

STARTECK FINANCE LIMITED

(Formerly known as Nivedita Mercantile Financing Limited)

Registered office: 5th Floor, Sunteck Centre, 37-40 Subhash Road, Vile Parle (East), Mumbai 400057.

Tel: +91 22 4287 7800 Fax: +91 22 4287 7890 CIN: L51900MH1985PLC037039

SFL/BSE/19/19-20

Date: 31st August, 2019

To

The Secretary, Listing Department,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001
Scrip Code: 512381

Sub: Annual Report for the F.Y. 2018-19 and Notice of Annual General Meeting to be held on September 26, 2019.

Dear Sir/Madam,

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Regulations, please find attached herewith the Annual Report for the financial year 2018-19 along with the Notice of Annual General Meeting of the members of the Company to be held on Thursday, 26th September, 2019.

The said Notice and Annual Report for FY 2018-19 is available on the website of the Company at www.starteckfinance.com.

Kindly take the same on record and acknowledge the receipt of the same.

Thanking you.

For Starteck Finance Limited
(formerly known as Nivedita Mercantile and Financing Limited)


Sweta Gupta
Company Secretary



STARTECK FINANCE LIMITED

34th ANNUAL REPORT

2018-2019

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Sudarshan Somani

Mr. Gautam Panchal

Mrs. Lalitha Cheripalli

CHIEF FINANCIAL OFFICER

Mr. Anand Shroff (w.e.f. 30th May, 2019)

COMPANY SECRETARY

Ms. Sweta Gupta (w.e.f. 30th May, 2019)

Ms. Shreya Shetty (upto 30th May, 2019)

AUDITORS

Bagaria & Co., LLP

Chartered Accountants, Mumbai

BANKERS

Kotak Mahindra Bank Ltd.

Barclays Bank PLC

ICICI Bank Ltd.

REGISTERED OFFICE

5th Floor, Sunteck Centre, 37-40,
Subhash Road, Vile Parle (East), Mumbai-400057

CIN: L51900MH1985PLC037039

Tel: 91 22 4287 7800 Fax: 91 22 4287 7890

E-mail: cosec@starteckfinance.com

Website: www.starteckfinance.com

REGISTRAR & TRANSFER AGENTS

Adroit Corporate Services Private Limited
1st Floor, 17/20, Jafferbhoy Industrial Estate,
Makwana Road, Marol Naka, Andheri (East), Mumbai - 400059.

Tel. No. 022-4227 0400 Fax No. 022-2850 3748

E-mail: info@adroitcorporate.com

Website: www.adroitcorporate.com

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DIRECTORS' REPORT

To
The Members,
Starteck Finance Limited
(Formerly Nivedita Mercantile & Financing Limited)

Your Directors have the pleasure in presenting the 34th Annual Report of the Company on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March 2019.

FINANCIAL RESULTS

The Company's performance during the financial year ended 31st March, 2019 as compared to the previous financial year, is summarized below:

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	For the year ended on 31.03.2019	For the year ended on 31.03.2018	For the year ended on 31.03.2019	For the year ended on 31.03.2018
Revenue from operations	1343.85	1794.73	1344.47	1794.85
Other Income	63.06	71.14	63.06	71.14
Total Revenue	1406.91	1865.87	1407.53	1865.99
Total Expenditure	1334.58	1708.46	1339.66	1714.49
Profit before tax (PBT)	72.33	157.41	67.87	151.50
Less: Income Tax Provision				
Current Tax	36.85	38.10	36.85	38.12
Excess/(Short)provision for tax	(1.12)	2.02	(1.12)	2.02
Profit before minority interest	36.60	117.29	32.14	111.36
Less: Minority interest	-	-	-	-
Profit After Tax	36.60	117.29	32.14	111.36
Balance brought forward from previous year	1744.22	1650.39	1732.08	1643.88
Surplus available for Appropriation	1780.82	1767.68	1764.22	1755.22
Less: Appropriations				
Proposed equity dividend	-	-	-	-
Tax on proposed equity dividend	-	-	-	-
Statutory Reserve Fund	7.32	23.46	7.32	23.46
Transfer to Capital Reserve	-	-	22.91	(0.32)
Surplus carried to Balance Sheet	1773.51	1744.22	1733.99	1732.08

PERFORMANCE

During the year under review, the consolidated revenue from operations for the current year amounted to ₹ 1344.47/- lakhs against ₹ 1794.85/- compared to the previous year. The profit after tax on consolidated basis stands at ₹ 32.14 /- lakhs as compared to ₹ 111.36/- lakhs during the previous year.

The revenue from operations earned is ₹ 1343.85/- lakhs compared to previous year's revenue of ₹ 1794.73/- lakhs on standalone basis. The profit after tax on standalone basis stands at ₹ 36.60/- lakhs as compared to ₹ 117.29/- lakhs during the previous year. During the financial year under review, there has been no change in the nature of business of the Company.

DIVIDEND

To strengthen the financial position of the Company, your Directors do not recommend any dividend for the period under consideration.

TRANSFER TO RESERVES

Your Directors do not propose to transfer any amount to reserves out of the profits earned during financial year 2018-19.

SHARE CAPITAL

During the year under review, the Company has not allotted any Equity Shares, thus the paid up Equity Share Capital of the Company remains the same i.e. 99,10,330 equity shares of ₹ 10/- each. Also, the Company has not issued shares with differential voting rights and sweat equity shares.

DEPOSITS

Your Company being a Non-Deposit Accepting NBFC has not accepted any deposits from public within the meaning of the provisions of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998 or under Chapter V of the Companies Act, 2013 (hereinafter referred to as "**the Act**").

REPORT ON PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES

The Company has 2 Subsidiaries i.e. V Can Exports Private Limited and Chitta Finlease Private Limited. There are no associate companies or joint venture companies within the meaning of section 2(6) of the Companies Act, 2013.

The consolidated financial statements of the Company and its subsidiaries, prepared in accordance with applicable accounting standards, issued by the Institute of Chartered Accountants of India, forms part of this Annual Report. Pursuant to the provisions of Section 136 of the Companies Act, 2013, the Financial Statements of the Company, Consolidated Financial Statements along with relevant documents and separate annual accounts in respect of the subsidiaries are available on the website of the Company and can be accessed at the web-link www.starteckfinance.com.

There have been no material changes and commitments, affecting the financial position of the Company, which have occurred between the end of the financial year of the Company and the date of this Report.

The annual accounts of the subsidiaries and related detailed information will also be available for inspection at the Registered Office of the Company during working hours upto the date of the Annual General Meeting.

A statement containing the salient features of the financial statement of the subsidiaries in prescribed form AOC-1 as **Annexure A** is attached to this Report.

As required under Regulations 16(1)(c) and 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "**Listing Regulations**"), the Board has approved and adopted the Policy for determining Material Subsidiaries. The Policy has been amended in line with the amendments made to the SEBI Listing Regulations. The Policy is available on the Company's website at www.starteckfinance.com/codes-or-policies.html.

MATTERS RELATING TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on 31st March, 2019, the Company has three (3) Directors, out of which two (2) are Independent Directors who provide valuable guidance to the Management of the Company on various aspects of the Company's business operations. The Board has an optimum combination of executive and non-executive directors with one woman director and more than fifty per cent of the Board comprising of non-executive independent directors.

Ms. Lalitha Cheripalli (DIN: 07026989), Director of the Company retires by rotation and being eligible offers herself for reappointment. Ms. Shreya Shetty resigned as Company Secretary of the Company on 30th May, 2019. Further, Ms. Sweta Gupta was appointed as Company Secretary effective from 30th May, 2019. Mr. Anand Shroff was appointed as Chief Financial Officer of the Company with effect from 30th May, 2019.

DECLARATIONS BY INDEPENDENT DIRECTORS

The Company had received declarations from all the Independent Directors of the Company confirming that they meet the 'criteria of Independence' as prescribed under Section 149(6) of the Act and have submitted their respective declarations as required under Section 149(7) of the Act and Regulation 16(1) of the Listing Regulations that they are not aware of any circumstance or situation, which exists or is anticipated, that could impair or impact their ability to discharge their duties with an independent judgement and without any external influence as required under Regulation 25 of the Listing Regulations.

DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES

Number of Meetings of the Board of Directors

The Board meets at regular intervals to discuss and decide on the Company's performance and strategies. During the financial year under review, the Board met 4 (Four) times. The Meetings of the Board were held on 18th May, 2018, 13th August, 2018, 26th October, 2018 and 1st February, 2019. Further details on the Board Meetings are provided in the Corporate Governance Report, which forms part of this Annual Report.

The Directors actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time.

The Board has constituted the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee of the Board with specific terms of reference as per the requirements of the Listing Regulations and the Act and they make specific recommendations to the Board on matters within their areas or purview. The details with respect to the composition, powers, roles, terms of reference, Meetings held and attendance of the Directors at such Meetings of the relevant Committees are given in detail in the Report on Corporate Governance of the Company which forms part of this Annual Report.

Additionally, during the year under review, the Independent Directors held a separate meeting in compliance with the requirements of Schedule IV of the Act and Regulation 25(3) of the Listing Regulations.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act and to the best of their knowledge and belief and according to the information and explanations obtained from the Management, the Directors of your Company state that:-

- in the preparation of the annual Accounts, the applicable Accounting Standards have been followed and there were no material departures from the same;
- such accounting policies have been selected and applied consistently and the Directors 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 on 31st March, 2019 and of the profits of the Company for the year ended on that date;
- proper and sufficient care was taken 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;
- the annual Accounts of the Company have been prepared on a going concern basis;
- internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ANNUAL EVALUATION OF DIRECTORS, BOARD AND COMMITTEES

A formal evaluation mechanism has been adopted for evaluating the performance of the Board, the Committees thereof, individual Directors and the Chairman of the Board. The evaluation is based on criteria which include, among others, providing strategic perspective, integrity and maintenance of confidentiality and independence of judgment, Chairmanship of Board and Committees, attendance, time devoted and preparedness for the Meetings, quality, quantity and timeliness of the flow of information between the Board Members and the Management, contribution at the Meetings, effective decision making ability, monitoring the corporate governance practices, role and effectiveness of the Committees and effective management of relationship with stakeholders. The Directors

completed questionnaires providing feedback on functioning of the Board, Committees and Chairman of the Board.

The Nomination and Remuneration Committee also reviews the performance of the Board of Directors at such regular intervals as may be necessary on the basis of performance evaluation indicators.

Further, independent directors of the Company met on 1st February, 2019 to discuss and review:

- report on performance evaluation for the year 2018-19 of the Board;
- performance of non-independent directors and the Board as a whole;
- performance of the Chairperson of the Company, taking into account the views of executive director and non-executive directors; and
- the quantity, quality and timely flow of information between the Management and the Board, and found it to be in line with the expectations.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company has a duly constituted Nomination and Remuneration Committee ("NRC"), with its composition, quorum, powers, role and scope in line with the applicable provisions of the Act and Listing Regulations.

The policy, inter alia, provides the (a) criteria for determining qualifications, positive attributes and independence of directors and (b) policy on remuneration for directors, key managerial personnel and other employees. The policy is directed towards a compensation philosophy and structure that will attract, retain and motivate talent and provides for a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The NRC has formulated a policy on remuneration under the provisions of Section 178(3) of the Act and the same is uploaded on the website of the Company at www.starteckfinance.com/codes-or-policies.html

PARTICULARS OF EMPLOYEES

During the Financial Year 18-19, there were no persons employed, for whole or part of the financial year who were in receipt of remuneration of not less than ₹ 8.5 lakhs p.m.

Details required under the provisions of section 197(12) of the Act read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, will be made available to any member on request, as per provisions of section 136(1) of the Act.

COMPLIANCE WITH SECRETARIAL STANDARDS

Your Directors confirm that the applicable Secretarial Standards issued by the Institute of Company Secretaries of India, have been complied with.

VIGIL MECHANISM

The Company has a whistle blower policy encompassing vigil mechanism pursuant to the requirements of the section 177(9) of the Act and regulation 22 of the Listing Regulations. The policy enables directors and employees to report to the Management genuine concerns about unethical behavior, actual or suspected fraud, or violation of Code of Conduct and Ethics and leakage or suspected leakage of unpublished price sensitive information. It also provides for adequate safeguards against victimization of employees who avail of the whistle blower mechanism and allows direct access to the Chairperson of the Audit Committee in exceptional cases.

The Whistle Blower Policy of the Company is placed on the website of the Company www.starteckfinance.com/codes-or-policies.html. During the year, none of the employees have been denied access to the Audit Committee under this policy.

RISK MANAGEMENT POLICY

The Board of Directors have adopted a risk management policy for the Company which provides for identification, assessment and control of risks which in the opinion of the Board may threaten the existence of the Company. The Management identifies and controls risks through a properly defined framework in terms of the aforesaid policy.

RELATED PARTY TRANSACTIONS

All contracts/arrangements/transactions entered into by the Company during the year with related parties were in the ordinary course of business and on an arm's length basis.

Pursuant to Section 134 (3) (h) read with Rule 8 (2) of the Companies (Accounts) Rules, 2014, there are no transactions to be reported under Section 188 (1) of the Companies Act, 2013. Accordingly, the disclosure of Related Party Transactions, as required under Section 134 (3) (h) of the Act in Form AOC-2 is not applicable to the Company.

The Policy on Related Party Transactions is in line with the revised Listing Regulations and the same is uploaded on the Company's website at the web-link: www.starteckfinance.com.

Details on transactions with related parties are provided in notes to financial statements.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company, being a non-banking financial company registered with the RBI and engaged in the business of giving loans, is exempt from complying with the provisions of section 186 of the Act in respect of loans and guarantees. Accordingly, the disclosures of the loans given as required under the aforesaid section have not been made in this Report.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and the date of this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/TRIBUNALS

During the year under review, there were no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY

The internal financial controls of the Company are commensurate with its size, scale and complexity of operations. The Company has adopted policies and procedures to ensure integrity in conducting business, safeguarding of its assets, timely preparation of reliable financial information, accuracy and completeness in maintaining accounting records and prevention and detection of frauds and errors.

The internal financial controls with reference to the financial statements were adequate and operating effectively.

STATUTORY AUDITORS

Pursuant to the provisions of 139(2) of the Act, the term of M/s. Bagaria & Co. LLP, Chartered Accountants, Statutory Auditors of the Company will conclude at the upcoming Annual General Meeting of the Company. The Board has recommended the appointment of M/s. Lodha & Co., Chartered Accountants (Firm Registration No. 301051E) as Statutory Auditors of the Company from the conclusion of the 34th Annual General Meeting to the conclusion of the 39th Annual General Meeting of the Company.

There are no qualifications, reservations or adverse remarks made by the Statutory Auditors in their audit reports on the financial statements for the year ended 31st March 2019.

During the year under review, the Statutory Auditors and the Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Companies Act, 2013.

SECRETARIAL AUDITORS

Pursuant to the provisions of section 204 of the Act, the Board has re-appointed Mr. Veeraraghavan N., Practising Company Secretary (Membership No. A6911), to undertake secretarial audit of the Company.

A report from the secretarial auditor in the prescribed Form MR-3 is attached to this Report as **Annexure B**. In respect of the observation made by the auditor in the report, Directors would like to state that the Company has appointed Mr. Anand Shroff as Chief Financial Officer of the Company with effect from 30th May, 2019. Further, the Company is in process of appointing Whole Time Director of the Company.

COST RECORDS AND COST AUDITORS

The provisions of Cost Audit and Records as prescribed under Section 148 of the Act, are not applicable to the Company.

INTERNAL AUDIT

The Company has in place an adequate internal audit framework to monitor the efficacy of internal controls with the objective of providing to the Audit Committee and the Board of Directors, an independent, objective and reasonable assurance on the adequacy and effectiveness of the organisation's risk management, control and governance processes. The Company has appointed M/s. N Somani & Co., (Firm Registration No. 139934W), Chartered Accountants, as Internal Auditor of the Company. Findings of the Internal Auditor are placed before Audit Committee, which reviews and discuss the actions taken with the Management.

CORPORATE SOCIAL RESPONSIBILITY

In accordance with Section 135 of the Act, the Company has a Corporate Social Responsibility ("CSR") Committee. The CSR Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy ("CSR Policy") indicating the activities to be undertaken by the Company, which has been approved by the Board. The CSR Policy is available on the Company's website at www.starteckfinance.com/codes-or-policies.html

Further details on the CSR Committee are provided in the Corporate Governance Report, which forms part of this Annual Report. As the net profit of the Company during financial year 17-18 was below ₹ 5 crores, the Company was not required to spend any amount towards CSR during the financial year under review. However, the Company has spent ₹ 8,03,200 towards CSR activities during the financial year 2018-19. The Annual Report on CSR activities is annexed herewith as **Annexure C**.

EXTRACT OF ANNUAL RETURN

The extract of annual return as provided under section 92(3) of the Act, in the prescribed form MGT-9 is annexed to this Report as **Annexure D** and is also available on the Company's website at www.starteckfinance.com.

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

Considering the nature of activities the Company is engaged into, the Company is not required to furnish information as required under the provisions of section 134(3) (m) of the Act read with the rule 8(3) of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption.

Foreign Exchange Earnings and Outgo are as follows:

- i) Foreign Exchange Earned: NIL
- ii) Foreign Exchange Outflow: NIL

INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has in place an appropriate policy which is in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints, if any, received regarding sexual harassment of women. We further state that during the financial year under review, there were no complaints received/cases filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

CORPORATE GOVERNANCE

The Corporate Governance Report as stipulated under Regulation 34(3) read with Schedule V of the SEBI Listing Regulations forms an integral part of this Annual Report. The requisite certificate from the Statutory Auditors of the Company confirming compliance with the requirements of Corporate Governance forms part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis report has been separately furnished in the Annual Report.

ACKNOWLEDGEMENTS

Your Directors would like to express their sincere appreciation and gratitude for the support and co-operation from its shareholders, bankers, regulators and other business constituents.

Your Directors also wish to place on record their appreciation for the commitment and hard work put in by the Management and the employees of the Company.

For and on Behalf of the Board of Directors

Gautam Panchal
Director (DIN: 07826634)

Sudarshan Somani
Director (DIN: 00137568)

Lalitha Cheripalli
Director (DIN: 07026989)

Date: 30th May, 2019
Place: Mumbai

Annexure A

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

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

Sl. No.	Particulars	Details	
1.	Name of the subsidiary	Chitta Finlease Private Limited	V Can Export Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	April 1, 2018 to March 31, 2019	April 1, 2018 to March 31, 2019
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR	INR
4.	Date since when subsidiary was acquired	14.01.2016	25.03.2015
5.	Share capital	1.00	1.00
6.	Reserves & surplus	(16.84)	10.23
7.	Total Assets	1744.27	11.36
8.	Total Liabilities	1744.27	11.36
9.	Investments	1743.64	-
10.	Turnover	-	-
11.	Profit before taxation	(4.42)	(0.03)
12.	Provision for taxation	-	-
13.	Profit after taxation	(4.42)	(0.03)
14.	Proposed Dividend	-	-
15.	% of shareholding	100	100

For and on Behalf of the Board of Directors

Sudarshan Somani

Director
(DIN: 00137568)

Lalitha Cheripalli

Director
(DIN: 07026989)

Gautam Panchal

Director
(DIN:07826634)

Date: 30th May, 2019

Place: Mumbai

Annexure B

Form No. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31st MARCH 2019

[Pursuant to Section 204 (1) of the Companies Act 2013 and rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
Starteck Finance Limited
(Formerly Nivedita Mercantile and Financing Limited)
(CIN: L51900MH1985PLC037039)

I, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Starteck Finance Limited (Formerly known as Nivedita Mercantile and Financing Limited) (CIN: L51900MH1985PLC037039) (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and return filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i). The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii). The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- (iii). The Depositories Act 1996 and the Regulations and bye-laws framed thereunder;
- (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v). The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):
 - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (g) 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;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
 - (i) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018.

- (vi). Rules, Regulations and Guidelines issued by the Reserve Bank of India as are applicable to Non-deposit taking Non Systemically Important NBFC which are specifically applicable to the Company.

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

- (i) Secretarial Standard issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

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

The Company has not appointed Whole-time Director and CFO.

I further report that:

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

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

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

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

Veeraraghavan N.

ACS No. 6911

CP No. 4334

Date: 30th May, 2019

Place: Mumbai

Annexure C

Annual Report on CSR Activities

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

The Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board.

2. Composition of the CSR Committee:

Name of the Director	Category	Position
Mr. Gautam Panchal	Non- Executive Independent Director	Chairman
Mr. Sudarshan Somani	Non- Executive Independent Director	Member
Ms. Lalitha Cheripalli	Non-Executive Director	Member

3. CSR Policy

Web link: www.starteckfinance.com/Downloads/Corporate-Social-Responsibility-CSR-Policy.pdf

4. Average net profit of the Company for last three financial years:

Not applicable, since the Company was not required to spend any amount towards CSR during the financial year under review.

5. Prescribed CSR Expenditure (two percent of the amount as in item 4 above):

As the net profit of the Company during financial year 17-18 was below ₹ 5 crores, your Company was not required to spend any amount towards CSR during the financial year under review.

6. Details of CSR spent during the financial year:

- a) Total amount spent during the financial year: ₹ 8,03,200/-
- b) Amount unspent for the financial year : Nil
- c) Amount unspent for earlier years: ₹ 27,97,289
- d) Manner in which the amount spent during the financial year is detailed below:

Projects / Activities	Sector in which the Project is covered	Locations	Amount Outlay (Budget) Project or Programs Wise	Amount spent on the project or programs	Cumulative Expenditure upto reporting period	Amount spent: Direct or through implementing agency
Contribution of ₹ 6,00,000/- to Bai Jerbai Wadia Hospital towards provision of affordable healthcare services for children as well as spreading awareness through imparting quality health education and ₹ 100,000/- to Bodhita which is a mental health initiative that intends to provide holistic healing through an eclectic approach involving psychotherapeutic interventions and Arts Based Therapy.	Health	Mumbai	6,00,000	6,00,000	6,00,000	Direct

Contribution of ₹ 53,200/- to Dreams foundation to provide support to thousands of terminally-ill adults and their families and ₹ 1,50,000/- to Harmony Foundation, a renowned de-addiction treatment centre in Mumbai.	Health and Welfare	Mumbai	203,200	203,200	803,200	Direct
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7. Reasons for failure to spend the two percent of the average net profit of the last three financial years or any part thereof:

Not Applicable

8. Responsibility statement

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

For and on Behalf of the Board of Directors

Lalitha Cheripalli
Director
(DIN: 07026989)

Gautam Panchal
Chairman of CSR Committee
(DIN: 07826634)

Date: 30th May, 2019

Place: Mumbai

Annexure - D
FORM MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2019
[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L51900MH1985PLC037039
Registration Date	05.08.1985
Name of the Company	Starteck Finance Limited (Formerly known as Nivedita Mercantile & Financing Limited)
Category/ Sub-Category of the Company	Company having Share Capital/Indian Non-Government Company
Address of the Registered Office and contact details	5th Floor, Sunteck Centre, 37-40 Subhash Road, Vile Parle (E) Mumbai -400 057 Tel. No.: 91 22 4287 7800 Fax No.: 91 22 4287 890 Email: cosec@starteckfinance.com Website : www.starteckfinance.com
Whether Listed Company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Adroit Corporate Services Private Limited 17/20 Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol, Andheri (E), Mumbai- 400 059 Tel. No.:91 22- 42270400 Fax No.:91 22- 28503748 Website: www.adroitcorporate.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:

Sr. No.	Name and Description of Main Products/Services	NIC code of the Product/ Service	% to total turnover of the Company
1.	This class includes financial service activities primarily concerned with making loans by institutions not involved in monetary intermediation (such as venture capital companies, industrial banks, investment clubs), where the granting of credit can take a variety of forms, such as loans.	64920	95.51%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1.	V Can Exports Private Limited 5th Floor, Sunteck Centre, 37-40 Subhash Road, Vile Parle (East), Mumbai - 400057	U51909MH2003PTC139722	Subsidiary Company	100.00	2(87)
2.	Chitta Finlease Private Limited 5th Floor, Sunteck Centre, 37-40 Subhash Road, Vile Parle (East), Mumbai - 400057	U65900MH1995PTC090846	Subsidiary Company	100.00	2(87)

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

i) Category-wise Shareholding

Category of Shareholders		No. of Shares held at the beginning of the year i.e. 01.04.2018				No. of Shares held at the end of the year i.e. 31.03.2019				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoters									
(1)	Indian									
a)	Individual /HUF	2122000	-	2122000	21.41	2122000	-	2122000	21.41	-
b)	Central Govt.	-	-	-	-	-	-	-	-	-
c)	State Govt.(s)	-	-	-	-	-	-	-	-	-
d)	Bodies Corporate	2430839	-	2430839	24.53	2430839	-	2430839	24.53	-
e)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
f)	Any other Trusts	1868332	-	1868332	18.85	1868332	-	1868332	18.85	-
Sub- Total(A) (1)		6421171	-	6421171	64.79	6421171	-	6421171	64.79	-
(2)	Foreign									
a)	NRI's Individuals	-	-	-	-	-	-	-	-	-
b)	Other Individuals	-	-	-	-	-	-	-	-	-
c)	Bodies Corporate	-	-	-	-	-	-	-	-	-
d)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
e)	Any other	-	-	-	-	-	-	-	-	-
Sub- Total(A) (2)		-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters (A) = (A) (1)+(A)(2)		6421171	-	6421171	64.79	6421171	-	6421171	64.79	-
B.	Public Shareholding									
(1)	Institutions									
a)	Mutual Funds/UTI	-	-	-	-	-	-	-	-	-
b)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
c)	Central Govt.	-	-	-	-	-	-	-	-	-
d)	State Govt.(s)	-	-	-	-	-	-	-	-	-
e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
f)	Insurance Companies	-	-	-	-	-	-	-	-	-
g)	Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i)	Any other	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)		-	-	-	-	-	-	-	-	-
(2)	Non Institutions									
a)	Bodies Corporate									
i)	Indian	997448	930	998378	10.07	948183	930	949113	9.58	(0.49)

ii)	Overseas	-	-	-	-	-	-	-	-	-
b) Individuals										
i)	Individual (including HUF) Shareholders holding nominal share capital upto Rs.1 lakh	42405	29670	72075	0.73	33339	29670	63009	0.64	(0.09)
ii)	Individual (including HUF) Shareholders holding nominal share capital in excess of Rs.1 lakh	2418706	-	2418706	24.41	2476637	-	2476637	24.99	0.58
c)	Clearing Members	-	-	-	-	400	-	400	0.001	0.001
Sub-Total (B)(2)		3458559	30600	3489159	35.21	3458559	30600	3489159	35.21	-
Total Public Shareholding (B)=(B) (1)+(B)(2)		3458559	30600	3489159	35.21	3458559	30600	3489159	35.21	-
C.	Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)		9879730	30600	9910330	100.00	9879930	30600	9910330	100.00	-

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2018)			Shareholding at the end of the year (31.03.2019)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Akrur Khetan	545400	5.50	-	545400	5.50	-	-
2	Anupma Khetan	545400	5.50	-	545400	5.50	-	-
3	Astha Trust	491666	4.96	-	491666	4.96	-	-
4	Eskay Infrastructure Development Pvt. Ltd.	1045700	10.55	-	1045700	10.55	-	-
5	Glint Infraprojects Pvt. Ltd.	415000	4.19	-	415000	4.19	-	-
6	Krupa Family Private Trust	360000	3.63	-	360000	3.63	-	-
7	Kamal Khetan	325400	3.28	-	325400	3.28	-	-
8	Kamal Khetan HUF	325400	3.28	-	325400	3.28	-	-
9	Paripurna Trust	267000	2.69	-	267000	2.69	-	-
10	Shraddha Trust	258000	2.60	-	258000	2.60	-	-
11	Manisha Khetan	380400	3.84	-	380400	3.84	-	-
12	Matrabhav Trust	491666	4.96	-	491666	4.96	-	-
13	SW Capital Pvt. Ltd.	970139	9.79	-	970139	9.79	-	-
	Total	6421171	64.79	-	6421171	64.79	-	-

(iii) Change in Promoters' Shareholding: There was no change in promoters' shareholding during the year.

(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADR)

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mount Overseas Private Limited	291667	2.94	291667	2.94
2.	Dipti Shailesh Parekh	250000	2.52	250000	2.52
3.	Lalita Kamal Kishore Vyas	250000	2.52	250000	2.52
4.	Shailesh Popatlal Parekh	250000	2.52	250000	2.52
5.	Industele Services Private Limited	225000	2.27	225000	2.27
6.	Renu Rajesh Agarwal	208333	2.10	208333	2.10
7.	Matadi Advisory Services Private Limited	100000	1.01	100000	1.01
8.	Vanna Trading Company Private Limited	90000	0.91	90000	0.91
9.	Ritu Arvind Agarwal	83334	0.84	83334	0.84
10.	Ravi Shailesh Parekh	83333	0.84	83333	0.84
11.	Rushikesh Shailesh Parekh	83333	0.84	83333	0.84
12.	Suman Agarwal	83333	0.84	83333	0.84
13.	Rajesh Agarwal HUF	83333	0.84	83333	0.84

(v) Shareholding of Directors and Key Managerial Personnel:

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 of the Company	No. of shares	% of total shares of the Company
At the beginning of the year	None of the Directors/ KMP hold shares in the Company			
Date wise Increase/Decrease in share-holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):				
At the end of the year				

(v) INDEBTEDNESS

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

(₹ In Lakh)

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	5724.09	3361.57	-	9085.66
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	45.20	-	-	45.20
Total (i+ii+iii)	5769.29	3361.57	-	9130.86

Change in Indebtedness during the financial year				
Additions	-	21.94	-	21.94
Reduction	(1.79)	-	-	(1.79)
Net Change	(1.79)	21.94	-	20.15
Indebtedness at the end of the financial year				
i) Principal Amount	5737.23	3383.51	-	9120.73
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	30.27	-	-	30.27
Total (i+ii+iii)	5767.50	3383.51	-	9151.01

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole- time Directors and /or Manager: Not Applicable

B. Remuneration to other Directors:

(₹ In Lakh)

Sr. No.	Particulars of Remuneration	Mr. Gautam Panchal	Mr. Sudarshan Somani	Total
1.	Independent Directors			
	- Fee for attending Board/Committee Meetings	0.15	0.20	0.35
	- Commission	-	-	-
	- Others	-	-	-
	Total (1)	0.15	0.20	0.35
2.	Non-Executive Directors	Ms. Mayuri Jain#	Mrs. Lalitha Cheripalli*	Total
	- Fee for attending Board/Committee Meetings	-	-	-
	- Commission	-	-	-
	- Others	-	1.2	1.2
	Total (2)	-	1.2	1.2
	Total (B)= (1+ 2)	1.55		
	Overall Ceiling as per the Act	Within the limits as specified under Companies Act, 2013		

Ms. Mayuri Jain ceased to be a Director w.e.f 18th May, 2018.

* Mrs. Lalitha Cheripalli appointed as a Director w.e.f 18th May, 2018.

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

(₹ In Lakh)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel
		Shreya Shetty Company Secretary*
	Gross Salary	-
	(a) Salary as per provisions contained in Section 17 (1) of the Income Tax Act, 1961	-
	(b) Value of perquisites under Section 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	-
5.	Others	-
	Total	-

* Draws remuneration from another Company under same control

VII. PENALTIES/ PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

For and on Behalf of the Board of Directors

Sudarshan Somani
Director (DIN: 00137568)

Gautam Panchal
Director (DIN: 07826634)

Lalitha Cheripalli
Director (DIN: 07026989)

Date: 30th May, 2019
Place: Mumbai

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34 read with Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter **"Listing Regulations"**), the report containing the details of the Governance systems and process at Starteck Finance Limited (formerly Nivedita Mercantile and Financing Limited) is as under:

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is a set of principles, processes and system that is committed to values and conduct aimed at enhancing an organization's wealth generating capacity. The Company emphasizes the need for full transparency and accountability in all its transactions, in order to protect the interests of its stakeholders. This is vital to gain and retain investor trust.

Corporate Governance norms and processes ensure effective engagement with the changing business environment and always seek to ensure that its performance goals are met with integrity. Your Company considers its inherent responsibility to disclose timely and accurate information regarding financials and performance of the Company.

The Company is in compliance with the applicable requirement specified in Regulation 17 to Regulation 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

BOARD OF DIRECTORS

Composition of the Board:

As on March 31, 2019, the Company has three (3) Directors, out of which two (2) are Independent Directors who provide valuable guidance to the Management of the Company on various aspects of the Company's business operations. The Board has an optimum combination of executive and non-executive directors with one woman director and more than fifty per cent of the Board comprising of non-executive independent directors. The composition of the Board is in accordance with the provisions of the Companies Act, 2013 (hereinafter referred to as **"the Act"**) and the Listing Regulations, as amended from time to time.

None of the non-executive directors on the Board have attained the age of seventy five years.

The Board is periodically updated on the orderly succession to the Board and Senior Management. It has satisfied itself that plans are in place for orderly succession for appointments to the Board and to Senior Management.

The Board periodically reviews legal compliance reports with respect to the various laws applicable to the Company as prepared and placed before it by the Management.

Number of Board meetings held, dates on which held:

During the Financial year ended on March 31, 2019, the Board of Directors of the Company met four times and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the Board met are May 18, 2018, August 13, 2018, October 26, 2018 and February 1, 2019. The necessary quorum was present for all the meetings.

The names and categories of the Directors on the Board, their attendance at Board Meetings and at the last Annual General Meeting and the number of Directorships and Committee Chairmanships / Memberships held by them in other companies are given below:

Name of the Director	Category	No. of Board Meetings attended	Whether attended last AGM held on September 26, 2018	Number of Directorship in other Indian Public Limited companies as on March 31, 2019#	No. of Committee positions held in other Indian Public Limited companies as on March 31, 2019\$		Directorships in other listed entities	
					Chairman	Member	Name of the Listed Entity	Category of Directorship
Sudarshan Somani	Non- Executive, Independent	4	Yes	1	-	1	West Coast Paper Mills Limited	Non-Exec-utive Inde-pendent

Mayuri Jain*	Non- Executive, Non Independent	-	No	-	-	-	-	-
Gautam Panchal	Non- Executive, Independent	3	Yes	1	-	2	SW Investments Limited	Non-Executive Independent
Lalitha Cheripalli**	Non- Executive, Non Independent	3	Yes	3	-	-	SW Investments Limited	Non- Executive, Non Independent

The Number of Directorships in other public limited companies includes private limited companies which are subsidiaries of public limited companies.

\$ Includes only Audit Committee and Stakeholders' Relationship Committee of public limited companies (whether listed or not).

*Ms. Mayuri Jain resigned as Director of the Company effective from May 18, 2018.

**Ms. Lalitha Cheripalli was appointed as Additional Director of the Company on May 18, 2018.

There are no inter-se relationships between the Board members. Non-Executive Directors do not hold any shares of the Company.

In terms of the provisions of the Act and Listing Regulations, the Directors submit necessary disclosures regarding the positions held by them on the Board and/or Committees of other Companies, from time to time. On basis of such disclosures, it is confirmed that as on the date of this report, none of the Directors:-

- hold Directorships in more than 10 (Ten) public Companies;
- hold Directorships in more than 7 (Seven) listed entities;
- is a Member of more than 10 (Ten) Committees or Chairperson of more than 5 (Five) Committees across all the public companies in which he/she is a Director;

The details of the familiarization programme of the Independent Directors are available on the website of the Company www.starteckfinance.com.

Code of Conduct

The Company has adopted a Code of Conduct for the Board Members and Senior Management Personnel of the Company ("the Code") which includes the duties of independent directors as laid down in the Companies Act. The Code is applicable to all the Board Members and Senior Management of the Company. The Code is available on the Company's website at www.starteckfinance.com/codes-or-policies.html.

All the Board Members and Senior Management Personnel have confirmed compliance with the Code during the financial year under review and a declaration to that effect forms a part of this Annual Report.

Core skills and expertise of directors

As stipulated under Schedule V to the Listing Regulations, the Board has identified the following core skills/expertise/competencies required in the context of the Company's business(es) and sector(s) for it to function effectively and possessed by the Board. The details of the same are as follows:

Industry knowledge
Financial expertise
Corporate Governance
Strategic expertise
Legal, Compliance and Intellectual Property Rights
General Management
Business Experience
Banking, Investment, Treasury and Forex Management

COMMITTEES OF THE BOARD

The Board has constituted the Committees of the Board with specific terms of reference as per the requirements of the Listing Regulations and the Act and they make specific recommendations to the Board on matters within their areas of purview. The decisions and recommendations of the Committees are placed before the Board for information or for approval, as required. The Board accepted all recommendations of the Committees of the Board which were mandatorily required, during the financial year under review.

AUDIT COMMITTEE

The Company has a qualified and Independent Audit Committee which has been formed in alignment with provisions of Regulation 18 of the Listing Regulations and Section 177 of the Act. The Audit Committee comprises of three Non-Executive Directors having requisite accounting and financial management expertise. The Company Secretary officiates as the Secretary of the Committee.

During the financial year under review, four meetings of the Audit Committee were held i.e. on May 18, 2018, August 13, 2018, October 26, 2018 and February 1, 2019 and the gap between two meetings did not exceed one hundred and twenty days. The Committee is headed by Mr. Sudarshan Somani, Non-Executive Independent Director.

The Chairman of the Audit Committee was present at the Company's AGM held on September 26, 2018.

The composition and attendance of the members of the Audit Committee during the year ended March 31, 2019 is as follows:

Name of Director	Category	Position	No. of Meetings	
			Held	Attended
Sudarshan Somani	Non- Executive, Independent	Chairman	4	4
Gautam Panchal	Non- Executive, Independent	Member	4	4
Mayuri Jain*	Non- Executive Non- Independent	Member	1	0
Lalitha Cheripalli**	Non- Executive, Non- Independent	Member	3	3

* Ms. Mayuri Jain resigned as Director of the Company w.e.f. May 18, 2018 and hence, ceased to be the member of the Committee.

** Ms. Lalitha Cheripalli was appointed as Additional Director of the Company and became member of the Committee on May 18, 2018.

Terms of Reference of Audit Committee:

The terms of reference of the Audit Committee cover the areas mentioned under Part C of Schedule II of the Listing Regulation as well as Section 177 of the Act. The role of the Audit Committee includes among others the responsibility of overseeing the entity's credibility and correctness of the financial reporting and disclosure processes, internal financial controls, risk management policies and processes, recommendation for appointment, remuneration and terms of appointment of auditors, reviewing with the management the annual financial statements and auditor's report thereon before submission to the board for approval, reviewing and monitoring the auditor's independence and performance and approval or any subsequent modification of transactions of the Company with related parties.

NOMINATION AND REMUNERATION COMMITTEE:

The composition of Nomination and Remuneration Committee is in compliance with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations.

During the financial year under review, the Nomination and Remuneration Committee meetings was held on May 18, 2018. The necessary quorum was present for the meeting. The Committee is headed by Mr. Sudarshan Somani, Non-Executive Independent Director.

The Chairman of the Nomination and Remuneration Committee was present during the Company's AGM held on September 26, 2018.

The composition of the members of the Nomination and Remuneration Committee during the year ended March 31, 2019 is as follows:

Name of Director	Category	Position	No. of Meetings	
			Held	Attended
Sudarshan Somani	Non- Executive, Independent	Chairman	1	1
Gautam Panchal	Non- Executive, Independent	Member	1	1
Mayuri Jain*	Non- Executive, Non- Independent	Member	1	-
Lalitha Cheripalli**	Non- Executive, Non- Independent	Member	0	0

* Ms. Mayuri Jain resigned as Director of the Company w.e.f. May 18, 2018 and hence, ceased to be the member of the Committee.

** Ms. Lalitha Cheripalli was appointed as Additional Director of the Company and became member of the Committee on May 18, 2018.

Terms of Reference of Nomination and Remuneration Committee:

The purpose of this committee of the Board of Directors shall be to discharge the Board's responsibilities related to nomination and remuneration of the Company's executive / non-executive directors. The Nomination and Remuneration Committee assists in formulating criteria for determining qualifications, positive attributes and independence of Directors and recommend to the Board policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. The Committee formulates the criteria for evaluation of the performance of Independent Directors & the Board of Directors; identifies the persons who are qualified to become Directors, and who may be appointed in senior management and recommend to the Board their appointment and removal.

Performance evaluation criteria for Independent Directors:

The performance evaluation of Independent Directors is done by the entire Board of Directors, excluding the Director being evaluated. The performance evaluation indicators includes participation and contribution by a director, monitoring the corporate governance practices, addressing business challenges and risks, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of judgments.

Remuneration Policy:

The Nomination and Remuneration Committee oversees the remuneration to be paid to the Directors and Senior Managerial Personnel of the Company. The remuneration to be paid to the Executive, Non-Executive and Independent Directors are determined in accordance with the provisions of Act and the Listing Regulations. The policy, inter alia, provides the (a) criteria for determining qualifications, positive attributes and independence of directors and (b) policy on remuneration for directors, key managerial personnel and other employees. The policy is directed towards a compensation philosophy and structure that will attract, retain and motivate talent and provides for a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The NRC has formulated a policy on remuneration under the provisions of Section 178(3) of the Act and the same is uploaded on the website of the Company at www.starteckfinance.com/codes-or-policies.html

Details of Remuneration paid to Directors for the Financial Year 2018-19:

(₹ In Lakhs)

Name of Director	Category	Sitting Fees	Salary	Total
Gautam Panchal	Non- Executive, Independent	0.15	-	0.15
Sudarshan Somani	Non- Executive, Independent	0.20	-	0.20
Lalitha Cheripalli	Non- Executive, Non-Independent	-	1.20	1.20

No Commission was paid to Independent Directors during the Financial Year 2018-19.

There were no other pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company. The Company has not granted any stock option to any of its Non-Executive Directors.

STAKEHOLDERS' RELATIONSHIP COMMITTEE**Constitution of Stakeholders' Relationship Committee and its functions:**

The Stakeholders' Relationship Committee looks into shareholders' and investors' grievances. The Committee is headed by Mr. Gautam Panchal, Non-Executive Independent Director. The Stakeholders' Relationship Committee is constituted in line with the provisions of Regulation 20 of Listing Regulations read with section 178 of the Act.

During the financial year under review, four meetings of the Stakeholders' Relationship Committee were held i.e. on May 18, 2018, August 10, 2018, October 26, 2018 and February 1, 2019. The necessary quorum was present for all the meetings.

The Chairman of the Stakeholders Relationship Committee was present at the Annual General Meeting (AGM) held on September 26, 2018 to answer the queries of security holders.

The composition and attendance of the members of the Stakeholders' Relationship Committee during the year ended March 31, 2019 is as follows:

Name of Director	Category	Position	No. of Meetings	
			Held	Attended
Gautam Panchal	Non- Executive, Independent	Chairman	4	3
Sudarshan Somani	Non- Executive, Independent	Member	4	4
Lalitha Cheripalli*	Non- Executive, Non- Independent	Member	3	3

* Ms. Lalitha Cheripalli was appointed as Additional Director of the Company and became member of the Committee on May 18, 2018.

Terms of Reference of Stakeholders' Relationship Committee:

This Committee assists the Board and the Company in maintaining healthy relationships with all stakeholders. It shall consider and resolve grievances of the security holders including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

Details pertaining to the number of complaints received and responded and status thereof during the financial year 2018-19 are given below:

No. of complaints pending as on April 1, 2018	No. of complaints received during the year	No. of complaints resolved during the year	No. of complaints pending as on March 31, 2019
Nil	Nil	Nil	Nil

Name, Designation and Address of the Compliance Officer:

Ms. Sweta Gupta

Company Secretary
 Starteck Finance Limited
 5th Floor, Sunteck Centre,
 37-40 Subhash Road,
 Vile Parle (East),
 Mumbai- 400 057
 Tel no.:91 22 4287 7800

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

The CSR Committee of the Company is constituted in line with the provisions of Section 135 of the Companies Act, 2013. The Meeting of the CSR Committee was held on May 18, 2018 during the year under review. The necessary quorum was present for the meeting. The Committee is headed by Mr. Gautam Panchal, Non-Executive Independent Director.

The composition and attendance of the members of the CSR Committee during the year ended March 31, 2019 is as follows:

Name of Director	Category	Position	No. of Meetings	
			Held	Attended
Gautam Panchal	Non- Executive, Independent	Chairman	1	1
Sudarshan Somani	Non- Executive, Independent	Member	1	1
Lalitha Cheripalli*	Non- Executive, Non- Independent	Member	0	0

* Ms. Lalitha Cheripalli was appointed as Additional Director of the Company and became member of the Committee on May 18, 2018.

Role of CSR Committee:

The role of the CSR Committee, inter alia, includes the following:

1. To recommend to the Board CSR modalities of execution, implementation schedule, monitoring process and amount to be incurred on such activities in a financial year;
2. To monitor the CSR Policy from time to time;
3. To identify the projects to be undertaken by the Company for CSR;
4. To ensure compliance of CSR Policy;

5. Any other matter as may be considered expedient in furtherance of and to comply with the CSR Policy of the Company.

INDEPENDENT DIRECTORS:

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with Rules framed thereunder, and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the disclosures received from all the Independent Directors, the Board is of the opinion that the Independent Directors fulfill the conditions specified in Section 149 of the Act and the Listing Regulations and are independent of the Management.

None of the Independent Directors have resigned before the expiry of the tenure.

Familiarisation programmes for Independent Directors

With a view to familiarising the Independent Directors with the Company's operations, as required under the Listing Regulations, the Company has held programmes for Independent Directors for familiarising them with the Company, industry, business model of the Company, their roles, rights and responsibilities, etc., throughout the year and on a continuing basis. Details of such familiarisation programmes are placed on the following link on the Company's website www.starteckfinance.com/Downloads/familiarization-programme-of-IDs.pdf

Pursuant to the Act and the Listing Regulations, the Independent Directors shall hold at least one meeting in a year without attendance of non-independent directors and members of the Management. Accordingly, Independent Directors of the Company met on February 1, 2019 to discuss and review:

- o report on performance evaluation for the year 2018-19 of the Board;
- o performance of non-independent directors and the Board as a whole;
- o performance of the Chairperson of the Company, taking into account the views of executive director and non-executive directors; and
- o the quantity, quality and timely flow of information between the Management and the Board, and found it to be in line with the expectations.

All the Independent Directors were present at the Meeting.

GENERAL BODY MEETINGS

i. Annual General Meetings (AGM):

Date	Venue	Time	No. of Special Resolution Passed
26th September, 2018	Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai - 400057	5.00 pm	1 [#]
26th September, 2017	Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai - 400057	11.30.am	None
29th September, 2016	Sunteck Centre, 37-40, Subhash Road, Vile Parle (E), Mumbai 400057	10.00 a.m.	2 ^{##}

Approval for change of name of the Company

Re-appointment of Mr. Sudarshan Somani (DIN-00137568) as an Independent Director

Re-appointment of Mr. Asim Kumar Santara (DIN-01659370) as an Independent Director

ii. Extra-Ordinary General Meetings and Postal Ballot:

During the year, no Extraordinary General Meeting was convened nor any approval of the shareholders obtained through Postal Ballot.

No Special Resolution is proposed to be conducted through Postal Ballot as on the date of this Report.

MEANS OF COMMUNICATION

The Company's quarterly/ half yearly/ annual financial results are sent to the Stock Exchanges and published in Free Press Journal and Navshakti. The financial results are also made available on Company's website at www.starteckfinance.com/QUARTERLY-RESULTS.html

All financial and other vital news releases and documents under the Listing Regulations are also communicated to the stock exchange, besides being placed on the Company's website.

GENERAL SHAREHOLDER INFORMATION

CIN No.	L51900MH1985PLC037039										
Registered Office Address	Starteck Finance Limited 5th Floor, Sunteck Centre, 37-40, Subhash Road, Vile Parle (E), Mumbai 400057 Tel No.: 91 22 4287 7800										
AGM: Date, Time and Venue	Thursday, September 26, 2019, 11.30 a.m. at Hotel Planet Residency, Sapphire Hall, Subhash Road, Adjacent to Garware House, Vile Parle (East), Mumbai - 400057										
Financial Year	The financial year under review covers the period April 1, 2018 to March 31, 2019. <table border="1"> <tr> <td>Accounting year</td><td>April to March</td></tr> <tr> <td>Financial reporting for the quarter ending June 30, 2019</td><td>On or before August 14, 2019</td></tr> <tr> <td>Financial reporting for the half year ending September 30, 2019</td><td>On or before November 14, 2019</td></tr> <tr> <td>Financial reporting for the quarter ending December 31, 2019</td><td>On or before February 14, 2020</td></tr> <tr> <td>Financial reporting for the year ending March 31, 2020</td><td>On or before May 30, 2020</td></tr> </table>	Accounting year	April to March	Financial reporting for the quarter ending June 30, 2019	On or before August 14, 2019	Financial reporting for the half year ending September 30, 2019	On or before November 14, 2019	Financial reporting for the quarter ending December 31, 2019	On or before February 14, 2020	Financial reporting for the year ending March 31, 2020	On or before May 30, 2020
Accounting year	April to March										
Financial reporting for the quarter ending June 30, 2019	On or before August 14, 2019										
Financial reporting for the half year ending September 30, 2019	On or before November 14, 2019										
Financial reporting for the quarter ending December 31, 2019	On or before February 14, 2020										
Financial reporting for the year ending March 31, 2020	On or before May 30, 2020										
Date of Book Closure	Saturday, September 21, 2019 to Thursday, September 26, 2019 (both days inclusive)										
Dividend Payment date	The Board has not recommended dividend for F.Y. 2018-2019.										
Listing on Stock Exchanges	BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Annual Listing Fees for the Financial Year 2019-20 has been paid to BSE Ltd.										
Stock Code	BSE : 512381 ISIN: INE992I01013										
Registrar and Transfer Agent	Adroit Corporate Services Pvt.Ltd. 17-20, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059										
Share Transfer System	The share transfers which are received in physical form are processed by Registrar and Share Transfer Agent viz. Adroit Corporate Services Pvt. Ltd. and share certificates are dispatched within the time limit prescribed under the Listing Regulations.										
Dematerialisation of shares and liquidity	As of March 31, 2019, 98,79,730 Equity Shares of the Company (99.69%) are held in electronic form with National Securities Depository Limited and Central Depository Services (India) Limited. Trading in shares of your Company is permitted only in the dematerialised form. <ul style="list-style-type: none"> • Shares held in Demat mode in NSDL : 51.82% • Shares held in Demat mode in CDSL : 47.87% Total : 99.69%										
Outstanding GDRs/ADRs/Warrants or any Convertible instruments conversion date and likely impact on equity	As on March 31, 2019, the Company did not have any outstanding GDRs/ADRs/Warrants or any Convertible Instruments.										
Credit Ratings	The Company has not obtained any ratings from any of the credit rating agencies.										
Commodity Price risk/Foreign Exchange Risk and Hedging:	The Company does not have any exposure to commodity price risks and foreign exchange risk.										
Plant Locations	The Company is engaged in financial services business and does not have any plant.										

Address for correspondence	<p>Investors and members can correspond with the Company or the share transfer agent at the following address:</p> <p>Registered Office: Starteck Finance Limited 5th Floor, Sunteck Centre, 37-40, Subhash Road, Vile Parle (E), Mumbai 400057 Tel No.: 91 22 4287 7800 Email ID: cosec@starteckfinance.com Website: www.starteckfinance.com</p> <p>Registrar and Share Transfer Agents: Adroit Corporate Services Private Limited 17-20, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059 Tel No.: 91 22- 42270400 Email ID: info@adroitcorporate.com Website: www.adroitcorporate.com</p>
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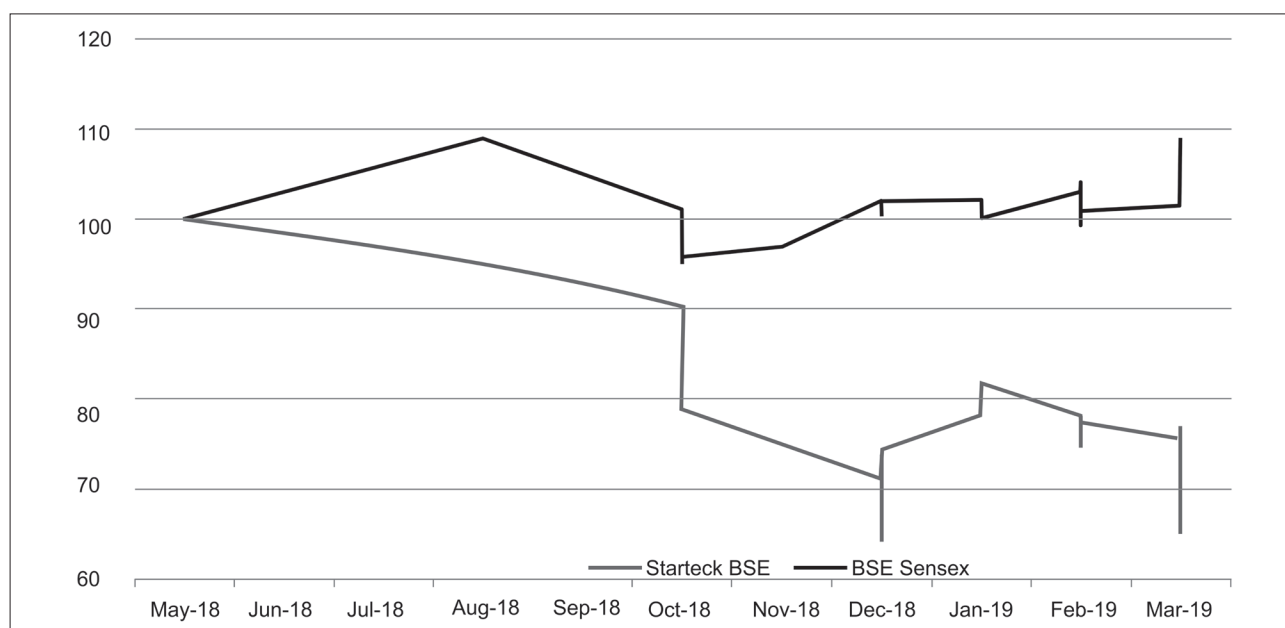
Market Price Data:

Monthly high and low of the equity shares of the Company (vis-à-vis BSE Sensex) for the Financial Year 2018 - 19:

Month	BSE		S&P BSE Sensex Index	
	High Price (₹)	Low Price (₹)	High Price (₹)	Low Price (₹)
April 2018	-	-	35213.30	32972.56
May 2018	34.20	34.20	35993.53	34302.89
June 2018	-	-	35877.41	34784.68
July 2018	-	-	37644.59	35106.57
August 2018	34.00	32.50	38989.65	37128.99
September 2018	-	-	38934.35	35985.63
October 2018	30.90	27.00	36616.64	33291.58
November 2018	25.65	25.65	36389.22	34303.38
December 2018	26.90	22.05	36554.99	34426.29
January 2019	28.05	24.25	36701.03	35375.51
February 2019	26.75	25.50	37172.18	35287.16
March 2019	26.35	21.75	38748.54	35926.94

Stock Performance vs BSE Sensex:

Performance of the Company's Equity Shares on BSE Limited relative to the BSE Sensitive Index (S&P BSE Sensex) is graphically represented in the chart below:



Distribution of Shareholding as on March 31, 2019

Number of Shares (Range)	No. of Shareholders	Percentage of Total Shareholders	No. of Shares	Percentage of Total Capital
1- 500	209	69.67	18912	0.19
501-1000	11	3.67	10037	0.10
1001-2000	10	3.33	16332	0.16
2001-3000	4	1.33	11500	0.12
3001-4000	-	-	-	-
4001-5000	-	-	-	-
5001-10000	4	1.33	34345	0.35
10001 & Above	62	20.67	9819204	99.08
TOTAL	300	100.00	9910330	100

Shareholding pattern as on March 31, 2019:

Category of Shareholders	No. of Shareholders	No. of Shares Held	% of Shares Held
Promoter & Promoter group	13	6421171	64.79
Financial Institutions & Banks	-	-	-
Mutual Funds & UTI	-	-	-
Foreign Institutional Investors / Foreign Portfolio Investors	-	-	-
NRIs/OCBs	-	-	-
Bodies Corporate	24	949113	9.58
Clearing Members	1	400	0.00
Public	257	2539646	25.63
TOTAL	300	9910330	100.00

SUBSIDIARY COMPANIES

The Company does not have any unlisted material subsidiary whose income or net worth exceeds ten percent of the consolidated income or net worth of the Company and its subsidiaries in the immediately preceding accounting year as defined under the Listing Regulations.

The Company monitors the performance of its subsidiaries, interalia by following means:

- The Minutes of the Board Meetings of the subsidiary companies are noted at the Board Meetings of the Company.
- The financial statements, in particular, investments made by the subsidiary companies are reviewed by the Audit Committee from time to time.
- Details of significant transactions and arrangements entered into by subsidiary companies are regularly placed at the Board Meetings of the Company.

The Company has a policy for determining material subsidiaries which is disclosed on its website at the following web link www.starteckfinance.com/codes-or-policies.html

CEO/CFO CERTIFICATION

Certificate issued pursuant to the provisions of Regulation 17(8) of the Listing Regulations, is attached as part of this Annual Report.

SECRETARIAL AUDIT

Pursuant to the requirements of Section 204(1) of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Secretarial Audit Report in Form MR-3 for the financial year under review, as received from Veeraraghavan N., Practising Company Secretaries, is attached to the Board's Report.

OTHER DISCLOSURES:

i. Related Party Transactions

During the financial year under review, the Company had entered into related party transactions which were on an arm's length basis and in the ordinary course of business.

Particulars of related party transactions are listed out under the notes to accounts forming part of this Annual Report. The policy on Related Party Transactions is available on your Company's website at www.starteckfinance.com/codes-or-policies.html.

ii. Non Compliances/Strictures/Penalties Imposed

During the last three years, there were no penalties or strictures imposed on the Company by SEBI, Stock Exchange or any statutory authority on any matter related to capital market.

iii. Whistle Blower Policy

The Company has a whistle blower policy encompassing vigil mechanism pursuant to the requirements of the section 177(9) of the Act and regulation 22 of the Listing Regulations. The Company has revised the Whistle-Blower policy to include cases of leakage or suspected leakage of unpublished price sensitive information (UPSI) in terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

The policy enables directors and employees to report to the Management genuine concerns about unethical behavior, actual or suspected fraud, or violation of Code of Conduct and Ethics and leakage or suspected leakage of unpublished price sensitive information. It also provides for adequate safeguards against victimization of employees who avail of the whistle blower mechanism and allows direct access to the Chairperson of the Audit Committee in exceptional cases.

The Audit Committee reviews periodically the functioning of Whistle Blower mechanism. The Whistle Blower Policy of the Company is placed on the website of the Company www.starteckfinance.com/codes-or-policies.html. During the year, none of the employees have been denied access to the Audit Committee under this policy.

iv. Details of utilisation of funds raised through Preferential Allotment or Qualified Institutions Placement

During the year under review, the Company has not raised funds through any Preferential Allotment or Qualified Institutions Placement as specified under Regulation 32 (7A) of the Listing Regulations.

v. Certificate from Practising Company Secretary

A certificate from Veeraghavan N., Practising Company Secretary to the effect that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by SEBI or Ministry of Corporate Affairs or any other statutory authority is attached as a part of this Report as **Annexure A**.

vi Total fees paid to the Statutory Auditors and all entities in the network firm/ entities

The details of total fees for all the services paid by the Company and its subsidiaries on a consolidated basis to M/s. Bagaria & Co., Chartered Accountants, Statutory Auditors and all entities in the network firm/ network entity of which the Statutory Auditors are a part, are given below:

(₹. in Lakhs)

Particulars	FY 2018-19
Audit fees	1.00
Other services	0.20
Total	1.20

vii Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

During the financial year under review, no complaints were received/ cases filed/ disposed or pending under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

viii. Compliance with Corporate Governance requirements

The Company has complied with the requirements of Corporate Governance Report of Paragraphs (2) to (10) mentioned in Part 'C' of Schedule V of the Listing Regulations and disclosed necessary information as specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) in the respective places in this Report.

The certificate from the Statutory Auditors of the Company confirming compliance with the requirements of Corporate Governance is attached as a part of this report as **Annexure B**.

■ Compliance with Mandatory Requirements

The Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance.

■ Compliance with Non- Mandatory Requirements

The Company has also adopted the following non mandatory requirements to the extent mentioned below:

Unmodified Audit Opinion

For the Financial Year 2018-19, the Auditors have expressed an unmodified opinion on the Financial Statements of the Company.

ix. Management Discussion and Analysis

The Management Discussion and Analysis report has been separately furnished in Annual Report.

For and on Behalf of the Board of Directors

Gautam Panchal
Director (DIN: 07826634)

Sudarshan Somani
Director (DIN: 00137568)

Lalitha Cheripalli
Director (DIN: 07026989)

Date: 30th May, 2019
Place: Mumbai

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT:

I hereby declare that all the Members of the Board and Senior Management Personnel of the Company have affirmed Compliance with the Code of Conduct for Board and Senior Management Personnel of the Company during the year ended March 31, 2019.

For and on Behalf of the Board of Directors

Lalitha Cheripalli
Director (DIN: 07026989)

Date: 30th May, 2019
Place: Mumbai

Annexure A

Certificate under Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Based on my scrutiny of the records, documents and information provided by STARTECK FINANCE LIMITED (the 'Company'), CIN: L51900MH1985PLC037039, having its registered office at 5th Floor, Sunteck Centre, 37-40 Subhash Road, Vile Parle (East), Mumbai - 400 057, for verification and disclosures and declarations given by the Directors to the Company under applicable statutes and also based on the verification of facts regarding the Board of Directors of the Company, available in the public domain, I hereby certify that the none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies either by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any such statutory authority.

Veeraraghavan N.

ACS No. 6911

CP No. 4334

Date: 30th May, 2019

Place: Mumbai

Annexure B

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

**TO THE MEMBERS OF
STARTECK FINANCE LIMITED
(FORMERLY NIVEDITA MERCANTILE AND FINANCING LIMITED)**

1. This certificate is issued in accordance with the terms of our engagement letter dated October 4, 2018.
2. This certificate contains details of compliance with the conditions of corporate governance by **STARTECK FINANCE LIMITED** (Formerly Nivedita Mercantile and Financing Limited) ('the Company') for the year ended 31st March 2019 as stipulated in Regulations 17-27, clause (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') and pursuant to the Listing Agreement of the Company with Stock exchanges.

Management's Responsibility for compliance with the conditions of Listing Regulations

3. The compliance with the terms and conditions contained in the corporate governance is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents.

Auditor's Responsibility

4. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31st March 2019.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC), Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
9. We state that such certificate 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.

Restriction on Use

10. The certificate is addressed to and provided to the Members of the Company solely for the purpose to enable the Company to comply with requirement of aforesaid Regulations, and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

For Bagaria & Co., LLP
Chartered Accountants
(Firm Registration No.113447W/W-100019)

Vinay Somani
Partner
Membership No. : 143503

Date: 30th May, 2019
Place: Mumbai

**COMPLIANCE CERTIFICATE UNDER REGULATION 17(8)
OF SECURITIES AND EXCHANGE BOARD OF INDIA
(LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015**

We hereby certify that:

- a) We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2019 and to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year ended 31st March, 2019 which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
 - i) the significant changes, if any, in internal control over financial reporting during the year;
 - ii) significant changes, if any, in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - iii) that there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on Behalf of the Board of Directors

**Anand Shroff
Chief Financial Officer**

**Lalitha Cheripalli
Director**

**Date: 30th May, 2019
Place: Mumbai**

Management Discussion and Analysis

Global Economy

The global economy slowed to 3.6% in 2018 (Source: IMF) from 3.8% in 2017 as the Eurozone economies weakened, crude prices became volatile, commodity prices remained subdued, uncertainty around Brexit and the ongoing US-China trade tensions. Rise in trade tension between US and China impacted the business sentiments, while US Fed's monetary tightening contributed to the global liquidity tightening. The impact of these geopolitical uncertainties and this trade slowdown were notable across various advanced economies has caused a contraction in global trade volumes.

For most advanced economies, core inflation remained well below central bank targets, despite the pickup in domestic demand over the past two years. Amongst emerging market economies core inflation remained below 2% in China as trade activity was comparatively moderate. In other cases, inflation pressures eased towards the lower bound of the central bank's target range, caused by falling commodity prices in Indonesia, and decelerating food inflation in India. For some economies, currency depreciation has caused higher domestic prices, partially offsetting the downward pressure from lower commodity prices. Given rising uncertainties, contained inflation, and weaker growth prospects amongst advanced economies, monetary policy stance remains accommodative.

Indian Financial Services Industry

India remains the fastest growing economy in the world. India has a diversified financial sector undergoing rapid expansion with many new entities entering the market along with the existing financial services firms. The sector comprises commercial banks, insurance companies, NBFCs, Housing Finance Companies, Mutual Funds and other smaller financial entities. The Reserve Bank of India (RBI) recently allowed new entities such as payment banks and small finance banks to commence operations, focusing on specific segments of transactional banking and small-ticket lending, respectively.

Non-Banking Financial Companies (NBFCs) continue to play a significant role in the Indian economy. With their operational flexibility, faster turnaround time, willingness to address small ticket size borrowing requirements, proactive service standards and marketing network, they provide loans and financing solutions to borrowers not effectively serviced by banks. By targeting relatively underserved segments, through the employment of technology at all stages of operations, NBFCs continue to play an increasingly critical role in providing credit to sectors of the economy that need it the most. NBFCs that have relatively strong governance and robust systems and processes in place, are poised to grow sustainably and further strengthen their presence as an integral part of the financial ecosystem.

FY2019 began on a positive note for the NBFC industry. Stable until June 2018, domestic liquidity conditions began to tighten sharply in Q2. Triggered by the sudden and unexpected default by a leading infrastructure financing company, the market experienced an increased tightness in the availability of funds combined with an across-the-board spike in credit risk premiums. Even though most asset financing companies had no exposure or direct linkages to this defaulting party or its group entities, the fear of a large group defaulting on its commitments triggered panic in the debt markets, leading to sudden loss of appetite for funding the NBFC sector. The environment subsequently improved after RBI undertook liquidity infusion measures and convinced banks to continue funding NBFCs for their genuine credit requirements. Some NBFCs were able to proactively raise equity funding to tide over the prevailing uncertainty. However, the near-term dynamics around the broader financial markets remained challenging. It is expected that the tough environment may take some toll on the financial performance of NBFCs, as they emphasize on managing Asset Liability Management challenges over pursuing growth for the near term.

Internal Control Systems and their Adequacy

The Company believes that strong internal control system and processes play a critical role in the health of the Company. The Company's well-defined organizational structure, documented policy guidelines, defined authority matrix and internal controls ensure efficiency of operations, compliance with internal policies and applicable laws and regulations as well as protection of resources. Moreover, the Company continuously upgrades these processes and systems in line with the best available practices. The internal control system is regularly reviewed by the management and standard policies and guidelines which ensure reliability of financial and all other records. The Company has, in material respect, an adequate internal financial control over financial reporting and such controls are operating effectively.

Opportunities and Threat

Business Opportunities for NBFCs are enormous. As the new areas and segments are being explored, there is a large scope of small size NBFCs like ours, for certain segment of customers, which remain unserved by Banks and large

size NBFCs.

The major threat being faced by NBFCs are from aggressive marketing of Banks and low rates of financing offered by them.

Outlook

NBFCs have steadily expanded their share of total credit in the country. They have developed innovative and customised financial products and solutions that are delivered efficiently to fulfill customer needs. With its inherent strength in terms of innovative products to meet consumer requirements, faster turnaround, nimble operations, reach and strong relationships, the sector is expected to grow, though more selectively than before. Going forward, NBFCs may face tighter liquidity norms and higher funding costs but the well positioned entities in this sector will continue to grow.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

The Company operates in the diversified business segments viz. Finance & Investment. During the financial year under review the company has earned a profit amounting to Rs 36.60 Lakhs in aggregate.

RISK MANAGEMENT

The objective of risk management systems is to measure and monitor the various risks the Company is subject to and to implement policies and procedures to address these. The Company continues to improve its operating processes and risk management systems that will further enhance its ability to manage these risks.

Operational risk

Operational risk is broadly defined as the risk of direct or indirect loss due to the failure of systems, people or processes, or due to external events. It includes employee negligence, fraud, petty theft, burglary and embezzlement. The Company has instituted a series of checks and balances, including an operating manual, and both internal and external audit reviews.

Credit risk

Credit risk is the possibility of loss due to the failure of any counterparty to abide by the terms and conditions of any financial contract with the Company. Your Company aims to reduce credit risk through a rigorous loan approval and appraisal process, as well as a strong NPA monitoring and collection strategy.

Market risk

Market risk refers to potential losses arising from the movement in market values of interest rates in the Company's business. The objective of market risk management is to avoid excessive exposure of earnings and equity to loss and to reduce its exposure to the volatility inherent in financial instruments. The majority of the Company's borrowings, and all the loans and advances it makes, are at fixed rates of interest. This minimizes the Company's interest rate risk.

Liquidity risk

Liquidity risk is the risk of being unable to raise necessary funds from the market at optimal costs to meet operational and debt servicing requirements. The Company tracks the potential impact of prepayment of loans at a realistic estimate of its near to medium-term liquidity position.

Business cycle risk

Business cycle risk is the risk associated with the seasonal or cyclical nature of a business. As customers include both individuals and business, loan products are used by customers in various industries, trade cycles and have limited impact on Company's business.

FINANCIAL PERFORMANCE

The Company's Loan Assets under Management is at Rs.130.56 crs in FY 2019 from Rs.132.12 crs in FY 2018. During the year under consideration your Company's total income including other income is Rs.14.06 crs as compared to Rs.18.65 crs in the previous year. The Net Profit after tax is Rs.0.37 crs against the profit of Rs.1.17 crs in the previous year. The operating profit and net profit ratios remained at 9.45% and 2.60% as against 9.46% and 6.29% respectively in the previous year.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis describing the company's objectives, estimates, expectations may be "forward-looking statements" within the meaning of applicable security laws and regulations. Actual results could differ materially from those expressed or implied due to several factors which are beyond the control of the management. In accordance with the Code of Corporate Governance approved by the Securities and Exchange Board of India, shareholders and readers are cautioned that in the case of data and information external to the company, no representation is made on its accuracy and comprehensiveness though the same are based on sources believed to be reliable. Utmost care has been taken to ensure that the opinions expressed by the management herein contain its perceptions on the material impacts on the company's operations but it is not exhaustive. The Company assumes no obligation to amend or update forward looking statements in future on the basis of new information, subsequent developments or otherwise.

Independent Auditor's Report

To,
The Members of
Starteck Finance Limited
(Formerly known as Nivedita Mercantile & Financing Limited)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Starteck Finance Limited** (Formerly known as Nivedita Mercantile & Financing Limited) (the "Company"), which comprise the Balance Sheet as at 31st March 2019, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2019, and its profit and its cash flows for the year ended on that date.

Basis for Opinion

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

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

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

Sr. No	Key Audit Matter	Auditor's Response
1.	Accuracy in identification and categorisation of receivables from financing activities as performing and non-performing assets and in ensuring appropriate asset classification, existence of security, income recognition, provisioning/ write off thereof and completeness of disclosure including compliance in accordance with the applicable extant guidelines issued by Reserve Bank of India (RBI).	We have assessed the systems and processes laid down by the Company to appropriately identify and classify the receivables from financing activities including those in place to ensure correct classification, income recognition and provisioning/write off including of Non-performing assets as per applicable RBI guidelines. The audit approach included testing the existence and effectiveness of the control environment laid down by the management and conducting of detailed substantive verification on selected samples of continuing and new transactions in accordance with the principles laid down in the Standards on Auditing and other guidance issued by Institute of Chartered Accountants of India. Agreements entered into regarding significant transactions including related to corporate loans have been examined to ensure compliance. We have also reviewed the reports generated from management information systems, reports issued by the internal/secretarial auditors. The impact of all significant external and internal events including those if any, subsequent to balance sheet date have been taken into consideration for the above purposes. Compliance with material disclosure requirements prescribed by RBI guidelines and other statutory requirements have been verified.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report (including annexures thereto), Business Responsibility Statement and Management discussion and analysis (MD&A) (collectively referred to as "other information"), but does not include the standalone financial statements and our auditor's report thereon.

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

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

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014.

The Board of Directors are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Standalone financial statements.

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

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

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

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

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

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

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought & obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the 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 the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of

the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer note no 20(2) to the financial statement;
- (ii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses; and
- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Bagaria & Co. LLP
Chartered Accountants

Firm's Registration No - 113447W/W-100019

Vinay Somani
Partner
Membership No.: 143503

Mumbai, May 30th, 2019

"Annexure A" to the Independent Auditor's Report - 31.03.2019 (Referred to in our Report of even date)

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- i. There are no fixed assets and therefore clause 3(i) of the order is not applicable.
- ii. There is no inventory and therefore, clause 3(ii) of the order is not applicable.
- iii. According to the information and explanations given to us, the Company has granted loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:
 - a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
 - b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.
 - c) There is no overdue amount remaining outstanding as at the year-end
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- v. According to the information and explanations given to us, the Company has not accepted any deposit from the public in accordance with the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly, reporting under clause 3(v) of the Order is not applicable.
- vi. Having regard to the nature of the Company's business / activities, reporting under clause (vi) of the Order is not applicable.
- vii. According to the information and explanations given to us in respect of statutory dues:
 - a. The Company has generally been regular in depositing undisputed dues, including Provident Fund, Family Pension Fund, Goods and Service Tax and other material statutory dues applicable to it with the appropriate authorities. To the best of our knowledge and belief, the Company was not required to deposit or pay any dues in respect of Employee's State Insurance, Customs duty and Cess during the year.
 - b. There were no undisputed amounts payable in respect of Provident Fund, Family Pension Fund, Income-tax, Goods and Service Tax and other material statutory dues in arrears as at 31st March, 2019 for a period of more than six months from the date they became payable.
 - c. There were no dues in respect of Employee's State Insurance, Customs duty, Cess, Income-tax and Goods and Service Tax which have not been deposited as on 31st March, 2019 on account of disputes.
- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of borrowings to financial institutions. The Company has not borrowed any amount from Bank or government and has not issued any debentures.
- ix. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) or term loans during the year and hence reporting under clause (ix) of the order is not applicable.
- x. Based upon the audit procedures performed and the information and explanations given by the Management, we report that no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. The Company has not paid any managerial remuneration during the year except for sitting fees of directors and hence reporting under clause 3(xi) of the Order is not applicable.
- xii. In our opinion, the Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable.

- xiii. According to the information and explanations given to us all transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of Section 192 of the Act are not applicable.
- xvi. The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and it has obtained the registration.

For Bagaria & Co. LLP
Chartered Accountants

Firm's Registration No - 113447W/W-100019

Vinay Somani
Partner
Membership No.: 143503

Mumbai, May 30th, 2019

"Annexure B" to the Independent Auditor's Report - 31.03.2019

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

We have audited the internal financial controls over financial reporting of Starteck Finance Limited (formerly known as Nivedita Mercantile and Financing Limited) ("the Company") as of March 31, 2019 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and

not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Bagaria & Co. LLP
Chartered Accountants

Firm's Registration No - 113447W/W-100019

Vinay Somani
Partner
Membership No.: 143503

Mumbai, May 30th, 2019

STARTECK FINANCE LIMITED (FORMERLY NIVEDITA MERCANTILE AND FINANCING LIMITED)			
BALANCE SHEET			
(Rs in Lakhs)			
Particulars	Notes	As at 31st March, 2019	As at 31st March, 2018
<u>EQUITY AND LIABILITIES</u>			
SHAREHOLDERS' FUND			
Share capital	2	991.03	991.03
Reserves and surplus	3	10,269.84	10,233.24
NON-CURRENT LIABILITIES			
Long-term borrowings	4	3,131.14	3,087.62
CURRENT LIABILITIES			
Short-term borrowings	5	5,989.60	5,998.04
Trade payables	6	4.60	5.34
Other current liabilities	7	73.33	68.00
Short-term provisions	8	1,086.47	730.22
TOTAL		21,546.01	21,113.49
<u>ASSETS</u>			
NON - CURRENT ASSETS			
Non-current investments	9	4,176.74	3,706.68
Long-term loans and advances	10	211.68	145.53
CURRENT ASSETS			
Current investment	11	3,772.74	3,772.74
Cash and bank balance	12	65.62	24.50
Short-term loans and advances	13	13,116.90	13,305.97
Other current assets	14	202.33	158.07
TOTAL		21,546.01	21,113.49
Significant Accounting Policies and the accompanying notes form an integral part of financial statements	1		
	1 to 20		

In terms of our report attached.

For Bagaria & Co., LLP

Chartered Accountants

Firm's Registration No : 113447W/W-100019

Vinay Somani

Partner

Membership No. 143503

Place: Mumbai

Date: 30th May, 2019

**For and on behalf of the Board of Directors
of Starteck Finance Limited**

Sudarshan Somani

Director

(DIN: 00137568)

Gautam Panchal

Director

(DIN: 07826634)

Sweta Gupta

Company Secretary

Lalitha Cheripalli

Director

(DIN: 07026989)

Anand Shroff

Chief Financial Officer

STARTECK FINANCE LIMITED (FORMERLY NIVEDITA MERCANTILE AND FINANCING LIMITED)			
STATEMENT OF PROFIT AND LOSS			
(Rs in Lakhs)			
Particulars	Notes	Year ended 31st March, 2019	Year ended 31st March, 2018
INCOME			
Revenue from operations	15	1,343.85	1,794.73
Other income	16	63.06	71.14
Total income (I)		1,406.91	1,865.87
EXPENSES			
Operating expenses	17	860.55	1,295.66
Employee benefits expenses	18	20.76	7.37
Other expenses	19	453.27	405.43
Total expenses (II)		1,334.58	1,708.46
Profit for the year before tax (I - II)		72.33	157.41
Tax expense:			
(Less):Current tax		36.85	38.10
(Less):Excess/(Short) provision for tax		(1.12)	2.02
Profit for the year		36.60	117.29
Earning per equity share of face value Rs. 10 each:			
Basic		0.37	1.18
Diluted		0.37	1.18
Significant Accounting Policies and the accompanying notes form an integral part of financial statements	1		
	1 to 20		

In terms of our report attached.

For Bagaria & Co., LLP

Chartered Accountants

Firm's Registration No :113447W/W-100019

Vinay Somani

Partner

Membership No. 143503

Place: Mumbai

Date: 30th May, 2019

**For and on behalf of the Board of Directors
of Starteck Finance Limited**

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Director

(DIN: 00137568)

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Company Secretary

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Director

(DIN: 07026989)

Anand Shroff

Chief Financial Officer

STARTECK FINANCE LIMITED (FORMERLY NIVEDITA MERCANTILE AND FINANCING LIMITED)				
STANDALONE CASH FLOW STATEMENT				
(Rs in Lakhs)				
	Year Ended 31st March 2019		Year Ended 31st March 2018	
Cash Flow from Operating Activities				
Profit Before Tax and Extraordinary items		72.33		157.41
Adjustment For				
Provision for Standard & Sub-Standard Asset	356.25		329.35	
Dividend Income	(8.86)		(3.56)	
Interest Income	(0.30)		(8.23)	
Loss/ (Profit) on Sale of Mutual Funds/ Shares	(23.29)	323.80	(59.34)	258.22
Operating Profit before Working Capital Changes		396.13		415.63
Adjustment for:				
(Increase)/Decrease in Long Term Loans & Advances, Short Term Loans & Advances and in other current Assets	78.65		1,910.71	
Increase/(Decrease) in Short Term Borrowings & Long Term Borrowing	35.08		(4,669.30)	
Increase/(Decrease) in Trade Payable, Short Term provisions and other current liabilities	4.59	118.32	(58.49)	(2,817.10)
Cash Generated From Operations		514.45		(2,401.47)
Income Tax Paid/(Refund)		35.73		19.19
Net Cash inflow /(used) from Operating Activities (A)		478.72		(2,420.66)
Cash Flow from Investing Activities				
Purchase of Investment	(532.13)		(28.39)	
Sale of Investment	85.37		2,400.22	
Interest Received	0.30		8.23	
Dividend Income	8.86	(437.60)	3.56	2,383.61
Net Cash inflow / (used) in Investing Activities (B)		(437.60)		2,383.61
Cash Flow from Financing Activities				
Net Cash inflow / (used) in Financing Activities (C)		-		-
Net Increase in Cash and Cash Equivalents (A+B+C)		41.12		(37.05)
Cash and Cash Equivalents - Opening Balance		6.46		43.51
Cash and Cash Equivalents - Closing Balance		47.58		6.46

As per our report of even date attached

**For Bagaria & Co., LLP
Chartered Accountants**

Firm's Registration No :113447W/W-100019

Vinay Somani

Partner

Membership No. 143503

Place: Mumbai

Date: 30th May, 2019

**For and on behalf of the Board of Directors
of Starteck Finance Limited**

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Director

(DIN: 00137568)

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Anand Shroff

Chief Financial Officer

Sweta Gupta

Company Secretary

STARTECK FINANCE LIMITED
(FORMERLY NIVEDITA MERCANTILE AND FINANCING LIMITED)

Significant Accounting Policies and Notes on Accounts for the year ended 31st March 2019

1 SIGNIFICANT ACCOUNTING POLICIES:

1.1 Corporate Information and Basis of preparation

Starteck Finance Limited (the "Company") is a listed public company having its registered office at 5th Floor, Sunteck Center, Vile Parle East Mumbai -400 057. The Company currently operates as a Non-Deposit taking, Non-Systemically Important ("ND-NSI") registered with the RBI vide certificate no. 13.00758 dated 20th April, 1998.

The financial statements are prepared under the historical cost convention on an accrual basis of accounting in accordance with the generally accepted accounting principles of a going concern except interest on loan classified as non performing asset are accounted for on realisation basis. Accounting Policies not specifically referred to otherwise are consistent and in consonance with the applicable Accounting Standards notified under section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 the provisions of the Act (to the extent notified) thereof along with the applicable guidelines issued by Reserve Bank of India ("RBI").

All assets and liabilities have been classified as current or non-current as per the criteria set out in the schedule III to the Companies Act, 2013. Based on the nature of the products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of its assets and liabilities.

1.2 Use of estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the period reported. Actual results could differ from those estimates. Any revision to accounting estimates is recognised in accordance with the requirements of the respective accounting standard.

1.3 Revenue Recognition

- (a) Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured and there exists reasonable certainty of its recovery. Interest, processing charges etc. are recognised as income on accrual basis with reference to the terms of contractual commitments and finance agreements entered into with borrowers, as the case may be, except in the case of non-performing assets where income is recognised only when realised. Income from bonds and debentures of corporate bodies and from government securities/ bonds are accounted on accrual basis.
- b) Other Income is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.
- c) Dividend income on investments is accounted for when the right to receive the payment is established.
- d) Gain or loss on long term investments is accounted on actual receipt in excess of cost of investment recognised in books.

1.4 Fixed Assets & Depreciation

The Company does not have any Fixed Asset as on 31st March , 2019.

1.5 Investments

Investments, which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and net realisable value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminutions in value is made to recognise a decline other than temporary in the value of the investments.

Long term investments are stated at cost after deducting provisions made, if any, for other than temporary diminution in the value.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

1.6 Taxation

Tax expense comprises of current and deferred tax.

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the Balance Sheet date. Deferred tax assets arising from timing differences are recognised to the extent there is reasonable certainty that these would be realised in future.

1.7 Earning Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

1.8 Provision

A provision is recognized when an enterprise has a present obligation as a result of past event 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 not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

1.9 Contingent Liabilities

Contingent Liabilities, if any, are disclosed in the Notes on Accounts. Provision is made in the accounts in respect of those contingencies which are likely to materialize into liabilities after the year end till the approval of the accounts by the Board of Directors and which have material effect on the position stated in the Balance Sheet.

1.10 Standard Asset Provisioning

Provisions are established on a collective basis against loan assets classified as "Standard" to absorb credit losses on the aggregate exposures in each of the Company's loan portfolios based on the Reserve Bank of India Directions. A higher standard asset provision may be made based upon an analysis of past performance, level of allowance already in place and Management's judgement. This estimate includes consideration of economic and business conditions. The amount of the collective allowance for credit losses is the amount that is required to establish a balance in the Provision for Standard Assets Account that the Company management considers adequate, after consideration of the prescribed minimum under the above mentioned directions, to absorb credit related losses in its portfolio of loan items after individual allowances or write offs.

1.11 Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

STARTECK FINANCE LIMITED (FORMERLY NIVEDITA MERCANTILE AND FINANCING LIMITED)					
NOTES TO FINANCIAL STATEMENT					
(Rs in Lakhs)					
		As at 31st March, 2019		As at 31st March, 2018	
2	Share capital				
	Authorised				
	150,000,000 (previous year 150,000,000) equity shares of Rs.10 each	15,000.00		15,000.00	
	Total authorised share capital	15,000.00		15,000.00	
	Issued, Subscribed and Paid up				
	99,10,330 (previous year 99,10,330) equity shares of Rs. 10 each fully paid up	991.03		991.03	
	Total issued, subscribed and fully paid up share capital	991.03		991.03	
a. Reconciliation of shares outstanding at the beginning and at the end of the year					
		As at 31st March, 2019		As at 31st March, 2018	
	Equity shares of Rs. 10/- each	Number of Shares		Number of Shares	
	Outstanding at the beginning of the year	9,910,330		9,910,330	
	Add: Fresh Isssue	-		-	
	Outstanding at the end of the year	9,910,330		9,910,330	
b. Terms/rights attached to equity shares					
	The Company has only one class of Equity Share having value of Rs. 10/ each with an entitlement of one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors are subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.				
c. Details of shareholders holding more than 5% shares in the company					
		As at 31st March, 2019		As at 31st March, 2018	
	Equity shares of Rs. 10/- each fully paid	% of holding shares	Number of shares	% of holding shares	Number of shares
	SW Capital Pvt Ltd	9.79	970,139	9.79	485,139
	Eskay Infrastrcuture Development Pvt Ltd	10.55	1,045,700	10.55	1,045,700
	Akrur Kamal Khetan	5.50	545,400	5.50	545,400
	Anupma Kamal Khetan	5.50	545,400	5.50	545,400

(Rs in Lakhs)

		As at 31st March, 2019	As at 31st March, 2018
3	Reserves and Surplus		
	Securities premium account		
	Balance as per last financial statements	8,048.66	8,048.66
	Add: Received during the year	-	-
	Closing balance	8,048.66	8,048.66
	Statutory Reserve Fund		
	Balance as per last financial statements	440.36	416.90
	Add: Transferred during the year	7.32	23.46
	Closing balance	447.68	440.36
	Surplus in the statement of profit and loss		
	Balance as per last financial statements	1,744.22	1,650.39
	Profit for the year	36.60	117.29
	Balance available for appropriation	1,780.81	1,767.68
	Less: Appropriations		
	Statutory Reserve Fund	(7.32)	(23.46)
	Closing balance	1,773.50	1,744.22
	Total reserves and surplus	10,269.84	10,233.24
4	Long Term Borrowings		
	Secured Loans		
	a) Term Loan		
	Financial Institutions	3,131.14	3,087.62
	Total long term borrowings	3,131.14	3,087.62
Terms and Conditions for Secured Loan taken from Financial Institutions			
Indiabulls Housing Finance Ltd			
- The term loan is secured by way of mortgage of property situated at worli which belongs to Naksh Corporate Solutions Pvt Ltd and Brown Trading Pvt Ltd through tri- parties agreement.			
- Tenure of the loan has been increased to (25.5-32.5) years from (15-16) years due to increase in rate of interest.			
- Rate of interest 13.25% p.a. (previous year 12.25% p.a.)			
Repayment schedule of secured term loan (refer note below).			
		As at 31st March, 2019	As at 31st March, 2018
	>0 to 1 year *	16.57	136.47
	>1 year to 5 years	109.74	788.54
	>more than 5 years	3,021.40	2,327.74
	Total	3,147.71	3,252.75
	* Amounts reflected in current maturities of short term borrowings		

(Rs in Lakhs)

5	Short Term Borrowings		
	Secured Loans		
	a) Term Loan/ Overdraft		
	Financial Institutions	2,606.09	2,636.47
	Unsecured Loans		
	a) Loans repayable on demand		
	Body corporates	3,383.51	3,361.57
	Total short term borrowings	5,989.60	5,998.04
	Terms and Conditions for Secured Loan taken from Financial Institutions ICICI Bank Limited 5.1 The Bank overdraft of Rs.2,589.52 Lakhs (Previous Year NIL) is secured by way of pledge of tax free bonds and other securities. 5.2 The interest rate on Bank Overdraft of Rs.2589.52 Lakhs (Previous Year NIL) @ 8.65% (NIL) 5.3 Repayment schedule of secured term loan (refer note below).		
		As at 31st March, 2019	As at 31st March, 2018
	>0 to 1 year	2,589.52	-
	Barclays Investments & Loans (India) Limited 5.1 The term loan of NIL (Previous Year 2,500 Lakhs) is secured by way of pledge of tax free bonds and other securities. 5.2 The interest rate on term loan of NIL (Previous Year Rs. 2,500 Lakhs) @ NIL (8.75% p.a. - 10%p.a.) 5.3 Repayment schedule of secured term loan (refer note below).		
		As at 31st March, 2019	As at 31st March, 2018
	>0 to 1 year	-	2,500.00
6	Trade Payables		
	Total outstanding dues of micro, small and medium enterprises (refer note no.20.10 for details)	-	-
	Total outstanding dues of creditors other than micro, small and medium enterprises	4.60	5.34
	Total trade payables	4.60	5.34
7	Other Current Liabilities		
	Interest accrued but not due on borrowings	30.27	45.20
	Others		
	Statutory dues	11.89	4.76
	Unclaimed Dividend	18.04	18.04
	Other Current Liabilities	13.13	-
	Total other current liabilities	73.33	68.00

(Rs in Lakhs)

		As at 31st March, 2019	As at 31st March, 2018
8	Short Term Provisions		
	(a) Contingent Provisions against Standard Assets	44.43	44.43
	(b) Contingent Provisions against Sub-Standard Assets	1,042.04	685.79
	Total short term provisions	1,086.47	730.22
9	Non - Current Investments		
	Quoted equity instruments		
	Bharat Heavy Electricals Ltd	-	62.08
	NIL (previous year 57,500) equity shares of Rs. 2 each fully paid up		
	Care Ratings Ltd	19.91	-
	1,500 (previous year NIL) equity shares of Rs.10 each fully paid up		
	Cox & Kings (I) Ltd	27.43	28.01
	14,000 (previous year 14,000) equity shares of Rs. 5 each fully paid up		
	Indian Energy Exchange Ltd	87.34	-
	54,940 (previous year NIL) equity shares of Re. 1 each fully paid up		
	Tata Motors Ltd	12.74	-
	5,000 (previous year NIL) equity shares of Rs. 2 each fully paid up		
	Tata Steel Ltd	38.41	-
	6,500 (previous year NIL) equity shares of Rs. 10 each fully paid up		
	TV18 Broadcast Ltd	145.97	-
	2,74,000 (previous year NIL) equity shares of Rs. 2 each fully paid up		
	Unity Infraprojects Ltd	1.69	1.69
	8,000 (previous year 8,000) equity shares of Rs. 2 each fully paid up		
	Vedanta Ltd	45.54	-
	20,000 (previous year NIL) equity shares of Re. 1 each fully paid up		
	Welspun Corp Ltd	103.00	-
	64,000 (previous year NIL) equity shares of Rs. 5 each fully paid up		
	Welspun Enterprises Ltd	51.11	-
	31,000 (previous year NIL) equity shares of Rs. 10 each fully paid up		
	Quoted Mutual Funds		
	DSP Black Rock TIGER Fund	5.00	-
	5441.94 units (previous year NIL)		

(Rs in Lakhs)

		As at 31st March, 2019	As at 31st March, 2018
	Unquoted equity instruments		
	Eskay Infrastructure Development Pvt Ltd	7.87	7.87
	78,732 (previous year 78,732) equity shares of Rs. 10 each fully paid up		
	Cox & Kings Financial Services Ltd	0.58	-
	4,667 (previous year NIL) equity shares of Rs. 5 each fully paid up		
	Samhrutha Habitat Infrastructure Pvt Ltd	849.23	849.23
	25,35,000 (previous year 25,35,000) equity shares of Rs. 10 each fully paid up		
	V Can Exports Pvt Ltd	1.00	1.00
	10,000 (previous year 10,000) equity shares of Rs. 10 each fully paid up		
	Chitta Finlease Pvt Ltd	23.91	0.80
	1,000 (previous year 802) equity shares of Rs. 100 each fully paid up		
	Unquoted debenture instruments		
	0.01% Naksh Corporate Solutions Pvt Ltd	2,756.00	2,756.00
	2,756 (previous year 2,756) Optionally Convertible debenture of Rs. 1,00,000 each fully paid up		
	Total non current investments	4,176.74	3,706.68
	Notes		
	Aggregate market value of quoted investments	422.03	70.91
	Aggregate amount of quoted investments (at cost)	538.15	91.78
	Aggregate amount of unquoted investments	3,638.59	3,614.90
10	Long Term Loans and Advances		
	Advance Tax (Net off Provision for Tax Rs. 3,133.58 lakhs; Previous Year Rs. 2,752.64 lakhs)	211.68	145.53
	Total long term loans and advances	211.68	145.53
11	Current Investments		
	Quoted tax free bonds		
	Housing & Urban Development Corporation ,8.14%,25th October 2023	250.93	250.93
	25,000 (previous year 25,000) bonds of Rs. 1,000 each		
	Housing & Urban Development Corporation,8.39%,25th October 2023	49.70	49.70
	5,000 (previous year 5,000) bonds of Rs. 1,000 each		
	Housing & Urban Development Corporation,8.58%,13th January 2029	221.50	221.50
	21,000 (previous year 21,000) bonds of Rs. 1,000 each		
	India Infrastructure Finance Company Ltd,8.38%,12th November 2028	301.53	301.53
	30,000 (previous year 30,000) bonds of Rs. 1,000 each		
	India Infrastructure Finance Company Ltd,8.48% 22nd January 2029	211.70	211.70
	20,000 (previous year 20,000) bonds of Rs. 1,000 each		

(Rs in Lakhs)

		As at 31st March, 2019	As at 31st March, 2018
	India Infrastructure Finance Company Ltd 8.55% 27th March 2029	228.16	228.16
	20,000 (previous year 20,000) bonds of Rs. 1,000 each		
	India Renewable Energy Development Agency Ltd, 8.55%, 13th March 2029	200.00	200.00
	20,000 (previous year 20,000) bonds of Rs. 1,000 each		
	Indian Railway Finance Corporation 8.00% 23rd February 2022	247.69	247.69
	23,449 (previous year 23,449) bonds of Rs. 1,000 each		
	Indian Railway Finance Corporation 8.40%, 18th February 2029	200.00	200.00
	20,000 (previous year 20,000) bonds of Rs. 1,000 each		
	Indian Railway Finance Corporation 8.63%, 26th March 2029	200.00	200.00
	20,000 (previous year 20,000) bonds of Rs. 1,000 each		
	National Highway Authority of India 8.20% 25th January 2022	78.65	78.65
	7,417 (previous year 7,417) bonds of Rs. 1,000 each		
	National Highway Authority of India 8.50%, 05th February 2029	200.00	200.00
	20,000 (previous year 20,000) bonds of Rs. 1,000 each		
	National Housing Bank 8.63% 13th January 2029	72.20	72.20
	1,444 (previous year 1,444) bonds of Rs. 5,000 each		
	Indian Railway Finance Corporation 8.00% 23rd February 2023	161.05	161.05
	23,449 (previous year 23,449) bonds of Rs. 1,000 each		
	Indian Railway Finance Corporation 8.40%, 18th February 2030	52.68	52.68
	20,000 (previous year 20,000) bonds of Rs. 1,000 each		
	Indian Railway Finance Corporation 8.63%, 26th March 2030	207.44	207.44
	20,000 (previous year 20,000) bonds of Rs. 1,000 each		
	National Highway Authority of India 8.20% 25th January 2023	291.50	291.50
	7,417 (previous year 7,417) bonds of Rs. 1,000 each		
	National Highway Authority of India 8.50%, 05th February 2030	44.05	44.05
	20,000 (previous year 20,000) bonds of Rs. 1,000 each		
	National Housing Bank 8.63% 13th January 2030	49.97	49.97
	1,444 (previous year 1,444) bonds of Rs. 5,000 each		
	Indian Railway Finance Corporation 8.00% 23rd February 2024	200.00	200.00
	23,449 (previous year 23,449) bonds of Rs. 1,000 each		
	Indian Railway Finance Corporation 8.40%, 18th February 2031	303.99	303.99
	20,000 (previous year 20,000) bonds of Rs. 1,000 each		
	Total current investment	3,772.74	3,772.74

(Rs in Lakhs)

		As at 31st March, 2019	As at 31st March, 2018
	Notes		
	Aggregate market value of quoted investments	4,211.80	4,226.12
	Aggregate amount of quoted investments (at cost)	3,772.74	3,772.74
	- The tax free bonds book value of Rs 3,772.74 Lakhs are pledged to ICICI Bank Limited (Previous Year Rs 3,772.74 Lakhs were pledged to Barclays Loans and Investments (India) Limited)		
12	Cash and Bank Balances		
	i) Cash and cash equivalents		
	Balances with bank	45.42	5.87
	Cash in hand	2.16	0.59
		47.58	6.46
	ii) Other bank balances		
	Earmarked bank balances		
	Unpaid dividend bank account	18.04	18.04
	Total cash and bank balances	65.62	24.50
13	Short Term Loans and Advances		
	Unsecured, considered good		
	Advances recoverable in cash or in kind or for value to be received	11,312.68	11,469.31
	Loans and advances to subsidiaries	1,744.23	1,743.21
	Deposit	1.50	1.50
	Others		
	Staff Loan	0.17	-
	Duties and taxes recoverable	21.33	24.27
	Advance Tax (Net off Provision for Tax Rs 36.85 Lakhs; Previous Year Rs. 38.10 Lakhs)	35.65	66.15
	Prepaid expenses	1.34	1.53
	Total short term loans and advances	13,116.90	13,305.97
14	Other Current Assets		
	Interest accrued and due	125.75	125.53
	Other Current Asset	76.58	32.54
	Total other current assets	202.33	158.07

(Rs in Lakhs)

		Year ended 31st March, 2019	Year ended 31st March, 2018
15	Revenue From Operations		
	Finance activity		
	Operating income	962.25	1,309.55
	Gain on sale of investments	-	9.77
	Processing Fees & Advisory Services Fees	75.00	175.00
		1,037.25	1,494.32
	Other Operating revenue		
	Interest income	306.60	300.41
	Total revenue from operations	1,343.85	1,794.73
16	Other Income		
	Dividend Income:		
	Shares	8.86	0.76
	Mutual fund	-	2.81
	Interest on income tax refund	0.30	8.23
	Profit on sales of investments	44.25	59.34
	Sundry balances written off	9.65	-
	Total other income	63.06	71.14
17	Operating Expenses		
	Interest expense	860.55	1,290.41
	Legal and professional fees	-	5.25
	Total operating expenses	860.55	1,295.66
18	Employee Benefit Expenses		
	Salaries and wages	19.45	5.28
	Staff welfare expenses	1.31	2.09
	Total employee benefit expenses	20.76	7.37
19	Other Expenses		
	Annual, listing fees and other fees	3.91	3.11
	Processing fees paid	0.21	-
	Business promotion expenses	1.37	0.82
	Demat charges	0.06	0.22
	Director sitting fees	0.35	0.35
	Insurance charges	0.19	0.19
	Legal and professional expenses	50.49	48.74
	Miscellaneous expenses	4.10	14.13
	Payments to auditors	1.00	1.00
	Printing and stationery expenses	0.10	0.72
	Loss on sale of investments	20.95	-

(Rs in Lakhs)

		Year ended 31st March, 2019	Year ended 31st March, 2018
	Provision for standard & sub- standard assets	356.25	329.35
	Rent, rates and taxes	4.00	3.62
	Travelling and conveyance expenses	2.06	2.86
	CSR Activity	8.23	0.32
	Total other expenses	453.27	405.43

(Rs in Lakhs)

Significant Accounting Policies and Notes on Accounts for the year ended 31st March 2019			
		Year ended 31st March, 2019	Year ended 31st March, 2018
20	Other Required Disclosures		
1	Earning Per Share		
	Net profit for the year attributable to equity shareholders (Rs.)	3,659,709	11,728,816
	Weighted Average No. of Equity shares outstanding for Basic Earnings per share	9,910,330	9,910,330
	Weighted Average No. of Equity shares outstanding for Diluted Earnings per share	9,910,330	9,910,330
	Basic Earnings per share (face valued of Rs 10/-each)	0.37	1.18
	Diluted Earnings per share (face valued of Rs 10/-each)	0.37	1.18
2	Contingent liabilities and commitments		
	a) Contingent Liabilities (to the extent not provided for)	-	-
	b) The Company's pending litigations comprise of claims against the Company and proceedings pending with tax and other authorities. The Company has reviewed all its pending litigations and proceedings and disclosed the contingent liabilities, wherever applicable in its financial statements. The Company does not reasonably expect the outcome of these proceedings to have a material impact on its financial statements.		
3	Related Party Disclosures		
	Name of the Related Parties :		
	Disclosure of related party transaction and balances for the year ended 31st March 2019.		
	Relationship		
	List of related parties with whom transactions has been entered in the ordinary course of business		
	(A) Key Management Personal		
	Lalitha Cheripalli		
	(B) Entity/ Person having Significant Influence		
	Eskay Infrastructure Development Pvt Ltd		
	Glint Infraprojects Pvt Ltd		
	Luton Finance and Investment Pvt Ltd		
	Nifty Realty Pvt Ltd		
	Samagra Wealthmax Pvt Ltd		
	Starteck Infraprojects Pvt Ltd		
	Sunteck Realty Ltd		
	SW1 Advisory Pvt Ltd		
	SW Capital Pvt Ltd		
	SW Investment Ltd		
	(C) Subsidiaries		
	Chitta Finlease Pvt Ltd		

(Rs in Lakhs)

Related Party Transactions				
	Particulars	KMP	Subsidiaries	Others
	(i) Transaction during the year			
	Rent Paid	-	-	3.63
	Salary Paid	0.86	-	-
	Interest Received	-	-	712.61
	Interest Paid	-	-	36.29
	Brokerage Paid	-	-	1.61
	(i) Transaction during the year			
	Loan and Advances given	-	1,744.23	5,871.25
	Loan Taken	-	-	1,137.61
4	In the opinion of the Management, Long Term Loans & Advances, Short Term Loans & Advances & Short Term Borrowing would be realizable/payable at least of an amount equal to the amount at which they are stated in the Balance sheet. Further provisions have been made for all known & accrued liabilities.			
5	The Following additional information is disclosed in terms of RBI Circulars:			
	Liabilities side :	Amount outstanding	Amount overdue	
	(1) Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:			
	(a) Debentures : Secured	-	-	
	: Unsecured	-	-	
	(Other than falling within the meaning of public deposits)			
	(b) Deferred Credits			
	(c) Term Loans	3,147.71	-	
	(d) Inter-corporate loans and borrowing	3,383.51	-	
	(e) Commercial Paper	-	-	
	(f) Other Loans (Bank Overdraft)	2,589.52	-	
	Total	9,120.74	-	

(Rs in Lakhs)

Assets side :	Amount outstanding	Amount overdue
(2) Break-up of Loans and Advances including bills receivables (Other than those included in (4) below) :		
(a) Secured	-	-
(b) Unsecured	13,081.25	-
Total	13,081.25	-
(3) Break up of Leased Assets and stock on hire and other assets counting towards AFC activities		
(i) Leased assets including lease rentals under Sundry debtors :		
(a) Financial lease	-	-
(b) Operating lease	-	-
(ii) Stock on hire including hire charges under sundry debtors:		
(a) Assets on hire	-	-
(b) Repossessed Assets	-	-
(iii) Other loans counting towards AFC activities		
(a) Loans where assets have been repossessed	-	-
(b) Loans other than (a) above	-	-
Total	-	-
Current Investments:		
1. Quoted		
(i) Shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	3,772.74	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (Please specify)	-	-
2. Unquoted		
(i) Shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (Please specify)	-	-
Total	3,772.74	-
Long Term Investments :		
1. Quoted		
(i) Shares : (a) Equity	533.16	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	5.00	-
(iv) Government Securities	-	-
(v) Others (Please specify)	-	-

(Rs in Lakhs)

	Assets side :	Amount outstanding	Amount overdue
	Current Investments:		
	1. Unquoted		-
	(i) Shares : (a) Equity	882.59	-
	(b) Preference	-	-
	(ii) Debentures and Bonds	2,756.00	-
	(iii) Units of mutual funds	-	-
	(iv) Government Securities	-	-
	(v) Others (Please specify)	-	-
	Total	7,949.48	-
	Category	Secured / Unsecured	Total
	(5) Borrower group-wise classification of assets financed as in (2) and (3) above :		
	1. Related parties		
	(a) Subsidiaries	1,744.23	1,744.23
	(b) Companies in the same group	5,871.25	5,871.25
	(c) Other related parties	-	-
	2. Other than related parties	5,465.77	5,465.77
	Total	13,081.25	13,081.25
	Category	Market Value/Break up or fair value or NAV	Book Value (Net of Provisions)
	(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):		
	1. Related parties		
	(a) Subsidiaries	24.91	24.91
	(b) Companies in the same group	-	-
	(c) Other related parties	-	-
	2. Other than related parties	7,924.57	7,924.57
	Total	7,949.48	7,949.48
6	Exposure to real estate sector is Rs.5693.07 Lakhs Includes Kanaka & Associates, Kapila Infrastructure Limited, DDPL Global Infrastructure Private Limited, Unicorn Infraprojects and Estates Pvt Ltd, Glint Infraprojects Pvt Ltd, & Eskay Infrastructure & Development Private Limited.		
7	The Company has maintained 42.72% as Capital Adequacy Ratio as on 31.03.2019		
8	Pursuant to "Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015", a Systemically Important NBFC is required to disclose the Maturity Pattern in the Balance Sheet. Pursuant to the said provisions the borrowings by the Company from other body Corporates are payable as and when the demand been made by the Body Corporates and the Loans and advances granted during the year are perpetual and are renewed on the timely basis. Hence it is difficult to arrive at the Maturity Pattern by the Company as per the NBFC Directions.		
9	Since the Company operates in single segment (i.e. investments and financing activities), no further disclosure is required to be given as per the notified AS-17 'Segmental Reporting'.		

10	Micro, Small and Medium Enterprises
	The management has initiated the process of identifying enterprises which have provided goods and services to the company and which qualify under the definition of Micro Small and Medium enterprises, as defined under Micro Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amount payable to such enterprises as at March 31, 2019 is made in the financial statements based on information received and available with the company.
11	Previous year's figures have been regrouped, rearranged, reclassified to the extent possible.

Signature to Notes No 1 to 20

For Bagaria & Co., LLP **Chartered Accountants**

Firm's Registration No :113447W/W-100019

Vinay Somani

Partner

Membership No. 143503

Place: Mumbai

Date: 30th May, 2019

For and on behalf of the Board of Directors **of Starteck Finance Limited**

Sudarshan Somani

Director

(DIN: 00137568)

Gautam Panchal

Director

(DIN: 07826634)

Sweta Gupta

Company Secretary

Lalitha Cheripalli

Director

(DIN: 07026989)

Anand Shroff

Chief Financial Officer

Independent Auditor's Report

To,
**The Members of
Stardeck Finance Limited
(Formerly known as Nivedita Mercantile & Financing Limited)**

Report on the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Stardeck Finance Limited** (formerly known as Nivedita Mercantile & Financing Limited) (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company & its subsidiaries together referred to as "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2019, its profit and its cash flows 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 Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

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

Sr. No	Key Audit Matter	Auditor's Response
	Accuracy in identification and categorisation of receivables from financing activities as performing and non-performing assets and in ensuring appropriate asset classification, existence of security, income recognition, provisioning/ write off thereof and completeness of disclosure including compliance in accordance with the applicable extant guidelines issued by Reserve Bank of India (RBI).	We have assessed the systems and processes laid down by the Company to appropriately identify and classify the receivables from financing activities including those in place to ensure correct classification, income recognition and provisioning/ write off including of Non-performing assets as per applicable RBI guidelines. The audit approach included testing the existence and effectiveness of the control environment laid down by the management and conducting of detailed substantive verification on selected samples of continuing and new transactions in accordance with the principles laid down in the Standards on Auditing and other guidance issued by Institute of Chartered Accountants of India. Agreements entered into regarding significant transactions including related to corporate loans have been examined to ensure compliance. We have also reviewed the reports generated from management information systems, reports issued by the internal/secretarial auditors. The impact of all significant external and internal events including those if any, subsequent to balance sheet date have been taken into consideration for the above purposes. Compliance with material disclosure requirements prescribed by RBI guidelines and other statutory requirements have been verified.

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

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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.

Responsibilities of Management and Those charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and cash flows of the Group in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

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

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the 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 Group has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity'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 consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Other Matter

We did not audit the financial statements of two subsidiaries, whose financial statements reflect total assets of Rs.1755.63 lakhs as at 31st March, 2019, total revenue of Rs. 0.63 lakhs and total loss of Rs. 4.45 lakhs for year ended 31 March, 2019 as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries is based solely on the reports of such other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Sub-section (3) of Section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements of subsidiaries, as noted in the 'Other Matter' paragraph, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and aforesaid consolidated financial statements;
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of

the other auditors.

- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of the relevant assertion contained in the audit reports on standalone financial statements of each subsidiary company, none of the directors of any such company are disqualified as on March 31, 2019, from being appointed as a Director of the company in terms of sub-section (2) of section 164 of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its Subsidiaries and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A"**.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with 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 and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of subsidiaries, as noted in the 'Other Matter' paragraph:
 - (i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Holding Company and its subsidiaries - Refer note no 20(2) to the consolidated financial statements;
 - (ii) The Holding Company and its subsidiaries did not have any long term contracts including derivative contracts for which there were any material foreseeable losses; and
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Bagaria & Co. LLP
Chartered Accountants

Firm's Registration No - 113447W/W-100019

Vinay Somani

Partner

Membership No.: 143503

Mumbai, May 30th, 2019

"Annexure A" to the Independent Auditor's Report - 31.03.2019

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

In conjunction with our audit of the consolidated financial statements of **Starteck Finance Limited** (formerly known as Nivedita Mercantile & Financing Limited) ("the Holding Company") as of and for the year ended March 31, 2019 we have audited the internal financial controls over financial reporting of the Holding Company and its subsidiary companies as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company and its Subsidiaries based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and audit evidence obtained by the auditors of Subsidiary Companies in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding Company and the Subsidiary Companies.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us and other auditors referred to in the Other matters paragraph below, the Holding Company and its Subsidiary Companies have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal controls stated in the Guidance Note.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and effectiveness of the internal financial controls over financial reporting in so far as it relates to its two Subsidiary Companies, is based solely on the corresponding reports of the auditors of such Companies.

Our opinion is not modified in respect of this matter.

For Bagaria & Co. LLP Chartered Accountants

Firm's Registration No - 113447W/W-100019

Vinay Somani
Partner
M.No.143503
Mumbai, May 30th, 2019

STARTECK FINANCE LIMITED (FORMERLY NIVEDITA MERCANTILE AND FINANCING LIMITED)			
CONSOLIDATED BALANCE SHEET			
(Rs in Lakhs)			
Particulars	Notes	As at 31st March, 2019	As at 31st March, 2018
<u>EQUITY AND LIABILITIES</u>			
SHAREHOLDERS' FUND			
Share capital	2	991.03	991.03
Reserves and Surplus	3	10,240.32	10,231.09
MINORITY INTEREST		-	0.20
NON CURRENT LIABILITIES			
Long-term borrowings	4	3,131.14	3,087.62
CURRENT LIABILITIES			
Short-term borrowings	5	6,000.40	6,008.82
Trade payable	6	8.81	6.30
Other current liabilities	7	74.33	69.02
Short-term provisions	8	1,086.47	730.22
TOTAL		21,532.50	21,124.30
<u>ASSETS</u>			
NON - CURRENT ASSETS			
Non-current investments	9	5,895.47	5,448.52
Long-term loans and advances	10	212.40	146.19
CURRENT ASSETS			
Current Investment	11	3,772.74	3,772.74
Cash and Bank Balances	12	76.76	35.92
Short-term loans and advances	13	11,372.67	11,562.75
Other Current Assets	14	202.46	158.18
TOTAL		21,532.50	21,124.30
Significant Accounting Policies and the accompanying notes form an integral part of financial statements	1 1 to 20		

In terms of our report attached.

For Bagaria & Co., LLP

Chartered Accountants

Firm's Registration No : 113447W/W-100019

Vinay Somani

Partner

Membership No. 143503

Place: Mumbai

Date: 30th May, 2019

**For and on behalf of the Board of Directors
of Starteck Finance Limited**

Sudarshan Somani

Director
(DIN: 00137568)

Gautam Panchal

Director
(DIN: 07826634)

Sweta Gupta

Company Secretary

Lalitha Cheripalli

Director
(DIN: 07026989)

Anand Shroff

Chief Financial Officer

STARTECK FINANCE LIMITED (FORMERLY NIVEDITA MERCANTILE AND FINANCING LIMITED)			
CONSOLIDATED STATEMENT OF PROFIT AND LOSS			
(Rs in Lakhs)			
Particulars	Notes	As at 31st March, 2019	As at 31st March, 2018
INCOME			
Revenue from operations	15	1,344.47	1,794.85
Other income	16	63.06	71.14
Total income (I)		1,407.53	1,865.99
EXPENSES			
Operating expenses	17	860.55	1,295.66
Employee benefits expenses	18	20.76	7.37
Other expenses	19	458.35	411.46
Total expenses (II)		1,339.66	1,714.49
Profit for the year before tax (I - II)		67.87	151.50
Tax expense:			
Current tax		36.85	38.12
Short/(Excess) provision for taxation		(1.12)	2.02
Profit before Minority Interest		32.14	111.36
Less: Minority interest		-	-
Profit after Minority Interest		32.14	111.36
Earning per equity share of face value Rs. 10 each:			
Basic		0.32	1.12
Diluted		0.32	1.12
Significant Accounting Policies and the accompanying notes form an integral part of financial statements	1 1 to 20		

In terms of our report attached.

For Bagaria & Co., LLP

Chartered Accountants

Firm's Registration No : 113447W/W-100019

Vinay Somani

Partner

Membership No. 143503

Place: Mumbai

Date: 30th May, 2019

**For and on behalf of the Board of Directors
of Starteck Finance Limited**

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Anand Shroff

Chief Financial Officer

Sweta Gupta

Company Secretary

STARTECK FINANCE LIMITED (FORMERLY NIVEDITA MERCANTILE AND FINANCING LIMITED)				
CONSOLIDATED CASH FLOW STATEMENT				
(Rs in Lakhs)				
Particulars	As at 31st March, 2019		As at 31st March, 2018	
Cash Flow from Operating Activities				
Profit before tax as per Statement of Profit and Loss		67.87		151.48
Adjusted for:				
Provision for Standard & Sub- Standard Assets	356.25		329.35	
Interest on Income Tax Refund	(0.30)		(8.23)	
Dividend Income	(8.86)		(3.56)	
(Profit) / Loss on Sale of Investments	(23.29)	323.80	(59.34)	258.22
Operating Profit before Working Capital Changes		391.67		409.70
Adjusted for:				
(Increase)/Decrease in Long Term Loans & Advances, Short Term Loans & Advances and in other current Assets	79.59		3,661.14	
Increase/(Decrease) in Short term Borrowings	35.08		(4,666.77)	
Increase/(Decrease) in Trade Payable, Short Term provisions and other current liabilities	7.84		(57.92)	
		122.51		(1,063.55)
Cash Generated from / (used in) Operations		514.18		(653.85)
Less: Income Tax Paid		35.73		19.21
Net Cash from / (used in) Operating Activities (A)		478.45		(673.06)
Cash Flow from Investing Activities				
Sale of Investments	85.36		657.22	
Purchase of Investments	(509.03)		(28.35)	
Interest on Income Tax Refund	0.30		8.23	
Dividend Income	8.86		3.56	
Business (Acquisition) / Dilution	(23.11)		(0.05)	
Net Cash from / (used in) Investing Activities (B)		(437.60)		640.61
Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B)		40.85		(32.45)
Cash and Cash Equivalents - Opening Balance		17.87		50.32
Cash and Cash Equivalents - Closing Balance		58.72		17.87

Note:

1) The above Cash Flow Statements has been prepared under the "Indirect Method" as set out in the Accounting Standards- 3 on "Cash Flow Statements"

In terms of our report attached.

For Bagaria & Co., LLP

Chartered Accountants

Firm's Registration No :113447W/W-100019

Vinay Somani

Partner

Membership No. 143503

Place: Mumbai

Date: 30th May, 2019

**For and on behalf of the Board of Directors
of Starteck Finance Limited**

Sudarshan Somani

Director

(DIN: 00137568)

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Chief Financial Officer

Sweta Gupta

Company Secretary

**STARTECK FINANCE LIMITED
(FORMERLY NIVEDITA MERCANTILE AND FINANCING LIMITED)**

Significant Accounting Policies and Notes on Consolidated accounts for the year ended 31st March 2019

1 SIGNIFICANT ACCOUNTING POLICIES:

1.1 Corporate Information and Basis of preparation

Starteck Finance Limited (Formerly Nivedita Mercantile & Financing Limited) (the "Company") is a listed public company having its registered office at 5th Floor, Sunteck Center, Vile Parle East Mumbai -400 057. The Company currently operates as a Non-Deposit taking Non-Systemically Important ("ND-NSI") registered with the RBI vide certificate no. 13.00758 dated 20th April, 1998.

The financial statements are prepared under the historical cost convention on an accrual basis of accounting in accordance with the generally accepted accounting principles of a going concern except interest on loan classified as non performing asset are accounted for on realisation basis. Accounting Policies not specifically referred to otherwise are consistent and in consonance with the applicable Accounting Standards notified under section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 the provisions of the Act (to the extent notified) thereof along with the applicable guidelines issued by Reserve Bank of India ("RBI").

All assets and liabilities have been classified as current or non-current as per the criteria set out in the schedule III to the Companies Act, 2013. Based on the nature of the products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of its assets and liabilities.

1.2 Use of estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the period reported. Actual results could differ from those estimates. Any revision to accounting estimates is recognised in accordance with the requirements of the respective accounting standard.

1.3 Principle of Consolidation

Starteck Finance Limited ('The Parent Company') and its subsidiary companies collectively referred to as "Group.

The consolidated financial statements relate to the group. The consolidated financial statements have been prepared on the following basis:

- i. The financial statements of the Parent Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21 -"Consolidated Financial Statements".
- ii. The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve as the case may be.
- iii. Minority's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- iv. Minority's share of net assets of consolidated subsidiaries is identified and presented as minority interest in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.
- v. As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Parent Company's separate financial statements.
- vi. The list of Subsidiary Companies, which are included in the consolidation and the Group's holdings therein are as under:

Subsidiary Companies	Proportion of ownership interest
V Can Exports Pvt Ltd	100%
Chitta Finlease Pvt Ltd	100%

1.4 Revenue Recognition

- (a) Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured and there exists reasonable certainty of its recovery. Interest, processing charges etc. are recognised as income on accrual basis with reference to the terms of contractual commitments and finance agreements entered into with borrowers, as the case may be, except in the case of non-performing assets where income is recognised only when realised. Income from bonds and debentures of corporate bodies and from government securities/bonds are accounted on accrual basis.
- b) Other Income is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.
- c) Dividend is accounted when the right to receipt is established.
- d) Gain or loss on long term investments is accounted on actual receipt in excess of cost of investment recognised in books.

1.5 Fixed Assets & Depreciation

The Company does not have any Fixed Asset as on 31st March 2019.

1.6 Investments

Investments, which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and net realisable value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminutions in value is made to recognise a decline other than temporary in the value of the investments.

Long term investments are stated at cost after deducting provisions made, if any, for other than temporary diminution in the value.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

1.7 Taxation

Tax expense comprises of current and deferred tax.

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the Balance Sheet date. Deferred tax assets arising from timing differences are recognised to the extent there is reasonable certainty that these would be realised in future.

1.8 Earnings Per Share

The Company reports basic and diluted earnings per share in accordance with AS-20 "Earnings per Share". Basic earnings per share are computed by dividing the net profit or loss for the period by the weighted average number

of Equity Shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit or loss for the period by the weighted average number of Equity Shares outstanding during the period as adjusted for the effects of all dilutive potential equity shares.

1.9 Provision

A provision is recognized when an enterprise has a present obligation as a result of past event 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 not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

1.10 Contingent Liabilities

Contingent Liabilities, if any, are disclosed in the Notes on Accounts. Provision is made in the accounts in respect of those contingencies which are likely to materialize into liabilities after the year end till the approval of the accounts by the Board of Directors and which have material effect on the position stated in the Balance Sheet.

1.11 Standard Asset Provisioning

Provisions are established on a collective basis against loan assets classified as "Standard" to absorb credit losses on the aggregate exposures in each of the Company's loan portfolios based on the Reserve Bank of India Directions. A higher standard asset provision may be made based upon an analysis of past performance, level of allowance already in place and Management's judgement. This estimate includes consideration of economic and business conditions. The amount of the collective allowance for credit losses is the amount that is required to establish a balance in the Provision for Standard Assets Account that the Company management considers adequate, after consideration of the prescribed minimum under the above mentioned directions, to absorb credit related losses in its portfolio of loan items after individual allowances or write offs.

1.12 Cash and Cash Equivalents

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

STARTECK FINANCE LIMITED (FORMERLY NIVEDITA MERCANTILE AND FINANCING LIMITED)					
CONSOLIDATED NOTES TO FINANCIAL STATEMENT					
(Rs in Lakhs)					
		As at 31st March, 2019		As at 31st March, 2018	
2	Share capital				
	Authorised Share Capital				
	150,000,000 (previous year 150,000,000) Equity Shares of Rs.10 each	15,000.00		15,000.00	
	Total authorised share capital	15,000.00		15,000.00	
	Issued, Subscribed and Paid up				
	99,10,330 (previous year 99,10,330) equity shares of Rs. 10 each fully paid up	991.03		991.03	
	Total issued, subscribed and fully paid up share capital	991.03		991.03	
a. Reconciliation of shares outstanding at the beginning and at the end of the year					
		As at 31st March, 2019		As at 31st March, 2018	
	Equity shares of Rs. 10 each	Number of Shares		Number of Shares	
	Outstanding at the beginning of the year	9,910,330		9,910,330	
	Add: Fresh Issue	-		-	
	Outstanding at the end of the year	9,910,330		9,910,330	
	b. Terms/rights attached to equity shares				
The Company has only one class of Equity Share having value of Rs. 10/ each with an entitlement of one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors are subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.					
c. Details of shareholders holding more than 5% shares in the company					
		As at 31st March, 2019		As at 31st March, 2018	
	Equity shares of Rs. 10 each fully paid	% of holding shares	Number of Shares	% of holding shares	Number of Shares
	SW Capital Private Limited	9.79	970,139	9.79	970,139
	Eskay Infrastructure Development Pvt Ltd	10.55	1,045,700	10.55	1,045,700
	Akrur Kamal Khetan	5.50	545,400	5.50	545,400
	Anupama Kamal Khetan	5.50	545,400	5.50	545,400

(Rs in Lakhs)

		As at 31st March, 2019	As at 31st March, 2018
3	Reserves and Surplus		
	Capital reserves		
	Balance as per last financial statements	9.99	10.31
	Add: transfers during the year	22.91	-
	Less : During the year Capital reserve on consolidation	(22.91)	(0.32)
	Closing balance	9.99	9.99
	Securities premium account		
	Balance as per last financial statements	8,048.66	8,048.66
	Add: Received during the year	-	-
	Closing balance	8,048.66	8,048.66
	Statutory Reserve Fund		
	Balance as per last financial statements	440.36	416.90
	Add: transfers during the year	7.32	23.46
	Closing balance	447.68	440.36
	Surplus in the statement of profit and loss		
	Balance as per last financial statements	1,732.08	1,643.88
	Profit for the year	32.14	111.34
	Balance available for appropriation	1,764.22	1,755.22
	Less: Appropriations		
	Transfer to Capital Reserve	(22.91)	0.32
	Statutory Reserve Fund	(7.32)	(23.46)
	Closing balance	1,733.99	1,732.08
	Total reserves and surplus	10,240.32	10,231.09
4	Long Term Borrowings		
	Secured Loans		
	a) Term Loan		
	Financial Institutions	3,131.14	3,087.62
	Total long term borrowings	3,131.14	3,087.62
Terms and Conditions for Secured Loan taken from Financial Institutions Indiabulls Housing Finance Ltd - The term loan is secured by way of mortgage of property situated at Worli which belongs to Naksh Corporate Solutions Pvt Ltd and Brown Trading Pvt Ltd through tri- parties agreement. - Tenure of the loan has been increased from (25.5-32.5) years from (15-16) years due to increase in rate of interest - Rate of interest 13.25% p.a (previous year 12.25% p.a.)			
	Repayment schedule of secured term loan (refer note below).		
		As at 31st March, 2019	As at 31st March, 2018
	>0 to 1 year *	16.57	95.43
	>1 year to 5 years	109.74	698.06
	>more than 5 years	3,021.40	2,526.02
	Total	3,147.71	3,319.51
	* Amounts reflected in current maturities of short term borrowings		

(Rs in Lakhs)

		As at 31st March, 2019	As at 31st March, 2018
5	Short Term Borrowings		
	Secured Loans		
	a) Term Loan		
	Financial Institutions	2,606.09	2,636.47
	Unsecured Loans		
	a) Loans repayable on demand		
	Body corporates	3,383.51	3,361.55
	Others	10.80	10.80
	Total short term borrowings	6,000.40	6,008.82
	Terms and Conditions for Secured Loan taken from Financial Institutions		
	ICICI Bank Limited		
	5.1 The bank overdraft of Rs.2,589.52 Lakhs (Previous Year NIL) is secured by way of pledge of tax free bonds and other securities.		
	5.2 The interest rate on Bank Overdraft of Rs.2,589.52 Lakhs (Previous Year NIL) is 8.65% (NIL).		
	5.3 Repayment schedule of secured term loan (refer note below).		
		As at 31st March, 2019	As at 31st March, 2018
	>0 to 1 year	2,589.52	-
	Barclays Investments & Loans (India) Limited		
	5.1 The term loan of NIL (Previous Year 2,500 Lakhs) is secured by way of pledge of tax free bonds and other securities.		
	5.2 The interest rate on term loan of NIL (Previous Year Rs. 2,500 Lakhs) @ NIL (8.75% p.a. - 10%p.a.)		
	5.3 Repayment schedule of secured term loan (refer note below).		
		As at 31st March, 2019	As at 31st March, 2018
	>0 to 1 year	-	2,500.00
6	Trade Payables		
	Total outstanding dues of micro, small and medium enterprises (refer note no.20.4 for details)	-	-
	Total outstanding dues of creditors other than micro, small and medium enterprises	8.81	6.30
	Total trade payables	8.81	6.30
7	Other Current Liabilities		
	Interest accrued but not due on borrowings	30.27	45.20
	Others		
	Statutory dues	11.89	4.78
	Unclaimed Dividend	18.04	18.04
	Other current liabilities	14.13	1.00
	Total other current liabilities	74.33	69.02
8	Short Term Provisions		
	(a) Contingent Provisions against Standard Assets	44.43	44.43
	(b) Contingent Provisions against Sub-Standard Assets	1,042.04	685.79
	Total short term provisions	1,086.47	730.22

(Rs in Lakhs)

		As at 31st March, 2019	As at 31st March, 2018
9	Non - Current Investments		
	Investment in property	1,743.64	1,743.64
	Quoted equity instruments		
	BHEL	-	62.08
	NIL (previous year 57,500) equity shares of Rs.2 each fully paid up		
	Care Ratings Ltd	19.91	-
	1,500 (previous year NIL) equity shares of Rs.10 each fully paid up		
	Cox & Kings (I) Ltd	27.43	28.01
	14,000 (previous year 14,000) equity shares of Rs. 5 each fully paid up		
	Indian Energy Exchange Ltd	87.34	-
	54,940 (previous year NIL) equity shares of Re. 1 each fully paid up		
	Tata Motors Ltd	12.74	-
	5,000 (previous year NIL) equity shares of Rs. 2 each fully paid up		
	Tata Steel Ltd	38.41	-
	6,500 (previous year NIL) equity shares of Rs. 10 each fully paid up		
	TV18 Broadcast Ltd	145.97	-
	2,74,000 (previous year NIL) equity shares of Rs. 2 each fully paid up		
	Unity Infraprojects Ltd	1.69	1.69
	8,000 (previous year 8,000) equity shares of Rs. 2 each fully paid up		
	Vedanta Ltd	45.54	-
	20,000 (previous year NIL) equity shares of Re. 1 each fully paid up		
	Welspun Corp Ltd	103.00	-
	64,000 (previous year NIL) equity shares of Rs. 5 each fully paid up		
	Welspun Enterprises Ltd	51.11	-
	31,000 (previous year NIL) equity shares of Rs. 10 each fully paid up		
	Quoted Mutual Funds		
	DSP Black Rock TIGER Fund	5.00	-
	5441.94 units (previous year NIL)		
	Unquoted equity instruments		
	Eskay Infrastructure Development Pvt Ltd	7.87	7.87
	78,732 (previous year 78,732) equity shares of Rs. 10 each fully paid up		
	Cox & Kings Financial Services Ltd	0.58	-
	4,667 (previous year NIL) equity shares of Rs. 5 each fully paid up		
	Samhrutha Habitat Infrastructure Pvt Ltd	849.23	849.23
	25,35,000 (previous year 25,35,000) equity shares of Rs. 10 each fully paid up		

(Rs in Lakhs)

		As at 31st March, 2019	As at 31st March, 2018
	Unquoted debenture instruments		
	0.01% Naksh Corporate Solutions Pvt Ltd	2,756.00	2,756.00
	2,756 (previous year 2,756) Optionally Convertible debenture of Rs. 1,00,000 each fully paid up		
	Total non current investments	5,895.47	5,448.52
	Notes		
	Aggregate market value of quoted investments	422.03	70.91
	Aggregate amount of quoted investments (at cost)	538.73	91.78
	Aggregate amount of unquoted investments	3,638.01	3,613.10
10	Long Term Loans and Advances		
	Advance Tax (Net off Provision for Tax Rs. 3,133.58; Previous Year Rs. 2,752.64)	212.40	146.19
	Total long term loans and advances	212.40	146.19
11	Current Investments		
	Quoted tax free bonds		
	Housing & Urban Development Corporation ,8.14%,25th October 2023	250.93	250.93
	25,000 (previous year 25,000) bonds of Rs. 1,000 each		
	Housing & Urban Development Corporation,8.39%,25th October 2023	49.70	49.70
	5,000 (previous year 5,000) bonds of Rs. 1,000 each		
	Housing & Urban Development Corporation,8.58%,13th January 2029	221.50	221.50
	21,000 (previous year 21,000) bonds of Rs. 1,000 each		
	India Infrastructure Finance Company Ltd,8.38%,12th November 2028	301.53	301.53
	30,000 (previous year 30,000) bonds of Rs. 1,000 each		
	India Infrastructure Finance Company Ltd,8.48% 22nd January 2029	211.70	211.70
	20,000 (previous year 20,000) bonds of Rs. 1,000 each		
	India Infrastructure Finance Company Ltd 8.55% 27th March 2029	228.16	228.16
	20,000 (previous year 20,000) bonds of Rs. 1,000 each		
	India Renewable Energy Development Agency Ltd,8.55%,13th March 2029	200.00	200.00
	20,000 (previous year 20,000) bonds of Rs. 1,000 each		
	Indian Railway Finance Corporation 8.00% 23rd February 2022	247.69	247.69
	23,449 (previous year 23,449) bonds of Rs. 1,000 each		
	Indian Railway Finance Corporation 8.40%,18th February 2029	200.00	200.00
	20,000 (previous year 20,000) bonds of Rs. 1,000 each		
	Indian Railway Finance Corporation 8.63%,26th March 2029	200.00	200.00
	20,000 (previous year 20,000) bonds of Rs. 1,000 each		
	National Highway Authority of India 8.20% 25th January 2022	78.65	78.65
	7,417 (previous year 7,417) bonds of Rs. 1,000 each		

(Rs in Lakhs)

		As at 31st March, 2019	As at 31st March, 2018
	National Highway Authority of India 8.50%, 05th February 2029	200.00	200.00
	20,000 (previous year 20,000) bonds of Rs. 1,000 each		
	National Housing Bank 8.63% 13th January 2029	72.20	72.20
	1,444 (previous year 1,444) bonds of Rs. 5,000 each		
	NHPC Ltd 8.54%, 02nd November 2028	161.05	161.05
	16,105 (previous year 16,105) bonds of Rs. 1,000 each		
	NHPC Ltd 8.79%, 02nd November 2028	52.68	52.68
	5,000 (previous year 5,000) bonds of Rs. 1,000 each		
	Power Finance Corporation 8.20% 01st February 2022	207.44	207.44
	19,758 (previous year 19,758) bonds of Rs. 1,000 each		
	Power Finance Corporation 8.54%, 16th November 2028	291.50	291.50
	29,150 (previous year 29,150) bonds of Rs. 1,000 each		
	Power Finance Corporation 8.79% 16th November 2028	44.05	44.05
	4,310 (previous year 4,310) bonds of Rs. 1,000 each		
	Rural Electrification Corporation Ltd 8.26% 24th September 2023	49.97	49.97
	5,000 (previous year 5,000) bonds of Rs. 1,000 each		
	Rural Electrification Corporation Ltd 8.63% 24th March 2029	200.00	200.00
	20,000 (previous year 20,000) bonds of Rs. 1,000 each		
	Rural Electrification Corporation Ltd 7.22%, 19th December 2022	303.99	303.99
	30,002 (previous year 30,002) bonds of Rs. 1,000 each		
	Total Current Investment	3,772.74	3,772.74
	Notes		
	Aggregate market value of quoted investments	4,211.80	4,226.12
	Aggregate amount of quoted investments (at cost)	3,772.74	3,772.74
	Aggregate amount of unquoted investments	-	-
- The tax free bonds book value of Rs 3,772.74 Lakhs are pledged to ICICI Bank Limited (Previous Year Rs 3,772.74 Lakhs were pledged to Barclays Loans and Investments (India) Limited)			
12	Cash and Bank Balances		
	i) Cash and cash equivalents		
	Balances with bank	46.21	7.93
	Cash in hand	3.51	0.95
	Deposit with original maturity exceeding 3 months but less than 12 months*	9.00	9.00
		58.72	17.87
	ii) Other bank balances		
	Earmarked bank balances		
	Unpaid dividend bank account	18.04	18.04
	Total cash and bank balances	76.76	35.92

(Rs in Lakhs)

		As at 31st March, 2019	As at 31st March, 2018
13	Short Term Loans and Advances		
	Unsecured, considered good		
	Advances recoverable in cash or in kind or for value to be received	11,312.68	11,469.31
	Loans and advances to subsidiaries		
	Deposit	1.50	1.50
	Others		
	Duties and taxes recoverable	21.34	24.27
	Advance Tax (Net off Provision for Tax Rs.36.85 Lakhs, Previous Year Rs. 38.12 Lakhs)	35.65	66.15
	Prepaid expenses	1.34	1.53
	Total short term loans and advances	11,372.50	11,562.75
14	Other Current Assets		
	Interest accrued but not due	125.88	125.64
	Other Current Asset	76.58	32.54
	Total other current assets	202.46	158.18

(Rs. In lakhs)

		Year Ended 31st March, 2019	Year Ended 31st March, 2018
15	Revenue From Operations		
	Finance activity		
	Operating income	962.25	1,309.39
	Gain on sale of investments	-	9.77
	Processing Fees & Advisory Services Fees	75.00	175.00
		1,037.25	1,494.16
	Other Operating revenue		
	Interest income	307.22	300.69
	Total revenue from operations	1,344.47	1,794.85
16	Other Income		
	Dividend income:		
	Shares	8.86	0.76
	Mutual Fund	-	2.80
	Interest on income tax refund	0.30	8.24
	Profit on sales of Investment	44.25	59.34
	Sundry Balance W/off	9.65	-
	Total other income	63.06	71.14
17	Operating Expenses		
	Interest expense	860.55	1,290.41
	Legal & Professional fees	-	5.25
	Total direct expenses	860.55	1,295.66
18	Employee Benefits Expenses		
	Salaries and wages	19.45	5.28
	Staff welfare expenses	1.31	2.09
	Total employee benefit expenses	20.76	7.37
19	Other Expenses		
	Annual, listing fees and other fees	3.91	3.11
	Business promotion expenses	0.21	0.82
	Brokerage & Commission	1.37	-
	Demat charges	0.06	0.22
	Director sitting fees	0.35	0.35
	Insurance charges	0.19	0.19
	Legal and professional expenses	50.59	48.86
	Miscellaneous expenses	7.64	17.39
	Payments to auditors	1.42	1.29
	Printing and stationery expenses	0.10	0.71

(Rs. In lakhs)

	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Loss on sale of investments	20.95	-
Provision for standard & sub- standard assets	356.25	329.35
Rent, rates and taxes	5.02	5.99
Travelling and conveyance expenses	2.06	2.86
CSR Activity	8.23	0.32
Total other expenses	458.35	411.46

STARTECK FINANCE LIMITED
(FORMERLY NIVEDITA MERCANTILE AND FINANCING LIMITED)

Significant Accounting Policies and Notes on Consolidated Accounts for the year ended 31st March 2019

20. Other Required Disclosures;

1. Earnings Per Share

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Net profit for the year attributable to equity shareholders (Rs.)	3,214,458	11,133,793
Weighted Average No. of Equity shares outstanding for Basic Earnings per share	9,910,330	9,910,330
Weighted Average No. of Equity shares outstanding for Diluted Earnings per share	9,910,330	9,910,330
Basic Earnings per share (face value of Rs 10/-each)	0.32	1.12
Diluted Earnings per share (face value of Rs 10/-each)	0.32	1.12

2. Contingent liabilities and commitments

(Rs. In lakhs)

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
a) Contingent Liabilities - Disputed Income Tax Matters (to the extent not provided for)	-	-
b) The Company's pending litigations comprise of claims against the Company and proceedings pending with tax and other authorities. The Company has reviewed all its pending litigations and proceedings and disclosed the contingent liabilities, wherever applicable in its financial statements. The Company does not reasonably expect the outcome of these proceedings to have a material impact on its financial statements.		

3	Related Party Disclosures
	Name of the Related Parties :
	Disclosure of related party transaction and balances for the year ended 31st March 2019.
	Relationship
	List of related parties with whom transactions has been entered in the ordinary course of business
	(A) Key Management Personal
	Lalitha Cheripalli
	(B) Entity/ Person having Significant Influence
	Eskay Infrastructure Development Pvt Ltd
	Glint Infraprojects Pvt Ltd
	Luton Finance and Investment Pvt Ltd
	Nifty Realty Pvt Ltd
	Samagra Wealthmax Pvt Ltd
	Starteck Infraprojects Pvt Ltd
	Sunteck Realty Ltd
	SW1 Advisory Pvt Ltd
	SW Capital Pvt Ltd
	SW Investment Ltd

(Rs. In lakhs)

Particulars	KMP	Others
(i) Transaction during the year		
Rent Paid	-	3.63
Salary Paid	0.86	-
Interest Received	-	712.61
Interest Paid	-	36.29
Brokerage Paid	-	1.61
(i) Transaction during the year		
Loan and Advances given	-	5,871.25
Loan Taken	-	1,137.61
4 Micro, Small and Medium Enterprises		
The management has initiated the process of identifying enterprises which have provided goods and services to the company and which qualify under the definition of Micro Small and Medium enterprises, as defined under Micro Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amount payable to such enterprises as at March 31, 2019 is made in the financial statements based on information received and available with the company.		
5	Previous year's figures have been regrouped, rearranged, reclassified to the extent possible.	

Signature to Notes No 1 to 20**For Bagaria & Co., LLP
Chartered Accountants**

Firm's Registration No :113447W/W-100019

Vinay Somani

Partner

Membership No. 143503

Place: Mumbai

Date: 30th May, 2019

**For and on behalf of the Board of Directors
of Starteck Finance Limited****Sudarshan Somani**

Director

(DIN: 00137568)

Lalitha Cheripalli

Director

(DIN: 07026989)

Gautam Panchal

Director

(DIN: 07826634)

Anand Shroff

Chief Financial Officer

Sweta Gupta

Company Secretary

Notes

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Notes

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STARTECK FINANCE LIMITED

(Formerly known as Nivedita Mercantile Financing Limited)

Registered office: 5th Floor, Sunteck Centre, 37-40 Subhash Road, Vile Parle (East), Mumbai 400057 Tel: +91 22 4287 7800 Fax: +91 22 4287 7890

Website: www.starteckfinance.com CIN: L51900MH1985PLC037039

NOTICE is hereby given that the 34th Annual General Meeting (AGM) of the members of Starteck Finance Limited (Formerly Nivedita Mercantile and Financing Limited) will be held on Thursday, September 26, 2019 at 11.30 a. m. at Hotel Planet Residency, Sapphire Hall, Subhash Road, Adjacent to Garware House, Vile Parle (East), Mumbai 400057, to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 - To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2 - To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the Report of the Auditors thereon.

Item No. 3 – To appoint a Director in place of Mrs. Lalitha Cheripalli (DIN-07026989), who retires by rotation and, being eligible, offers herself for re-appointment.

Item No. 4- To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the 39th Annual General Meeting and to fix their remuneration:

RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Lodha & Co., Chartered Accountants (Firm Registration No. 301051E), be and is hereby appointed as the Statutory Auditors of the Company in place of retiring Statutory Auditors M/s. Bagaria & Co., LLP commencing from the conclusion of this Annual General Meeting till the conclusion of thirty ninth Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the reimbursement of applicable taxes and actual out of pocket expenses.

SPECIAL BUSINESS:

Item No. 5 –Appointment of Mr. Anand Shroff (DIN- 08480489) as Whole Time Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Anand Shroff (DIN- 08480489) as Wholetime Director of the Company, w.e.f. June 13, 2019 for a term of 5 (five) years on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted/to be constituted by the Board) be and is hereby authorized to vary, alter, enhance, or widen the scope of remuneration (including Fixed Salary, Incentives & Increments thereto

and retirement benefits) payable to Mr. Anand Shroff during his tenure (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendments/ modifications in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board.

Item No. 6- Approval of Material Related Party Transaction

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and also pursuant to the consent of the Audit Committee and the Board of Directors, and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members be and is hereby accorded to the Company to approve all contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto), with ‘Related Parties’ within the definition of the Companies Act, 2013 and Listing Regulations, as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and such related parties.

RESOLVED FURTHER THAT in this regard, the Board (hereinafter referred to as “the Board” which term shall include any Committee thereof) is hereby authorized to negotiate, finalise, vary, amend, renew and revise the terms and conditions of the transactions and enter into, sign, execute, renew, modify and amend all agreements, documents and letters thereof, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents and writings on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.”

By Order of the Board of Directors
For Starteck Finance Limited

Sweta Gupta
Company Secretary
ACS: 24200

Date: August 26, 2019

Place: Mumbai

Registered Office:

5th Floor, Sunteck Centre, 37-40,
Subhash Road, Vile Parle (East),
Mumbai 400 057 Tel.: 91 22 4287 7800
CIN: L51900MH1985PLC037039
Fax: 91 22 4287 7890
E-mail: cosec@starteckfinance.com
Website: www.starteckfinance.com

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to Item Nos. 5 & 6 forms part of this Notice. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings is furnished in the explanatory statement to the Notice. Further, additional information with respect to Item No. 4 is also annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. A person can act as proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person cannot act as proxy for any other person or member.
4. Proxies in order to be effective must be received at the Company's Registered Office not later than 48 hours before the commencement of the meeting.
5. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
6. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable, to attend and vote on their behalf at the Meeting. The Proxy-holder shall prove his identity at the time of attending the Meeting.
7. Members/Proxies/Authorised Representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 21, 2019 to Thursday, September 26, 2019 (both days inclusive) for the purpose of Annual General Meeting.
10. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, up to the date of the Annual General Meeting.
11. Members desiring any information as regards the Accounts are requested to write to the Company at least seven days before the meeting so as to enable the Management to keep the information ready at the meeting.
12. As per the provisions of the Companies Act, 2013, members are entitled to make nomination in respect of shares held by them in physical form. Physical Shareholders may contact the Registrar and Transfer Agent and Demat shareholders may contact their depository participants for nomination.
13. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. www.starteckfinance.com.

14. **SEBI had vide Notification Nos. SEBI/ LAD-NRO/GN/2018/24 dated 8th June, 2018 and SEBI/LADNRO/ GN/2018/49 dated 30th November, 2018 read with BSE Circular No. LIST/COMP/15/2018-19 dated 5th July, 2018 and NSE Circular No. NSE/CML/2018/26 dated 9th July, 2018 directed that transfer of securities would be carried out in dematerialised form only with effect from 1st April, 2019, except in case of transmission or transposition of physical shares. In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's Registrar and Transfer Agents for assistance in this regard.**
15. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with Adroit Corporate Service Pvt. Ltd. /Depository Participant(s).
16. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents i.e. ADROIT CORPORATE SERVICES PRIVATE LIMITED (ADROIT) to provide efficient and better services.
17. **Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/2018/73 dated 20th April, 2018, members whose folios do not have or have incomplete details of PAN and/ or Bank Account, are required to compulsorily furnish these details for updating the same against their folio number.**
18. The route map showing directions to reach the venue of the 34th Annual General Meeting is annexed.
19. **Voting through electronic means**
 - I. In compliance with the provisions of Section 108 of the Companies Act, 2013, the rules framed there under, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, 2015, and Secretarial Standard 2, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The Instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period begins on Monday, September 23, 2019 (9.00 a.m.) and ends on Wednesday, September 25, 2019 (5.00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 20, 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
 - V. The Process and manner for e –voting are as under:
 - A. In case of Members receiving an e-mail from NSDL (for Members whose email addresses are registered with the Company/ Depository Participants):**
 - (i) Use the following URL for e-voting: <https://www.evoting.nsdl.com>
 - (ii) Click on Shareholder – Login
 - (iii) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.

- (iv) If you are logging-in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. Click Login.
- (v) Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
- (vi) Home page of e-voting will open. Click on e-voting >Active Voting cycles.
- (vii) Select EVEN of Starteck Finance Limited. Now you are ready for e-voting as 'Cast Vote' page opens.
- (viii) Cast your vote by selecting appropriate option and click on 'Submit' and also "Confirm" when prompted.
- (ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail nvr54@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case of Members receiving physical copy of the Notice of Annual General Meeting(AGM)(for Members whose e-mail addresses are not registered with the Company/Depositories):

- (i) Members may opt for e-voting, for which USER ID and Initial password are provided on the attendance slip.
- (ii) Please follow steps from Sl. No. (i) to (xi) under heading A above to vote through e-voting platform.

C. Other Instructions

- a. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and User Manual on e-Voting System for Shareholders, available at the 'downloads' section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- b. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of Friday, September 20, 2019. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- c. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com. Member(s) can opt for only one mode of voting i.e. either physically voting at the Annual General Meeting by voting through ballot or e-voting. In case a member has cast multiple votes, then voting done by e-voting will be treated as valid.
- d. The Board of Directors has appointed Mr. Veeraraghavan N. (Membership No. A6911), Practising Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the Annual General Meeting in a fair and transparent manner.
- e. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- f. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.starteckfinance.com and on the website of NSDL www.evotingnsdl.com immediately after the result is declared by the chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited, where the shares of the Company are listed.

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

Item No. 4

Bagaria & Co., LLP, Chartered Accountants have been the Statutory Auditors of the Company since financial year 2009-10. Pursuant to Section 139 of the Companies Act, 2013 and the rules made thereunder, the Company is required to appoint new Statutory Auditors of the Company. On the recommendation of the Audit Committee, at its meeting held on 26th August, 2019 the Board considered and approved the appointment of M/s. Lodha & Co., Chartered Accountants (Firm Registration No. 301051E) as the Statutory Auditors subject to the approval of the shareholders to hold office from the conclusion of the forthcoming AGM until the conclusion of the 39th AGM in the year 2024.

As mandated by Regulation 36(5) of the SEBI (LODR) Regulations, the Board of Directors of the Company on the recommendation of the Audit Committee, propose to pay M/s. Lodha & Co. remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) per annum plus applicable taxes thereon till the conclusion of the 39th Annual General Meeting to be held in the year 2024, plus reimbursement of actual out of pocket expenses. The fees for the future years may necessitate a nominal escalation based on mutual discussion and approval of the Audit Committee and the Board. M/s. Lodha & Co. has significant expertise in the field of auditing, taxation, management consultancy and corporate advisory services. The fees payable to the proposed statutory auditors is higher than the outgoing statutory auditor in view of the vast experience and broad range of expertise of M/s. Lodha & Co. A brief profile of Lodha & Co. is given below.

Lodha & Co. was set up in 1941 and has offices all over India, their locations being Kolkata, Chennai, Hyderabad, Mumbai, New Delhi and Jaipur and provides professional services to a large number of corporate clients, central banks, banks, insurance companies, public sector corporations etc. both in India and Internationally. The firm has 16 partners and is supported by a well experienced team which include Chartered Accountants, Management Graduates, Company Secretaries, Cost Accountants etc. A strong team of professionals from various fields support the Partners. Each team has developed specialized knowledge in their respective area of functioning. The

The Board recommends to the members of the Company for the appointment of M/s. Lodha & Co., Chartered Accountants as the statutory auditors of the Company as the Board is satisfied and is of the view that M/s. Lodha & Co., have the requisite credentials required for their appointment as the statutory auditors of the Company. None of the Directors, Key Managerial Personnel and their relatives are, in any way, financially or otherwise, concerned or interested in the said resolutions.

Item No. 5

The Board of Directors ("**Board**") upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Anand Shroff (DIN-08480489) as Wholetime Director of the Company with effect from 13th June, 2019, subject to the approval of the Members. The Company has received consent to act as Director and declaration that he is not disqualified from being appointed as a Director of the Company. The Company has also received notice in writing, from member under section 160 of the Act, proposing his candidature for the appointment as Director of the Company.

Mr. Anand Shroff not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority pursuant to circulars dated 20th June, 2018 issued by Stock Exchanges. The material terms of appointment and remuneration are given below:-

A. Tenure of Appointment: The appointment as Whole Time Director is for a period of five years with effect from June 13, 2019.

B. Nature of Duties: The Whole Time Director shall devote his whole time and attention to the business of the Company and shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and direction of the Board.

B. Remuneration: Rs. 55 lakhs p.a.

The aggregate of the remuneration and perquisites / benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, if any payable to the Wholetime Director of the Company shall be within the limits prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act').

None of the Directors, Key Managerial Personnel and their relatives thereof other than Mr. Anand Shroff and his relatives are, in any way, concerned or interested in the resolution for his appointment. The resolution set out in Item no. 5 of this Notice is accordingly recommended for the approval by the members as Ordinary Resolution.

Item No. 6

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), approval of the members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

The Company proposes to enter into contracts/ arrangements with related parties as mentioned below, which are in the ordinary course of business. Further, the estimated value of the proposed transaction is likely to exceed 10% of the annual consolidated turnover of the Company for the financial year ended on March 31, 2019 and therefore may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the approval of the Members by way of Ordinary Resolution.

Approval of the Members is sought to enable the Board for entering into contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto) with the said parties subject to the limits mentioned in the table below:

Sr. No.	Name of Related Party	Nature of Relationship	Nature of transaction	Amount
1.	Luton Finance and Investment Private Limited	Entities under common control	Loans & advances, secured or unsecured, short term or long term	Upto Rs. 300 lakhs

2.	Eskay Infrastructure Development Private Limited	Entities under common control	Loans & advances, secured or unsecured, short term or long term	Upto Rs. 500 lakhs
3.	Glint Infraprojects Private Limited	Entities under common control	Loans & advances, secured or unsecured, short term or long term	Upto Rs. 500 lakhs
4.	Niyamit Mercantile & Trading LLP	Entities under common control	Availing of loans secured or unsecured, short term or long term	Upto Rs. 1200 lakhs

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on the above Resolution.

The Board considers that the proposed arrangements with the related parties, are in the ordinary course of business. Except Ms. Lalitha Cheripalli who holds directorship in some of the related parties, none of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No.6 of this Notice for approval of the Members.

Details of Directors seeking appointment at the forthcoming Annual General Meeting with respect to Item Nos. 3 and 5 in the Notice pursuant to provisions of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards

1. Ms. Lalitha Cheripalli (DIN: 07026989)

Age	36 years
Date of first appointment on the Board	18 th May 2018
Brief Resume, Qualification(s), Experience, Nature of expertise in specific functional areas	Ms. Lalitha Cheripalli has completed her Bachelors in Commerce Degree. Ms. Cheripalli has over a decade of experience in accounts, treasury, taxation and finance.
Terms and conditions of appointment/re-appointment	Re-appointment as a Non-executive Director of the Company liable to retire by rotation to comply with the provisions of Section 152 of the Companies Act, 2013.
Details of remuneration sought to be paid Remuneration last drawn	Rs. 1.20 lakhs p.a. Rs. 0.86 lakhs p.a

Relationship with other Directors and KMPs	None of the Directors of the Company is inter-se related to each other or with the Key Managerial Personnel of the Company.
No. of Board Meetings attended during the financial year 2018-19	3 (out of 3 Meetings held)
Directorships held in other Companies	1. SW Investments Limited (Listed Company) 2. Eskay Infrastructure Development Private Limited 3. Nifty Realty Private Limited 4. Prime Home Constructions & Developers Private Limited 5. V Can Export Private Limited 6. Chitta Finlease Private Limited 7. Navjit Infrastructure Private Limited 8. Orval Corporate Solutions Private Limited 9. SW1 Advisory Private Limited 10. Moonscape Services Private Limited
Chairmanship/ Membership of Board Committees of other Companies	Nil
No. of Shares held in the Company as on March 31, 2019	NIL

2. Mr. Anand Shroff (DIN: 08480489)

Name of Director & DIN	Mr. Anand Shroff (DIN: 08480489)
Age	50 years
Date of first appointment on the Board	13 th June, 2019
Brief Resume, Qualification(s), Experience, Nature of expertise in specific functional areas	<p>Mr. Anand Shroff (Chartered Accountant) is a strategic leader with over 18 years of multi-cultural experience in providing strategic advisory to top management team with respect to corporate finance, risk management, cash optimization, business expansions, risk policies and procedures development & fund sourcing and capital restructuring. He has been engaged in Debt Fund raising, domestically and internationally, and Equity Fund Raising. Mr. Shroff has successfully directed the financial analysis, internal and regulatory reporting, accounting operations, budgeting and forecasting leading to long-term improvements in cost savings, profitability and productivity. Mr. Shroff has expertise in identifying and mitigating financial & business risk, restructuring of working capital, leading integration process across common effectiveness, financial reporting, managing the annual budget and forecast process.</p>

Terms and conditions of appointment/re-appointment and details of remuneration sought to be paid	Appointment as whole time Director for a term of 5 years at a remuneration of Rs. 55 lakhs p.a
Details of remuneration last drawn for financial year 18-19	Rs. 4,58,333 p.m
Relationship with other Directors and KMPs	None of the Directors of the Company is inter-se related to each other or with the Key Managerial Personnel of the Company.
No. of Board Meetings attended during the financial year 2018-19	Not Applicable
Directorships held in other Companies	Nil
Chairmanship/ Membership of Board Committees of other Companies	Nil
No. of Shares held in the Company as on March 31, 2019	NIL

STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.

I. General Information

1. Nature of industry: The Company is a Non-Banking Financial Company, engaged in the activities of financial activities

2. Date of commencement of commercial production: The Company has been operating as a NBFC since 1998.

3. Financial performance based on given indicators:

Particulars	Standalone		Consolidated	
	For the year ended on 31.03.2019	For the year ended on 31.03.2018	For the year ended on 31.03.2019	For the year ended on 31.03.2018
Revenue from operations	1343.85	1794.73	1344.47	1794.85
Other Income	63.06	71.14	63.06	71.14
Total Revenue	1406.91	1865.87	1407.53	1865.99
Total Expenditure	1334.58	1708.46	1339.66	1714.49
Profit before tax (PBT)	72.32	157.41	67.87	151.50
Less: Income Tax Provision				
Current Tax	36.86	38.09	36.85	38.12
Excess/(Short)provision for tax	(1.12)	2.02	(1.12)	2.02
Profit before minority interest	36.59	117.29	32.14	111.36
Less: Minority interest	-	-	-	-
Profit After Tax	36.59	117.29	32.14	111.36

4. Foreign Investments and Collaborations: The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.

II. Information about the Appointees:

1. Background details: The background details and profile of Mr. Anand Shroff is stated in 'Details of Directors' to this Notice.

2. Past remuneration: Mr. Anand Shroff was paid remuneration of Rs. 4,58,333 per month for financial year 2018-19

3. Recognition and Awards: None

4. Job profile and his suitability: Mr. Shroff has a track record of having successfully directed the financial analysis; internal and regulatory reporting, accounting operations, budgeting, forecasting that led to long- term improvements in cost savings, profitability and productivity. He's also capable of identifying and mitigating financial and business risk, restructuring of working capital, leading integration process across common effectiveness, financial reporting, managing the annual budget and forecast process.

5. Remuneration proposed: The remuneration details are provided in the explanatory statement to the special business

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Shroff, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar counterparts in other companies.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel: Besides the remuneration proposed to be paid to Mr. Shroff, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors

III. Other Information:

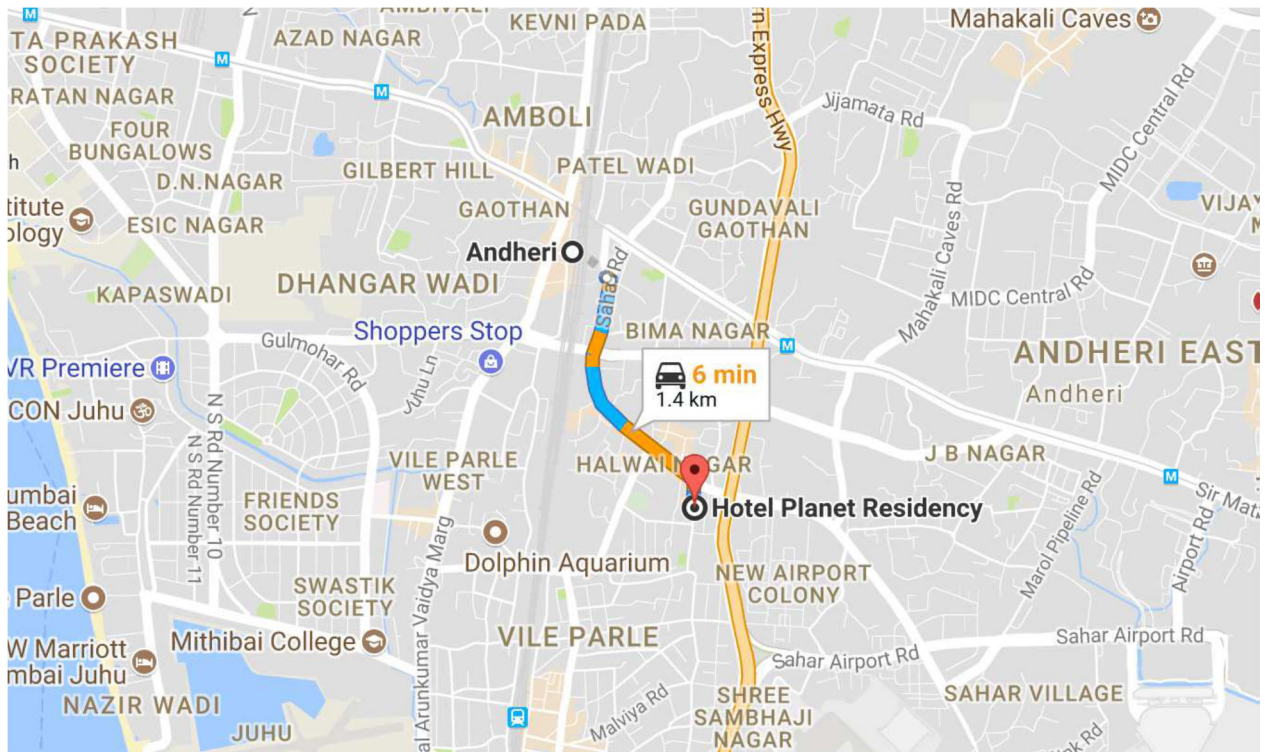
1. Reasons of loss or inadequate profits and steps taken or proposed to be taken for improvement: The Company has earned profit before tax of Rs. 72.33 lakhs for year ended 31st March, 2019. The Company is still expanding its business and is expected to increase profits in the coming years. The Company has initiated various steps to improve its operational performance/liquidity, including lowering its operating cost.

2. Expected increase in productivity and profit in measurable terms: The Company is expecting increased profitability in future.

IV. Disclosures: The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, details of fixed components and performance linked incentives shall be given in the Directors report.

ROUTE MAP TO THE AGM VENUE

VENUE: Hotel Planet Residency, Sapphire Hall, Subhash Road, Vile Parle (East), Mumbai 400057.



STARTECK FINANCE LIMITED
(Formerly Nivedita Mercantile & Financing Limited)

Registered Office: 5th Floor, Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai 400057; CIN: L51900MH1985PLC037039
Tel No.: 022-42877800, Fax No: 022-42877890, Email: cosec@starteckfinance.com website: www.starteckfinance.com

34th ANNUAL GENERAL MEETING
ATTENDANCE SLIP

DP ID*	CLIENT ID*	FOLIO NO.	NO.OF SHARE (S)

*Applicable for members who are holding shares in dematerialized form.

I /We hereby record my presence at the **34th ANNUAL GENERAL MEETING** of the Company being held on Thursday, 26th September, 2019, at 11.30 a.m. at Hotel Planet Residency, Sapphire Hall, Subhash Road, Adjacent to Garware House, Vile Parle (East), Mumbai 400057.

Name of the member

Signature of the Shareholder

Name of the proxy

Signature of the Proxy

Notes:

1. Kindly sign and hand over the attendance slip at the entrance of the meeting hall.
2. Members/ Proxy holders are requested to bring their copy of the Annual Report for reference at the meeting.

-----TEAR HERE -----

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password

Note: Please read instructions given at Note no. 18 of the Notice of the **34th** Annual General Meeting carefully before voting electronically.

STARTECK FINANCE LIMITED
(Formerly Nivedita Mercantile & Financing Limited)

Registered Office: 5th Floor, Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai 400057; **CIN:** L51900MH1985PLC037039
Tel No.: 022-42877800, **Fax No:** 022-42877890, Email: cosec@starteckfinance.com **website:** www.starteckfinance.com

34th ANNUAL GENERAL MEETING

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
Email ID	
Folio No. / DP ID and Client ID	

I/we, being the Member(s) of shares of the above named Company, hereby appoint

(i) Name: _____
 Address: _____
 E-mail Id: _____
 Signature: _____, or failing him/her

(ii) Name: _____
 Address: _____
 E-mail Id: _____
 Signature: _____, or failing him/her

(iii) Name: _____
 Address: _____
 E-mail Id: _____
 Signature: _____, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting, to be held on Thursday, September 26, 2019 at 11.30 a.m. at Hotel Planet Residency, Sapphire Hall, Subhash Road, Adjacent to Garware House, Vile Parle (East), Mumbai 400057 and at any adjournment(s) thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolution	For*	Against*
Ordinary Business			
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.		
2	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the Report of the Auditors thereon.		

3	To appoint a Director in place of Mrs. Lalitha Cheripalli (DIN-07026989), who retires by rotation and, being eligible, offers herself for re-appointment.		
4	To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the thirty ninth Annual General Meeting and to fix their remuneration		
Special Business			
5	Appointment of Mr. Anand Shroff (DIN- 08480489), as Whole Time Director of the Company		
6	Approval of Material Related Party Transaction		

Signed this _____ day of _____ 2019.

Affix Rs. 1
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a Member of the Company.
3. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
4. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
5. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
6. * This is optional. Please put a tick mark (v) in the appropriate column against the resolutions indicated above. In case a member wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For', 'Against'. In case the member leaves the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.