhs

	Less than 6 Months	6 to 12 months	More than 1 years	Total Carrying Amount
Financial Assets				
Cash and cash equivalents	10.56	----	----	10.56
Bank balance other than above	----	74.50	----	74.50
Securities for trade	208.92	----	----	208.92
Trade Receivables	69.92	----	----	69.92
Loans	0.00	----	----	0.00
Other financial assets	87.01	----	----	87.01
Total	376.41	74.50	----	450.91
Financial liabilities				
Trade Payables	0.26	----	----	0.26
Other financial liabilities	13.09	----	----	13.09
Total	13.35	----	----	13.35
Net	363.06	74.50	----	437.56

c) Market risk

Market risk arises when movements in market factors (foreign exchange rates, interest rates, credit spreads and equity prices) impact the Company's income or the market value of its portfolios. The Company, in its course of business, is exposed to market risk due to change in equity prices, interest rates and foreign exchange rates. The objective of market risk management is to maintain an acceptable level of market risk exposure while aiming to maximize returns. The Company classifies

exposures to market risk into either trading or non-trading portfolios. Both the portfolios are managed using the following sensitivity analyses:

- i) Equity Price Risk
- ii) Interest Rate Risk
- iii) Currency Risk

i. Equity Price Risk

The Company's exposure to equity price risk arises primarily on account of its proprietary positions and on account of margin-based positions of its clients in equity cash and derivative segments. The Company's equity price risk is managed in accordance with its Corporate Risk and Investment Policy (CRIP) approved by its Risk Management Committee. The CRIP specifies exposure limits and risk limits for the proprietary desk of the Company and stipulates risk-based margin requirements for margin-based trading in equity cash and derivative segment by its clients. The below sensitivity depicts a scenario where a 10% movement in equity prices, everything else remaining constant, would result in an exchange obligation for both Traded and Non-traded (client) positions and their impact on statement of profit and loss account considering that the entire shortfall would be made good by the Company.

ii. Interest Rate

The Company's exposure to interest rate risk arises primarily on account of its proprietary positions and on account of margin based positions of its clients in exchange traded interest rate derivatives on government securities. However, the company's exposure to Interest segment is nil during the year under review.

The Company's interest rate risk is managed in accordance with its CRIP approved by its Risk Management Committee. The CRIP specifies exposure limits and risk limits for the proprietary desk of the Company and stipulates risk-based margin requirements for margin based trading in interest rate derivatives by its clients.

The non-traded Financial Assets and liabilities are fixed rate instruments and are valued at amortised cost. Any shifts in yield curve will not impact their carrying amount and will therefore not have any impact on the Company's statement of profit and loss.

iii. Foreign Exchange Risk/Currency Risk

The Company's exposure to currency risk arises primarily on account of its proprietary positions and on account of margin positions of its clients in exchange traded currency derivatives. However, the Company's exposure to exchange traded currency derivatives is nil during the year under review.

Note No. 24: Related Party Disclosures

(Amount in Lakhs)

Particulars	Key Managerial Personnel and their Relative (i) & (ii)	Entities on which Key Managerial Personnel has control (iii)	Entities on which relative of Key Managerial Personnel has Control

Loan and Advances-Unsecured	Nil	Nil	Nil
Interest Expenses	Nil	Nil	Nil
Kiran Goyal	0.90 (Rent), 0.20 (Sitting Fees)	Nil	Nil
Ashwani Goyal	0.90 (Rent) 0.10(Perks), 0.20 (Sitting Fees)	Nil	Nil
Ashwani Goyal & Sons	0.90 (Rent)	Nil	Nil
Divya Goyal	3.60(Directors' Salary), 1.25(Perks) 0.20(Sitting Fees),	Nil	Nil
Outstanding Balance As at March 31, 2020	Nil	Nil	Nil

Relationship:

I. Key Managerial Personnel a) Kiran Goyal	III. Entities over which Key Managerial Personnel has control a) Nikiya Exports P Ltd., b) Nam Credit & Investment Consultants Limited, c) Agile Commodities P Ltd.
II. Relative of Key Managerial Personnel a) Ashwani Goyal b) Ashwani Goyal (HUF), c) Divya Goyal	

The related parties as above acted as client for dealing in securities where the brokerage is charged in the normal course of the business and the amount of brokerage is very insignificant, less than 0.03 lacs in each case.

Note No. 25: Auditors Remuneration

Auditors remuneration comprises of fees to statutory Auditors Rs 30,000/- (Prev. year: Rs.30,000/-), & for IT-44AB report & expenses reimbursement: Rs.20,000 /- (Prev. year: Rs.20,000/-), as increased by GST @ 18%.

Note No.26 Foreign Currency Transactions

There is no foreign currency transaction made by the company during the current and the previous year.

	2019-20	2018-2019
(i) Expenditure in foreign Currency	Nil	NIL
ii) CIF Value of Imports	Nil	NIL

Note No. 27: Contingent Liability

The Company has no contingent liabilities as on 31st March, 2020.

Note No. 28: Segment Reporting

The company is principally engaged in a single business segment viz: Stock Broking and Trading in Shares and Depository Participant. Accordingly there are no separate reportable segments as per

IND AS 108 on "Segment reporting".

Note No. 29: In the opinion of the board the current assets loans and advances are approximate to the values state, if realized in the ordinary course of business

Note No. 30 Balances of Sundry Creditors and Debtors are subject to their confirmation.

Note No.31: The figures have been rounded off to the nearest rupee. The previous years' figures have been re-grouped, re-arranged, re-classified wherever necessary to facilitate comparison with the current years' figures.

Note No. 32: There have been no events after the reporting date that require disclosure in these financial statements.

Note 33: First time adoption of IND AS

For reporting periods up to and including the year ended March 31, 2018, the Company prepared its financial statements in accordance with Indian GAAP. The Company has prepared its financial statements in accordance with Ind AS prescribed under section 133 of the Act and other accounting principles generally accepted in India and as notified by Ministry of Corporate Affairs with the transition date being April 1, 2018. The impact of transition has been provided in the Opening Reserves as at April 1, 2018.

In preparing these financial statements, the Company has opted to avail the choices available for certain transitional provisions within Ind AS 101, 'First time adoption of Indian Accounting Standards', which offers exemption from applying specified Ind AS retrospectively. The most significant of these provisions are in the following areas:

- I. Deemed cost for property, plant and equipment and intangible assets
The Company has elected to continue with the carrying value for all of its property, plant and equipment and intangible assets as measured as per the previous GAAP and used that as its deemed cost as at the date of transition.
 - II. Classification and measurement of financial assets
At the transition date, the Company assessed the conditions for classification of financial assets and accordingly classified its financial assets at either amortised cost, fair value through other comprehensive income or fair value through profit and loss account, as appropriate, under the provisions of Ind AS 109,
 - III. De-recognition of financial assets
The Company has elected to not recognized financial assets or financial liabilities which were de recognized in accordance with its previous GAAP as a result of transactions that occurred before the transition date.
 - IV. Revenue from contracts with customers
- The Company has availed the following practical expedients in applying the standard retrospectively:
- a) For completed contracts within the same annual reporting period, no restatement has been done;
 - b) For completed contracts that have variable consideration, the Company has used the transaction price at the date the contract was completed rather than estimating variable consideration amounts in the comparative reporting periods; and
 - c) For all reporting periods presented before the beginning of the first Ind AS reporting period, no disclosures of the amount of transaction price allocated to the remaining performance obligations have been done.

Reconciliation of shareholders' equity as per Indian GAAP and Ind AS financial statements

(Rs. in Lakhs)

<u>Particulars</u>	Note	As on 31.03.2018	As on 31.03.2019
Net-Worth as per Indian GAAP		472.41	495.26
<u>Adjustment under Ind AS:</u>			
Fair value of securities	(a)	17.91	36.36
Deferred tax on adjustment	(b)	(1.29)	(2.64)
Total Shareholders' equity as per Ind AS financial statements		489.03	528.98

A. Reconciliation of net profit as per Indian GAAP and Ind AS financial statements
(Rs. in Lakhs)

<u>Particulars</u>	Note	As on 31.03.2019
Net Profit as per Indian GAAP		22.85
<u>Adjustment under Ind AS:</u>		
Fair value of securities	(a)	18.46
Deferred tax on adjustment	(b)	(1.35)
Total IND AS adjustment (a-b)		17.11
Net Profit as per IND AS Financial Statements		39.96

B. Reconciliation of Statement of Cash flows

There were no material differences between the Statement of Cash Flows presented under Ind AS and the Previous GAAP.

Notes to the reconciliations.

a) Valuation of debt and equity securities:

Under Indian GAAP, investments that are acquired with the intention of holding them for not more than one year from the date on which such investments are made, are considered as current investment and shown as securities for trade. Investments acquired with the intention of holding for more than one year from the date on which such investments are made are classified as long-term investments. The securities held as securities for trade is carried at cost or market value, determined on an individual investment basis, whichever is lower. Accordingly, only mark-to-market losses on securities held as securities for trade is recognised in the statement of profit and loss while gains are ignored. Long term investments are carried at acquisition cost after providing for diminution in value, if such diminution is other than of a temporary nature. As per Ind AS, all financial assets have to be classified at 'amortised cost', 'fair value through other comprehensive income' or 'fair value through profit and loss'. These classifications are based on the business model test and the contractual cash flow test. Under Indian GAAP, unrealized gains were not accounted in the books.

Under Ind AS, unrealized gains have been accounted in the statement of profit and loss. This

has resulted in an increase in cumulative retained earnings in April 2018 and March 2019 of Rs. 1790500 and `Rs. 3636152 respectively and an increase in the net profit for the year ended March 2019 of RS. 1845652.

b) Deferred tax asset/liability

The transitional Ind AS adjustments has led to temporary differences in the tax and accordingly deferred tax impact on these adjustments has been accounted. There are no change in share capital during the year.

Note No. 34 Disclosures required under Micro, Small and Medium Enterprises Development Act, 2006

Based on the information available with the company, there are no suppliers registered as micro, small or medium enterprises under "The Micro, Small and Medium Enterprises Development Act, 2006"

Note No. 35 Disclosure under Regulation 34(3) of the SEBI (LODR), Regulation, 2015

There are no loans and advances in the nature of loans given to subsidiaries, associates and firms / companies in which director are interested.

Notes 1 to 35 forming an integral part of the financial statements.

For RAJ K SRI & CO.
CHARTERED ACCOUNTANTS
Firm No. 014141N

For & On behalf of Board of Directors

Sd/-
(Sumit Kumar Gupta)
Partner
(M. No.529461)

Sd/-
Kiran Goyal
Managing Director
DIN: 00503357

Sd/-
Ashwani Goyal
Director
DIN: 00502983

PLACE: Delhi
Date: 31.07.2020

Sd/-
Pradeep Kumar
Chief Financial Officer