

September 08, 2020

Deputy Manager
Department of Corporate Services,
BSE limited, Floor 25,
P.J Towers, Dalal Street,
Fort, Mumbai- 400001

Scrip Code: 540725

Sub: Submission of Annual Report for the Financial Year 2019-20

Dear Sir,

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report for the financial year 2019-20 along with the Notice of Annual General Meeting of the Company.

Kindly take note of the same for your records.

Thanking you,

For Share India Securities Limited

Sd/-

Vikas Aggarwal

Company Secretary & Compliance Officer

M.No.: FCS5512

Contact No: - 9971199700



SHARE INDIA SECURITIES LIMITED

CIN: L67120GJ1994PLC115132

Reg. office: Unit No 604A-B 605A-B, 6th Floor, Tower A, World Trade Centre,
Gift City, Block-51 Zone-5, Road 5E Gift City, Gandhinagar Gujarat-382355

Tel: +91-11-43011000; Website: www.shareindia.com; Email: vikas_cs@shareindia.com

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Members of Share India Securities Limited will be held on Wednesday, 30th September, 2020 at 05:00 pm through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of interim dividend of Rupee 0.50 (Fifty Paise Only) per equity share of face value of ₹ 10/- (Rupees Ten Only) each for the financial year 2019-2020.
3. To appoint a Director in place of Mr. Parveen Gupta (DIN: 00013926) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Appointment of Mr. Monil Ashok Gangar as a Non-Executive Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Monil Ashok Gangar (DIN: 08660112), who was appointed by the Board of Directors as an Additional Independent Director with effect from 16th January, 2020 and whose term of office expires at this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and who has submitted a notice proposing his candidature for the office of a Director, under Section 160 of the Companies Act, 2013

and a declaration of independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the company to hold office for a term of 5 (Five) consecutive years with effect from conclusion of this Annual General Meeting and whose office shall not be liable to retire by rotation."

FURTHER RESOLVED THAT Mr. Sachin Gupta, CEO & Whole-Time Director, Mr. Parveen Gupta, Chairman & Managing Director and Mr. Rajesh Gupta, Director of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies."

5. Appointment of Mr. Lavesh Shyam Goyal as a Non-Executive Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr Lavesh Shyam Goyal (DIN: 08660110), who was appointed by the Board of Directors as an Additional Independent Director with effect from 16th January, 2020 and whose term of office expires at this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and who has submitted a notice proposing his candidature for the office of a Director, under Section 160 of the Companies Act, 2013 and declaration of independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the company to hold office for a term of 5 (Five) consecutive years with effect from conclusion of this Annual General Meeting and whose office shall not be liable to retire by rotation."

FURTHER RESOLVED THAT Mr. Sachin Gupta, CEO & Whole-Time Director, Mr. Parveen Gupta, Chairman & Managing Director and Mr. Rajesh Gupta, Director of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

6. Appointment of Mr. Nilesh Mahendra Shah as a Non-Executive Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Nilesh Mahendra Shah(DIN: 08660145), who was appointed by the Board of Directors as an Additional Independent Director with effect from 16th January, 2020 and whose term of office expires at this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and who has a notice proposing his candidature for the office of a Director, under Section 160 of the Companies Act, 2013 and declaration of independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the company to hold office for a term of 5 (Five) consecutive years with effect from conclusion of this Annual General Meeting and whose office shall not be liable to retire by rotation.”

FURTHER RESOLVED THAT Mr. Sachin Gupta, CEO & Whole-Time Director, Mr. Parveen Gupta, Chairman & Managing Director and Mr. Rajesh Gupta, Director of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

7. Appointment of Mr. Vijay Girdharlal Vora as a Whole-time Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 196, 152 and 203 read with Schedule V and the Companies (Appointment and Qualifications of Directors)

Rules, 2014 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) 2015, consent of the members be and is hereby accorded to appoint Mr. Vijay Girdharlal Vora (DIN: 00333495) as Whole Time Director for the period of 5(Five) years commencing from 16th January, 2020, who was appointed as Additional Director and then designated as Whole Time Director in the Board Meeting dated 16th January, 2020, at a remuneration of ₹ 11,04,825 per annum with such increments as the Board may decide from time to time.

FURTHER RESOLVED THAT Mr. Sachin Gupta, CEO & Whole-Time Director, Mr. Parveen Gupta, Chairman & Managing Director and Mr. Rajesh Gupta, Director of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

8. Appointment of Mr. Kamlesh Vadilal Shah as a Managing Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 196, 152 and 203 read with Schedule V and Companies (Appointment and Qualifications of Directors) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) 2015, consent of the members be and is hereby accorded to appoint Mr. Kamlesh Vadilal Shah (DIN: 00378362) as Managing Director for the period of 5(Five) years commencing from 16th January, 2020, who was appointed as Additional Director and then designated as Managing Director in the Board Meeting dated 16th January, 2020, at a remuneration of ₹ 26,25,000 per annum with such increments as the Board may decide from time to time.

FURTHER RESOLVED THAT Mr. Sachin Gupta, CEO & Whole-Time Director, Mr. Parveen Gupta, Chairman & Managing Director and Mr. Rajesh Gupta, Director of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

9. To increase borrowing powers of the board under Section 180(1)(c) of the Companies, Act, 2013

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

“RESOLVED THAT in supersession of the earlier resolution passed at the Extra-Ordinary General Meeting of the Company held on 8th August, 2016 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding **₹ 1000 Crores (Rupees One Thousand Crore Only)** [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether movable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company, free reserves and securities premium.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

10. Creation of security on the properties of the Company, both present and future, in favour of lenders:

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

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and pursuant to the

provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non-convertible debentures with or without detachable or non detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company from time to time, up to an amount not exceeding **₹ 1000 Crores (Rupees One Thousand Crore Only)** together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest there on and all other moneys payable by the Company to the Lending Agencies under their respective Agreements entered/ to be entered in to by the Company in respect of aforementioned loans, borrowings and/ or credit facilities.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid for the purpose of giving effect to this resolution.”

11. To approve the limits for the loans and investments by the company in terms of the provisions under section 186 of the Companies Act, 2013

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

“RESOLVED THAT in supersession of the earlier resolution passed at the Extra-Ordinary General Meeting of the Company held on 8th August, 2016 and pursuant

to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the relevant rules made thereunder, as amended from time to time including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and subject to Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) to: (a) give loans from time to time on such terms and conditions as may be deemed expedient to any person or other bodies corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) to acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed under section 186 of the act up to an aggregate sum of **₹ 1000 Crores (Rupees One Thousand Crore Only)**, notwithstanding that the aggregate of loans and investments so far provided to, along with the investments, loans, guarantees or security proposed to be made or given by the Board may exceed sixty percent of its paid up share capital, free reserves and securities premium

account or one hundred percent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to negotiate the terms and conditions of above said investments, loans, securities and guarantees as they deem fit and in the best interest of the company and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard without requiring Board to secure any further approval of the members of the company for the purpose of giving effect to this resolution."

For and on behalf of the Board of Directors
Share India Securities Limited

VikasAggarwal
Company Secretary &
Compliance Officer
Membership No.: FCS 5512
Address: 1/10101, Gali No. 3K, West
Gorakh Park, Shahdara, Delhi-110032

Date: 28.08.2020
Place: Delhi

NOTES:

- a) The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 to 11 of the accompanying Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4), 17(11) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.
- b) The Board of Directors of the Company at their meeting held on 28th August, 2020 considered that the special business under Item Nos. 4 to 11, being considered unavoidable, be transacted at the 26th AGM of the Company.
- c) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- d) Electronic copy of all the documents referred to in the accompanying Notice of the 26th AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.shareindia.com.
- e) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, Register of contracts or arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, and documents referred to in the notice will be available for inspection by the members seeking to inspect such documents by sending an email to vikas_cs@shareindia.com.
- f) Members are requested to update ECS mandates through their respective Depository Participants to receive dividend directly in their bank accounts through Electronic Clearing Service (ECS) as dividend is being paid only through electronic mode to the shareholders who have updated their bank account details until normalisation of postal services.
- g) convening the AGM through video conferencing (VC) or other audio visual means (OAVM).
- b) In accordance with the MCA and SEBI Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is annexed hereto.
- c) In line with the MCA Circulars, the notice of the 26th AGM along with the Annual Report 2019-20 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2019-20 will also be available on the website of the Company and Stock Exchange at www.shareindia.com, and at www.bseindia.com respectively, and on the website of CDSL at <https://www.evotingindia.com/>.
- d) Members who have not registered they are requested to register the same through their respective Depositories.
- e) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- f) The Remote e-voting shall commence on Saturday, 26th September 2020 at 9.00 A.M. (IST) and ends on Tuesday 29th September 2020 at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares as on the cut-off date i.e. Thursday, 24th September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The e-voting particulars are as follows:

General instructions for accessing and participating in the 26th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:

- a) In view of continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (hereinafter referred to as "MCA Circulars") and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (hereinafter referred to as "SEBI Circulars") permitted

Electronic Voting Particulars

EVSN (Electronic Voting Sequence Number)	User ID	Password
200905017		

- g) The Remote e-voting shall not be allowed beyond the said date and time.
- h) A person whose name appears in the Register of Members / Beneficial Owners as on the cut -off date of Thursday, 24th September, 2020 only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.
- i) The Board of Directors has appointed Mr. Ravi Shankar a Practicing Company Secretary of M/s Ravi Shankar & Associates (COP No. 18568), email id contact@csravi.in to act as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- j) The members are requested to carefully read the instructions for e-voting before casting their vote.
- k) Any person, who acquires Shares of the Company and become Member of the Company after dispatch of the Notice and holding Shares as on the cut-off date may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
- l) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- m) The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- n) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/ HERSELF, AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED AND SIGNED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

Pursuant to Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is

proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

However, Pursuant to MCA Circulars the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose of voting through remote e- voting or for participation and voting in the meeting held through VC/OAVM.

- o) In case of joint holders attending the AGM, only such joint holder whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote
- p) The Notice calling the AGM and the Annual Report for the Financial year 2019-20 shall be available on the website of the Company at www.shareindia.com and on the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- q) Declaration of Result of e-voting:
 - (i) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date.
 - (ii) The Scrutinizer shall immediately after the conclusion of e-voting, unblock the votes cast through remote e-voting and make not later than two working days 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 of the Company or a person authorized by him in writing who should countersign the same.
 - (iii) The Scrutinizer's decision on the validity of the vote shall be final and binding.
 - (iv) The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
 - (v) The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.shareindia.com) and on the website of CDSL within 2 (two) days of declaration of Result and communicated to the Stock Exchanges where the Company shares are listed.

Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" module.
- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. Provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.
2. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available 24 hours before the AGM in shareholder/members login where the EVSN of Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (vikas_cs@shareindia.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at vikas_cs@shareindia.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xvii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are

required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; vikas_cs@shareindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

For and on behalf of the Board of Directors
Share India Securities Limited

VikasAggarwal
Company Secretary &
Compliance Officer
Membership No.: FCS 5512

Date: 28.08.2020
Place: Delhi

Address: 1/10101, Gali No. 3K, West
Gorakh Park, Shahdara, Delhi-110032

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

ITEM NO. 4

Mr. Monil Ashok Gangar (DIN: 08660112) was appointed as an Additional Non- Executive Independent Director w.e.f. 16.01.2020 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company. In this regard the Company has received request in writing from Mr. Monil Ashok Gangar proposing his candidature for appointment as an Independent Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Company has received declaration to this effect that he meets the criteria of Independent Director as provided under section 149 (6) of the Act and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Based on the confirmation and declaration received from Mr. Monil Ashok Gangar, The Board of directors of your company opine that Mr. Monil Ashok Gangar fulfills the conditions specified in the Companies Act, 2013 for such an appointment.

A brief profile of Mr. Monil Ashok Gangar is set out in the section Annexure to the Notice.

A copy of the draft letter of appointment which will be issued to Mr. Monil Ashok Gangar setting out the terms and conditions of his appointment as Independent Director will be available for inspection by the members seeking to inspect such documents by sending an email to vikas_cs@shareindia.com. Terms and Conditions for appointment of Independent Director is also available on the Company's website www.shareindia.com.

The Board feels that presence of Mr. Monil Ashok Gangar on the Board is desirable and would be beneficial to the company and hence your Directors recommend the Resolution at item no. 04 of the accompanying Notice, for the approval of the Members of the Company by way of Ordinary Resolution.

Except Mr. Monil Ashok Gangar, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution set out at item no. 04 of the Notice.

ITEM NO. 5

Mr. Lavesh Shyam Goyal (DIN: 08660110) was appointed as an Additional Non-Executive Independent Director w.e.f. 16.01.2020 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company. In this regard the Company has received request in writing from Mr. Lavesh Shyam Goyal proposing his candidature for appointment as an Independent Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Company has received declaration to this effect that he meets the criteria of Independent Director as provided under section 149 (6) of the Act and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Based on the confirmation and declaration received from Mr. Lavesh Shyam Goyal, The Board of directors of your company opines that Mr. Lavesh Shyam Goyal fulfills the conditions specified in the Companies Act, 2013 for such an appointment.

A brief profile of Mr. Lavesh Shyam Goyal is set out in the section Annexure to the Notice.

A copy of the draft letter of appointment which will be issued to Mr. Lavesh Shyam Goyal setting out the terms and conditions of his appointment as Independent Director will be available for inspection by the members seeking to inspect such documents by sending an email to vikas_cs@shareindia.com. Terms and Conditions for appointment of Independent Director is also available on the Company's website www.shareindia.com.

The Board feels that presence of Mr. Lavesh Shyam Goyal on the Board is desirable and would be beneficial to the company and hence your Directors recommend the Resolution at item no. 05 of the accompanying Notice, for the approval of the Members of the Company by way of Ordinary Resolution.

Except Mr. Lavesh Shyam Goyal, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution set out at item no. 05 of the Notice.

ITEM NO. 6

Mr. Nilesh Mahendra Shah (DIN: 08660145) was appointed as an Additional Non-Executive Independent Director w.e.f. 16.01.2020 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company. In this regard the Company has received request in writing from Mr. Nilesh Mahendra Shah proposing his candidature for appointment as an Independent Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Company has received declaration to this effect that he meets the criteria of Independent Director as provided under section 149 (6) of the Act and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Based on the confirmation and declaration received from Mr. Nilesh Mahendra Shah, The Board of directors of your company opines that Mr. Nilesh Mahendra Shah fulfills the conditions specified in the Companies Act, 2013 for such an appointment.

A brief profile of Mr. Nilesh Mahendra Shah is set out in the section Annexure to the Notice.

A copy of the draft letter of appointment which will be issued to Mr. Nilesh Mahendra Shah setting out the terms and conditions of his appointment as Independent Director will be available for inspection by the members seeking to inspect such documents by sending an email to vikas_cs@shareindia.com. Terms and Conditions for appointment of Independent Director is also available on the Company's website www.shareindia.com.

The Board feels that presence of Mr. Nilesh Mahendra Shah on the Board is desirable and would be beneficial to the company and hence your Directors recommend the Resolution at item no. 06 of the accompanying Notice, for the approval of the Members of the Company by way of Ordinary Resolution.

Except Mr. Nilesh Mahendra Shah, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution set out at item no. 06 of the Notice.

ITEM NO. 7

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, on 16th January 2020, and pursuant to the provisions of Section 161 and 203 of the Companies Act, 2013 appointed Mr. Vijay Girdharlal Vora (DIN: 00333495) as an Additional Director and then designated him as Whole-time Director of the Company. As per Companies Act, 2013, his appointment is subject to the approval of the Members by way of Ordinary Resolution

A brief profile of Mr. Vijay Girdharlal Vora is set out in the section Annexure to the Notice.

The Company has received the consent of Mr. Vijay Girdharlal Vora to act as a Whole-time Director of the Company. The remuneration and other terms and conditions of Mr. Vijay Girdharlal Vora appointment as Whole-time Director are set out herein below are subject to your approval:

Terms & Conditions of Appointment:

A. Period of Appointment

5 years w.e.f. 16th January 2020 with the liberty to either party to terminate the appointment on one months' notice in writing to the other or eligible for re-appointment.

B. Remuneration

₹ 11,04,825 per annum with such increments as the Board and Nomination & Remuneration Committee may decide from time to time.

C. Other terms & Conditions

- Annual remuneration review is effective 1st April each year, as per the Nomination & Remuneration policy of the Company.
- Subject as aforesaid, the Whole-time Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the

limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.

- When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Vijay Girdharlal Vora in accordance with the applicable provisions of Schedule V of the Act.
- The Nomination and Remuneration Committee will review and recommend the remuneration payable to the Whole-time Director during the tenure of his appointment.
- Mr. Vijay Girdharlal Vora shall be liable to retirement by rotation during his tenure as the Whole-time Director of the Company. So long as Mr. Vijay Girdharlal Vora functions as the Whole-time Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

D. Maintenance of secrecy about Company's Business Information

You shall not divulge or part with any information regarding the business of the Company to anyone during the tenure of your services to the Company or at any time thereafter. In case of your writing or contributing any article or review in any book, magazine, periodical or newspaper using the company's data or research bank, which is the company's data or research bank, which is the company's intellectual property, you shall seek prior written permission of the management of the Company.

E. General

You shall be subject to the various rules, regulations, administrative policies and other policies of the Company as may be in force from time to time. The Management has absolute power and right to cease or to modify/review the rules, regulations and the said policies from time to time with or without any intimation to you.

A copy of the draft letter of appointment which will be issued to Mr. Vijay Girdharlal Vora setting out the terms and conditions of his appointment as whole-time Director will be available for inspection by the members seeking to inspect such documents by sending an email to vikas_cs@shareindia.com.

The Board feels that presence of Mr. Vijay Girdharlal Vora on the Board as Whole Time Director is desirable and would be beneficial to the company and hence your Directors recommend the Resolution at item no. 07 of the accompanying Notice, for the approval of the Members of the Company by way of Ordinary Resolution.

Mr. Vijay Girdharlal Vora is interested in this resolution and his relatives are deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company and they will not participate in the discussion or cast vote in the proposed resolution.

Save and except the above, none of the other Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolution.

ITEM NO. 8

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, on 16th January 2020, and pursuant to the provisions of Section 161 and 203 of the Companies Act, 2013 appointed Mr. Kamlesh Vadilal Shah (DIN: 00378362) as an Additional Director and then designated him as Managing Director of the Company. As per Companies Act, 2013, his appointment is subject to the approval of the Members by way of Ordinary Resolution.

A brief profile of Mr. Kamlesh Vadilal Shah is set out in the section Annexure to the Notice.

The Company has received the consent of Mr. Kamlesh Vadilal Shah to act as a Managing Director of the Company. The remuneration and other terms and conditions of Mr. Kamlesh Vadilal Shah appointment as Managing Director are set out herein below are subject to your approval:

Terms & Conditions of Appointment:

A. Period of Appointment

5 years w.e.f. 16th January 2020 with the liberty to either party to terminate the appointment on one months' notice in writing to the other or eligible for re-appointment.

B. Remuneration

₹ 26,25,000 per annum with such increments as the Board and Nomination & Remuneration Committee may decide from time to time.

C. Other terms & Conditions

- i. Annual remuneration review is effective 1st April each year, as per the Nomination & Remuneration policy of the Company.
- ii. Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- iii. The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.

- iv. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Kamlesh Vadilal Shah in accordance with the applicable provisions of Schedule V of the Act.
- v. The Nomination and Remuneration Committee will review and recommend the remuneration payable to the Managing Director during the tenure of his appointment.
- vi. Mr. Kamlesh Vadilal Shah shall be liable to retirement by rotation during his tenure as the Managing Director of the Company. So long as Mr. Kamlesh Vadilal Shah functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

D. Maintenance of secrecy about Company's Business Information

You shall not divulge or part with any information regarding the business of the Company to anyone during the tenure of your services to the Company or at any time thereafter. In case of your writing or contributing any article or review in any book, magazine, periodical or newspaper using the company's data or research bank, which is the company's data or research bank, which is the company's intellectual property, you shall seek prior written permission of the management of the Company.

E. General

You shall be subject to the various rules, regulations, administrative policies and other policies of the Company as may be in force from time to time. The Management has absolute power and right to cease or to modify/ review the rules, regulations and the said policies from time to time with or without any intimation to you.

A copy of the draft letter of appointment which will be issued to Mr. Kamlesh Vadilal Shah setting out the terms and conditions of his appointment as Managing Director will be available for inspection by the members seeking to inspect such documents by sending an email to vikas_cs@shareindia.com.

The Board feels that presence of Mr. Kamlesh Vadilal Shah on the Board as Managing Director is desirable and would be beneficial to the company and hence your Directors recommend the Resolution at item no. 08 of the accompanying Notice, for the approval of the Members of the Company by way of Ordinary Resolution.

Mr. Kamlesh Vadilal Shah is interested in this resolution and his relatives are deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company and they will not participate in the discussion or cast vote in the proposed resolution.

Save and except the above, none of the other Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

ITEM NO. 9

The members of the Company at their Extra-ordinary General Meeting held on 08th August, 2016, had passed a resolution authorizing Board of Directors of the Company to borrow monies, from time to time upto ₹ 500 Crores.

The Company is expediting its plan to scale up its capacity, expansion, diversification and business operations and hence it is considered necessary to increase the existing borrowing limits from ₹ 500 Crores to ₹ 1,000 Crores.

As per Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

The Directors recommend the Special Resolution as set out at Item No. 9 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

ITEM NO. 10

The members of the Company at their Extra-ordinary General Meeting held on 25th May, 2015, had passed a resolution authorizing Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, from time to time upto ₹ 500 Crores.

In connection with the loan/credit facilities availed/to be availed by the Company, as and when required, through various sources for business purposes, the Company required to create charge over its assets and properties by way of hypothecation, mortgage, pledge, lien etc in favour of the lenders (upto the limits approved under Section 180(1)(c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company.

In view of increasing borrowing limits of the Company under Section 180 (1)(c), the board of directors proposed to increase the existing limits of the Company under section 180(1)(a) from ₹ 500 Crores to 1,000 Crores.

As per Section 180 (1)(a), authorization to board is required through approval of the members by way of Special resolution. Hence, the Board of directors recommend the Special Resolution as set out at Item No. 10 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution .

ITEM NO. 11

The members of the Company at their Extra-ordinary General Meeting held on 08th August, 2016, had passed a resolution authorizing Board of Directors of the Company to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, from time to time upto ₹ 500 Crores.

Considering the long term business plans/objectives of the Company and in order to make optimum use of funds available with the Company, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantees or providing security as and when required. Hence, the Board of directors proposed to extend the existing limits of the Company under section 186 from ₹ 500 Crores to ₹ 1,000 Crores.

As per Section 186, authorization to board is required through approval of the members by way of Special resolution. Hence, the Board of directors recommend the Special Resolution as set out at Item No. 11 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution .

For and on behalf of the Board of Directors
Share India Securities Limited

Vikas Aggarwal

Company Secretary &
Compliance Officer

Membership No.: FCS 5512

Date: 28.08.2020
Place: Delhi

Address: 1/10101, Gali No. 3K, West
Gorakh Park, Shahdara, Delhi-110032

Annexure to the Notice

Information of Directors seeking appointment/ re-appointment of the forthcoming AGM pursuant to Secretarial Standard 2 issued by ICSI and under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Vijay Girdharlal Vora	Parveen Gupta	Kamlesh Vadilal Shah	Monil Ashok Gangar	Lavesh Shyam Goyal	Nilesh Mahendra Shah
Director Identification Number (DIN)	00333495	00013926	00378362	08660112	08660110	08660145
Father's / Husband's Name	Mr. Girdharlal Vora	Late Mr. Gopal Dass Gupta	Mr. Vadilal Amrutlal Shah	Mr. Ashok Raghavji Gangar	Mr. Shyam Goyal	Mr. Mahendra Fulchand Shah
Date of Birth (Age in years)	10/02/1962	18/12/1958	28/9/1959	07/03/1993	31/03/1987	30/08/1968
Original date of appointment	16/01/2020	28/05/1999	16/01/2020	16/01/2020	16/01/2020	16/01/2020
Qualifications	B.Com	Under Graduate	Chartered Accountant	Chartered Accountant	Chartered Accountant	B.com
Experience and expertise in specific functional area	30 years in business of Jobbing, brokerage, currency, commodity and derivatives segments	22 years in the field of Financing with a focus on financing of commercial vehicles.	24 Years of experience in legal, regulatory compliance, risk management in relation to brokerage, currency, commodity and derivatives segments.	3 Years of experience in GES practice and specialization in advising on expatriate tax assignments, employee tax matters, social tax for employees of various multinational clients.	7 years of experience in Project Financing, Fund Accounting, NAV Processing and handled Debt, Equity Growth and Income Mutual Funds in overseas Market	specialization in Financial Accounting and Auditing.
Terms and conditions of Appointment/ re-appointment and Remuneration	As per the Nomination and Remuneration Policy	As per the Nomination and Remuneration Policy	As per the Nomination and Remuneration Policy	As per the Nomination and Remuneration Policy	As per the Nomination and Remuneration Policy	As per the Nomination and Remuneration Policy
Remuneration last drawn	₹ 73,655/- P.M.	₹ 1,80,000/- P.M.	₹ 1,75,000/-P.M.	N.A	N.A	N.A
No. of Board meetings attended during the year	-	14	-	-	-	-
Relationship with other Directors or KMPs	None	Brother of Mr. Rajesh Gupta	None	None	None	None
Directorship in other Entities	Total Commodities (India) Pvt. Ltd.	Total Securities (IFSC) Pvt. Ltd. Share India Fincap Pvt. Ltd. Ananya Infraventures Pvt. Ltd. Ever-style Services private Limited Anmol financial Services Limited	Total Commodities (India) Pvt. Ltd Total Securities (IFSC) Pvt. Ltd. R.A. Maxx Pvt. Ltd. Share India Securities (IFSC) pvt. Ltd.	None	None	None
Directorship in other listed Entities	None	None	None	None	None	None
Membership/ Chairmanship of committees in public limited companies in India	None	Corporate Social Responsibility- Member	None	None	None	None
Shareholding of Directors (in percentage)	2.18	5.59	1.79	0.00	0.00	0.00

Annual Report
2019-20



Future-Ready with consolidation

The new normal



Future-Ready with consolidation

The new normal

Financial markets are transforming!

Technology and Consolidation are the two key elements driving this change.

In fact, Technology and Consolidation have been redefining business landscapes across industries, around the globe.

They are becoming the factors that delineate winners from losers.

With the financial sector in India in a state of flux, constant innovation has become necessary. Business models must evolve and technology has to keep up with rising client expectations.

In FY 2019-20, SISL undertook consolidation in its operations as well as in its product portfolio.

On the strength of our technology and offerings, we have grown, organically and inorganically, into a financial conglomerate with a complete bouquet of services that meet the spectrum of financial needs of individuals and institutions.

In a landmark move to expand our operations, we undertook the strategic decision to merge operations of Total Securities Limited with Share India Securities Ltd. in FY 20 which resulted in:



Geographical Expansion



Addition of Customers



Cost Reduction



Product Diversification



Enhanced Utilization of Capital



Leadership Enhancement



Strengthening of Financials



Scale Benefit - Synergies



Stories
Inside

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Our robust low latency trading systems , based on algorithmic and quantitative trading solutions, equips our clients with a tactical tool for better trading outcomes.

Diversification into multiple products and markets – Stock and Commodity Broking, NBFC, Merchant Banking, Insurance Broking, Wealth Management – has completed our client offering spectrum.

We are an optimal combination of wisdom and agility, with 26 years of experience, state-of-the-art technology strong RMS back-end and a robust tech team.

Consistently, we have demonstrated financial strength through revenue growth and profitability alongwith strong balance sheet.

The strength and quality of our leadership has been improved with the combination of experienced leaders, a brigade of young talent and technocrats. Through a nationwide presence with over 587 branches across 14 major states of India, we remain dedicated to serving our pan-India customers.

Finally, we have migrated to the main board from SME board on BSE, a qualification that endorses our abilities and strength.

Consolidation of all these attributes has made us future-ready.

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To view this report online, please visit:
www.shareindia.com

About Share India Securities Ltd. (SISL)

Company Overview

We are a new-age financial service provider that capitalizes on technology to offer customized capital market tech-based solutions to our clients. As a full-service financial conglomerate, we have a presence in broking, NBFC, Investment Banking, Wealth Management and Insurance Broking.



Over the past 26 years since our incorporation, we have evolved into a 360-degree financial services conglomerate by foraying into the NBFC business, insurance broking, merchant banking, portfolio management and mutual fund distribution.

We have consistently grown and expanded, with continuous focus on strong balance sheet. Through our network of over 587 branches, across 14 states in India, we offer personalized

services to a diversified client base that includes corporate clients as well as HNIs, who are our strategic focus.

Our expertise in facilitating our clients to meet their objectives and provide suitable tech solutions has earned us their trust. Our most notable strength lies in our firm commitment to our motto, "You Generate, We Multiply" through a transparent, honest and customer-centric approach.

Standalone Businesses



Broking in Equity, F&O, Commodity and Currency Segment



Proprietary Trading



Mutual Fund Distribution



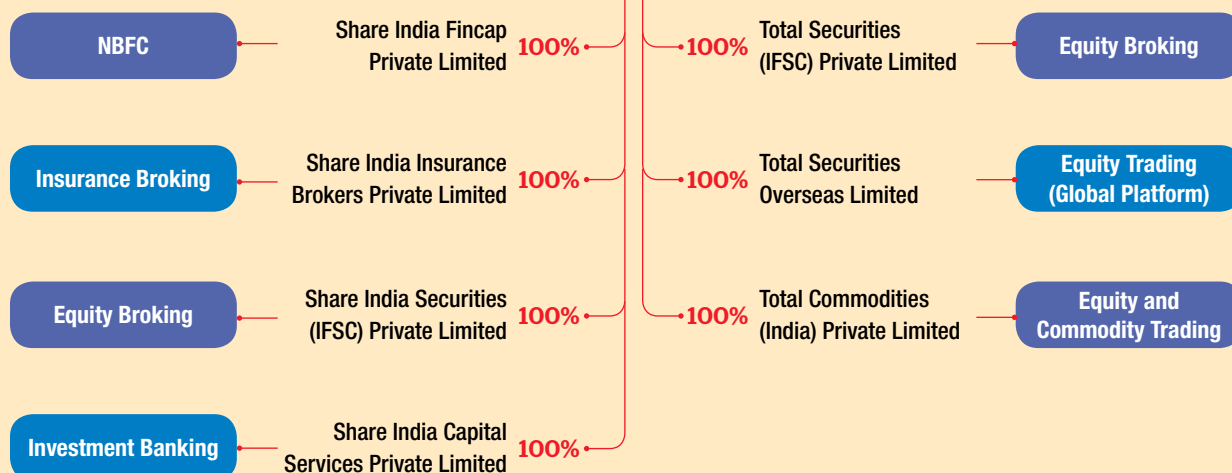
Portfolio Management



Depository Participant

Subsidiaries and Associates

Share India



Vision, Mission and Values



Vision

To enter into international derivative trading market while enhancing penetration in NBFC and insurance business segments in the domestic market with help of latest Information Technology and Risk Management systems and tools. All these, along with our other businesses, will help us emerge as a full-fledged financial services group.



Mission

To serve and protect the interests of clients, build trust and confidence of investors, create growth opportunities for business partners by following the principles of professionalism and integrity



Core Values

- Excellence
- Teamwork
- Integrity
- Commitment
- Responsibility
- Accountability



Milestone Memberships and Registrations



1994

- Incorporation of the company

2000

- Obtained BSE Member registration and entered into equity broking segment

2007

- Forayed into BSE F&O segment

2008

- Advent into BSE Currency segment

2010

- Acquired trading membership of NSE, MSEI and CDSL

2016

- Registered as a Mutual Fund Advisor with AMFI

2017

- Registered as a Research Analyst with SEBI
- IPO on BSE SME

2018

- Registered as a Category I Merchant Banker with SEBI via Wholly Owned Subsidiary
- Registered as Portfolio Manager with SEBI
- Forayed into "NBFC Business" via Wholly Owned Subsidiary Company

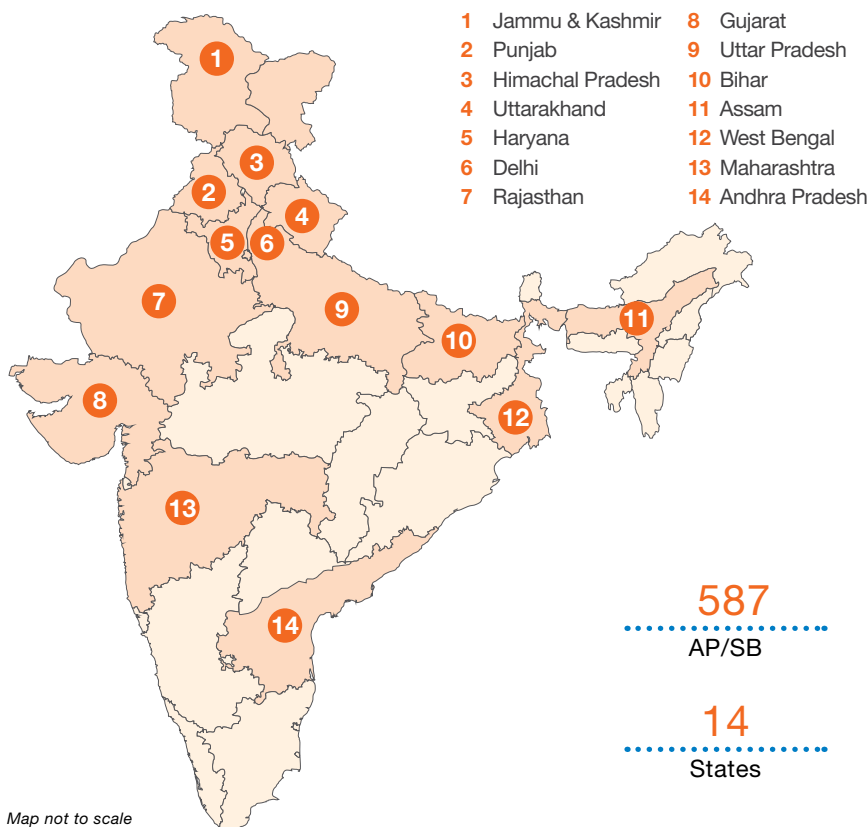
2019

- Shifted from BSE SME platform to BSE Main Board
- Acquired "Total Securities Limited", a leading stock broking company in an all equity deal
- Forayed into Insurance Broking with Wholly owned subsidiary

2020

- Acquired "Total Commodities (India) Private Limited", a commodity and equity trading entity in a cash deal

Geographical presence plotted on a map



Business offerings

SISL is constantly evolving, taking into account the needs of our customers, while keeping the interests of minority investors as our supreme benchmark. We understand their financial aspirations and facilitate them with suitable products and services

Broking and Depository

Equity/Derivatives
Currency
Commodity
Depository

Merchant Banking

IPO
Valuation
Advisory
M&A

Insurance

General Insurance
Life Insurance

Wealth Management

PMS
Mutual Funds

NBFC

SME/Loan
Personal Loans



Key numbers



Geographic Presence

14+ States



Branches & Franchisees

587+



Years of operations

26



Number of employees

1,297



Number of Broking clients

15,600+



Market capitalisation

₹ 3 bn+



Net worth

₹ 1.92 bn



Total Revenue

₹ 2.79 bn



EBITDA

₹ 730 mn



PAT

₹ 400 mn



Mutual Fund

₹ 1.1 bn AuM



Business strengths

1. Technology edge

Our automated low latency trading solutions based on algorithmic and quantitative trading solutions gives us a competitive edge.

Our trading technology platform is based on:

- **Low Latency** - High volumes of market data, which are processed, analyzed, and acted upon
- **Automation** - Quantitative trading strategy based on rules and defined risk parameters are automated and used in conjunction with the low latency trading platform
- **Strategy Framework** - With technical team and processes in place, we are able to assist HNIs with quantitative trading strategies.
- **Reliability** - Built on the most robust architecture and state-of-the-art technology.
- **Robust RMS** - Risk management is guiding principle for all platforms

2. Domain expertise

With 26 years of deep involvement in the financial markets and leadership that has leveraged good times and weathered bad times, we have gained valuable practical experience. We have ploughed this experience into creating technology, infrastructure and processes that enhance customer experiences.

3. Comprehensive portfolio

Due to our presence across various financial services, which cater to the needs of retail investors and borrowers as well as a cross-section of institutional requirements, we have been able to strategically de-risk our business. More importantly, it enables us to tap opportunities across the spectrum.

4. Customer service

Customer service has been our overriding priority since inception. It is the guiding light that keeps

us moving forward with purpose and determination in everything we do. We leverage technology and our expertise to deliver the best services to our clients. This has paid off in terms of customer loyalty and a distinct year on year increase in revenue per customer.

5. Strong risk management

With our base financial strength and consistently growing bottom line, we have been able to focus on new technologies and trading products that build risk mitigation into our processes and protect the company and its clients.

6. Ethics and governance

Business at SISL has been built on an unwavering foundation of ethics and governance that has held us steadfast in choppy markets and uncertain financial sector weather. It has also been the launchpad that has enabled us to grow unhindered by scams and misrepresentation.

Highlights of the Year

Financial Highlights

Consolidated Revenue grew
34.88% YoY to
₹ 2.79 bn

Consolidated PAT climbed
60% to reach
₹ 400 mn

PAT margin increased to
14.32% from
12.06% in FY 19

Average ROE touched
22.78% from
17.07% in FY 19

Basic EPS grew
60.15% to
12.54

AUM of Mutual Funds increased
by 170 mn to
1,129 mn

Loan Book grew to
₹ 616 mn from
₹ 300 mn

Insurance Broking achieved Total
Premium of
₹ 67.3 mn
and Total Sum Insured of over
₹ 4,100 cr
(as at end June 2020)

Demonstrated Resilience

- Continued to gain market share
- Handled COVID-19 crisis – not single day loss with complete regard for health and safety
- Continuous gain in market volume
- Stable ROE

Emerged Stronger

- Improved financials with merger
- Better product profile – improving operating margins
- Insurance business picked pace in lockdown period

Future-Ready

- Market share gain beyond F&O: expanded even in commodity, currency and IFSC segments
- Plans to implement strategies in international markets
- Robust Cost Management and RMS
- First full year of merger synergies

Operational Highlights

1

Acquired “Total Securities Limited”, a leading Mumbai-based stock broking company, in an all equity deal. This strategic merger of assets and strengths resulted in an immediate spurt in growth on various fronts

2

Migration to main board from SME board on the stock exchange

3

Employees count increased
from 919 to 1,297

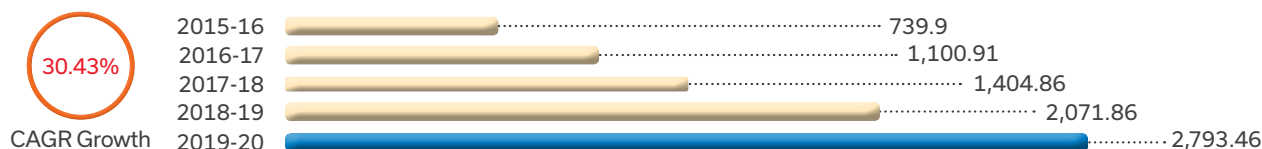
4

80 new branches (AP/SB) were added in FY 20

Growing profitability on a strong and expanding revenue base...

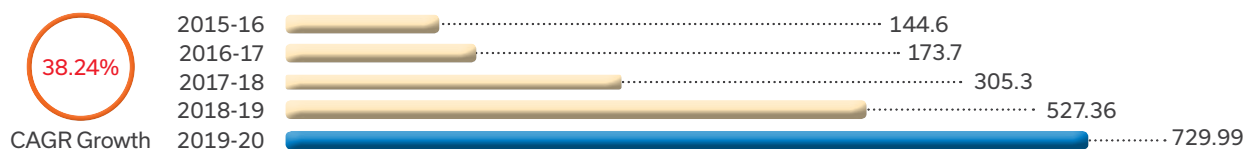
Consolidated Revenue

(₹ mn)



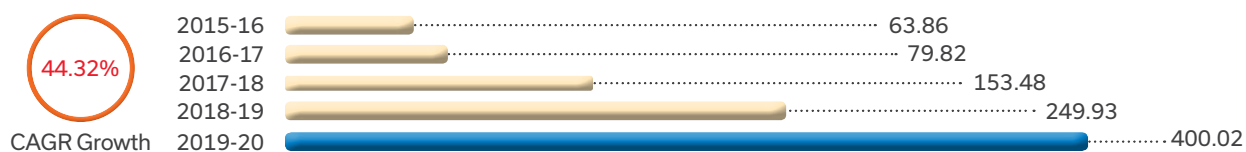
Consolidated EBITDA

(₹ mn)



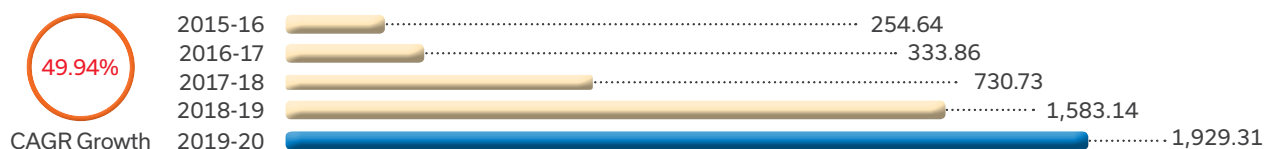
Consolidated PAT

(₹ mn)

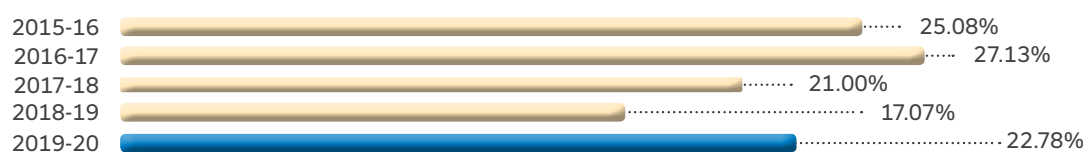


Consolidated Network

(₹ mn)

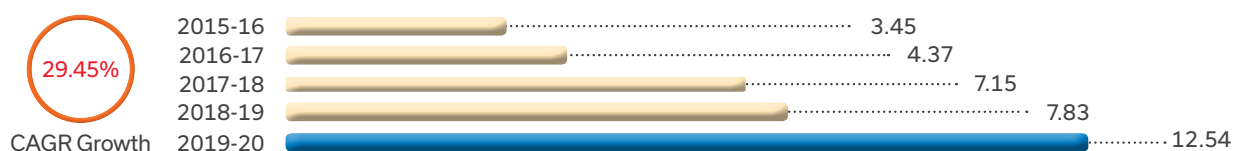


Average Return on Equity

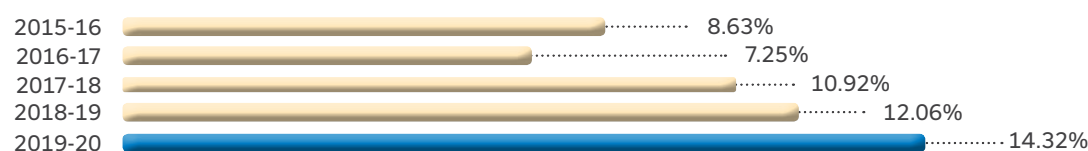


EPS

(₹)



PAT Margin (%)



PAT margins improving on the strength of product portfolio and pricing power.

Chairman & Managing Director's Message



Dear Stakeholder,
It has been an eventful fiscal year for the financial markets and your company too. The financial year, began with the run-up to the Lok Sabha elections and ended with the COVID-19 pandemic. In between, Indian financial markets witnessed various unsettling events, including exacerbating global trade wars on the international front and fluctuating domestic growth indicators. At the same time, there were sustained outflows of capital from the Indian financial markets, which were already facing tight liquidity conditions on the back of meltdown in the NBFC sector in FY 19.

All these trials tested the fundamental strengths of players in the market and their ability to survive and grow. Within this ever-changing, constantly disrupting industry, with clients getting more tech-oriented and increasing their expectations, in terms of products and services, your company realised that the mantras for growth would be - technology and scale via consolidation.

Since its inception, your company has been witnessing strong organic growth, on the back of efficiency, technology and customer connect. Share India over the years also expanded the spectrum of products and services and broadened product portfolio by foraying into investment banking, insurance broking and NBFC services. Some of these expansions have been through strategic acquisitions, with perceived synergies. Along the way, your company has been investing in technology at various levels. Through its in-house automated quantitative trading platform based on strategy and defined risk parameters, Share India has enabled low latency trading. This is something we at Share India are particularly looking forward to leveraging as we go ahead.

We do believe that FY 20 has been significant for your company as it achieved a level of technology and consolidation, over the past few years, which has made it FUTURE-READY. With the strategic merger of Total Securities Ltd. with Share India synergies are being witnessed on many fronts, beyond greater financial strength. It has enhanced Share India's operations in terms of geographical expansion, product diversification, leadership enhancement and cost reduction. FY 20 has also been a landmark year for Share India as your company has moved from BSE SME platform to BSE Main Board.

From where we stand now, we look to the future with great eagerness. Share India is now ready to increase its geographical presence in India by opening new branches/franchisees for new businesses. We envisage enhancing penetration in the NBFC and insurance businesses, wherein we foresee huge potential in retail. We also look forward to entering the trading segment of international stocks and commodities.

As we undertake all these bold expansion gambits, your company will continue to use the latest IT/technology systems and advance tech-tools. Most importantly, rest assured that your company will achieve all these aspirations while maintaining high levels of RMS.

I would like to take this opportunity to thank everyone who has contributed to bringing Share India to the place it is at today. Our enthusiastic teams who have worked tirelessly to translate our vision into a reality deserve special acknowledgement here, as do our Board of Directors who have clearly articulated a vision and provided unequivocal guidance. Above all, I would like to thank every stakeholder who has entrusted their confidence in us and extended unflinching support.

With your continued support and faith in our mission and vision for the future, we look forward to taking off on the back of the accomplishments we have achieved this far.

Thank you.

Parveen Gupta
Chairman & Managing Director

Joint Managing Director's Message



Greetings!

Despite ups and downs in the economy and financial markets during the year under review - FY 20, your company has performed well.

.....

Share India's consolidated revenue has grown by ~35% YoY to ₹ 2.79 bn while the consolidated PAT climbed 60% YoY to reach ₹ 400 mn. The PAT margin, Average ROE and Basic EPS also displayed strong growth. It has demonstrated resilience by continuing to gain market share in the markets in which it is present.

Both the financials and operations received a fillip from the strategic merger of Total Securities Ltd. Share India's standalone (FY 19) pre-merger total revenue increased 13.2% to ₹ 1.97 bn post-merger while EBITDA and PAT increased 33.21% and 31.83% respectively. Share India's geographic network expanded by 80 to reach 587 branches and franchisees while our employee strength grew by 378 to 1,297. Your company is also looking forward to leveraging the synergies that emerge from applying Total Securities strategies to its technology platform to give its clients a far superior trading experience.

In terms of market visibility too, we have come a long way. Since our listing, in September 2017, with an SME IPO aggregating to ₹ 263.7 mn, we have achieved a market capitalisation of almost ₹ 3 bn (July 20, 2020). Your company has also now completed migration to BSE main board from BSE's SME platform.

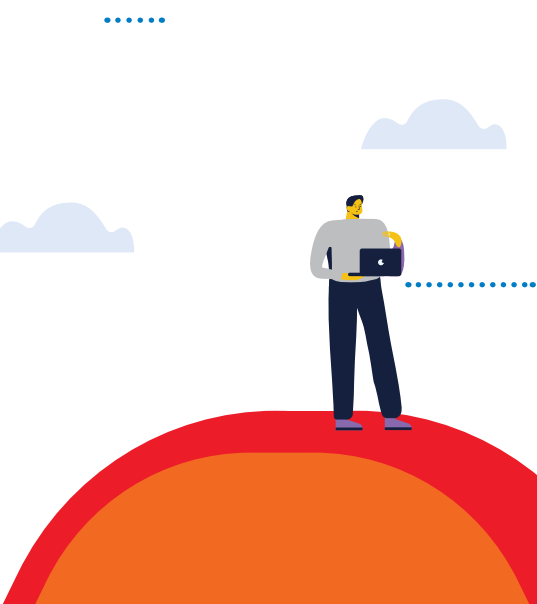
The other segments within the group have performed well too. The AUM of Mutual Funds increased by ₹ 170 mn to ₹ 1,129 mn, Net Interest Income from the NBFC Business increased from ₹ 12.9 mn to ₹ 40.3 mn and Insurance Broking achieved total premium of ₹ 67.3 mn and Total Sum Insured of over ₹ 41 bn (as at end June 2020). While the NBFC segment has taken a temporary hit from the ongoing pandemic, we are confident that as things return to normal, it will begin to flourish too.

As things stand, your company has achieved the levels of consolidation that it had planned for and for upcoming year would realize full year of synergy benefits post our merger. With this wide base of product and service offerings, as well as strong financial foundation and technological underpinnings, we look forward to harnessing the immense opportunities for expansion and growth that unfold in future.

We are future-ready and raring to go.

Thank you.

Kamlesh Shah
Joint Managing Director



Board of Directors

MR. PARVEEN GUPTA

Chairman and Managing Director

He is the Promoter of the company and has over 27 years of experience in stock market operations and financing. Possessing a sound combination of vision, experience and knowledge about the intricacies of the Indian Stock Market, his active involvement and guidance have been instrumental in the company's progress. Besides looking after daily company affairs, he controls the planning, finance and strategy functions of Share India.

MR. KAMLESH VADILAL SHAH

Managing Director

Mr. Kamlesh Vadilal Shah, is Managing Director of our Company. He holds a Bachelor's degree in Commerce from the University of Bombay and having an overall experience of more than 24 years in the financial industry and insight experience in legal, regulatory compliance, risk management in relation to brokerage, currency, commodity and derivatives segments and other trading activities.

He is an Accredited Chartered Accountant and also a certified NISM, NCFM & MCCP professional. He is Vice President of Commodity Participants Association of India (CPAI).

He has keen business acumen in identifying new business opportunities for accelerated growth and a key man behind new business opportunities and risk management.

MR. SACHIN GUPTA

CEO and Whole-Time Director

He has been associated with the company since 2003 and looks after the overall strategy, business and marketing operations. He was appointed as a Director in 2007 and further re-designated as Whole-Time Director in 2017. A dynamic, hardworking and dedicated team leader, his efforts have been instrumental in a spurt in gross revenues in the recent past. He has expertise in formulating innovative solutions to various operational issues and leads by example.

MR. VIJAY GIRDHARLAL VORA

Whole-Time Director

Mr. Vijay Girdharlal Vora, is a Whole-time Director of our Company. He is having an overall experience of more than 30 years in different fields including business of jobbing, brokerage, currency, commodity and derivatives segments and also set new standards of derivative and arbitrage business as well as growth and development of the proprietary and asset management services in India.

His keen business acumen, result oriented approach, energetic leadership and qualities like ebullient, focused, passionate, sincere, hard-working and dynamic has made him excel in executing challenging tasks.

MRS. SAROJ GUPTA

Whole-Time Director (Woman Director)

She was appointed as the company's Director in 2008 and later re-designated as the Whole-Time Director in 2017. She holds a Bachelor of Arts (B.A.) Degree from Punjab University and has over 11 years of experience in stock market operations. She is actively engaged in managing the company's back-office operations.

MR. RAJESH GUPTA

Non-Executive Director

He is the Promoter of the company and was appointed as its Director in 2008. He holds a degree in Law from the Guru Nanak Dev University and has over 22 years of experience in commercial financing and stock market operations. He looks after the overall financial matters and operations of Share India is actively involved and growing Share India Fincap's portfolio.

MR. JATINDER PAL SINGH

Independent Director

He has 19 years of experience in the field of ITeS and Insurance Business. He possesses skills and knowledge of technical operations.

MR. SULABH JAIN

Independent Director

He is an Associate Member of the Institute of company Secretaries of India. Having the right skills and knowledge, he has 4 years of experience in law, management, administration, corporate governance and technical operations.

MR. SANJIB SINGH

Independent Director

He has been appointed as Independent Director of Share India in May 2019. He possesses appropriate skills, knowledge and has over 4 years of experience in management, administration, corporate governance and technical operations.

MR. LAVESH SHYAM GOYAL

Independent Director

Mr. Laves Shyam Goyal, is an Additional Independent Director of our Company. He is a Chartered Accountant, Commerce graduate from Mumbai University and also cleared CFA-Level 2 (USA) in 2009. He has more than seven years of experience in different fields including Project Financing, Fund Accounting, Accounting of major corporate actions, NAV Processing and handled Debt, Equity Growth and Income Mutual Funds in overseas market, Valuation, Institutional Financing, Development of Financial Models and Project Reports, drafting of various submissions to the courts, handled correspondence with various government authorities etc.

MR. MONIL ASHOK GANGAR

Independent Director

Mr. Monil Ashok Gangar, is an Additional Independent Director of our Company. He is a Chartered Accountant and a Commerce graduate from Mumbai University. He has also done Masters degree in Commerce from Mumbai University.

He has more than three and half years of experience in GES practice and specialization in advising on expatriate tax assignments, employee tax matters, social tax for employees of various multinational clients and exchange control regulations, migration and social security aspects.

MR. NILESH MAHENDRA SHAH

Independent Director

Mr. Nilesh Mahendra Shah, is an Additional Independent Director of our Company. He holds a bachelor's degree in commerce from Prahladrai Dalmia Lions College of Commerce & Economics having specialization in Financial Accounting and Auditing.

He is a founder and sole proprietor of a renowned entity, established since 2009 and serving for more than 9 years in Garment Industry.

Business Review



COVID-proof operations

The lockdowns necessitated by the COVID-19 crisis began in the last ten days of the financial year under review, FY 20. We were able to seamlessly extend Work from Home to most of our employees.

Our IT systems enabled us to maintain regular communication and engagement between our employees and clients, ensuring consistent connect.

Effectively, the economic crisis that followed the spread of the pandemic has had little impact on our overall business revenues (except for our NBFC Business) and we will continue to pursue our growth legacy, with as much determination, for all our stakeholders in future.

We foresee a significant growth in our Insurance broking business amidst the COVID-19 crisis.

We would like to assure our stockholders that our underlying fundamentals remain firmly intact, due to strong handhold across our business segments.



Stock Broking and F&O market

Our revenue from broking operations continued to grow at a robust pace, increasing from ₹ 247.1 mn in FY 18 to ₹ 311 mn in FY 19 to ₹ 422.47 in FY 20. Beyond the increase in the number of clients, we have made great strides in expanding the revenue per client. From an average of approximately ₹ 17,350 per client in FY 18, we have garnered an average of ₹ 26,950 per client in FY 20.

F&O market - With our strong domain expertise across verticals, we have been able to retain the our strong market share in one of fastest growing derivative market (in terms of derivatives volume). We contribute almost 3% of futures trading volume and 8% in option premium turnover in Indian derivative market. Our market share in currency segment would also be similar to our other business segments



Insurance Broking

Leveraging on the huge stock broking client base, which we created in over last 25 years, we ventured into the Insurance Broking segment in FY 19, to deliver the best Insurance products to our customers.

We have tied up with over 35 leading insurance companies of India such as LIC, ICICI Prudential Life, New India Assurance, HDFC Life, SBI General Insurance etc. to name a few for providing tailor-made insurance and risk mitigation solutions in the segment of Life insurance, Health insurance and Commercial insurance.

Our Insurance Broking Solutions enable:

- Access to multiple companies and wide range of products
- Easy switching from company to company without hassle
- Unbiased and objective advice
- Claims assistance and advocacy

We have been able to cover a sizeable amount of risk in terms of a Total Premium of ₹ 67.3 mn and Total Sum Insured of over ₹ 4,100 cr (as at end June 2020).



NBFC

Our offerings under NBFC includes personal loans, business loans, commercial vehicle loans, SME loans, loan against securities, properties and commodities.

In FY 20, our lending book grew 2.05 times as compared to FY 19 and stood at ₹ 616 mn SI Fincap EBIT for FY 20 grew 1.92 times as compared to FY 19 and stood at ₹ 92.99 mn for FY 20.

The interest income for our NBFC touched ₹ 40.3 mn during the financial year.



Mutual Fund Distribution

In FY 20, we witnessed increase in AuM by 17.73% % from ₹ 959 mn in FY 19 to ₹ 1129 mn in FY 20. We added 1,132 new clients in FY 20, making it to over 3,292 customers as on March 31, 2020.



Corporate Social Responsibility

Giving Back to Society



Promoting Learning

Being an avid advocator of information, knowledge and education, Share India is honored to support the promotion of teaching and learning at different levels. During FY 2019-20, we have consciously undertaken activities that will further this cause.

- Contributed ₹ 12 lakhs towards the salary of teachers at the Hindu Kanya College
- Donated ₹ 20 lakh to the Matsyodari Shikshan Sanstha Trust for the promotion of education
- Spent ₹ 5 lakh on the construction of a Hostel in Delhi, for Girls and Women from across India who aspire to become civil servants



Combating COVID-19

In the wake of the coronavirus pandemic that is spreading across the country, we have supported NGOs that are working to ameliorate the crisis.

- Contributed ₹ 10 lakh to Sewa Samiti, an organization that organizes social service during natural disasters like floods and epidemics, among other initiatives
- Donated ₹ 3 lakh to the Dhriti Foundation, an organization working with BMC, Public Health Department and manufacturers to deliver masks and sanitizers to hospitals and primary health centers, police stations and CBOs

Corporate Information

Board of Directors

Mr. Parveen Gupta
Chairman & Managing Director

Mr. Kamlesh Vadilal Shah
Managing Director

Mr. Sachin Gupta
CEO & Whole-Time Director

Mr. Vijay Girdharlal Vora
Whole-Time Director

Mrs. Saroj Gupta
Whole-Time Director

Mr. Rajesh Gupta
Non-Executive Director

Mr. Jatinder Pal Singh
Non-Executive Director
Independent Director

Mr. Sulabh Jain
Non-Executive Director
Independent Director

Mr. Sanjib Singh
Non-Executive Director
Independent Director

Mr. Lavesh Shyam Goyal
Non-Executive Director-
Independent Director

Mr. Monil Ashok Gangar
Non-Executive Director
Independent Director

Mr. Nilesh Mahendra Shah
Non-Executive Director
Independent Director

Company Secretary & Compliance Officer

Mr. Vikas Aggarwal

Chief Financial Officer

Mr. Vijay Kumar Rana

Registered Office

Unit No. 604A-B 605A-B 6th Floor
Tower A World Trade Centre Gift City
Block-51 Zone-5 Road 5E Gift City
Gandhinagar, Gujarat - 382 355

Corporate Offices

1. 14, Dayanand Vihar, Ground Floor,
Near Karkardooma Metro Station,
Vikas Marg Ext., Delhi - 110 092
2. Eden Garden, 1st Floor, Mahavir
Nagar, Nr. Pawandham,
Kandiwali West, Mumbai,
Maharashtra-400 067

Auditors

M/s. SVP & Associates
Statutory Auditor

M/s. Sunil K Varshney & Associates
Internal Auditor

M/s. Jaiswal & Associates
Secretarial Auditor

Bankers

HDFC Bank Limited

ICICI Bank Limited

State Bank of India Limited

Yes Bank Limited

Axis Bank Limited

IndusInd Bank Limited

Registrar & Transfer Agent

Bigshare Services Pvt. Ltd.
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (East),
Mumbai - 400 059
Phone No.: 022-6263 8200

Investor Helpdesk

Mr. Vikas Aggarwal
Email id: investors@shareindia.com
Phone No.: 011-4301 1000
Website: www.shareindia.com

Board Report

Dear Members,

Share India Securities Limited
Unit No. 604A-B, 605A-B, Tower A,
6th Floor, World Trade Centre,
Gift City, Block-51, Zone 5, Road 5E,
Gandhinagar, Gujarat-382355

Your Directors have pleasure in presenting 26th Annual Report of the Company together with the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020.

1. Financial Highlights

The Company's financial performance for the year under review along with previous year's figures is given hereunder:

(Amount in ₹)

Particulars	Standalone		Consolidated	
	For the Year ended March 31, 2020	For the Year ended March 31, 2019	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Revenue from Operations	2,43,23,96,075	1,85,97,33,822	2,60,00,13,944	1,95,23,10,400
Other Income	16,74,55,757	11,28,54,870	19,34,43,022	11,95,47,335
Total Revenue	2,59,98,51,832	1,97,25,88,692	2,79,34,56,967	2,07,18,57,735
Less: Purchases of stock in trade	4,39,97,465	-	4,39,97,465	-
Less: Changes in inventories of Finished Goods, Stock in Trade and Work in progress	(4,39,97,465)	-	(4,39,97,465)	-
Less: Employee Benefits Expenses	50,91,56,415	38,13,75,521	54,08,99,766	39,17,40,064
Less: Other Expenses	1,50,87,82,686	1,13,88,63,169	1,52,25,65,444	1,15,27,58,454
Profit Before Finance Cost, Depreciation & Taxes	58,19,12,731	45,23,50,002	72,99,91,757	52,73,59,217
Less: Finance Cost	10,00,92,096	6,71,06,237	1,785,29,736	11,40,49,392
Less: Depreciation and Amortization	4,40,05,887	4,61,23,705	4,46,58,892	4,61,37,721
Profit Before Tax	43,78,14,748	33,91,20,061	50,68,03,128	36,71,72,104
Less: Current Tax	11,00,29,996	11,10,95,317	1,170,90,942	12,54,59,648
Less: MAT Entitlement	-	(17,35,708)	-	-
Tax Adjustments for earlier years	-	1,33,45,972	-	-
Less: Deferred Tax (Credit)	(72,28,869)	(81,99,661)	(1,03,05,722)	(82,18,894)
Profit After Tax	33,50,13,621	22,46,14,140	40,00,17,908	24,99,31,351
Other Comprehensive Income	(1,44,12,467)	(1,94,31,283)	(99,65,419)	(84,06,039)
Total Comprehensive Income	32,06,01,154	20,51,82,857	39,00,52,489	24,15,25,312
Earnings per Share (Basic) (₹)	10.50	7.04	12.54	7.83
Earnings per Share (Diluted) (₹)	10.50	7.04	12.54	7.83

2. State of Company's Affairs

The financial year 2019-2020 was yet another year of robust performance by the Company. During the year, the revenue from operations recorded a jump of more than 30.79% in comparison to financial year 2018-2019. Consequently, the Profit after Tax (PAT) also recorded an increase of 49.15%.

The afore-mentioned performance was the result of consistent efforts made by company in optimizing its broking as well as trading operations. Due to outbreak of CoVID-19 globally and in India, your Company's management has made initial assessment of likely adverse impact on business and financial risks on account of CoVID-19. It is well appreciated that the situation as well as its assessment is continuously evolving and the way ahead is to avoid living in denial, leading to acceptance & pro-active measures. The Company's management currently believes that there will be negligible impact on the working or performance of the Company due to CoVID-19. The management does not see any risks in the Company's ability to continue as a going concern and meeting its liabilities as and when they fall due.

Highlights of Company's performance are discussed in detail in the Management Discussion and Analysis Report (MDA), included in this Annual Report as required under Schedule V of the SEBI (LODR) Regulations, 2015.

3. Consolidated Financial Performance Review and Analysis

The Company achieved the consolidated total revenue of ₹ 2,793,456,967 in the year ended March 31, 2020, an increase of 34.82% as compared to ₹ 2,071,857,735 in the previous year. The Company earned Consolidated Net Profit of ₹ 400,017,908 in the year ended March 31, 2020, which was an increase of 60.05% as compared to ₹ 249,931,351 in the previous year.

4. Capital Structure

Pursuant to the Amalgamation of Total Securities Limited with your Company, the Authorised Share Capital and Paid up Share Capital of the company has increased during the period under review.

The Authorised Share Capital of the Company has increased from ₹ 25,00,00,000 (Rupees Twenty Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of ₹ 10 (Rupees Ten) each to ₹ 35,00,00,000 (Rupees Thirty Five Crore) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity Shares of ₹ 10 (Rupees Ten) each.

The paid up share capital of the company has increased from ₹ 24,42,45,880/- (Rupees Twenty Four Crore Forty Two Lakh Forty Five Thousand Eight Hundred and Eighty) divided into 2,44,24,588 (Two Crore Forty Four Lakh Twenty Four Thousand Five Hundred Eighty Eight) Equity Shares of ₹ 10/- each to ₹ 31,90,65,880/- (Rupees Thirty

One Crore Ninty Lakh Sixty Five Thousand Eight Hundred and Eighty) divided into 3,19,06,588 (Three Crore Nineteen Lakh Six Thousand Five Hundred Eighty Eight) Equity Shares of ₹ 10/- each .

Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise. It has neither issued ESOP nor Sweat Equity Shares and does not have any scheme to fund its employees to purchase the shares of the Company.

5. Dividend

The Board of Directors of your Company has declared the 1st Interim Dividend of Rupee 0.50 (Fifty Paise Only) per equity share of ₹ 10/- each for the financial year 2019-2020.

6. Public Deposits

Your Company has neither invited nor accepted any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules 2014 during the financial year ended March 31, 2020. Therefore, the details as required under Rule 8(5)(v) and 8(5)(vi) have not been provided.

7. Transfer to Reserves

During the year under review, ₹ 30,33,71,419.42 (Rupees Thirty Crores Thirty Three Lakhs Seventy One Thousand Four Hundred and Nineteen and Forty Two paise only) has been transferred to Reserves.

8. Extract of Annual Return

As required pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 the details forming part of extract of annual return of the Company in Form MGT-9 is annexed herewith as "**Annexure 1**".

An extract of the Annual Return in MGT 9 is also placed on the website of the Company www.shareindia.com

9. Subsidiaries/Joint Ventures/Associates

As on March 31, 2020 the Company had 6 (Six) Wholly-Owned Subsidiary Companies (WOS) and 1 (One) Associate Company.

During the year under review, the following companies became the WOS of your Company pursuant to Amalgamation of Total Securities Limited with your Company:-

- Total Securities (IFSC) Private Limited
- Total Securities Overseas Limited

Pursuant to the provisions of section 129(3) of the Companies Act, 2013, a statement containing the salient features of the financial statement of our Associate and Subsidiary companies in the prescribed format AOC-1 is attached to the consolidated financial statement of the Company. Please refer Note No. 48.

Highlights of the Financial Performance of our Wholly Owned Subsidiaries and Associate Company as on March 31, 2020 are as follows:-

Particulars	Name of Associate/Subsidiary						
	Share India Capital Services Private Limited (WOS)	Share India Securities (IFSC) Private Limited (WOS)	Share India Fincap Private Limited (WOS)	Share India Insurance Brokers Private Limited (WOS)	Total Securities (IFSC) Private Limited (WOS)	Total Securities Overseas Limited (WOS)	Share India Commodity Brokers Private Limited (Associate)
Revenue from Operations	15,18,568.76	4,99,15,394.00	11,57,26,017.25	4,57,889.36	-	-	3,95,82,081
Other Income	98,89,272.11	23,49,570.00	1,17,26,246.77	13,11,684.85	7,10,492	-	1,53,597
Total Revenue	1,14,07,840.87	5,22,64,964	12,74,52,264.02	17,69,574.21	7,10,492	-	3,97,35,678
Less: Employee Benefits Expenses	50,22,280.00	9,51,755.00	1,49,50,573.76	1,05,41,143	2,77,600	-	98,09,874
Less: Other Expenses	3,65,674.76	45,49,637.00	71,66,548.57	6,05,271.73	9,18,356	1,79,325.00	10,34,264
Profit Before Finance Cost, Depreciation & Taxes	60,19,886.11	4,67,63,572	10,53,35,141.69	(93,76,840.52)	(4,85,464)	(1,79,325)	2,88,91,540
Less: Finance Cost	1,072.00	3,38,029.00	7,80,11,421.87	85,063.76	-	-	18,27,180
Less: Depreciation and Amortization	-	31,159.00	6,16,714.44	5,130.32	-	-	33,543
Profit Before exceptional and extraordinary items and Tax	60,18,814.11	4,63,94,384	2,67,07,005.38	(94,67,034.60)	(4,85,464)	(1,79,325)	2,70,30,817
Exceptional Items	-	-	-	-	-	-	-
Less: Current Tax	14,39,647.00	(46,46,490)	73,69,763.00	-	-	-	28,76,424
Deferred Tax (Credit)	20,772.36	11,817.00	(6,31,694.55)	24,12,568.72	-	-	9,66,549
MAT Credit	-	46,46,490.00	-	-	-	-	-
Tax adjustment related to earlier years	3,02,390.00	-	-	-	-	-	18,328
Tax prov. Written off	-	-	14,46,074.00	-	-	-	-
Profit After Tax	49,02,329.47	4,64,06,201	2,14,15,010.93	(70,54,465.88)	(4,85,464)	(1,79,325)	2,32,06,172
Other Comprehensive Income	(14,073.84)	32,61,798.00	-	4,72,812.00	-	7,26,512.21	(24,51,436)
Total Comprehensive Income	48,88,255.63	4,96,67,999	2,14,15,010.93	(65,81,653.88)	(4,85,464)	5,47,187	2,07,54,736
Earnings per Share (Basic) (₹)	0.93	26.52	12.66	(1.37)	0	0	17.23
Earnings per Share (Diluted) (₹)	0.93	26.52	12.66	(1.37)	0	0	17.23

10. Change in the Nature of Business

There have been no changes in the nature of business of your Company during the financial year 2019-20.

11. Detail of Directors or KMP appointed / resigned during the year

During the Year under review, on 16th April, 2019 Mr. Yash Pal Gupta, Mr. Rohin Gupta tendered their resignation from Directorship & Mr. Sanjib Singh was appointed as Independent Director of the Company.

Also, on 16th January, 2020 Ms. Upasana Gupta tendered her resignation from the post of Independent Director of the Company and Mr. Lavesh Shyam Goyal (Additional Independent Director), Mr. Nilesh Mahendra Shah (Additional Independent Director), Mr. Monil Ashok Gangar (Additional Independent Director,) Mr. Kamlesh Vadilal Shah (Managing Director) and Mr. Vijay Girdharlal Vora (Whole Time Director) have been appointed for their respective position in the Company.

Also, in the opinion of the Board, the Independent Directors appointed during the year i.e Mr. Lavesh Shyam Goyal, Mr. Monil Ashok Gangar & Mr. Nilesh Mahendra Shah possess requisite expertise and experience and are the persons of high integrity and repute. They fulfill

the conditions as specified in the Companies Act, 2013 and the Rules made thereunder, are registered with MCA databank for Independent Director and will fulfill the requirement of proficiency test within the stipulated time period and are independent of the management.

12. Declaration given by Independent Directors

The Non-Executive Independent Directors of the Company have given declaration stating that they continue to confirm the criteria set out for Independent Directors under Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

13. Policy on Director's appointment and Policy on Remuneration

In adherence to section 178(1) of the Companies Act, 2013, the Board of Directors of the company regularly review the policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under section 178(3), based on the recommendations of the Nomination and Remuneration Committee.

A copy of relevant policy is placed on the website of the company at www.shareindia.com.

14. Meeting of the Board and Committees

The details w.r.t Meeting of the Board of directors and its committee and their detailed briefs are given in the Corporate Governance Report. For details, please refer Corporate Governance Report as **Annexure-7** forming part of this Annual Report.

15. Directors' Responsibility Statement

Pursuant to Section 134(3) (c) read with Section 134(5) of the Companies Act, 2013, your Directors confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) they have, in the selection of the accounting policies, consulted the Statutory Auditors and these have been applied consistently and reasonable and prudent judgments and estimates have been made so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the Profit of the Company for the year ended on that date;
- c) proper and sufficient care has been 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;
- d) The Directors have prepared the annual accounts on a going - concern basis;
- e) they have laid down internal Financial Control followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and the systems were adequate and operating effectively.

16. Auditors' Report

M/S SVP & Associates, Chartered Accountants, Statutory Auditors of your Company has audited the Financial Statement of the Company for the Financial Year ended March 31, 2020. The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

Further, since the Auditors have not reported any instances involving Fraud in their Audit Report, the particulars as prescribed under Section 134(3) (ca) of the Companies Act, 2013 have not been provided.

17. Secretarial Auditors' Report

As per provisions of Section 204 of the Companies Act, 2013, the Board of Directors of the Company

have appointed M/s Jaiswal and Associates, Company Secretaries as the Secretarial Auditor of the Company to conduct the Secretarial Audit for the year 2019-20. The Secretarial Audit Report for the financial year ended March 31, 2020, is annexed to this Report as "**Annexure-2**".

The Secretarial Auditor's Report for the financial year 2019-20, does not contain any qualification, observation or adverse remarks and therefore, in the opinion of the Directors, do not call for any further explanation.

18. Particulars of Loans, Guarantees or Investments

The full particulars of the loans given, investment made or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilized, if any, as per the provisions of Section 186 of the Companies Act, 2013 are provided in the notes to accompanying standalone financial statement.

19. Contract or Arrangement with Related Party Transactions

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with related parties which may have a potential conflict with the interest of the Company. All Related Party Transactions are placed before the Audit Committee for approval. Prior Omnibus approval of Audit committee has been obtained for transactions which are of repetitive nature.

For Further Details, your attention is drawn to the Related Party disclosures set out in Note no. 40 of the Financial Statements.

20. Material Changes and Commitments, if any, affecting the Financial Position of the Company.

Your Company has acquired all the shares of M/s Total Commodities (India) Private Limited and M/s Total Commodities (India) Private Limited become Wholly Owned Subsidiary of your Company.

In lines with expansion, your Company incorporated a Wholly-owned subsidiary in the name of Share India Global Pte. Ltd. at Singapore to trade in forex derivative.

21. Annual Evaluation of Board Performance and Performance of its Committees and Individual Directors

Pursuant to applicable provisions of the Companies Act, 2013 the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the process, format, attributes and criteria for performance evaluation of the entire Board of the Company, its Committees and individual Directors, including Independent Directors. The framework is monitored, reviewed and updated by the Board, in consultation with the Nomination and Remuneration Committee, based on need and new compliance requirements.

Evaluation of the Board and its Committees is based on various aspects of their functioning, such as, adequacy of the constitution and composition of the Board and its Committees, matters addressed in the meetings, processes followed at the meeting, Board's focus, regulatory compliances and Corporate Governance, etc., are in place. Similarly, for evaluation of individual Director's performance, various parameters like Director's profile, contribution in Board and Committee meetings, execution and performance of specific duties, obligations, regulatory compliances and governance, etc., are considered.

Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out for the financial year 2019-20 by Nomination and Remuneration Committee in consultation with the Board.

The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated. On the basis of performance evaluation done by the Board, it determines whether to extend or continue their term of appointment, whenever their respective term expires. The Directors expressed their satisfaction with the evaluation process.

22. Additional Disclosure as per Schedule V read with Regulation 34 (E) of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015

a. Related Party Disclosure

The Company is in Compliance with IND AS-24 on related party disclosure. For further details, please refer Note. no. 40 forming part of Financial Statements.

b. Management Discussion And Analysis Report

The Management Discussion and Analysis Report as required is presented as forming part of this Report as **Annexure -3**.

c. Corporate Governance Report

The Corporate Governance Report as required is presented as forming part of this Report as **Annexure -7**.

d. Declaration By Chief Executive Officer

A declaration duly signed by Chief Executive Officer stating that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct of Board of Directors and Senior Management is annexed to the Corporate Governance Report. Please refer **Annexure-7** i.e. Corporate Governance Report for more details.

e. Compliance Certificate

Please refer **Annexure-7** i.e Corporate Governance Report.

f. Disclosures With Respect To Demat Suspense Account/ Unclaimed Suspense Account

There were no such shares unclaimed in the year under review.

23. Conservation of Energy and Technology Absorption

Even though operations of the Company are not energy intensive, the management has been highly conscious of the importance of conservation of energy and technology absorption at all operational levels and efforts are made in this direction on a continuous basis.

In view of the nature of activities which are being carried on by the Company, the particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption are not applicable to the Company and hence have not been provided.

24. Foreign Exchange Earnings and Outgo

The Company has incurred an expenditure of ₹ 10,80,958 /- (Rupees Ten Lakh Eighty Thousand Nine Hundred Fifty Eight) in foreign exchange and earned ₹ 1,55,88,155/- (One Crore Fifty five lakh Eighty Eight Thousand One hundred Fifty five) in foreign exchange during the Financial Year 2019-20.

25. Listing With Stock Exchanges

Your Company has paid Annual Listing Fees for the Financial Year 2019-20 to the BSE Limited where the Company's Shares are listed.

26. Secretarial Standard

Your Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI).

27. Business Risk Management

Your company follows Risk Management framework with an endeavor to enhance the control environment via risk mitigation and reducing the impact of risks concerning the business of the company within the acceptable levels. It has been carried out in a phased manner wherein due emphasis is being given on identification, assessment and mitigation thereof through economic control of those risks that endanger the assets and business of the Company.

To achieve the aforesaid objectives, the Board of Directors of your company has framed the Risk Management policy to identify, assess and mitigate the risks associated with the business of the Company.

28. Cost Records and Cost Audit Report

In terms with the provisions of section 148 of the Companies act, 2013 read with the Companies (Cost Records and Audit) Rules 2014, maintenance of cost records and appointment of Cost Auditors are not applicable on your Company.

29. Code of Conduct for Prevention of Insider Trading

Your Company's Code of Conduct for Prevention of Insider Trading covers all the Directors, senior management personnel, persons forming part of promoter(s)/promoter group(s) and such other designated employees of the Company, who are expected to have access to unpublished price sensitive information relating to the Company. The Directors, their relatives, senior management personnel, persons forming part of promoter(s)/promoter group(s), designated employees etc. are restricted in purchasing, selling and dealing in the shares of the Company while in possession of unpublished price sensitive information about the Company as well as during the period of trading window closure.

The Board of Directors has approved and adopted the Code of Conduct to Regulate, Monitor and Report Trading by Insiders. The Board has also approved the Code for Fair Disclosure in line with SEBI (Prohibition of Insider Trading) Regulation, 2015 and the same can be accessed on company's website **www.shareindia.com**

30. Corporate Social Responsibility

The Company has constituted Corporate Social Responsibility Committee in compliance with the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility), Rules 2014. Your Company has been undertaking CSR activities on a significant scale, upholding the belief that corporate have a special and continuing responsibility towards social development.

As a part of its initiative under the "Corporate Social Responsibility" (CSR) drive, the Company has undertaken projects in the areas of promoting education and combating Covid -19. These projects are in accordance with Schedule VII of the Act and the Company's CSR policy. The CSR Committee of the Company helps the Company to frame, monitor and execute the CSR activities of the Company. The Committee defines the parameters and observes them for effective discharge of the social responsibility of your Company.

The CSR Policy is available on the website of the Company **www.shareindia.com**. The report on CSR activities of the Company during the year under review is attached as 'Annexure-4'.

31. Vigil Mechanism Policy

The Company has adopted a Vigil Mechanism Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been

denied access to the Audit Committee. The copy of vigil mechanism policy is put on the Company's Website and may be accessed at **www.shareindia.com**

32. Separate Meeting of Independent Directors

During the year 2019-20, the Independent Directors Committee of the Company Comprised of following Independent Directors:

1. Jatinder Pal Singh
2. Sulabh Jain
3. Upasana Gupta*
4. Sanjib Singh**
5. Lavesh Shyam Goyal*
6. Monil Ashok Gangar*
7. Nilesh Mahendra Shah*

*Mr. Lavesh Shyam Goyal, Mr. Monil Ashok Gangar and Mr. Nilesh Mahendra Shah have been appointed in the Company w.e.f 16th January, 2020 and Mrs. Upasana Gupta resigned from Directorship w.e.f. 16th January, 2020.

** Mr. Sanjib Singh has been appointed w.e.f 16th April, 2020.

During the year under review, the Independent Directors met on 05th June, 2019, discussed and reviewed the performance of non-Independent Directors, the Board and the Chairman of the Company and also to assess the quality, quantity and timeliness of flow of information between the Company management and the Board.

33. Significant and Material Orders Passed by the Regulators or Courts

There are no significant and material orders passed by the Regulators or Courts or tribunal impacting the going concern status and Company's operations in future.

34. Internal Financial Controls

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are proper, adequate and operating effectively. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The Board has appointed Internal Auditors to more strengthen the internal Financial Controls. Internal Auditors directly reports to the Audit Committee or Board of Directors of the Company. The Audit Committee of the Board actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

35. Particulars of Employees

The details of employees who are in receipt of remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and those forming part of top ten employees in terms of remuneration of the Company is annexed herewith as **Annexure-5** and **Annexure-6** respectively.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

Rule 5	Particulars	Details			
(i)	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	Name of Director	Designation	Remuneration	Ratio to the Median
		Parveen Gupta	Managing Director	21,60,000	10.54:1
		Sachin Gupta	CEO & Whole Time Director	32,40,000	15.80:1
		Saroj Gupta	Whole Time Director	21,60,000	10.54:1
		**Rohin Gupta	Whole Time Director	42,500	0.21:1
		*Kamlesh vadlilal Shah	Joint Managing Director	26,25,000	12.80:1
		*Vijay Girdharlal Vora	Whole-time Director	11,04,825	5.39:1
		Shyam Sundar Bihani	Director	9,30,061	6.41:1
		Suresh Girdharlal Vora	Director	6,26,450	3.06:1
		Rajesh Harsukhlal Modi	Director	4,98,090	2.43:1
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year.	Name	Designation	% of increase	
		Parveen Gupta	Managing Director	NIL	
		Sachin Gupta	Whole Time Director	44.64	
		Rohin Gupta	Whole Time Director	Nil	
		Saroj Gupta	Whole Time Director	NIL	
		Vikas Aggarwal	Company Secretary & Compliance Officer	NIL	
		Vijay Kumar Rana	Chief Financial Officer	6.32	
		*Kamlesh Vadilal Shah	Managing Director	NIL	
		*Vijay Girdharlal Vora	Whole-time Director	NIL	
		Shyam Sundar Bihani	Director	NIL	
		Suresh Girdharlal Vora	Director	NIL	
		Rajesh Harsukhlal Modi	Director	NIL	
(iii)	The percentage increase in the median remuneration of employees in the financial year.	-14.58%			
(iv)	The number of permanent employees on the rolls of the company.	1,636			
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	The average % increase was 10% for all employees during the year. The increase is on the basis of performance of the Company and regular increment on yearly basis as per the Company's policy. Average increase in the managerial remuneration of the Company was 40.95%. Note: For the purpose of Calculation of Average increase in the managerial remuneration of the Company, the Salary received by five (5) Directors of Total Securities Limited has been considered Nil for Previous year.			
(vi)	It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.	Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and Senior Management is as per the Remuneration Policy of the Company.			

Note: Rule 5 (1)(v), (vi), (vii), (ix), (x) and (xi) was omitted w.e.f. 30th June, 2016 vide as Notified by Ministry of Corporate Affairs vide Notification GSR.646(E)

* Mr. kamlesh vadilal Shah and Mr. Vijay Girdharlal Vora were appointed as Managing Director and Whole-time Director respectively w.e.f. 16th Jan. 2020.

** Mr. Rohin Gupta resigned from the Directorship of the Company w.e.f 16th April, 2019

*** Mr. Suresh Girdharlal Vora, Mr. Shyam Sundar Bihani & Mr. Rajesh Harsukhlal Modi were the Directors of Total Securities Limited (Transferor Company), However this Company has been merged into your Company (Transferee Company) w.e.f December 2019 and after amalgamation they were not appointed as Directors of your Company. Therefore, the remuneration received by them prior to the Amalgamation has been only shown here.

Pursuant to Amalgamation of Total Securities Limited (Transferor Company) with your Company (Transferee Company) during the year ended 2019-20, there has been a significant increase permanent employees at the lower levels on the rolls of the Company making it insignificant to compare the median remuneration of both the years. Hence, % Increase in median remuneration of employees in the financial year is negative.

36. Policy on Prevention of Sexual Harassment of Women at Workplace

Your Company is committed to provide a safe and secure environment to its women employees across its functions, as they are integral and important part of the organization. Your Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee (ICC) with requisite number of representatives has been set up to redress complaints relating to sexual harassment, if any, received from women employees and other women associates. The following is a summary of sexual harassment complaints received and disposed off during the financial year 2019-2020:

No. of Complaints received :	Nil
No. of Complaints disposed off :	Nil

37. Acknowledgements

Your Directors would like to express their sincere appreciation for the co-operation and assistance

received from the Company's Bankers, Regulatory Bodies, Stakeholders and other business associates who have extended their valuable sustained support and encouragement during the year under review.

Your Directors also wish to place on record their deep sense of gratitude and appreciation for the commitment displayed by all executives, officers and staff at all levels of the Company, resulting in the successful performance of the Company during the year under review. We look forward to your continued support in the future.

By Order of Board of Directors
For **Share India Securities Limited**

Parveen Gupta

Chairman & Managing Director
DIN: 00013926
Add: 179, Hargobind Enclave,
Delhi-110092

Sachin Gupta

CEO & Whole-Time Director
DIN: 00006070
Add: 306, Jagriti Enclave
Delhi-110092

Date: August 28, 2020

Annexures-1

Form No. MGT 9

EXTRACT OF ANNUAL RETURN
as on financial year ended on March 31, 2020

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

I REGISTRATION & OTHER DETAILS:

i	CIN	*L67120GJ1994PLC115132
ii	Registration Date	12/07/1994
iii	Name of the Company	SHARE INDIA SECURITIES LIMITED
iv	Category/Sub-category of the Company	Limited by Share / Non-Govt. Company
v	Address of the Registered office & contact details	*Unit No. 604A-B, 605A-B, Tower A, 6th Floor, World Trade Centre, Gift City, Block-51, Zone 5, Road 5E, Gandhinagar, Gujarat-382355
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any	Bigshare Services Private Limited Add: 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400059. Phone no.: 022-6263 8200

*The Registered office of your Company has been shifted to Unit No. 604A-B, 605A-B, Tower A, 6th Floor, World Trade Centre, Gift City, Block-51, Zone 5, Road 5E, Gandhinagar, Gujarat-382355 pursuant to approval of Ministry of Corporate affairs vide its certificate dated 30th July, 2020 and new Corporate Identification number (CIN) has allotted the Company i.e., L67120GJ1994PLC115132.

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No	Name and Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Own trading in Securities	64990	88.26
2	Brokerage / Commission Income	66120	11.28

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl. No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Share India Commodity Brokers Private Limited 6 th Milestone, New Bhai-Chara Complex, Opp Mata Mandir, Chikambarpur, UP Border, Sahibabad, Uttar Pradesh - 201006	U74210UP1993PTC051818	ASSOCIATE	37.12%	2(6)
2	Share India Capital Services Private Limited Office No. 138, Tower A, Corenthum Tower A 41 Sector-62 Noida Gautam Buddha Nagar UP - 201301	U65923UP2016PTC075987	SUBSIDIARY	100.00%	2(87)(ii)
3	Share India Securities (IFSC) Private Limited Unit No. 422, 14 th Floor, Signature Building, Block 13B, Zone-1, Gift SEZ, Gandhinagar, Gujarat - 382355	U67100GJ2016PTC094617	SUBSIDIARY	100.00%	2(87)(ii)
4	Share India Insurance Brokers Private Limited 14, Dayanand Vihar, Delhi East, Delhi - 110092	U66000DL2018PTC337469	SUBSIDIARY	100.00%	2(87)(ii)
5	Share India Fincap Private Limited (Formerly Windpipe Finvest Private Limited) 14, Dayanand Vihar, Backside Ground Floor, Vikas Marg Ext. Delhi - 110092	U65921DL1996PTC084042	SUBSIDIARY	100.00%	2(87)(ii)
6	Total Securities (IFSC) Private Limited Unit No. 207, 2 nd Floor, Signature Building, Block 13B, Zone-1, Gift SEZ, Gift City, Gandhinagar, Gujarat - 382355	U65900GJ2016PTC094634	SUBSIDIARY	100.00%	2(87)(ii)
7	Total Securities Overseas Limited C/o IQEQ, 33, Edith Cavell Street, 11324, Port -Louis, Mauritius	084091/C2/GBL	SUBSIDIARY	100.00%	2(87)(ii)

IV SHAREHOLDING PATTERN (Equity Share capital Break up as percentage of total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	1,62,31,396	-	1,62,31,396	66.46	1,62,31,396	-	1,62,31,396	50.87	(15.59)
b) Central Govt.or State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)	1,62,31,396	-	1,62,31,396	66.46	1,62,31,396	-	1,62,31,396	50.87	(15.59)
(2) Foreign									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	1,62,31,396	-	1,62,31,396	66.46	1,62,31,396	-	1,62,31,396	50.87	(15.59)
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII/S	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non Institutions									
a) Bodies corporates									
i) Indian	12,58,006	-	12,58,006	5.15	16,79,904	-	16,79,904	5.27	0.12
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakhs	11,81,994	-	11,81,994	4.84	10,28,602	-	10,28,602	3.22	(1.62)
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakhs	49,34,192	-	49,34,192	20.20	99,10,600	-	99,10,600	31.06	10.86
c) Others (specify)									
i) Trusts	1,000	-	1,000	0.004	-	-	-	0	(0.004)
ii) Clearing member	7,33,000	-	7,33,000	3.00	2,66,764	-	2,66,764	0.84	(2.16)
iii) Non Resident Indians (NRI)	40,000	-	40,000	0.16	29,719	-	29,719	0.09	(0.07)
iv) Hindu Undivided Family	-	-	-	0	27,13,603	-	27,13,603	8.51	8.51
v) Market Maker	45,000	-	45,000	0.18	46,000	-	46,000	0.14	(0.04)
d) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(2):	81,93,192	-	81,93,192	33.54	1,56,75,192	-	1,56,75,192	49.13	15.59
Total Public Shareholding (B)= (B)(1)+(B)(2)	81,93,192	-	81,93,192	33.54	1,56,75,192	-	1,56,75,192	49.13	15.59
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	2,44,24,588	-	2,44,24,588	100	3,19,06,588	-	3,19,06,588	100	0

(ii) Shareholding of Promoters

Sl. No.	Shareholders' Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change 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	Parveen Gupta	17,83,200	7.30	-	17,83,200	5.59	-	(1.71)
2	Parveen Gupta HUF	85,200	0.35	-	85,200	0.27	-	(0.08)
3	Suman Gupta	7,79,000	3.19	-	7,79,000	2.44	-	(0.75)
4	Rohin Gupta	13,23,312	5.42	-	13,23,312	4.15	-	(1.27)
5	Saurabh Gupta	13,64,412	5.59	-	13,64,412	4.28	-	(1.31)
6	Rachit Gupta	16,58,400	6.79	-	16,58,400	5.20	-	(1.59)
7	Rajesh Gupta	19,11,068	7.82	-	19,11,068	5.99	-	(1.83)
8	Rajesh Kumar HUF	89,600	0.37	-	89,600	0.28	-	(0.09)
9	Rekha Gupta	10,92,388	4.47	-	10,92,388	3.42	-	(1.05)
10	Agam Gupta	6,06,800	2.48	-	6,06,800	1.90	-	(0.58)
11	Yash Pal Gupta	14,70,600	6.02	-	14,70,600	4.61	-	(1.41)
12	Yash Pal HUF	78,800	0.32	-	78,800	0.25	-	(0.07)
13	Sachin Gupta	10,63,200	4.35	-	10,63,200	3.33	-	(1.02)
14	Sachin Gupta HUF	1,73,200	0.71	-	1,73,200	0.54	-	(0.17)
15	Saroj Gupta	17,33,600	7.11	-	17,33,600	5.43	-	(1.68)
16	Tripti Gupta	8,38,600	3.43	-	8,38,600	2.62	-	(0.82)
17	Subhash Rani	1,56,816	0.64	-	1,56,816	0.49	-	(0.15)
18	Prerna Gupta	23,200	0.09	-	23,200	0.07	-	(0.02)
Total		1,62,31,396	66.46	-	1,62,31,396	50.87	-	(15.59)

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

Sl. No.	Share holding at the beginning of the Year		Cumulative Share holding 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				
1	Parveen Gupta	17,83,200	7.30	-
2	Parveen Gupta HUF	85,200	0.35	-
3	Suman Gupta	7,79,000	3.19	-
4	Rohin Gupta	13,23,312	5.42	-
5	Saurabh Gupta	13,64,412	5.59	-
6	Rachit Gupta	16,58,400	6.79	-
7	Rajesh Gupta	19,11,068	7.82	-
8	Rajesh Kumar HUF	89,600	0.37	-
9	Rekha Gupta	10,92,388	4.47	-
10	Agam Gupta	6,06,800	2.48	-
11	Yash Pal Gupta	14,70,600	6.02	-
12	Yash Pal HUF	78,800	0.32	-
13	Sachin Gupta	10,63,200	4.35	-
14	Sachin Gupta HUF	1,73,200	0.71	-
15	Saroj Gupta	17,33,600	7.11	-
16	Tripti Gupta	8,38,600	3.43	-
17	Subhash Rani	1,56,816	0.64	-
18	Prerna Gupta	23,200	0.09	-
Total		1,62,31,396	66.46	-

Sl. No.	Share holding at the beginning of the Year		Cumulative Share holding during the year		
	No. of Shares	% of total shares of the company	No of shares	% of total shares of the company	
Date wise increase/decrease during the year		Though there has been no change in the shareholding of Promoters of the Company. However, the percentage of shares held by them has decreased as pursuant to Amalgamation of Total Securities Limited with Share India Securities Limited,the share capital of the Company has increased.			
At the end of the year					
1	Parveen Gupta	-	-	17,83,200	5.59
2	Parveen Gupta HUF	-	-	85,200	0.27
3	Suman Gupta	-	-	7,79,000	2.44
4	Rohin Gupta	-	-	13,23,312	4.15
5	Saurabh Gupta	-	-	13,64,412	4.28
6	Rachit Gupta	-	-	16,58,400	5.20
7	Rajesh Gupta	-	-	19,11,068	5.99
8	Rajesh Kumar HUF	-	-	89,600	0.28
9	Rekha Gupta	-	-	10,92,388	3.42
10	Agam Gupta	-	-	6,06,800	1.90
11	Yash Pal Gupta	-	-	14,70,600	4.61
12	Yash Pal HUF	-	-	78,800	0.25
13	Sachin Gupta	-	-	10,63,200	3.33
14	Sachin Gupta HUF	-	-	1,73,200	0.54
15	Saroj Gupta	-	-	17,33,600	5.43
16	Tripti Gupta	-	-	8,38,600	2.63
17	Subhash Rani	-	-	1,56,816	0.49
18	Prerna Gupta	-	-	23,200	0.07
Total		-	-	1,62,31,396	50.87

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

Sl. No	For Each of the Top 10 Shareholders	Name of 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
At the beginning of the year						
1		Satish Kumar Gupta HUF	5,16,000	2.11	-	-
2		Vijay kumar	2,45,000	1.00	-	-
3		Bhavya Arnav	2,58,000	1.06	-	-
4		Globe Capital Market Limited	5,00,000	2.05	-	-
5		Chakshu Goyal	2,94,000	1.20	-	-
6		Sunil Kumar Gupta	2,04,000	0.84	-	-
7		Anisha Fincap Consultants LLP	3,01,000	1.23	-	-
8		Ankit Mittal	2,03,000	0.83	-	-
9		LSC Securities Limited	2,22,000	0.91	-	-
10		Rimpi	2,61,000	1.07	-	-
Decrease in shareholding on 05/04/2019 (Sale in Open Market)						
		Rimpi	1,66,000	0.68	95,000	0.39
Decrease in shareholding on 12/04/2019 (Sale in Open Market)						
		LSC Securities Limited	1,23,000	0.50	99,000	0.41
Increase in shareholding on 26/04/2019 (Purchase in Open Market)						
		Shiv Prakash	5,00,000	2.05	5,00,000	2.05
Decrease in shareholding on 26/04/2019 (Sale in Open Market)						
		Global Capital Market Limited	5,00,000	2.05	0	0.00
Decrease in shareholding on 12/07/2019 (Sale in Open Market)						
		Ankit Mittal	40,000	0.16	1,63,000	0.67

Sl. No	For Each of the Top 10 Shareholders	Name of 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
Increase in shareholding on 30/08/2019 (Purchase in Open Market)						
		Anisha Fincap Consultants LLP	3,000	0.01	3,04,000	1.24
		Chakshu Goyal	99,000	0.41	3,93,000	1.61
		Ankit Mittal	1,872	0.01	1,64,872	0.68
Decrease in shareholding on 30/08/2019 (Sale in Open Market)						
		LSC Securities Limited	99,000	0.41	0	0.00
Increase in shareholding on 06/09/2019 (Purchase in Open Market)						
		Anisha Fincap Consultants LLP	2,000	0.01	3,06,000	1.25
		Ankit Mittal	3,143	0.01	1,68,015	0.69
Decrease in shareholding on 13/09/2019 (Sale in Open Market)						
		Anisha Fincap Consultants LLP	2,17,000	0.89	89,000	0.36
Decrease in shareholding on 20/09/2019 (Sale in Open Market)						
		Anisha Fincap Consultants LLP	58,000	0.24	31,000	0.13
Increase in shareholding on 26/09/2019 (Purchase in Open Market)						
		Ankit Mittal	34,985	0.14	2,03,000	0.83
Decrease in shareholding on 26/09/2019 (Sale in Open Market)						
		Anisha Fincap Consultants LLP	3,000	0.01	28,000	0.11
Increase in shareholding on 27/09/2019 (Purchase in Open Market)						
		Anisha Fincap Consultants LLP	1,000	0.00	29,000	0.12
Decrease in shareholding on 30/09/2019 (Sale in Open Market)						
		Rimpi	10,000	0.04	85,000	0.35
Decrease in shareholding on 04/10/2019 (Sale in Open Market)						
		Anisha Fincap Consultants LLP	2,000	0.01	27,000	0.11
Decrease in shareholding on 11/10/2019 (Sale in Open Market)						
		Anisha Fincap Consultants LLP	23,000	0.09	4,000	0.02
Increase in shareholding on 18/10/2019 (Purchase in Open Market)						
		Anisha Fincap Consultants LLP	43,000	0.18	47,000	0.19
Decrease in shareholding on 25/10/2019 (Sale in Open Market)						
		Anisha Fincap Consultants LLP	9,000	0.04	38,000	0.16
Increase in shareholding on 01/11/2019 (Purchase in Open Market)						
		Anisha Fincap Consultants LLP	2,000	0.01	40,000	0.16
		Sunil Kumar Gupta HUF	1,000	0.00	2,05,000	0.84
Increase in shareholding on 08/11/2019 (Purchase in Open Market)						
		Sunil Kumar Gupta HUF	2,000	0.01	2,07,000	0.85
Decrease in shareholding on 08/11/2019 (Sale in Open Market)						
		Anisha Fincap Consultants LLP	39,000	0.16	1,000	0.00
Increase in shareholding on 29/11/2019 (Purchase in Open Market)						
		Sunil Kumar Gupta HUF	2,000	0.01	2,09,000	0.86
Decrease in shareholding on 29/11/2019 (Sale in Open Market)						
		Anisha Fincap Consultants LLP	1,000	0.00	0	0.00
Increase in shareholding on 06/12/2019 (Purchase in Open Market)						
		Suresh Girdharlal Vora	8,000	0.03	8,000	0.03
Increase in shareholding on 13/12/2019 (Purchase in Open Market)						
		Suresh Girdharlal Vora	7,000	0.03	15,000	0.06
Increase in shareholding on 16/12/2019 (Allotment pursuant to merger)						
		Suresh Girdharlal Vora	6,97,040	2.18	7,12,040	2.23
		Shyam Sundar Bihani	6,32,000	1.98	6,32,000	1.98
		Rajesh Harsukhlal Modi	6,14,400	1.93	6,14,400	1.93
		Nita Kamlesh Shah	7,34,656	2.30	7,34,656	2.30
		Kamlesh vadilal Shah HUF	5,02,080	1.57	5,02,080	1.57
		Vijay Girdharlal Vora HUF	4,79,200	1.50	4,79,200	1.50
		Manju Devi Bihani	4,77,200	1.50	4,77,200	1.50
		Suresh Girdharlal Vora HUF	3,80,000	1.19	3,80,000	1.19

Sl. No	For Each of the Top 10 Shareholders	Name of 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
Increase in shareholding on 20/12/2019 (Purchase in Open Market)						
		LSC Securities Limited	45,823	0.14	45,823	0.14
Decrease in shareholding on 27/12/2019 (Sale in Open Market)						
		LSC Securities Limited	40,323	0.13	5,500	0.02
Increase in shareholding on 31/12/2019 (Purchase in Open Market)						
		Globe Capital Market Limited	5,000	0.02	5,000	0.02
Decrease in shareholding on 31/12/2019 (Sale in Open Market)						
		LSC Securities Limited	5,000	0.02	0	0.00
Decrease in shareholding on 03/01/2020 (Sale in Open Market)						
		Total Securities Limited	1,98,000	0.62	0	0.00
Increase in shareholding on 07/02/2020 (Purchase in Open Market)						
		Anisha Fincap Consultants LLP	11,000	0.03	11,000	0.03
		LSC Securities Limited	40	0.00	40	0.00
Decrease in shareholding on 14/02/2020 (Sale in Open Market)						
		Anisha Fincap Consultants LLP	11,000	0.03	0	0.00
		LSC Securities Limited	40	0.00	0	0.00
Increase in shareholding on 21/02/2020 (Purchase in Open Market)						
		LSC Securities Limited	500	0.00	500	0.00
		Anisha Fincap Consultants LLP	58,010	0.18	58,010	0.18
		Globe Capital Market Limited	10,342	0.03	15,342	0.05
Decrease in shareholding on 28/02/2020 (Sale in Open Market)						
		Anisha Fincap Consultants LLP	58,010	0.18	0	0.00
		LSC Securities Limited	500	0.00	0	0.00
		Globe Capital Market Limited	9,402	0.03	5,940	0.02
Increase in shareholding on 06/03/2020 (Purchase in Open Market)						
		Suresh Girdharlal Vora HUF	12,000	0.04	3,92,000	1.23
Decrease in shareholding on 06/03/2020 (Sale in Open Market)						
		Globe Capital Market Limited	940	0.00	5,000	0.02
Decrease in shareholding on 13/03/2020 (Sale in Open Market)						
		Nita Kamlesh Shah	1,00,000	0.31	6,34,656	1.99
Increase in shareholding on 19/03/2020 (Purchase in Open Market)						
		Vijay Girdharlal Vora HUF	5,000	0.02	4,84,200	1.52
Increase in shareholding on 20/03/2020 (Purchase in Open Market)						
		Rajesh Harsukhlal Modi	1,000	0.00	6,15,400	1.93
Increase in shareholding on 27/03/2020 (Purchase in Open Market)						
		Kamlesh vadilal Shah HUF	25,005	0.08	5,27,085	1.65
Increase in shareholding on 31/03/2020 (Purchase in Open Market)						
		Anisha Fincap Consultants LLP	57,175	0.18	57,175	0.18
		Suresh Girdharlal Vora HUF	17,000	0.05	4,09,000	1.28
#At the end of the year						
		Suresh Girdharlal Vora	-	-	7,12,040	2.23
		Nita kamlesh Shah	-	-	6,34,656	1.99
		Shyam Sundar Bihani	-	-	6,32,000	1.98
		Rajesh Harsukhlal Modi	-	-	6,15,400	1.93
		Kamlesh Shah HUF	-	-	5,27,085	1.65
		Satish Kumar HUF	-	-	5,16,000	1.62
		Shiv Prakash	-	-	5,00,000	1.57
		Vijay Girdharlal Vora HUF	-	-	4,84,200	1.52
		Manju Devi Bihani	-	-	4,77,200	1.50
		Suresh Girdharlal Vora HUF	-	-	4,09,000	1.28

*At the beginning of Financial Year 2019-20, the paid up shares of the Company were 24,424,588. However, pursuant to Amalgamation of Total Securities Limited with your Company and consequent allotment dated 16.12.2019 to shareholders of Total Securities Limited, the paid up shares of Company has been increased to 31,906,588. Therefore % above prior to the allotment has been calculated on the basis of 24,424,588 shares and post allotment on the basis of 31,906,588 shares.

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

Sl. No	For Each of the Directors and KMP	Name of Director / 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						
1		Parveen Gupta	17,83,200	7.30	-	-
2		Rajesh Gupta	19,11,068	7.82	-	-
3		Saroj Gupta	17,33,600	7.10	-	-
4		Sachin Gupta	10,63,200	4.35	-	-
5		Rohin Gupta*	13,23,312	5.42	-	-
6		Yash Pal Gupta*	14,70,600	6.02	-	-
7		Vikas Aggarwal	78,732	0.43	-	-
8		Vijay Kumar Rana	78,732	0.43	-	-
Shareholding as on 16/01/2020**						
		Kamlesh Vadilal Shah	-	-	9,52,564	2.99
		Vijay G Vora	-	-	6,94,000	2.18
Decrease in Shareholding on 13/03/2020						
		Kamlesh Vadilal Shah	4,00,000	1.52	5,52,564	1.73
Increase in shareholding on 27/03/2020						
		Kamlesh Vadilal Shah	20,000	0.06	5,72,564	1.79
At the end of the year						
1		Parveen Gupta	-	-	17,83,200	5.59
2		Rajesh Gupta	-	-	19,11,068	5.99
3		Saroj Gupta	-	-	17,33,600	5.43
4		Sachin Gupta	-	-	10,63,200	3.33
5		Kamlesh Vadilal Shah	-	-	5,72,564	1.79
6		Vijay Girdharilal Vora	-	-	6,94,000	2.18
7		Vikas Aggarwal	-	-	78,732	0.43
8		Vijay Kumar Rana	-	-	78,732	0.43

*On 16th April, 2019 Mr. Yash Pal Gupta, Mr. Rohin Gupta tendered their resignation from Directorship

**On 16th January, 2020 Mr. Kamlesh Vadilal Shah (Managing Director) and Mr. Vijay Girdharilal Vora (Whole Time Director) were appointed for their respective position in the Company.

At the beginning of Financial Year 2019-20, the paid up shares of the Company were 24,424,588. However, pursuant to Amalgamation of Total Securities Limited with your Company and consequent allotment dated 16.12.2019 to shareholders of Total Securities Limited, the paid up shares of Company has been increased to 31,906,588. Therefore % above prior to the allotment has been calculated on the basis of 24,424,588 shares and post allotment on the basis of 31,906,588 shares.

V INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	59,84,24,903.52	5,40,70,027.00	-	65,24,94,930.52
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	59,84,24,903.52	5,40,70,027.00	-	65,24,94,930.52
Change in Indebtedness during the financial year				
Additions	61,93,33,91,724.68	59,39,49,100.00	-	62,52,73,40,824.68
Reduction	61,77,14,06,321.73	56,02,47,969.00	-	62,33,16,54,290.73
Net Change	16,19,85,402.95	3,37,01,131.00	-	19,56,86,533.95
Indebtedness at the end of the financial year				
i) Principal Amount	76,04,10,306.47	8,77,71,158.00	-	84,81,81,464.47
ii) Interest due but not paid	15,00,851.00	25,92,580.00	-	40,93,431.00
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	76,19,11,157.47	9,03,63,738.00	-	85,22,74,895.47

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole Time Director and/or Manager

Sl. No	Particulars of Remuneration	Name of the MD/WTD/Manager						Total Amount
		Managing Director		Whole Time Director				
		Parveen Gupta	Kamlesh Vadilal Shah*	Saroj Gupta	Vijay Girdharlal Vora*	Rohin Gupta**	Sachin Gupta	
1	Gross salary							
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961	21,60,000	21,00,000	21,60,000	11,04,825	42,500	20,40,000	96,07,325
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-	-	-	-
2	Stock Option	-	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-	-
4	Commission	-	-	-	-	-	-	-
	as % of profit	-	-	-	-	-	-	-
	others (specify)	-	-	-	-	-	-	-
5	Others, please specify	-	-	-	-	-	-	-
	Performance linked incentive	-	-	-	-	-	12,00,000	12,00,000
	Bonus	-	5,25,000	-	-	-	-	5,25,000
	Total (A)	21,60,000	26,25,000	21,60,000	11,04,825	42,500	32,40,000	1,13,32,325
	Ceiling as per the Act	1,67,50,681	1,67,50,681	1,67,50,681	1,67,50,681	1,67,50,681	1,67,50,681	3,35,01,362

B. Remuneration to other directors

Sl. No	Particulars of Remuneration	Name of the Directors							Total
		Sulabh Jain	Sanjib Singh**	Jatinder Pal Singh	Lavesh Shyam Goyal*	Monil Ashok Gangar*	Nilesh Mahendra Shah*	Upasana Gupta*	
1	Independent Directors								
	(a) Fee for attending board committee meetings	18,000	10,000	2,000	-	-	-	8,000	38,000
	(b) Commission	-	-	-	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-	-	-	-
	Total (1)	18,000	10,000	2,000	-	-	-	8,000	38,000
2	Other Executive/Non Executive Directors	Rajesh Gupta	Shyam Sundar Bihani***	Suresh Girdharlal Vora***	Rajesh Harsukhlal Modi***	Yashpal Gupta**			
	(a) Fee for attending board / committee meetings	-	-	-	-	-	-	-	-
	(b) Commission	-	-	-	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-	-	-	-
	(i) Salary	-	10,60,959	6,83,400	6,44,160	-	-	-	23,88,519
	(ii) Bonus	-	2,53,653	1,70,850	1,25,190	-	-	-	5,49,693
	Total (2)	-	13,14,612	8,54,250	7,69,350	0	-	-	29,38,212
	Total (B)=(1+2)								29,76,212
	Ceiling as per the Act								33,50,136
	Total Managerial Remuneration (A+B)								1,43,08,537
	Overall Ceiling as per the Act								3,68,51,498

*On 16th January, 2020 Ms. Upasana Gupta tendered her resignation from the post of Independent Director of the Company and Mr. Lavesh Shyam Goyal (Additional Independent Director), Mr. Nilesh Mahendra Shah (Additional Independent Director), Mr. Monil Ashok Gangar (Additional Independent Director), Mr. Kamlesh Vadilal Shah (Managing Director) and Mr. Vijay Girdharlal Vora (Whole Time Director) have been appointed for their respective position in the Company.

** On 16th April, 2019 Mr. Yash Pal Gupta, Mr. Rohin Gupta tendered their resignation from Directorship & Mr. Sanjib Singh was appointed as Independent Director of the Company.

*** Pursuant to Amalgamation of Total Securities Limited with Share India Securities Limited, the remuneration paid to Directors of Total Securities Limited also forms part of the return.

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
1	Gross salary	Sachin Gupta	Vikas Aggarwal	Vijay Kumar Rana	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961	-	11,78,400	8,08,170	19,86,570
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of The Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	as % of profit	-	-	-	-
	others (specify)	-	-	-	-
5	Others, please specify	-	-	-	-
	Bonus	-	-	70,000	70,000
	Total	-	11,78,400	8,78,170	20,56,570

VII PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

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

Form No. MR-3

Secretarial Audit Report For The Financial Year Ended At March 31, 2020

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

To,
The Members,

SHARE INDIA SECURITIES LIMITED
Unit No 604A-B 605A-B 6th Floor Tower A
World Trade Centre Gift City Block-51 Zone-5
Road 5E Gift City Gandhinagar Gujarat- 382355

We have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Share India Securities Limited** (hereinafter called "the company") Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information(s), explanation(s) provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Share India Securities Limited for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: **(Applicable only to the extent of Overseas Direct Investment);**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 2014; **(Not applicable to the Company, as there was no such instance during the audit period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company, as there was no such instance during the audit period)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not Applicable as the Company is not registered as Registrar to issue and Share Transfer Agent)**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company, as there was no such instance during the audit period);** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company, as no such instance during the audit period)**

(vi) Management has identified and confirmed the following laws as being specifically applicable to the Company:

1. The Information Technology Act, 2000 and the rules made there under
2. The Indian Stamp Act, 1899 read with Indian Stamp (Delhi Amendment) Act, 2001 (on issue of Equity Share)
3. Income Tax Act 1961 & Rules 1962
4. Labour Laws
5. Cyber Laws
6. The Central Goods and Services Tax Act, 2017.
7. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
8. Securities and Exchange Board of India (Research Analysts) Regulations, 2014
9. Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020
10. Securities and Exchange Board of India (Stock Brokers) Regulations, 1992
11. Securities and Exchange Board of India (Intermediaries) Regulations, 2008

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

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- (ii) W.r.t. returns/records etc. under all Labour Laws- As per management's representation letter, the Company has complied with all the applicable Laws.
- (iii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement entered into 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;

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and a Women Director and also there is proper combination of 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.

As per the minutes of the Board and Committee meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion there are adequate systems and processes in place in the Company which is commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines;

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

We further report that during the financial year under review, following events / actions having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc., have occurred:

- (ii) Hon'ble National Company Law Tribunal, Allahabad Bench has vide its order dated 21st November, 2019 sanctioned the Scheme of Amalgamation by way of merger by absorption among Total Securities Limited and the Company and their respective Shareholders and Creditors under Section 230 to 232 of the Act.

This report is to be read with our letter of even date which is annexed as '**Annexure-I**' and forms an integral part of this report.

For **JAISWAL & ASSOCIATES**
(Company Secretaries)

Date: August 20, 2020
Place: Delhi

Akash Jaiswal
M. No. A48496
CP. No. 17704

‘Annexure-I’

To,
The Members,

SHARE INDIA SECURITIES LIMITED

Unit No 604A-B 605A-B 6th Floor Tower A
World Trade Centre Gift City Block-51 Zone-5
Road 5E Gift City Gandhinagar Gujarat- 382355

Our Secretarial Audit Report of even date, for the financial year 2019-20 is to be read along with this letter.

Management's Responsibility

1. It is the Responsibility of the Management of the Company to maintain Secretarial records, to devise proper systems to ensure the Compliance with the provisions of all applicable laws and Regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events.

Disclaimer

5. We have not verified the correctness and appropriateness of financial records and books of account of the Company.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy of effectiveness with which the management has conducted the affairs of the company.

For JAISWAL & ASSOCIATES
Practicing Company Secretaries
Firm Registration No: S2017DE483200

Date: August 20, 2020
Place: Delhi

Akash Jaiswal
M. No. A48496
CP. No. 17704

Management Discussion & Analysis

ECONOMIC OVERVIEW

The Indian economy grew by 4.2% in FY 2019-20 as against 6.1% in FY 2018-19 as per Central Statistics Office. Overall economic slowdown, severe liquidity crunch in the non-banking finance sector, and COVID-19 outbreak with a subsequent nationwide lockdown in March 2020 slowed down economic activity. The pandemic has led to significant growth downgrades for the Indian economy for the coming year. The IMF has forecasted the Indian economy to contract by 4.5% in FY 2020-21 with potential downsides. Growth is, however, expected to recover to 6% in FY 2021-22, buoyed by fiscal and monetary stimulus to limit the economic fallout.

The Government of India, in a bid to support the economy and tackle the challenges caused by the pandemic, announced a mammoth ₹ 20 lakh cr economic stimulus package, equivalent to 10% of India's GDP. This is in addition to ₹ 1.7 trillion relief package to alleviate hardships faced by the marginalized population. Prime Minister also called for 'Atmanirbhar Bharat Abhiyan' (self-reliant India mission) focused on promoting the use of locally made products to support the domestic companies. The Reserve Bank of India enforced a slew of monetary stimulus measures including rate cuts, moratorium on payment of loan installments, etc. to provide relief to borrowers in tough times while ensuring smooth functioning of financial sector.

The long-term growth prospects of the economy remain positive. Key reformative policies including Goods and Services Tax (GST), Insolvency and Bankruptcy Code (IBC), Foreign Direct Investment (FDI) liberalization, among others, have strengthened the fundamentals of the Indian economy. Recent measures such as corporate tax rate cuts, front-loaded infrastructure investment programs, bank recapitalization, and increasing assistance to the agriculture sector are likely to drive growth especially in non-urban segment. Particularly, reduced tax rates for individuals will put more disposable money in the hands of taxpayers and propel consumption.

INDUSTRY OVERVIEW

India has a diversified financial sector undergoing rapid expansion, both in terms of existing financial services firms and new entities entering the market. The sector comprises commercial banks, insurance companies, non-banking financial companies, mutual funds, pension funds, cooperatives, broking houses, and other financial entities. The Government and the Reserve Bank of India (RBI) have been undertaking dynamic reforms to liberalize and regulate the industry and broaden its reach in India. Favorable demographics, rising incomes, and evolving aspirations have been driving the demand for financial services across different income brackets in India.

Talking about challenges, we feel that industry is exposed to fierce competition. There will be few winners and many losers,

which shall drive industry to a phase of consolidation. Those with edge in technology and scale will survive and grow. We believe that this year will be an eventful year with developments in COVID-19 trajectory, success of vaccine, China, Elections in US and of course the initiatives of the Indian Government to put our economy on track, becoming the key areas to watch.

STOCK MARKET

In the current fiscal, while the economy has been reeling under the pressure of COVID-19 and nationwide lockdown, the equity trading volumes have been on the rise. FY 2019-20 overall has been a volatile year for Indian equity markets. Global factors like receding fear of US economy slowdown and trade disputes with China, and domestic factors like expansionary interest rate regime, FDI policy reform, bank recapitalization, and corporate tax reduction contributed to this. Nifty and Sensex touched their lifetime high during this phase. The year ended with major stock indices shedding all gains led by onset of COVID-19 pandemic which triggered a record ₹ 1.2 tn sell-off by foreign portfolio investors, leading to their worst performances in a financial year. However, the stock markets are now seen moving in a positive direction with increased liquidity and stability across the financial service spectrum.

FY 2019-20 also witnessed companies raising ₹ 91,670 cr through the initial public offerings (IPOs), which is 62% higher than ₹ 56,485 cr raised in FY 2018-19. Of the 13 IPOs, 11 companies had anchor investors, who collectively subscribed to 32% of the total public issue amount. Contribution from FPIs and domestic institutional investors was 21% and 11% of the amount respectively. Overall response to IPOs was further buoyed by strong listing performance during the year. Initiatives by the government towards ease of doing business, simplification of the IPO process, enhanced sectoral caps for institutions, tax exemptions and rebates will help maintain a robust business environment leading to a larger inflow of capital.

MUTUAL FUNDS

According to the Association of Mutual Fund in India (AMFI), the Assets Under Management (AUM) as on March 2020 stood at ₹ 22.26 tn, declining 5% during the year due to pressure on indices. The AUM growth slowed down in FY 2019 amid economic slowdown, weak corporate earnings and tight liquidity situation which resulted in increased redemption pressure as well as drop in investor confidence. Net inflows for the MF industry slowed down, however, have started to surge again as the market started showing healthy recovery post downfall in March 2020. A combination of factors, including healthy proliferation of asset management companies, consistent growth in Systematic Investment Plans (SIP) flows, strong participation of retail investors, and growing awareness about mutual funds as an investment alternative have been fueling the growth of India's mutual fund industry which continues to remain a strong structural story in India owing to financialization of Indian economy.

MERCHANT BANKING

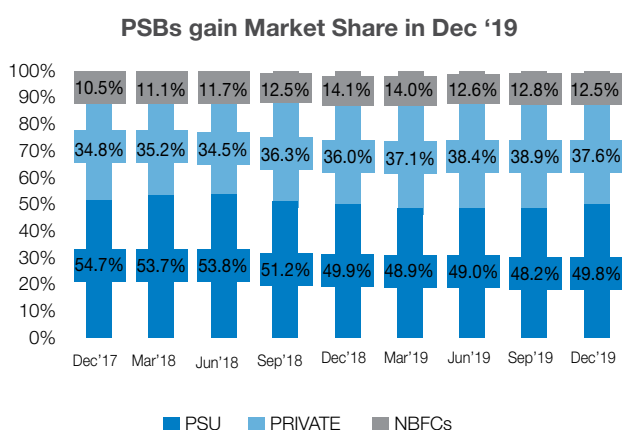
COVID-19 uncertainty, lockdown across the globe and its impact on GDP world over has impacted fundraising by corporate. However, with opening up of the economy and ample liquidity resulting from bold initiatives by the Central Banks across the globe has lifted the sentiment. As a result, we now see some major fundraising happening in the form of private placement and QIP. MSMEs constitute an important part of the Indian economy as they significantly contribute to the country's overall GDP, manufacturing output, and exports. MSMEs have long been recognized as key instruments for promoting equitable development, making their development extremely important to promote inclusive and sustainable growth and generation of employment opportunities across the country.

Non-Banking Finance Companies (NBFCs)

Growth of non-bank financial companies (NBFCs) has been pivotal in fulfilling credit requirements of the unserved and underserved markets over last few years. They are considered as an alternative to mainstream banking, providing credit access to unbanked customers having little to no credit history or profile leveraging their deep market understanding, unique business models and technology adoption. While the NBFC sector has recorded rapid growth during the last decade, since September 2018, it has been facing liquidity constraints following defaults of a few large NBFCs. However, the Government and the RBI have been taking constant measures to improve systemic liquidity and strengthen the governance framework of NBFCs.

Asset quality deterioration at NBFC's on average will be more severe than at banks because the former set focuses more on riskier segments. Funding costs are also higher for NBFC's as they lack access to low cost retail deposits. The extent of liquidity stress will depend on the number of customers seeking moratoriums and the degree of economic shock. The longer restrictions on economic activity remain, the longer it will take for loan repayments to return to normal levels even after moratorium period ends.

Share of Lending in MSME Segment



(Source: MSME Pulse, TransUnion CIBIL – April 2020)

COVID-19 Impact and Support Measures

The COVID-19 outbreak and subsequent nationwide lockdown has severely impacted the collection, disbursements, asset quality, and liquidity of NBFCs due to disruption in business activities. A recovery is likely in the second half of FY 2020-21; which in effect depends on the overall economic turnaround. Meanwhile, the central bank and government have announced numerous liquidity-boosting measures to help banks, NBFCs, and other financial intermediaries to deal with the liquidity challenges caused by the pandemic. Notable initiatives include:

- Targeted Long-Term Repo Operations (TLTRO) of ₹ 50,000 cr to enable NBFCs to lend to micro segments of each sector in the economy
- Special liquidity scheme of up to ₹ 30,000 cr for NBFCs, housing financiers, and microfinanciers
- Extension of partial credit guarantee scheme to cover lower-rated NBFCs to create liquidity of ₹ 45,000 cr
- Announcement of setting up of a collateral-free automatic loan provision worth ₹ 3 lakh cr for MSMEs in the form of a fully guaranteed emergency credit line

COMPANY OVERVIEW

Established in 1994, Share India Securities Ltd. (SISL) is one of India's leading financial services company with a vast network of 587 branches across 14 states. It offers a spectrum of financial products and personalized services, including equity broking, currency & commodity derivative, strategy based technology solution, depository participant services, research & analysis, mutual fund advisory and distributorship and portfolio management to retail and corporate clients. The Company's recent foray into merchant banking, insurance broking, and NBFC business has made it a 360-degree financial services conglomerate catering to a diversified client base. The Company leverages its robust in-house technology and automated trading platform to offer tech-based solutions to its clients and gain a distinct edge.

During the year under review, the Company completed the acquisition of Total Securities to expand its broking business. This landmark acquisition has resulted in multiple benefits including geographical expansion, product diversification, customer addition, leadership enhancement, strengthening of financials, among others. Now, the combined entity has strengthened operations and is able to scale benefits with a lot of doors unlocking at will. It will further help in rationalizing overheads, reduce cost of capital, and improve utilization of resources. SISL also ventured into the insurance broking segment in FY 2020 to cross-sell insurance products to its huge stock broking customer base and corporate sector. The Company has tied up with over 35 leading insurance companies for providing tailor-made insurance and risk mitigation solutions across Life, Health and General insurance. With low penetration and favorable demographics, insurance industry in India provides a significant room for growth.

The Company also ventured in the NBFC space inorganically by acquiring a group company with its entire team and relevant

experience post its IPO in 2017. This division is currently focused on commercial vehicle financing, personal loans, SME loans and loans against securities/commodities.

SISL's Wealth Advisory services include Mutual Funds (Advisory/ Distribution) and a PMS division. The Mutual Fund division achieved an AUM of ₹ 1,129 mn during FY 2019-20. The PMS division is led by an experienced and professional fund management team and offers customized investment solutions to the Company's HNI (high net worth individuals) clients.

BROKING AND DEPOSITORY	MERCHANT BANKING	MUTUAL FUNDS	INSURANCE
<ul style="list-style-type: none"> Equity / Derivatives Currency Commodity Depository 	<ul style="list-style-type: none"> IPO Valuation Advisory M&A 	<ul style="list-style-type: none"> Mutual Funds/IPO Fixed Deposit Capital Gain Bonds 7.75% RBI Taxable Bonds NPS Services 	<ul style="list-style-type: none"> General Insurance Life Insurance
	NBFC <ul style="list-style-type: none"> Loan Against Shares SME/Micro Loans Personal Loans 		

COMPETITIVE STRENGTHS

Dynamic Management

The Company is led by professional management team comprising experienced leader and young brigade of technocrats. The promoters are ably supported by skilled and professional managerial team. This dynamic team has been instrumental in creating best-in-class technology and processes to enhance customer experiences and lead to overall growth of the company.

Diverse Offerings

SISL's offerings comprise share broking and trading services in equity, futures & options, and currency derivatives, among others. It provides mutual fund advisory services to clients and has ventured into strategy based trading, merchant banking, insurance broking, and NBFC activities as well. This diversified range of financial services enables it to cater to varied requirements of its customers.

Leadership in low latency product

The Company is a market leader in low latency based trading platform, contributing significantly to derivative volumes of Stock and Commodity Exchange in India. This investment in technology has been the backbone of company for its growth in last decade. Company has been able to gain market share across exchange.

Technology Competence

The company has deployed state-of-the-art technology, adopted automated solutions, and digitized processes to ensure seamless services and high operational efficiency while including RMS. Its automated trading strategy based on algorithmic and quantitative trading solutions gives it a competitive edge in the marketplace.

Strong Customer Relationships

Customer service and experience is a top priority at SISL. The Company provides hassle-free and seamless services to

customers with faster turnaround times. Its relentless focus on client coverage, timely resolution of customer complaints, and customer satisfaction have helped it forge strong relationships with its customers, particularly, HNI clients.

Robust Risk Management

The Company has well-framed risk management policies for trading activities, including instruments, strategies, position and trading limits for trading desks, business units and/or individual traders, periodic stress testing and cash-flow. These procedures encompass the internal control system, customer margin requirement and risk management of entire trading desk. The risk management framework is reviewed and modified at periodic intervals. Resources in terms of people, process, and technology have been allocated to manage the risk management system of the Company.

FINANCIAL PERFORMANCE

SISL's revenue has grown at a healthy CAGR of 30.43% between FY 2015-16 and FY 2019-20. The Company registered a 35% growth in revenue during the year from ₹ 2,071.86 mn in FY 2018-19 to ₹ 2,793.46 mn in FY 2019-20. This was mainly due to operational and scale benefits of merger with Total Securities, constant investment in technology, R&D, focus on wholesale segment and strong asset liability management. SISL has, over the years, proven its expansion capability and has gained market share.

The CAGR in PAT over the period FY 2015-16 and FY 2019-20 was 44.32%. For FY 2019-20, the PAT grew from ₹ 249.93 mn in FY 2018-19 to ₹ 400.02 mn, registering a rise of 60%. This was primarily on account of scale synergies, growth on back of IPO and diversification into multiple revenue streams. EBITDA grew at a CAGR of 38.24% over the period FY 2015-16 and FY 2019-20. EBITDA for FY 2019-20 stood at ₹ 729.99 mn as compared to ₹ 527.36 mn in FY 2018-19, marking a growth of 38%.

The company has throughout its growth phase have kept focus on strong balance sheet. Company has been able to scale up by ploughing back its accrued earnings in margin accretive manner. Also, company's ability to build relationship across value chain, transparency and ability to retain talent has put the company on a road to consistent growth over the years. However, the company has now completed most of its business expansion that it planned 3 years ago during IPO. Company's would solely now like to keep focus on consolidating its businesses and grow each business – NBFC, Insurance broking and wealth management into a strong business with strong revenue streams for each one of them separately.

Significant Developments in Key Financial Ratios

	FY 2019-20	FY 2018-19	Variance
Operating Profit Margin	26.13%	25.43%	+70bps
Net Profit Margin	14.32%	12.06%	+226bps
Return on Average Net Worth	22.79%	17.07%	+372bps

RISKS AND CONCERNS

Risk	Impact of Risk	Mitigation Strategy
Economic and Political Risk	The financial sector is vulnerable to fluctuations in market conditions and political systems. Any unfavorable economic activities or political insurgencies may have an adverse impact on the financial services companies.	The Company has a strong presence in diverse financial segments with various value offerings and has built healthy relationships with clients and stakeholders. This insulates it from the risks arising from non-performance of any particular segment to protect the overall business.
Business Risk	Risks are an integral part of business. Company has strong presence in financial sector which has been flux for quite some time. Also, recent events of COVID-19 has brought business's ability to withstand uncertainty to the forefront.	The Company has in place risk management procedures for trading activities, including instruments, strategies, position and trading limits for trading desks, business units and/or individual traders, periodic stress testing and cash-flow. These procedures encompass its internal control system, customer margin requirement, and risk management of relationship managers. Further, it reviews and modifies such procedures at periodic intervals.
Competition Risk	The financial sector in India faces stiff competition from increasing number of companies entering the space to meet the rising customer requirements. Also, recent spurt of tech players to cater to growing retail segment in India has increased innovation in sector at large.	SISL offers a diverse range of products and services to its customers that are crucial at every stage of their financial lifecycle. The Company with technology infrastructure and knowledgeable team ensures providing superior services and wealth creation for the customers. Moreover, there remains a huge untapped and underserved market for the Company's products and services.
Operational Risk	Failure of technology systems or insufficient manpower may impact the operations of the Company.	The Company strives to constantly evaluate and upgrade technology and focuses on retention of personnel, while maintaining strong risk management norms and credibility with lenders.
Regulatory Risk	The financial sector is prone to frequent changes in rules and legislations, which may sometimes cause short-term hindrances, but may be beneficial in the long run.	SISL proactively foresees the potential regulatory changes and strives to implement them timely. In fact, SISL by virtue of its size is one of the partners with regulators for improving access to entire population in country.

GROWTH STRATEGIES

Strengthening Business

The Company aims to capitalize on its existing strengths, while at the same time consolidate its presence in business segments which are at nascent stage. SISL intends to enhance its penetration in high-potential NBFC and insurance broking division to strengthen its positioning as a full-fledged financial services company. This will enable the Company to increase its market share and achieve greater economies of scale.

Enhancing Client Base

SISL enjoys an unblemished reputation in market and strong relationships with all its stakeholders, which has been at the cornerstone of its continued success. The Company intends to bank on this strong reputation and goodwill to increase its clientele and grow business sustainably with diversified products and services.

Harnessing Technology

Technology is an important tool in the creation of consistent business value. The Company's robust technology-based trading platforms have resulted in increased speed and convenience leading to superior customer experience. Going forward, SISL continues to invest in adapting best technologies and practices to create a scalable business model, enhance business productivity, and increase operational efficiencies.

Empowering Human Capital

Recognizing that people are the most important asset of an organization, the Company offers a conducive work environment and myriad career opportunities to motivate its employees encouraging them to deliver improved services to clients. Additionally, it endeavors to upskill the employees to keep them abreast of the rapidly evolving technologies and processes.

OUTLOOK

With the economy reopening and markets more stable, financial services companies are looking for best ways to prepare themselves for the post-COVID-19 landscape. The pandemic will be a catalyst for greater digitization of the financial sector. From managing credit risks among borrowers to embracing digital initiatives to reemphasizing opportunities for revenue growth, financial services firms are now striving to adapt to the trends that are transforming the markets and customer behavior. Partnership opportunities will be immense, as incumbents make larger investments and pursue acquisition deals to accelerate their transformation efforts. Also, this would eventually lead to consolidation among various players as the new normal would entail coming together of smaller participants and create an impact greater than their cumulative sum.

Further, the financial services sector is poised to grow exponentially driven by rising incomes, heightened government focus on financial inclusion and digital adoption. The government has been implementing policies and regulations to boost its growth and expand the range of companies within the formal sector. Demand for investment is expected to rise with higher income levels and greater awareness about sophisticated, high-tech financial products and services.

All these developments augur well for the Company. Its bespoke products and services help clients meet their financial aspirations. Its retail broking and advisory business have gained significant traction. The Company is now focused on scaling its NBFC, Insurance Broking, and Merchant Banking business, and venture into trading of international stocks and commodities. Along with this, it also intends to open new branches and franchisees to increase its presence pan-India. With its robust capabilities and well-thought out strategy, the Company is well-positioned to exploit the opportunities and become an even bigger name in the financial services sector.

SISL intends to utilize its two decade experience of working with hedged strategies to expand its footprint geographically. International markets also complements our ambition of expanded trading product portfolio with strategies across equities, commodities, FX and other derivative products. Therefore, SISL has planned to incorporate a Singapore based Wholly-Owned Subsidiary (WOS) Company to trade on various international stock and commodity products.

SISL was at the forefront of systemic shift to consolidation of industry with product portfolio expansion in NBFC, Insurance and Wealth management etc. and solving client requirements through technology. Company's strong financials, relentless focus of return on capital and visionary leadership allowed it to take lead over its peers. Now that production expansion phase is over and merger with Total Securities Pvt Ltd is done, we believe we are rightly placed with strong balance sheet financials, powerful tech system and young able leadership.

In Share India Securities Ltd., technology has always played a crucial role. Going ahead, we want our company to be technology driven. Constant upgradation and development

in technology will be one of the focus areas. Also, use of technology in a way that helps us find and mitigate risks in a seamless way.

We believe that for a business to grow, consolidation in various verticles is required through right tie-ups and associations. Scalability of operations has been a key to our success and hence we aim to be in the top quartile in all our participating segments.

INTERNAL CONTROLS

The Company has a well-framed internal control system in place commensurate with the size and complexity of its business operations. This is in accordance with the criteria of essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls. Internal control systems are managed through several policies, procedures, and certifications. This ensures the reliability of financial reporting and the robustness of preparation of financial statements. An internal committee reviews the processes and controls at periodic intervals. Any deviations are highlighted to the Board and necessary action is taken thereafter.

The Company's internal control system ensures compliance with all the applicable statutes and regulations, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information. The statutory auditors, after reviewing the systems and processes, have confirmed the adequacy and effectiveness of the internal financial controls of the Company.

HUMAN RESOURCES

Employees are the most important asset of the Company. SISL strives to create a congenial and productive environment, wherein employees can grow both personally and professionally. The Company has a dedicated and highly skilled workforce, who by devising sound strategies, setting up systems and evolving business as per the needs of the industry, play a significant role in its sustainable growth. SISL is a growth-focused and forward-thinking organization. Regular skill development and training programs are conducted to enhance employee skills and capabilities.

In the current unprecedented scenario of COVID-19 pandemic, the Company adopted work from home policy to ensure employee safety and business continuity. Technology was leveraged to facilitate regular communication between employees and clients to ensure consistent connect and unrestricted services. As on March 31, 2020, the total employee strength of the Company stood at 1,297.

COVID-19 PROOF GROWTH

The global lockdown due to COVID-19 has resulted in a sharp pullback of economic activity. It is changing the way we live, work and use technology. The COVID-19 pandemic saw implementation of work from home policy. We have managed to efficiently depute our human resources such that our

business is largely unaffected. Continuous efforts have been put in to ensure that operative smoothness is maintained. Proper planning and execution of policies saw the business continue at the same levels even during the most affected period. Regular sanitization at the office premises among other practices ensured a hygienic environment of the highest standard.

We believe to have a very minimal or no impact on our broking business on account of COVID-19. Broking business has maintained pace since markets have been operational throughout COVID-19 induced lockdown phase. Retail participation actually has picked up.

Further, Insurance business has really picked up and our monthly average for premium collection is upward of ₹ 10 mn in a short span of 6 months of operations. As far as NBFC is concerned, we believe H1FY21 will have very low disbursements

and focus clearly is on collection. We would like to assure our stockholders that our underlying fundamentals remain firmly intact, due to strong handhold across our business segments and we are dedicated to continue the growth legacy for all our stakeholders in future.

CAUTIONARY STATEMENT

This Management Discussion & Analysis report makes forward looking statements based on certain assumptions and expectations of future events over which Share India Securities Ltd. exercises no control. SISL cannot guarantee their accuracy nor can it warrant that the same will be realized. Actual results could differ materially from those expressed or implied. Macro-economic factors such as demand, supply, global economic and geopolitical developments, government regulatory and tax framework, liquidity in the market etc. could impact the operations of SISL.

Annexure-4

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (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 of the web-link to the CSR Policy and projects or programs:

The objective of Company's CSR policy is to support the disadvantaged/marginalized cross section of the society by providing opportunities to improve the quality of life. Company's CSR policy is aimed at demonstrating care for the community through its focus on education and skill development. The CSR Policy recommended by the CSR Committee has been approved by the Board of Directors and is available on the Company's Website www.shareindia.com. However, during the Financial Year 2019-20 in the view of challenges faced due to Covid -19 pandemic, the Company also spent the amount from CSR corpus to combat the pandemic.

2. The Composition of the CSR Committee.

Your Company has constituted CSR Committee, in accordance with the CSR provisions u/s 135 and Schedule VII of the Companies Act, 2013 and the Rules made there under. The Composition of Committee is given herein below:

- 1 Sachin Gupta - Chairperson
- 2 Parveen Gupta - Member
- 3 Sulabh Jain - Member

For more details, please refer Corporate Governance Report forming part of this Annual Report.

3. Average Net Profit of the Company for last three Financial Years: ₹ 2043.29 Lakhs

4. Prescribed CSR Expenditure (Two percent of the amount as in item 3 above): ₹ 40.87 Lakhs

5. Details of CSR spent during the Financial Year:

- a. Total amount to be spent for the financial year: ₹ 52.34 Lakhs
- b. Amount unspent: ₹ 2.34 Lakhs
- c. Manner in which the amount spent during the Financial Year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No	CSR project or activity Identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise (₹ in Lakhs)	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto the reporting period (₹ in Lakhs)	Amount spent: Direct or through implementing agency
1	Hindu Kanya College	Promoting Education	Kapurthala, Punjab	12	Direct Expenditure	12	Direct
2	Matsyodari Shikshan Sanstha	Promoting Education	Jalna, Maharastra	100	Direct Expenditure	20	Direct
3	Jan Kalyan Shiksha Samittee	Promoting Education	Dheerpur, New Delhi	5	Direct Expenditure	5	Direct
4	Dhriti Foundation	Combating Pandemic Covid-19	Mysore, Chennai	3	Direct Expenditure	3	Direct
5	Sewa Bharti	Combating Pandemic Covid-19	Gole Market, New Delhi	10	Direct Expenditure	10	Direct
Total				130		50	

6. **In case the Company has failed to spend the two percent, of the average Net Profit of the last three Financial Years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.**

Since the whole process involves lot of pre-checks, the entire amount earmarked for the purpose could not be spent during the financial year. Therefore, an amount of ₹ 2,33,814/- remained unspent from the total fund reserved for CSR activities during the year 2019-20.

7. **A Responsibility Statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR Objectives and Policy of the Company.**

We hereby state that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Date: August 28, 2020

Parveen Gupta

DIN: 00013926

Chairman & Managing Director

Sachin Gupta

DIN: 00006070

CEO & Whole-Time Director

Annexure-5

Details of Top Ten Employees in terms of remuneration of the Company for F.Y. 2019-2020

Statement of particulars of employees pursuant to the provisions of section 197(12) of the Companies Act, 2013 read with rules 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 for the Year ended March 31, 2020.

Sl. No.	Name of the Employee	Designation of the Employee	Remuneration received (Yearly)	Nature of Employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	The age of such employee	The last employment held by the employee before joining the Company	The percentage of equity shares held by the employee in the company (himself along with spouse and dependant children)	Whether any such employee is a relative of any director or manager of the Company and if so, name of such director or manager
1	ABHISHEK SHUKLA	Manager-Trading Operations	5700000.00	Permanent	M.B.A; 12 Years of Experience	01/09/2019	36	N.A	0.00 ¹	NO
2	PRACHI GUPTA	Manager-Trading Operations	3860000.00	Permanent	M.A; 6 Years of Experience	01/11/2014	29	N.A	5.19	Yes; Relative of Mr. Rajesh Gupta
3	SONAM GUPTA	Manager-Trading Operations	3800000.00	Permanent	B.A; 5 Years of Experience	01/10/2015	30	N.A	4.15	Yes; Relative of Mr. Parveen Gupta
4	SHWETA SHUKLA	Manager-Trading Operations	3589200.00	Permanent	B.com, 9 Years of Experience	01/10/2019	32	N.A	0.00 ¹	NO
5	AVANTIKA SHUKLA	Manager-Trading Operations	3500000.00	Permanent	B.Com (Hons.); 7 Years of Experience	01/10/2019	28	N.A.	0.00 ²	NO
6	ROHIN GUPTA	Manager-Trading Operations	2997500.00	Permanent	10 th ; 5 years of Experience	01/10/2015	31	N.A	4.15	Yes; Son of Mr. Parveen Gupta
7	AGAM GUPTA	Manager-Trading Operations	3220000.00	Permanent	B.Com (Hons); 5 Years of Experience	01/10/2015	26	N.A	1.90	Yes; Son of Mr. Rajesh Gupta
8	UDAY SINGH RANA	Manager-Trading Operations	3000000.00	Permanent	B.A; 6 Years of Experience	01/06/2015	38	N.A	-	NO
9	SACHIN GUPTA	CEO & Whole Time Director	3240000.00	Permanent	B.Com; 15Years of Experience	01/04/2015	40	N.A	5.96	Director
10	KAMLESH VADILAL SHAH	Managing Director	2625000.00	Permanent	B.com, 24 Years of Experience	16/01/2020	60	N.A	3.78	Director

Note:

1. Mr. Abhishek Shukla and Mrs. Shweta Shukla together holds 3000 Shares of the Company as on March 31, 2020.
2. Mrs. Avantika Shukla holds 3000 Shares of the Company as on March 31, 2020.

Date: August 28, 2020

Sachin Gupta

CEO & Whole-Time director

Parveen Gupta

Chairman & Managing Director

Annexure-6

Details of employees who are in receipt of remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during the financial year 2019-20

- Details of employees who are in receipt of remuneration of not less than one crore and two lakh rupees, if employed throughout the financial year – NIL
- Details of employees who are in receipt of remuneration of not less than Eight lakh and fifty thousand rupees per month, if employed for a part of the financial year – NIL
- Details of employees who are in receipt of remuneration is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company:-

Sl. No.	Name of the Employee	Designation of the Employee	Remuneration received (Yearly)	Nature of Employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	The age of such employee	The last employment held by the employee before joining the Company	The percentage of equity shares held by the employee in the company (by himself or along with his spouse and dependent children)	Whether any such employee is a relative of any director or manager of the Company and if so, name of such director or manager
1	Shyam Sundar Bihani	Manager-Trading Operations	13,14,612	Permanent	HSC; 25 Years of Experience	09/12/2019	56	Total Securities Limited	3.44	No
2	Rohin Gupta	Manager-Trading Operations	29,97,500	Permanent	10 th ; 5 years of Experience	01/10/2015	31	N.A.	4.15	Yes; Relative of Mr.Parveen Gupta
3	Sonam Gupta	Manager-Trading Operations	38,00,000	Permanent	B.A; 5 Years of Experience	01/10/2015	30	N.A	4.15	Yes; Relative of Mr. Parveen Gupta
4	Prachi Gupta	Manager-Trading Operations	38,60,000	Permanent	M.A; 6 Years of Experience	01/11/2014	30	N.A	5.19	Yes; Relative of Mr. Rajesh Gupta

Sachin Gupta

CEO & Whole-Time director
DIN: 00006070

Parveen Gupta

Chairman & Managing Director
DIN: 00013926

Date: August 28, 2020

Report on Corporate Governance

[Part C of Schedule V of the SEBI (LODR) Regulations, 2015]

1. Company's Corporate Governance Philosophy

Corporate Governance is a process that aims to allocate corporate resources in a manner that maximizes value for all Stakeholders – shareholders, investors, employees, customers, suppliers, environment and the community at large and holds those at the helms to account by evaluating their decisions on transparency, inclusivity, equity and responsibility.

At Share India Securities Limited, we believe in adopting and adhering to the best recognized corporate governance practices and also believe that the best corporate governance practices are necessary to promote corporate fairness, transparency and accountability in the best interest of various Stakeholders of the Company.

We are committed to succeed by achieving highest standards of corporate behaviour towards everyone we work with, the communities we touch and the environment on which we have an impact. This is our road to consistent, competitive, profitable and responsible growth and creating long-term value for our shareholders, our people and our business partners. The above principles have been the guiding force for whatever we do and shall continue to be so in the years to come.

The Board of Directors ('the Board') is responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders. This

belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board and keep our governance practices under continuous review.

2. The Board of Directors

A. Composition of Board

The composition of the Board represents an optimum mix of executives and non- executives directors including women director and adequate number of independent directors having requisite skills and expertise and is in compliance with the provisions of Section 149 of the Companies Act, 2013 ("the Act") and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As on March 31, 2020, the Board comprised of 12(Twelve) Directors out of which of 5 (Five) were Executive Directors including 1 (One) Woman Director, 7 (Seven) were Non- Executives Directors including 6 (Six) Non-Executive Independent Directors. The Company has an Executive Chairman & he is Promoter of the Company and hence, 50% (Fifty Percent) of the Board members are Independent Directors.

The Composition of Board of Directors and in respect of each Director, Category of Directorship, Number of meetings attended, Attendance at the last AGM, directorship in listed entities, Chairmanship/membership in Audit/ Stakeholder Committee(s) including this Company including this Company as on 31.03.2020 are given below:

S. No.	Name of the Director	Category	Attendance at		No. of			Shareholding in the Company (equity shares of Rs. 10/- each)
			Board Meetings	Last AGM held on 26.09.2019	No of Directorship in listed entities including this listed entity	Number of memberships	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	
1	¹ Yashpal Gupta	Non-Executive Director-Promoter	2	NA	2	1	1	1,470,600
2	¹ Rohin Gupta	Executive Director	2	NA	1	0	0	1,323,312
3	Parveen Gupta	Executive Director-Promoter	14	Yes	1	0	0	1,783,200
4	Sachin Gupta	Executive Director-Promoter	12	Yes	1	2	0	1,063,200
5	Saroj Gupta	Executive Director	13	No	1	0	0	1,733,600
6	Rajesh Gupta	Non-Executive Director-Promoter	12	Yes	2	3	1	1,911,068
7	² Kamlesh Vadilal Shah	Executive Director	0	NA	1	0	0	572,564
8	² Vijay Girdharlal Vora	Executive Director	0	NA	1	0	0	694,000

S. No.	Name of the Director	Category	Attendance at		No. of			Shareholding in the Company (equity shares of Rs. 10/- each)
			Board Meetings	Last AGM held on 26.09.2019	No of Directorship in listed entities including this listed entity	Number of memberships	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	
9	Sulabh Jain	Non-Executive Director-Independent	3	No	1	2	1	0
10	¹ Sanjib Singh	Non-Executive Director-Independent	3	No	1	1	0	0
11	² Upasana Gupta	Non-Executive Director-Independent	1	NA	1	0	0	0
12	Jatinder Pal Singh	Non-Executive Director-Independent	1	No	1	0	0	0
13	³ Lavesh Shyam Goyal	Non-Executive Director-Independent	0	NA	1	0	0	110
14	² Monil Ashok Gangar	Non-Executive Director-Independent	0	NA	1	0	0	0
15	² Nilesh Mahendra Shah	Non-Executive Director-Independent	0	NA	1	0	0	0

Notes:-

- Mr. Yashpal Gupta and Mr. Rohin Gupta had resigned from Directorship of the Company w.e.f 16th April, 2019 and Mr. Sanjib Singh had been appointed as an Independent Director w.e.f 16th April, 2019.
- Mr. Kamlesh Vadilal Shah, Mr. Vijay Girdharilal Vora, Mr. Lavesh Shyam Goyal, Mr. Monil Ashok Gangar and Mr. Nilesh Mahendra Shah were appointed as Directors w.e.f 16th January, 2020 and Ms. Upasana Gupta resigned from Directorship w.e.f. 16th January, 2020.
- Name of the Other listed entities where the directors of the Company holds Directorship and the category of Directorship as on 31.03.2020 are as under:

Name of the Director	Name of other listed entity	Category
Rajesh Gupta	Akashdeep Metal Industries Limited	Executive Director- Promoter
Yash Pal Gupta	Akashdeep Metal Industries Limited	Non-Executive Director-Promoter

B. Meeting of Board of Directors

During the financial year ended 31.03.2020, the Board of Directors met 14 (Fourteen) times. The maximum gap between any two consecutive meetings was less

than one hundred and twenty days, as stipulated under the Companies Act, 2013, Regulation 17 of the Listing Regulations and Secretarial Standards. Dates on which meeting of Board of Directors were held on are given herein below:-

S. No.	Date of Board Meeting
1	03.04.2019
2	16.04.2019
3	30.05.2019
4	29.07.2019
5	28.08.2019
6	19.09.2019
7	31.10.2019
8	14.11.2019
9	16.12.2019
10	02.01.2020
11	16.01.2020
12	14.02.2020
13	07.03.2020
14	23.03.2020

The necessary quorum was present for all the meetings.

In certain cases, the approval of the board was taken by passing resolutions through circulation, as permitted by law, which were confirmed in the subsequent meeting of the Board of Directors.

During the year under review, the Minimum information required to be placed before the Board of Directors as specified in Part A of the Schedule II of SEBI (LODR) Regulations, 2015, to the extent applicable and deemed appropriate by the Management, was periodically placed before the Board for their consideration. This information was made available either as a part of the agenda papers or tabled before the Board Meeting at the time of meeting.

C. Disclosure of Relationships between Directors inter-se

As on 31.03.2020, the details of relationships between directors were as follows:

S. No.	Name of Director	Name of related Director with relationship
1	Parveen Gupta	Rajesh Gupta (Brother)
2	Sachin Gupta	Saroj Gupta (Mother)
3	Saroj Gupta	Sachin Gupta (Son)
4	Rajesh Gupta	Parveen Gupta (Brother)
5	Kamlesh Vadilal Shah	NIL
6	Vijay Girdharlal Vora	NIL
7	Sulabh Jain	NIL
8	Sanjib Singh	NIL
9	Jatinder Pal Singh	NIL
10	Lavesh Shyam Goyal	NIL
11	Monil Ashok Gangar	NIL
12	Nilesh Mahendra Shah	NIL

D. Details and disclosure for Independent Directors Familiarization program for Independent Directors

The Company has familiarized its Independent Directors regarding the Company and its policies, their roles, rights and responsibilities etc. Presentations were made by senior personnel of the Company to the Independent Directors covering nature of Industry, business model, business performance and operations, challenges & opportunities available etc. Certain programs were merged with the Board/Committee meetings for the convenience of the directors and some separate programs were also conducted for them as per their requirement. Over and above specific Familiarization Programs, presentations were also made at the Board meetings by MD & CEO / CFO covering performance of peer companies, Operational review of major operating subsidiaries, forex exposure, updates on capital expenditure, strategic and operational risks and its mitigation plan, business performance, operations, working capital management, major litigations and major achievements etc.

Further, the Directors were also encouraged to attend the training programs being organized by various regulators/bodies/institutions. The Details of Familiarization program for Independent Directors has been disclosed on the Company's website <http://www.shareindia.com>.

Opinion of the Board

Pursuant to Section 149(6) of the Act along with rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, the Independent Directors have provided an annual confirmation that they meet the criteria of independence, and in terms of Regulation 25(8) of the Listing Regulations, they also have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

Further, declaration on compliance with Rule 6(3) of the Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended by MCA's Notification dated 22nd October 2019 regarding the requirement relating to the enrolment in the Data Bank created by MCA for IDs, has been received from all the Independent Directors.

Resignation of Independent Director before the expiry of his/her tenure

Ms. Upasana Gupta, Independent Director of the Company resigned from the Directorship of the Company before expiry of her tenure due to her personal reasons and a copy of letter received from Ms. Upasana confirming non - existence of any material reasons for her resignation other than that provided has already been submitted to BSE and is available at the websites of the stock exchange at www.bseindia.com and of the Company at www.shareindia.com

E. Skills, expertise and competence of the Board

The Board of Directors is collectively responsible for selection of members on the Board. The Nomination and Remuneration Committee of the Company nominate candidates on the basis of well-defined selection criteria as set out herein below:

- composition of the Board, which is commensurate with the size of the Company, its portfolio, and its status as a listed Company;
- desired age and diversity on the Board;
- recommend to the Board remuneration policy for Directors, Key Managerial Personnel and Senior Management;
- size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with the requirements of law;
- professional qualifications, expertise and experience in specific area of relevance to the Company;
- recommend to the Board the appointment and removal of Directors and Senior Management;

- balance of skills and expertise in view of the objectives and activities of the Company;
- availability of time and other commitments for proper performance of duties;
- Succession planning for replacing Key Executives and overseeing
- formulate criteria for evaluation of Independent Directors and the Board.
- personal characteristics being in line with the Company's values, such as integrity, honesty, transparency and pioneering mindset etc."

In terms of requirement of Listing Regulations, the Board has identified the following skills / expertise / competencies in context of the business of the Company for effective functioning:

S. No.	Skills/Expertise/Competence	Description
1	Industry Knowledge/Experience	Knowledge or experience of Financial and Capital Markets, Understanding of Corporate laws, international laws, and other rules and regulations, knowledge of industry and contract management.
2	Technical Skills/Experience	Expertise in Accounting, Finance, Marketing, Information Technology, Risk Management, Strategic Management, Legal, Compliance and Governance.
3	Behavioral Competencies	Integrity and ethical standards, mentoring abilities and interpersonal relations

List of skills/expertise/competence of each director on the Board is mentioned herein under:

Name of Director	Skills/Expertise/Competencies		
	Industry Knowledge/Experience	Technical Skills/Experience	Behavioral Competencies
Parveen Gupta	√	√	√
Sachin Gupta	√	√	√
Saroj Gupta	√	-	√
Rajesh Gupta	√	√	√
Kamlesh Vadilal Shah	√	√	√
Vijay Girdharlal Vora	√	-	√
Sulabh Jain	-	√	√
Sanjib Singh	-	√	√
Jatinder Pal Singh	-	√	√
Lavesh Shyam Goyal	-	√	√
Monil Ashok Gangar	-	√	√
Nilesh Mahendra Shah	-	√	√

3. Board Committees

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities as mandated by applicable regulation, which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board and constituted in accordance with the provisions of Companies Act, 2013 and SEBI (LODR) Regulations to carry out clearly defined roles which are considered to be performed by Members of the Board, as a part of good governance practices. The Chairman of the respective Committee informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the meeting of all Committees are placed before the Board for review.

During the year, all recommendations of the Committees of the Board which were mandatorily required have been accepted by the Board.

The Board has formed the following 4 Committees:

I. Audit Committee

As required under Section 177 of the Companies Act, 2013 (the 'Act') and as per Regulation 18 of SEBI (LODR) Regulations, 2015, your Board has constituted a competent Audit Committee consisting of majority of Independent Directors as its members.

During the financial year 2019-20, the Members of Audit Committee met 5 (Five) times on 30.05.2019, 28.06.2019, 14.11.2019, 14.02.2020 and 19.03.2020.

The constitution and the numbers of meeting attended during the year are as under:

S. No.	Name of the Member	Category	Status	No. of Meetings	
				Held	Attended
1	Sulabh Jain**	Non- Executive Independent Director	Chairperson	5	4
2	Upasana Gupta*	Non- Executive Independent Director	Member	5	2
3	Sachin Gupta**	Executive Director	Member	5	5
4	Sanjib Singh*	Non- Executive Independent Director	Member	5	2

* Ms. Upasana Gupta has resigned from Membership of Audit Committee and Mr. Sanjib Singh has been appointed as Member of the Committee w.e.f. 16.01.2020

** Mr. Sulabh Jain was appointed as chairman of Audit Committee in place of Mr. Sachin Gupta w.e.f 16th April, 2019

The Company Secretary of the Company was the secretary of the Committee.

The Committee is governed by the terms of reference which are in line with the regulatory requirements

mandated by the Act and Listing Regulations. The Audit Committee ensures that it has reviewed each area that it is required to review under its terms of reference and under applicable legislation or by way of good practice. This periodic review ensures that all areas within the scope of the Committee are reviewed. The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and, inter-alia, performs the following functions:

- i. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- ii. Review and monitor the auditor's independence and performance and effectiveness of audit process;
- iii. Examination of the financial statements and the auditors' report thereon;
- iv. Approval or any subsequent modification of transactions of the company with related parties;
- v. Scrutiny of inter-corporate loans and investments;
- vi. Valuation of undertakings or assets of the company, wherever it is necessary;
- vii. Evaluation of internal financial controls and risk management systems;
- viii. Monitoring the end use of funds raised through public offers and related matters;

II. Nomination & Remuneration Committee (NRC)

As required under Section 178 of the Companies Act, 2013 (the 'Act') and as per Regulation 19 of SEBI (LODR) Regulations, 2015 your Company has a competent NRC consisting of 50% of Independent Directors as its members.

During the Financial Year 2019-20, the members of Nomination and Remuneration Committee met three (3) times on 03.04.2019, 28.08.2019, and 16.01.2020.

The constitution and the numbers of meeting attended during the year are as under:

S. No.	Name of the Member	Category	Status	No. of Meetings	
				Held	Attended
1	Sanjib Singh**	Non-Executive Independent Director	Chairperson	3	0
2	Upasana Gupta*	Non-Executive Independent Director	Chairperson	3	1
3	Yashpal Gupta*	Non-Executive Director	Member	3	1
4	Rajesh Gupta**	Non-Executive Director	Member	3	2
5	Sulabh Jain***	Non-Executive Independent Director	Member	3	2

* W.e.f. 16th April, 2019 Mr. Yashpal Gupta had resigned from Chairmanship of the Committee and Ms. Upasana Gupta replace him as Chairperson of the NRC committee. Also, Ms. Upasana Gupta had resigned from Chairmanship of the Committee w.e.f. 16th January, 2020.

** Mr. Rajesh Gupta has been appointed as member of NRC Committee w.e.f 16th April, 2019

**W.e.f 16th January 2020, Mr. Sanjib Singh had been appointed as member and Chairperson of NRC Committee.

The Committee is governed by the terms of reference which are in line with the regulatory requirements mandated by the Act and Listing Regulations. Brief of term of reference is as under:

The Nomination and Remuneration Committee is responsible for evaluating the balance of skills, experience, independence, diversity and knowledge on the Board and for drawing up selection criteria, ongoing succession planning and appointment procedures for appointments. The role of Nomination and Remuneration Committee, inter-alia, includes:-

- i. Identification of persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommendations to the board regarding their appointment and removal and evaluation of every director's performance.
- ii. Formulation of criteria for evaluation of Independent Directors and the Board.
- iii. Formulation of criteria for determining qualifications, positive attributes and independence of the director and recommend to the board a policy, relating to the remuneration for the directors, Key managerial personnel and other employees.
- iv. Formulating the policy to ensure that:-
 - a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
 - c) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Performance Evaluation

The Board has prepared performance evaluation policy for evaluating performance of Individual Directors including Chairman of the Company, Board as a whole and its

Committees thereof which is available at the website of Company at <https://www.shareindia.com/static/investor-policies.aspx>. The criteria of the Board evaluation includes Board composition, talent, experience and knowledge, presentations and discussions at the Board Meeting, frequency of the attendance at Board Meetings, feedback and suggestions given to the management and level of participation in the discussions etc.

The performance of Non-Independent Directors including Chairman of the Company and the Board as a whole, after taking views of the Executive and Non-Executive Directors were evaluated by the Independent Directors at their Meeting held on 05.06.2019. Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own, the Non Independent and Independent Directors individually as well as the evaluation of the working of various Committees at their Meetings held on 30.05.2019 in the manner prescribed in the Performance Evaluation Policy.

The evaluation of the Independent Directors were made on the basis of attendance at the Meeting of the Board, Committee and General Meeting, knowledge about the latest developments, contribution in the Board development processes, participation in the Meetings and events outside Board Meetings, expression of views in best interest of the Company, assistance given in protecting the legitimate interests of the Company, employees and investors, extending individual proficiency and experience for effective functioning and operations of the Company, etc.

Remuneration Policy

The Company's Remuneration Policy including criteria for making payments to Directors, Key Managerial Personnel and other Senior Personnel is available on the website of your Company at <https://www.shareindia.com/static/investor-policies.aspx>. There has been no change in the policy since last financial year. The Remuneration Policy is in consonance with the existing industry practice. The details of remuneration paid or payable to Executive Chairman, Managing Director & CEO and Executive Director for the FY 2019-20 is as under:

S. No.	Name of the Director	Salary	Bonus	Provident Fund	House Rent Allowance	Transport Allowance	Performance linked incentive	Total
1	Sachin Gupta	2,020,800	0	0	0	19,200	1,200,000	3,240,000
2	Parveen Gupta	2,140,800	0	0	0	19,200	0	2,160,000
3	Saroj Gupta	2,140,800	0	0	0	19,200	0	2,160,000
4	Kamlesh Vadilal Shah	1,872,000	525,000	21,600	187,200	19,200	0	2,625,000
5	Vijay Girdharlal Vora	682,416	220,965	114,000	68,244	19,200	0	1,104,825
6	Rohin Gupta	21,675	0		10,625	10,200	0	42,500

Further, the details of Sitting Fees and Commission on net profit paid or payable to Non-Executive Directors for the Financial Year 2019-20 is as under:

S. No.	Name of Director	Sitting Fees	Commission on Net Profit	Total
1	Rajesh Gupta	0	0	0
2	Yash Pal Gupta	0	0	0
3	Lavesh Shyam Goyal	0	0	0
4	Monil Ashok Gangar	0	0	0
5	Nilesh Mahendra Shah	0	0	0
6	Upasana Gupta	8000	0	8000
7	Sanjib Singh	10000	0	10000
8	Jatinder Pal Singh	2000	0	2000
9	Sulabh Jain	18000	0	18000

No severance pay is payable on termination of appointment. Further, no stock options had been issued by the Company during the period under review.

Notice Period & Service Contract

The Notice Period and Service contracts of Directors and KMP's of the Company are in accordance with the Nomination and Remuneration policy of the Company and their respective appointment letters.

Except as mentioned in the related party transactions in Note no. 40 of the Financial Statements of the Company and sitting fees that have been paid for attending of the board and committees thereof, the Company had no pecuniary relationship or transaction with Non-Executive Directors.

III. Stakeholders Relationship Committee (SRC)

As required under Section 178 (5) of the Companies Act, 2013 (the 'Act') and as per Regulation 20 of SEBI (LODR) Regulations, 2015 your Company has constituted SRC consisting of 50% of Independent Directors as its members during the financial year 2019-20. The members of Stakeholder & Relationship Committee met (4) four times on 16.04.2019, 11.07.2019, 10.10.2019 and 16.01.2020.

The composition of the Stakeholders Relationship Committee is in conformity with the Listing Regulations. The details of attendance of members and composition are as under:

S. No.	Name of the Member	Category	Status	No. of Meetings	
				Held	Attended
1	Rajesh Gupta*	Non-Executive Director	Chairperson	4	3
2	Parveen Gupta*	Executive Director	Member	4	1
3	Sachin Gupta	Executive Director	Member	4	4
4	Yashpal Gupta*	Non-Executive Director	Chairperson	4	1
5	Sulabh Jain**	Non-Executive-Independent Director	Member	4	0

* Mr. Yashpal Gupta and Mr. Parveen Gupta had resigned from Chairmanship of SRC Committee w.e.f. 16th April, 2019 and Mr. Rajesh Gupta had been appointed as Chairperson of SRC Committee w.e.f. 16.04.2019.

** Mr. Sulabh Jain has been appointed as member of SRC committee w.e.f 16th April, 2019.

Mr. Vikas Aggarwal, Company Secretary is the secretary of the Committee.

The details w.r.t. investors' complaints received by the company during the financial year 2019-20 are as follows:-

a)	Pending at the beginning of the year -	Nil
b)	Received during the year -	Nil
c)	Disposed off during the year -	Nil
d)	Remaining unresolved at the end of the year -	Nil

The role of Stakeholders Relationship Committee, inter-alia, includes:-

- Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measures of improving the system of redressal of Shareholders' /Investors' grievances.
- Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved by them.
- Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time.
- Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and
- Carrying out such others function as are mandated by SEBI (LODR) Regulations or any other regulatory enactment/directive.

IV. Corporate Social Responsibility Committee

The composition of the Corporate Social Committee is in conformity with Section 135 of Companies, Act, 2013. During the financial year 2019-20, the members of Corporate Social Responsibility Committee met (4) Four times on 30.05.2019, 31.10.2019, 14.02.2020 and 23.03.2020.

The composition of the committee and details of attendance of members are as under:

S. No.	Name of the Member	Category	Status	No. of Meetings	
				Held	Attended
1	Sachin Gupta	Executive Director	Chairperson	4	4
2	Parveen Gupta	Executive Director	Member	4	4
3	Sulabh Jain	Non-Executive Director	Member	4	0

The scope/terms of reference of Corporate Social Responsibility committee, inter-alia, includes:-

- To formulate and recommend to the Board of Directors, the Corporate Social Responsibility Policy, indicating the corporate social responsibility activities to be undertaken;

- (b) To recommend the amount of expenditure to be incurred on the corporate social responsibility activities;
- (c) To monitor the Corporate Social Responsibility Policy and its implementation by the company from time to time;
- (d) Any other matter as the CSR committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

4. GENERAL BODY MEETINGS

A. Details of the last three (3) Annual General Meetings (AGMs) held:

The details of the last three general body meetings held by the Company are given below:

Financial Year	Date and Time	Venue	Details of Special Resolution Passed; if any.
2016-17	30.09.2017 at 11 a.m.	6th Milestone, New Bhai Chara Complex, Opp Mata Mandir, Chikambarpur, U.P. Border, Sahibabad, Uttar Pradesh - 201006	Nil
2017-18	29.09.2018 at 11 a.m.	Hotel Radisson Blue H-3, ModiponVihar, Sector 14, Kaushambi, Ghaziabad Uttar Pradesh - 201010	Nil
2018-19	26.09.2019 at 5 p.m.	Fourth Floor, 56/33, Site IV, Industrial Area, Sahibabad, Ghaziabad, Uttar Pradesh - 201010	<ol style="list-style-type: none"> 1. Approval for the payment of additional remuneration in the form of incentives to Mr. Parveen Gupta, Chairman and Managing Director of the Board 2. Approval for the payment of additional remuneration in the form of incentives to Mr. Sachin Gupta, CEO and Whole-time Director of the Board 3. Approval for the payment of additional remuneration in the form of incentives to Mrs. Saroj Gupta, Whole-time Director of the Board

B. Postal Ballot

- i. The details of resolutions passed through Postal Ballot during the last year are as follows:

Name of Resolution	Type of resolution	No. of Votes Polled	Votes cast in favour		Votes cast against	
			No. of Votes	%	No. of Votes	%
Migration from BSE SME Platform to Main Board of BSE Limited	Special Resolution	1711917	1711917	100	0	0
Approval of Draft Scheme of Amalgamation of Total Securities Limited with Share India Securities Limited	Special Resolution	1275464	1077464	100	0	0

- ii. There is no special resolution proposed to be conducted through postal ballot as on the date of this report.
- iii. Details of the Person/s who conducted the Postal Ballot:
Mr. Ravi Shankar, Practicing Company Secretary of M/s Ravi Shankar & Associates, New Delhi, having CoP No. 18568, had been appointed as the Scrutinizer for conducting the postal ballot process (including e-voting process) in a fair and transparent manner, in respect of all the aforementioned postal ballots.
- iv. Procedure for Postal Ballot:
The postal ballot is conducted in accordance with the provisions contained in Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014. The Shareholders are provided the facility to vote either by physical ballot or through e-voting. The postal

ballot notice is sent to shareholders in electronic form to the email addresses registered with the depository or with the Company or with RTA (in case of email IDs are registered). For shareholders whose email IDs are not registered, physical copies of the postal ballot notice are sent by permitted mode along with postage prepaid self-addressed business reply envelope. The Company also publishes a notice in the newspapers in accordance with the requirements under the Companies Act, 2013.

The Company fixes a cut-off date to reckon paid-up value of equity shares registered in the name of shareholders for the purpose of voting. Shareholders may cast their votes through e-voting during the voting period fixed for this purpose. Alternatively, shareholders may exercise their votes through physical ballot by sending duly completed and signed forms so as to reach the scrutinizer before a specified date and time. After completion of scrutiny of votes, the scrutinizer submits his report to the Chairman and the results of voting by postal ballot are announced by the Chairman or any Director of the Company duly authorized within 48 hours of conclusion of the voting period. The results are also displayed on the website of the Company (www.shareindia.com) and on the notice board at the Registered Office of the Company, besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.

The resolutions, if passed by the requisite majority are deemed to have been passed on the last date specified for receipt of duly completed postal ballot forms or e-voting.

5. Means of Communication

a. Quarterly Results:

The Company has furnished Financial Results on the quarterly basis* to the Stock Exchange in the format and within the time period prescribed under the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are available at the website of the Stock Exchange at www.bseindia.com and at the company's website at www.shareindia.com. The date/s on which various periodical financial results were declared by the company during the financial year 2019-20 are as follows:

Description	Date
Unaudited Financial Results for the half year ended September 30, 2019*	14.11.2019
Unaudited Financial Results for the quarter / nine months ended December 31, 2019	14.02.2020
Audited Financial Results for the quarter/ financial year ended March 31, 2020	17.07.2020

*During the year 2019-20, the Company got migrated from SME Platform to Main Board of BSE Limited on December 2nd, 2019. Earlier it was required to report results on half year end basis only. Therefore, the results for the quarter ended 30th June, 2019 were not reported.

The Company generally/normally publishes its periodical Financial Results in Financial Express – English and Jansatta -Hindi.

The results of the Company, official news releases and presentations to institutional investors or analysts, if any, are hosted on the Company's website www.shareindia.com and are also displayed on the website of the Stock Exchange at www.bseindia.com.

6. General Shareholder Information:

1	Annual General Meeting to be held-date, time and venue	30.09.2020 at 05:00 P.M. through VC/OAVM mode
2	Financial year	April 01, 2019-March 31, 2020
3	Dividend payment date	The last date for payment of dividend was 6th April, 2020
4	Name and Address of Stock Exchange(s) at which the Equity Shares are listed	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Note: Annual Listing fees for the financial year 2019-20 has been duly paid to the above Stock Exchange
5	Stock Market Code	540725
6	In case the securities are suspended from trading, the directors' report shall explain there as on thereof	Not Applicable
7	Registrar to an issue and share transfer agents	Bigshare Services Private Limited
8	Share transfer system	All share transfer and other communications regarding share certificates, change of address, dividends, etc. should be addressed to the RTA. The Company obtains, from a company secretary in practice, half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations, and files a copy of the same with the Stock Exchange.

9	Dematerialization of shares and liquidity	The shares of the company are compulsorily to be traded in the Stock Exchanges in dematerialized form. To facilitate trading in demat form, in India, there are two depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company has entered into agreement with both these depositories. As on 31.03.2020, 100 % of the equity shares of the Company are in dematerialized form.
10	Outstanding global depository receipts or american depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity	There are no outstanding global depository receipts or american depository receipts or warrants or any convertible instruments issued by the Company.
11	Commodity price risk or foreign exchange risk and hedging activities	<p>Foreign Exchange Risk: Foreign exchange risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The company is not exposed to changes in any foreign exchange.</p> <p>Commodity Price Risk: Commodity price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. As the company is into the business of trading in equity, commodity and currency futures and options, the commodity price risk arising from financial assets such as trading in underlying commodities is minimal</p>
12	List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.	Nil

13. Market price data-high, low during each month in last financial year

Month	Share India Securities Limited			
	Open Price	High Price	Low Price	Close Price
Apr-19	78.0	85.0	73.0	78.5
May-19	79.7	80.0	70.6	80.0
Jun-19	82.0	82.0	76.6	80.5
Jul-19	80.0	80.0	71.0	73.0
Aug-19	70.0	74.0	61.6	67.0
Sep-19	65.5	67.0	60.8	65.5
Oct-19	65.5	67.1	60.5	65.0
Nov-19	64.5	79.0	61.1	78.7
Dec-19	85.0	90.0	75.0	79.2
Jan-20	79.3	80.0	61.0	73.8
Feb-20	73.0	82.5	67.1	70.0
Mar-20	70.5	74.0	36.2	47.3
Apr-20	54.8	70.5	45.1	63.8
May-20	62.0	65.0	52.5	61.2
Jun-20	55.7	75.0	55.0	69.6
Jul-20	68.9	104.9	63.1	98.2
Aug-20	99.0	108.0	90.1	99.8

14. Performance in comparison to broad-based indices such as BSE sensx, CRISIL Index etc

S&P BSE 500				S&P BSE Small Cap			
Open	High	Low	Close	Open	High	Low	Close
15,369.60	15,570.55	15,170.57	15,293.75	15,069.13	15,229.85	14,585.92	14,624.56
15,302.21	15,657.45	14,424.10	15,517.90	14,653.64	15,039.53	13,693.41	14,867.04
15,551.89	15,742.11	15,008.73	15,291.70	14,882.18	15,022.09	13,803.07	14,239.33
15,342.83	15,527.12	14,144.39	14,324.12	14,275.76	14,375.47	12,492.30	12,692.18
14,296.83	14,424.42	13,678.41	14,234.07	12,698.94	12,755.07	11,950.86	12,534.70
14,185.46	15,151.94	13,860.19	14,810.02	12,536.96	13,648.30	12,321.25	13,170.76
14,869.76	15,456.77	14,291.12	15,387.13	13,190.78	13,583.13	12,669.63	13,558.05
15,406.92	15,676.36	15,228.68	15,567.67	13,598.71	13,729.32	13,310.46	13,560.57
15,644.73	15,786.44	15,193.17	15,667.44	13,584.07	13,716.74	13,103.54	13,699.37
15,699.53	16,158.41	15,399.68	15,649.81	13,720.24	14,946.21	13,686.28	14,667.96
15,665.87	15,977.95	14,597.05	14,627.62	14,682.36	14,887.06	13,654.93	13,709.01
14,845.25	14,947.11	9,758.33	11,098.23	13,825.94	13,996.37	8,622.24	9,608.92
11,126.44	12,760.95	10,498.79	12,721.00	9,642.76	11,204.15	9,379.26	11,101.84
12,422.44	12,432.27	11,483.74	12,414.85	11,031.00	11,031.00	10,348.83	10,892.60
12,587.98	13,790.81	12,493.50	13,438.14	11,044.96	12,801.11	11,032.21	12,380.75
13,472.23	14,571.36	13,431.20	14,346.18	12,393.14	13,076.38	12,363.73	13,021.76
14,353.01	15,120.04	14,174.24	15,081.94	13,058.96	14,909.34	13,043.93	14,855.09

15. Distribution of Shareholding

Details of distribution of shareholding of the equity shares of the Company by size and by ownership class on March 31, 2020 is given below:

Shareholding pattern by size as on March 31, 2020

Number of Equity Shares held	Total no. of Shareholders	% of Shareholders	Total Number of Shares held	% of Share holding
up to 5000	438	68.11%	7,33,414	2.30%
5001 – 10000	69	10.74%	5,50,267	1.72%
10001 and above	136	21.15%	3,06,22,907	95.98%
Total	643	100%	3,19,06,588	100%

Shareholding pattern by ownership as on March 31, 2020

Particulars	% of Shareholders		% of Shareholding		% of Shareholders		% of Shareholding	
	No. of Shares Held		No. of Shares Held		No. of Shares Held		No. of Shares Held	
Promotor & Promotor Group	2.92	1,62,31,396	50.87	3.79	1,62,31,396	66.46		
Public	97.08	1,56,75,192	47.13	96.21	81,93,192	33.54		
Total	100	3,19,06,588	100	100	2,44,24,588	100		

16. Address for Correspondence

COMPANY	Registrar and Share Transfer Agent
Mr. Vikas Aggarwal Company Secretary & Compliance Officer 14, Dayanand Vihar, Ground Floor, Near Karkardooma Metro Station, Vikas Marg Ext., Delhi – 110092, Tel. No. :+91-11-43011000 Fax No. :+91-11-43011052 vikas_cs@shareindia.com	Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059, Maharashtra. Tel. No. :+91-22-6263 8200 Fax No. :+91-22-6263 8299 investor@bigshareonline.com

17. Plant Locations

The Company is in the business of broking and distribution; therefore, it does not have any manufacturing plants.

7. Other Disclosures

A. Disclosures on materially significant related party

The Company has not entered into any Material significant Related Party Transaction that may have potential conflict with the interests of listed entity at large during the year. Also, in line with requirements of the Act and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is available on the website of the Company at <https://www.shareindia.com/static/investor-policies.aspx>.

A detailed note on related party transactions has been provided in the Directors' Report. Members may also refer to Note No 40 to the Standalone Financial Statement which sets out related party disclosures pursuant to Ind AS.

B. Details of Non Compliance by the Listed Entity, Penalties or strictures imposed on the listed entity by Stock Exchanges, SEBI or any statutory authority, on any matter related to the capital markets during the last three years.

There was no case of any non-compliance by the Company during the last three years. Further no penalty and/or strictures had been imposed on the Company by SEBI, Stock Exchange or any statutory authority, on any matter related to the Capital Market during last three years.

C. Whistle Blower Policy / Vigil Mechanism

The Company has established a Vigil Mechanism / Whistle Blower Policy to provide a framework to promote responsible and secure whistle blowing. It protects Stakeholders'/Directors'/Employees' wishing to raise a concern about serious irregularities within the Company. The policy has been uploaded on the website of the Company at <https://www.shareindia.com/files/investorrelations/policies/SISL-Whistle-Blower-MechanismWhistle-Blower-Mechanism.pdf>.

No personnel in the Company had been denied access to the Audit Committee or its Chairman during the financial year 2019-20.

D. Compliance with Mandatory Requirements

The Company has complied with all applicable mandatory requirements of the Listing Regulations during the financial year 2019-20. Further, quarterly compliance report on Corporate Governance, in the prescribed format, duly signed by the compliance officer is submitted regularly to the Stock Exchange.

E. Policy on Material Subsidiary

The Company has adopted a Policy for determination of Material Subsidiary in line with the requirements of the Listing Regulations. The objective of this policy is

to lay down criteria for identification and dealing with material subsidiaries and to formulate a governance framework for subsidiaries of the Company. The policy on Material Subsidiary is available on the website of the Company at <https://www.shareindia.com/static/investor-policies.aspx>.

F. Disclosure on Commodity Price Risks or Foreign Exchange Risk and Hedging Activities

Foreign Exchange Risk: Foreign exchange risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The company is not exposed to changes in any foreign exchange.

Commodity Price Risk: Commodity price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. As the company is into the business of trading in equity, commodity and currency futures and options, the commodity price risk arising from financial assets such as trading in underlying commodities is minimal.

G. Utilization of funds raised through Preferential Allotment or Qualified Institutions Placement

No funds were raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of Listing Regulations

H. Confirmation and Certifications

On an annual basis, the Company obtains from each Director details of the Board and Board Committee positions he/she occupies in other Companies, and changes, if any, regarding their Directorships. The Company has obtained a certificate from M/s Jaiswal & Associates, Company Secretaries (Firm Registration No. S2017DE483200), confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs or any such authority and the same forms part of this report as Annexure- A

I. Disclosure on Recommendation of Committee

During the year, all recommendations of the Committees of the Board which were mandatorily required have been accepted by the Board. There have been no instances where such recommendations have not been considered.

J. Details of Fees paid to Statutory Auditor

M/s. SVP & Associates, Chartered Accountants (Firm Registration Number 003838N) are the Statutory Auditors of the Company. The details of total fees paid by your Company and its Subsidiaries to M/s. SVP & Associates and all the entities in the network firm / network entity of

which Statutory Auditors is a part during the financial year 2019-20 is as under:

S. No.	Nature	Amount (In Rs.)
1	Audit Fees	300000
Total		300000

K. Disclosures under Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The details in relation to Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is as under:

No. of Complaints filed during the Financial Year: Nil

No. of Complaints disposed off during the Financial Year: Nil

No. of Complaints pending as at end of the Financial Year: Nil

For more details, please refer Clause 36 of the Directors Report of the Company.

L. Disclosure on compliance with Corporate Governance Requirements specified in Listing Regulations

The Company is in compliance with the requirements of Sub-Paras (2) to (10) of Part C (Corporate Governance Report) of Schedule V of the SEBI (LODR) Regulations, 2015.

The Company is in compliance with the requirements stipulated under regulation 17 to 27 read with Schedule V and regulation 46 of SEBI (LODR) Regulations, 2015, as applicable, as amended from time to time.

M. Part E of Schedule II of SEBI (LODR) Regulations, 2015

- As on date, the Company has an Executive Chairman.
- The results of the Company are disseminated to Stock Exchange, published in the newspaper and are also posted on the websites of the Company.
- The Company's financial statement for the year 2019-20 does not contain any audit qualification.
- The internal auditors report directly to the Audit Committee and make presentations to the Audit Committee on their reports.

Annexure-A**CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE REGARDING
DISQUALIFICATION OF DIRECTORS**

(As Per Schedule V of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015)

To,
The Members,
Share India Securities Limited
Unit No. 604A-B,
605A-B, 6th Floor,
Tower A, World Trade Centre,
Gift City, Block-51, Zone-5,
Road 5E, Gift City,
Gandhinagar,
Gujarat- 382355

To the best of our information, according to explanations given, documents and confirmation provided by the Company we hereby certify that as on March 31, 2020, None of the Directors on the Board of the Company had been debarred or disqualified from being appointed or continuing as Director of the Company by SEBI, MCA or any such Statutory Authority.

For **JAISWAL & ASSOCIATES**
Company Secretaries

Date: August 10, 2020
Place: New Delhi

Sd/-
Akash Jaiswal
MNo. 48496
CP No. 17704

CERTIFICATION BY CHIEF EXECUTIVE OFFICER OF THE COMPANY

I declare that all Board Members and Senior Management Personnel have affirmed compliance with the code of conduct for the financial year 2019-20.

Place : New Delhi
Date : August 18, 2020

Sachin Gupta
CEO & Whole Time Director

CERTIFICATE ON CORPORATE GOVERNANCE

To
Members of
Share India Securities Limited
Unit No 604A-B 605A-B 6th Floor Tower A
World Trade Centre Gift City Block-51
Zone-5 Road 5e Gift City Gandhinagar
Gujarat- 382355

1. This certificate is issued in accordance with the terms of our engagement letter dated 10th June, 2020.
2. We, M/s Jaiswal & Associates, Company Secretaries, the Secretarial Auditors of Share India Securities Limited ("the Company") have examined the compliance of conditions of Corporate Governance by the Company for the year ended on 31st March, 2020, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

Management's Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Company Secretaries of India (the "ICSI").

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V to the Listing Regulations during the year ended 31st March, 2020.
8. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Jaiswal & Associates**
Practicing Company Secretary

Sd/-

Mr. Akash Jaiswal

Membership No: 48496

COP No: 17704

UDIN: A048496B000584966

Place: Delhi

Date: August 17, 2020

Independent Auditor's Report

To
The members of
Share India Securities Limited

Report on the audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **SHARE INDIA SECURITIES LIMITED**, ("the company") which comprise the Balance Sheet as at **March 31, 2020**, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows for the year ended, and notes to the Standalone financial Statements, including 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 Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its profit, total comprehensive income, its cash flows and the changes in equity 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 ("KAM") are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Ind AS financial statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Ind AS financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Standalone Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
(a) Transition to Ind AS accounting framework (as described in note 47 of the Ind AS financial statements)	
Refer note 2.1 for significant accounting policies and note 47 for reconciliation.	Our procedures in respect of the first time adoption of Ind AS framework included, but were not limited to, the following:
As disclosed in note 2.1 to the financial statements, the Company has adopted the Indian Accounting Standards notified under section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) ('Ind AS'); 1st April 2018 being the transition date and prepared the first set of financial statements under Ind AS framework in the current year.	Design / controls
	<ul style="list-style-type: none"> Assessed the design, implementation and operating effectiveness of key internal controls over management's evaluation of transition date choices and exemptions availed in line with the principles under Ind AS 101.
	Substantive tests
For periods up to and including the year ended March 31, 2019, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ('previous GAAP').	<ul style="list-style-type: none"> Evaluated the implementation of exemptions availed by the Company in accordance with the requirements of Ind AS 101, First Time Adoption of Indian Accounting Standards (Ind AS 101).

Key audit matters	How our audit addressed the key audit matter
<p>This change in the financial reporting framework required an end-to-end evaluation of the potential impact on each component of the financial statement which involved significant efforts. This process also required the management to apply significant judgments to identify and elect appropriate accounting policies suitable for various transactions and balances relating to the operations of the Company including electing of available options for transition of balances as at the transition date from the previous GAAP to the new GAAP.</p> <p>Further, the first time preparation of the Ind AS financial statements involved preparation and presentation of additional notes and disclosures as required by the Ind AS framework as compared to the previous GAAP in addition to Note 47 to the financial statements setting forth the reconciliation of balances from previous GAAP to the new GAAP as at the transition date, and the impact of restatement on the results of the comparative period due to such transition. The areas where there were a significant impact on account of first time adoption involved the following standards amongst others:</p> <ol style="list-style-type: none"> Ind AS 109, Financial Instruments – Fair Valuation of Investments Ind AS 107, Financial Instruments: Disclosures <p>Considering the significance of the event in the current year to the financial statements, the complexities and efforts involved, this matter has been identified as a key audit matter for the current year audit</p>	<ul style="list-style-type: none"> Evaluated the accounting policies adopted by the Company on transition to Ind AS and assessed its appropriateness and the requirements of relevant accounting standards under the Ind AS framework. Assessed areas of significant estimates and management judgment in line with principles under Ind AS. Evaluated the appropriateness and adequacy of disclosures in financial statements.
<p>(b) Litigation pertaining to direct tax matters</p> <ul style="list-style-type: none"> As disclosed in note 28 of the standalone Ind AS financials statements, the Company has pending litigations on account of direct tax matters amounting to ₹ 80,30,825. The Management applies significant judgment in estimating the likelihood of the future outcome in each case based on its own past assessments, judicial precedents and opinions of experts/legal counsels when considering whether and how much to provide or in determining the required disclosure for the potential exposure. Due to inherent complexity and magnitude of potential exposures, we regard this as key audit matter. 	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Obtained and read the list of direct tax assessment/ litigations for movements from previous periods; Read the orders passed during the year; For appeals filed during the year, read and assessed correspondence/grounds of appeal filed by the Company; Assessed opinions obtained by the management, from independent tax experts/counsels; We have also involved our direct tax experts to evaluate management's assessment of possible outcome of disputes and; Considered the disclosures in note 28 made in relation to these direct tax matter for compliance with disclosure requirements.
<p>(c) IT systems and controls</p> <p>Financial accounting and reporting processes, especially in the financial services sector, are fundamentally reliant on IT systems and IT controls to process significant transaction volumes, hence we identified IT systems and controls over financial reporting as a key audit matter for the Company.</p> <p>Automated accounting procedures and IT environment controls, which include IT governance, general IT controls over program development and changes, access to programs and data and IT operations, are required to be designed and to operate effectively to ensure reliable financial reporting.</p>	<ul style="list-style-type: none"> We tested the design and operating effectiveness of the Company's IT access controls over the information systems that are important to financial reporting and various interfaces, configuration and other identified application controls. We tested IT general controls (logical access, changes management and aspects of IT operational controls). This included testing requests for access to systems were reviewed and authorized.

Key audit matters	How our audit addressed the key audit matter
	<ul style="list-style-type: none"> We tested the Company's periodic review of access rights. We also tested requests of changes to systems for approval and authorization. In addition to the above, we tested the design and operating effectiveness of certain automated controls that were considered as key internal controls over financial reporting.
(d) Business combination - Acquisition of Total Securities Limited	
<p>The Company acquired 100% of the shares of Total Securities Limited (TSL) through Scheme of Amalgamation vide the NCLT order dated November 21, 2019 and accounted for this acquisition as a business combination as per Ind AS 103 with effect from November 21, 2019 by recognizing identifiable assets and liabilities (including contingent liabilities) acquired at fair value (refer note 48 to the standalone Ind AS financial statements).</p> <p>The measurement of the identifiable assets and liabilities acquired at fair value is inherently judgmental.</p> <p>In deriving the fair values of Assets and Liabilities, we rely on the qualification and competence of the registered valuers, being members of recognised professional bodies and found the methodology used to be in line with generally accepted market practices and the key assumptions used were within the range of market data.</p> <p>Given the complexity and judgement involved in fair value measurements and magnitude of the acquisition made by the Share India Securities Limited, this is a key audit matter.</p>	<p>The procedures performed by the auditors, as reported by them, included the following:</p> <ul style="list-style-type: none"> Reading the documents pertaining to the acquisition to understand the key terms and conditions of the acquisition; Assessing the competence, capabilities and objectivity of the experts engaged by the Total Securities Limited and gaining an understanding of the work of the experts by reviewing the valuation reports; Reviewed and challenged the reasonableness of key assumptions, purchase price allocation adjustments and the identification and valuation of acquired intangible assets based on our knowledge of the Company and the industry and; Accordingly, opening balance sheet as at April 1, 2018, comparative financial information for the year ended March 31, 2019 and the accompanying standalone financial statements for the year ended March 31, 2020 have been adjusted to account for the aforesaid merger.
(e) Revenue Recognition	
<p>Company has multiple income generating operations but majority of which have their origin from the Share Trading activities at Stock Exchange and Brokerage.</p>	<ul style="list-style-type: none"> Major revenue generating activities were Brokerage and the company's own Pro trading activities. Hence our prime focus was over the Brokerage Income and Pro trading activities since the management is involved themselves in such operations. Accordingly, in our audit process we focused over the internal control set up by the management and had to check the policies set up by the management for charging the commission from the clients. To test whether the commission rates used to calculate commission revenue were consistent with the underlying agreements & evaluating the effect on the financial statements of recognizing commission revenue on trade date rather than on a settlement date basis. Once the brokerage percentage is set, then until the management decides to alter the percentage after negotiating with the client, brokerage will be charged uniformly through automated processes placed through the software. Therefore, we checked the automated procedure in the software and similarly tested the system generated reports. Share India Securities Ltd likewise other stock broker companies provide the facilities of margin to the client depending upon the value of securities the client provides to the company.

Key audit matters	How our audit addressed the key audit matter
	<ul style="list-style-type: none"> • Therefore to test the risk that the company undertakes while providing margin facility to the clients, we tested the value of securities of the clients and focused on The VAR amount prescribed by the Exchange. • To test how Share India Securities Limited generate and record revenue transaction throughout the transaction lifecycle and to ensure completeness of transactions.

Information other than the Standalone Financial Statements and Auditors Report Thereon

The Company's Board of Directors is responsible for other information. The other Information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Chairman's Statement and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon. The Board's Report including Annexures to Board's Report, Chairman's Statement and Shareholder's Information is expected to be made available to us after the date of this auditor's report.

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 in the course of our audit, or otherwise appears to be materially misstated.

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

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue

as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's 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 skepticism throughout the audit. We also:

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

Other Matters

The comparative financial information of the Company for the year ended March 31, 2020 included in these standalone

financial statements have been prepared after adjusting previously issued standalone financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 to comply with Ind AS. These adjustments have been audited by us.

The transition date opening balance sheet as at 1st April 2018 included in these standalone financial statements, have been prepared after adjusting previously issued the standalone financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 to comply with Ind AS.

Our opinion on the standalone financial statements is not modified in respect of the above matters on the comparative financial information.

Report on Other Legal and Regulatory Requirements

1. As required by section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
2. As required by The Companies (Auditors Report) order 2016, the order issued by Central government of India in terms of sub section (11) of section 143 of the Act, we give in the "**Annexure-A**", a statement the matters specified in paragraph 3 and 4 of the said Order.
3. As required by Section 143(3) of the Act, based on our audit 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.
 - 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 Standalone Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company, as detailed in note 28 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at March 31, 2020;
 - ii. The company does not have any long-term contracts, but has made requisite provision for derivative contracts under the applicable law or accounting Standards for any foreseeable losses, if any;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

FOR **M/s SVP AND ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN: 003838N

CA. SUDARSHAN KUMAR
(PARTNER)
M. No. 089797
UDIN: 20089797AAAACI4097

Place: New Delhi
Date: July 17, 2020

Annexure-A to the Independent Auditor's Report

of Even Date on the Standalone Financial Statements of SHARE INDIA SECURITIES LIMITED

A statement as required on the matter specified in the paragraph 3 & 4 of The Companies (Auditors Report) Order 2016, the order issued by Central government of India in terms of sub section (11) of section 143 of the Act,

- (i) (a) The company has maintained proper records showing full particulars including quantitative details & situation of its fixed assets.
- (b) All the assets have been physically verified by the management during the year, which in our opinion is reasonable having regard to the size of the company & the nature of its assets. No discrepancy was noticed on such verification.
- (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds/registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings, are held in the name of the company as at the balance sheet date.
- (ii) The Securities held as stock in trade in dematerialized form have been verified by the management with the statement of holdings provided by Central Depository Services Limited (CDSL) at reasonable intervals during the year. The Company also has stock of commodity which have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. No discrepancies were noticed in respect of securities verified as compared to book records.
- (iii) According to the information & explanation given to us & based on audit procedures conducted by us, the Company has granted loans to three parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to these parties are not, prima facie, prejudicial to the interest of the Company.
- b) In our opinion, schedule of repayment of principal has been stipulated and repayments and receipts are regular as per stipulations.
- c) There are no overdue amounts for more than 90 days in respect of the loan granted to party listed in the register maintained under section 189 of the Act.
- (iv) According to the information & explanation given to us and based on the audit procedure conducted by us,

we are of the opinion that company has complied with the provisions of Section 185 and 186 of the Companies Act 2013, in respect of loan, investments, guarantees & securities.

- (v) The company has not accepted any deposit from public during the year, within the meanings of sections 73 to 76 of the Act or any other relevant provision of the Companies Act 2013 and rules made there under.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records u/s 148 of the Act, in respect of services carried out by the company.
- (vii) (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, Employees State Insurance, Income Tax, Sales Tax, Goods and Service Tax, duty of customs, Duty of Excise, Value Added Tax, Cess & any other statutory dues applicable to it & there are no undisputed dues outstanding as on March 31, 2020 for a period of more than six months from the date they became payable.
- (b) According to the information & explanations given to us and based on the audit procedure conducted by us, we are of the opinion that there were no dues of Income Tax, Sales Tax or Goods and Service Tax or Duty of customs or Duty of excise or Value Added Tax that have not been deposited on account of any dispute except of following.

Nature of Statute	Nature of Dues	Amount (in ₹)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	68,48,210/-	AY 2009-10	Assessing Officer
Income Tax Act, 1961	Income Tax	9,14,245/-	AY 2008-09	Assessing Officer
Income Tax Act, 1961	Income Tax	2,68,370/-	AY 2015-16	Assessing Officer

- (viii) In our opinion & according to the information & explanation given to us and based on the audit procedure conducted by us, the company has not defaulted in the repayment of Loans or Borrowings from banks or Financial Institution. The company has not taken any loan from Government nor issued any debenture.
- (ix) In our opinion & according to the information & explanation given to us, the company has utilized the term loan for the purpose for which it has been obtained and the company has not made any public offer during the year.

- (x) To the best of our knowledge and according to the information & explanations given to us, no fraud by the company or no fraud on the company by its officer or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) The company is not a Nidhi Company; as such the clause is not applicable.
- (xiii) In our opinion and according to the information & explanation given to us, the company is in compliance with section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) The company has not made any preferential allotment/ private placement of shares or partly Convertible debenture during the year under review.
- (xv) According to the information and explanation given to us and based on the audit procedure conducted by us, we are of the opinion that the company has not entered into any Non-cash transaction with directors or persons connected with him.
- (xvi) As the information & explanation given to us and in our opinion, the company is not required to be registered u/s 45 IA of the Reserve Bank of India Act 1934.

FOR **M/s SVP AND ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN: 003838N

CA. SUDARSHAN KUMAR
(PARTNER)

Place: New Delhi
Date: July 17, 2020

M. No. 089797
UDIN: 20089797AAAACI4097

Annexure-B to the Independent Auditor's Report

of Even Date on the Standalone Financial Statements of SHARE INDIA SECURITIES LIMITED

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

To
The Members of
SHARE INDIA SECURITIES LIMITED

We have audited the internal financial controls over financial reporting of **SHARE INDIA SECURITIES LIMITED** as of **March 31, 2020** 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 aspects, an adequate internal financial controls system over financial reporting and such financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR **M/s SVP AND ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN: 003838N

CA. SUDARSHAN KUMAR
(PARTNER)

Place: New Delhi
Date: July 17, 2020

M. No. 089797
UDIN: 20089797AAAACI4097

Standalone Balance Sheet

as at March 31, 2020

		(Amount in ₹)		
Particulars	Note No.	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
A ASSETS				
1 Non-current assets				
(a) Property, plant and equipment	3 a)	32,91,18,412	34,71,41,966	38,05,42,091
(b) Capital work-in-progress		-	-	-
(c) Investment Property		-	-	-
(d) Goodwill		-	-	-
(e) Other intangible assets	3 b)	15,10,949	28,55,651	48,58,749
(f) Intangible assets under development		-	-	-
(g) Biological Assets other than Bearer Plants		-	-	-
(h) Financial assets				
(i) Investments	4 a)	25,84,27,112	21,05,25,088	12,36,39,255
(ii) Trade Receivables		-	-	-
(iii) Loans and Advances	5 a)	-	6,52,515	6,52,515
(iv) Other financial assets	6 a)	32,61,24,900	44,82,77,987	24,99,73,363
(j) Deferred tax assets (net)	7	6,54,80,690	5,82,51,821	5,00,52,161
(j) Other Tax assets (net)		-	-	-
(k) Other non-current assets	8 a)	3,70,85,040	2,50,15,430	1,92,16,430
Sub-total - Non-Current Assets		1,01,77,47,104	1,09,27,20,458	82,89,34,564
2 Current assets				
(a) Inventories	9	16,27,50,787	20,57,23,793	12,70,99,743
(b) Financial assets				
(i) Investments	4 b)	28,82,82,525	12,96,28,468	37,64,80,096
(ii) Trade receivables	10	5,81,94,929	11,40,06,982	19,52,45,577
(iii) Cash and cash equivalents	11	39,64,04,962	28,03,51,026	11,25,48,128
(iv) Bank Balance Other than Cash and cash equivalents	12	1,48,54,50,472	86,47,62,500	43,62,25,000
(v) Loans and Advances	5 b)	23,45,163	1,94,58,250	2,13,97,798
(vi) Other financial assets	6 b)	39,43,75,721	9,99,81,747	18,08,45,859
(c) Current Tax assets (net)	13	13,49,07,069	11,96,07,666	11,25,48,128
(d) Other current assets	8 b)	1,48,03,739	2,93,63,706	1,37,67,290
Sub-total - Current Assets		2,93,75,15,366	1,86,28,84,138	1,48,36,93,653
TOTAL - ASSETS		3,95,52,62,470	2,95,56,04,596	2,31,26,28,217
B EQUITY AND LIABILITIES				
Equity				
(a) Equity Share capital	14	31,90,65,880	24,42,45,880	24,42,45,880
(b) Other equity	15	1,52,22,09,212	1,29,56,37,793	1,10,18,01,611
Sub-total - Shareholders' funds		1,84,12,75,092	1,53,98,83,673	1,34,60,47,491
LIABILITIES				
1 Non-current liabilities				
(a) Financial liabilities				
(i) Borrowings	16 a)	11,20,476	15,59,514	31,53,315
(ii) Trade Payables:-				
(A) Total Outstanding dues of Micro and Small Enterprises; and		-	-	-
(B) Total Outstanding dues other than Micro and Small Enterprises		-	-	-
(iii) Other financial liabilities other than (i) and (ii) above		-	-	-
(b) Provisions	17 a)	1,01,66,184	1,13,12,342	1,17,43,112
(c) Deferred tax liabilities (net)		-	-	-
(d) Other non-current liabilities		-	-	-
Sub-total - Non-current liabilities		1,12,86,660	1,28,71,856	1,48,96,427
2 Current liabilities				
(a) Financial liabilities				
(i) Borrowings	16 b)	84,93,64,589	64,80,76,823	39,01,39,734
(ii) Trade Payables:-				
(A) Total Outstanding dues of Micro and Small Enterprises; and		-	-	-
(B) Total Outstanding dues other than Micro and Small Enterprises	18	83,39,16,898	53,36,93,880	38,09,65,423
(iii) Other financial liabilities other than (i) and (ii) above	19	2,61,83,077	1,58,20,289	44,84,267
(b) Other current liabilities	20	28,25,92,935	10,70,86,623	9,30,70,975
(c) Provisions	17 b)	11,06,43,218	9,81,71,452	8,30,23,900
(d) Other tax liabilities (net)		-	-	-
Sub-total - Current liabilities		2,10,27,00,717	1,40,28,49,067	95,16,84,299
TOTAL - EQUITY AND LIABILITIES		3,95,52,62,470	2,95,56,04,596	2,31,26,28,217
Corporate Information	1			
Significant Accounting Policies	2			
Notes to accounts forming Part of Financial Statements	28-51			

As per our report of even date annexed

For SVP & Associates

Chartered Accountants

FRN : 003838N

Sudarshan Kumar

(Partner)

M. NO. 089797

For **M/s. Share India Securities Ltd.**
Parveen Gupta

Managing Director

DIN 00013926

Sachin Gupta

CEO (WTD)

DIN 00006070

Vijay Kumar Rana

Chief Financial Officer

PAN AEMPR0458R

Vikas Aggarwal

Company Secretary

M. No. 5512

Place : Sahibabad

Date : July 17, 2020

Standalone Statement of Profit and Loss

for the year ended March 31, 2020

(Amount in ₹)

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
1.a. Revenue from Operations	21	2,43,23,96,075	1,85,97,33,822
1.b. Other Income	22	16,74,55,757	11,28,54,870
1. Total Income(net) [1.a. + 1.b.]		2,59,98,51,832	1,97,25,88,692
2. Expenses [sum of (a) to (f)]		2,16,20,37,083	1,63,34,68,631
a) Purchases of Stock in Trade	23	4,39,97,465	-
b) Changes In Inventories of Finished Goods, Stock in Trade and Work-in-progress	24	(4,39,97,465)	-
c) Employee benefits expense	25	50,91,56,415	38,13,75,521
d) Depreciation and amortisation expense	3	4,40,05,887	4,61,23,705
e) Finance Costs	26	10,00,92,096	6,71,06,237
f) Other expenses	27	1,50,87,82,686	1,13,88,63,169
3. Profit from ordinary activities before exceptional items (1-2)		43,78,14,748	33,91,20,061
4. Exceptional Items - net credit / (charge)		-	-
5. Profit from Ordinary Activities Before Tax (3+4)		43,78,14,748	33,91,20,061
6. Tax expense			
a. Current Tax		11,00,29,996	11,10,95,317
b. MAT Credit		-	(17,35,708)
c. Tax adjustment for the earlier years		-	1,33,45,972
d. Deferred Tax	7	(72,28,869)	(81,99,661)
7. Net Profit from Continuing Operations [5-(6a.+6b.+6c.+6d.)]		33,50,13,621	22,46,14,140
8. Profit / (Loss) from Discontinued Operations (after tax)		-	-
9. Net Profit for the period (7+8)		33,50,13,621	22,46,14,140
10. Other Comprehensive Income			
(a) (i) Items that will not be re-classified to Profit or Loss			
- Components of defined benefit costs		60,08,995	-
(ii) Income Tax relating to those items		-	-
(b) (i) Items that will be re-classified to Profit or Loss			
- Net Gain on Fair Value of Current Investments		(2,04,21,462)	(1,94,31,283)
(ii) Income Tax relating to those items		-	-
Total Other Comprehensive Income (a+b)		(1,44,12,467)	(1,94,31,283)
11. Total Comprehensive Income/Loss for the period (net of tax) (9+10)		32,06,01,154	20,51,82,857
12. Paid up Equity Share Capital (face value Re. 10 per share)		31,90,65,880	24,42,45,880
13. Earnings Per Share (EPS) (of Re. 10/- each) (not annualised):	31		
(a) Basic EPS - ₹		10.50	7.04
(b) Diluted EPS - ₹		10.50	7.04

As per our report of even date annexed
For SVP & Associates
Chartered Accountants
FRN : 003838N

For **M/s. Share India Securities Ltd.**

Sudarshan Kumar
(Partner)
M. NO. 089797

Parveen Gupta
Managing Director
DIN 00013926

Sachin Gupta
CEO (WTD)
DIN 00006070

Vijay Kumar Rana
Chief Financial Officer
PAN AEMPR0458R

Place : Sahibabad
Date : July 17, 2020

Vikas Aggarwal
Company Secretary
M. No. 5512

Standalone Cash Flow Statement

for the year ended March 31, 2020

		(Amount in ₹)	
Particulars	As at March 31, 2020	As at March 31, 2019	
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit Before Tax	43,78,14,748	33,91,20,061	
Adjustments for:			
Add:			
Depreciation	4,40,05,887	4,61,23,705	
Interest charges	8,42,72,664	5,66,61,510	
Remeasurement of Defined Benefit Plan in OCI	60,08,995	-	
	57,21,02,295	44,19,05,275	
Less :			
Interest received	14,43,70,353	9,58,30,711	
Dividend Income	2,11,60,520	46,61,673	
Profit on Sale of Investments	14,37,963	-	
Profit on Sale of Property, Plant & Equipments	-	59,55,257	
Foreign Currency difference	-	12,49,439	
Net Loss on Financial Assets measured at FVOCI (net)	2,04,21,462	1,94,31,283	
Interest On deposit at amortised cost	-	31,931	
	18,73,90,298	12,71,60,295	
Operating profit before working capital changes	38,47,11,997	31,47,44,980	
Adjustment for:			
Trade receivables	5,58,12,052	8,12,38,595	
Inventories	4,29,73,006	(7,86,24,050)	
Trade & Other payables	30,02,23,018	15,27,28,457	
Other Liabilities & Provisions	18,22,60,029	2,70,83,335	
Other receivables / Current Assets	(29,51,33,409)	3,05,97,894	
Cash generated from Operations before Tax	67,08,46,694	52,77,69,212	
Direct Tax Paid (Net)	(9,50,95,317)	(8,25,64,538)	
Net Cash flow from operating activities	57,57,51,377	44,52,04,674	
B. Cash flow from Investing Activities			
Purchase of Property, Plant & Equipments	(2,46,37,631)	(3,68,38,349)	
Sale of Property, Plant & Equipments	-	2,25,60,000	
Purchase of investments	(5,30,07,34,636)	(2,44,44,55,192)	
Sale of investments	5,09,56,16,518	2,60,44,20,987	
Changes in Loans and Advances	1,77,65,602	19,39,548	
Interest received	14,43,70,353	9,58,30,711	
Fixed Deposits	(62,06,87,972)	(42,85,37,500)	
Capital Advances for office	(1,20,69,610)	(57,99,000)	
Increase in Non Current Financial Assets	12,21,53,088	(19,83,04,624)	
Dividend Received	2,11,60,520	46,61,673	
Net Cash flow from investing activities	(55,70,63,768)	(38,45,21,746)	

Standalone Cash Flow Statement (contd.)

for the year ended March 31, 2020

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019
C. Cash flow from financing activities		
Increase in Share Capital	-	-
Long term borrowings	(4,39,038)	(15,93,801)
Short term borrowings	20,12,87,766	25,79,37,089
Interest paid	(8,42,72,664)	(5,66,61,510)
Dividend Paid	(1,59,29,735)	-
Tax on Dividend	(32,80,000)	(97,843)
Net Cash flow from Financing activities	9,73,66,329	19,95,83,935
NET INCREASE / DECREASE IN CASH	11,60,53,937	26,02,66,863
Cash & Cash Equivalent at the beginning of year	28,03,51,026	2,00,84,162
Cash & Cash Equivalent at the end of year	39,64,04,962	28,03,51,026

As per our report of even date annexed
For SVP & Associates
Chartered Accountants
FRN : 003838N

Sudarshan Kumar
(Partner)
M. NO. 089797

Place : Sahibabad
Date : July 17, 2020

For **M/s. Share India Securities Ltd.**

Parveen Gupta
Managing Director
DIN 00013926

Sachin Gupta
CEO (WTD)
DIN 00006070

Vijay Kumar Rana
Chief Financial Officer
PAN AEMPR0458R

Vikas Aggarwal
Company Secretary
M. No. 5512

Standalone Statement of Changes in Equity

for the year ended March 31, 2020

A. Equity Share Capital

Particulars	Nos.	In Rupees
As At April 01, 2018	2,44,24,588	24,42,45,880
Increase / Decrease during the year	-	-
As at March 31, 2019	2,44,24,588	24,42,45,880
Increase / Decrease during the year	74,82,000	7,48,20,000
As at March 31, 2020	3,19,06,588	31,90,65,880

B. Other Equity

Particulars	Share Pending Allotment	Capital Reserve	General Reserve	Securities Premium	Retained Earning	Other Comprehensive Income	Total
Balance as at April 01, 2017	-	-	22,60,03,129	2,11,40,800	26,40,26,582	-	51,11,70,511
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-
Reserve created on amalgamation	-	24,53,01,657	-	-	-	-	24,53,01,657
Dividend Paid	-	-	-	-	(4,80,000)	-	(4,80,000)
Bonus Share Issue 3:1	-	-	-	(2,11,40,800)	(11,75,53,610)	-	(13,86,94,410)
Premium on issue of Equity Shares	-	-	-	18,38,92,000	-	-	18,38,92,000
Profit for the year Transfer to retained earnings	-	-	-	-	17,10,73,219	-	17,10,73,219
Gain/(loss) on fair valuation of Investments	-	-	-	-	-	-	-
Transfer during year to General reserves	-	-	-	-	-	5,27,38,634	5,27,38,634
Share pending issuance	7,68,00,000	-	1,73,531	-	(1,73,531)	-	-
Balance as at March 31, 2018	7,68,00,000	24,53,01,657	22,61,76,660	18,38,92,000	31,68,92,660	5,27,38,634	1,10,18,01,611
Balance as at April 01, 2018	7,68,00,000	24,53,01,657	22,61,76,660	18,38,92,000	31,68,92,660	5,27,38,634	1,10,18,01,611
Profit for the year Transfer to retained earnings	-	-	-	-	22,46,14,140	-	22,46,14,140
Transfer during year to General reserves	-	-	6,19,995	-	(6,19,995)	-	-
Adjustment of MAT Credit	-	(95,13,124)	-	-	(17,35,708)	-	(17,35,708)
Adjustment of loss on sale of assets taken under capital reserves	-	-	-	-	-	-	(95,13,124)
Tax on Dividend	-	-	-	-	(97,843)	-	(97,843)
Gain/(loss) on fair valuation of Investments	-	-	-	-	-	(1,94,31,283)	(1,94,31,283)
Balance as at March 31, 2019	7,68,00,000	23,57,88,534	22,67,96,655	18,38,92,000	53,90,53,254	3,33,07,350	1,29,56,37,793
Balance as at April 01, 2019	7,68,00,000	23,57,88,534	22,67,96,655	18,38,92,000	53,90,53,254	3,33,07,350	1,29,56,37,793
Profit for the year Transfer to retained earnings	-	-	-	-	33,50,13,621	-	33,50,13,621
Gain/(loss) on fair valuation of Investments	-	-	-	-	-	(1,44,12,467)	(1,44,12,467)
Adjustment of MAT Credit	-	-	-	-	-	-	-
Dividend Paid	-	-	(1,59,29,735)	-	-	-	(1,59,29,735)
Tax on Dividend	-	-	(32,80,000)	-	-	-	(32,80,000)
Allotment of Equity shares made during year	-7,68,00,000	-	-	-	-	-	(7,68,00,000)
Inter Company Transaction on Merger	-	19,80,000	-	-	-	-	19,80,000
Balance as at March 31, 2020	-	23,77,68,534	20,75,86,920	18,38,92,000	87,40,66,875	1,88,94,884	1,52,22,09,212

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 1 : Corporate Information

Share India Securities limited (SISL) ('the Company'), incorporated on July 12, 1994 as a Company under the Companies Act, 2013 ('the Act'). The Company is engaged in share and Stock Broking, Commodity Derivatives Broking, Equity Derivatives Broking, Currency Derivatives Broking, Portfolio Management, Research Analysis, Mutual Funds Distribution, and to invest, buy, sell or otherwise deal in all kind of securities and other related activities. The Company is a Trading Member of Bombay Stock Exchange (BSE) and National Stock Exchange of India Ltd (NSE); and commodity Derivative Exchange, viz. Multi Commodity Exchange of India Ltd (MCX) and National Commodity & Derivative Exchange of India (NCDEX). The Company is also providing Demat Services as a Depository Participant of Central Depository Services (India) Ltd (CDSL).

The Company has also started providing Merchant banking services through its wholly owned subsidiary- Share India Capital Services Private Limited; NBFC activities through another wholly owned subsidiary- Share India Fincap Private Limited formerly known as Windpipe Finvest Private Limited. The Company has promoted a wholly owned subsidiary- Share India Securities IFSC Private Limited, in the Country's first International Financial services Centre- Gujarat International Finance Tec- City (GIFT City), Gandhi Nagar. The Company has also promoted a wholly owned subsidiary- Share India Insurance Brokers Private Limited for providing insurance broking Services.

Note No. 2 : Significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

(i) Compliance with Ind AS

The financial statements of the Company comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act. The financial statements up to and including the year ended March 31, 2019 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) under the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended), and other generally accepted accounting principles in India (collectively referred to as "Indian GAAP" or "Previous GAAP"). These financial statements for the year ended March 31, 2020 are the first financial statements of the Company under Ind AS. Refer note 47 for an explanation of how the transition from

previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

The transition to Ind AS has been carried out in accordance with Ind AS 101 "First Time Adoption of Indian Accounting Standards". Accordingly, the impact of transition has been recorded in the opening reserves as at April 01, 2018. The financial statements have been prepared using the significant accounting policies and measurement bases summarized as below. These accounting policies have been applied consistently over all the periods presented in these financial statements, except where the Company has applied certain accounting policies and exemptions upon transition to Ind AS.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- Certain Financial instruments are measured at fair value;
- Assets held for sale – measured at fair value less cost to sell;
- Defined benefit plans – plan assets measured at fair value; and

(iii) Preparation of financial statements

The Company is covered in the definition of Company other than Non-Banking Financial Company as defined in Companies (Indian Accounting Standards) (Amendment) Rules, 2016. As per the format prescribed under Division II of Schedule III to the Companies Act, 2013 on 11 October 2013, the Company presents the Balance Sheet, the Statement of Profit and Loss and the Statement of Changes in Equity in the order of liquidity.

(iv) Use of estimates and judgments

The preparation of financial statements in conformity with Ind AS requires management to make estimates, judgments, and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities (including contingent liabilities) and disclosures as of the date of financial statements and the reported amounts of revenue and expenses for the reporting period. Actual results could differ from these estimates. Accounting estimates and underlying assumptions are reviewed on an ongoing basis and could change from period to period. Appropriate changes in estimates are recognized in the period in which the Company becomes aware of the changes in circumstances surrounding the estimates. Any revisions to accounting estimates are recognized prospectively in the period in which the estimate is revised and future periods.

Notes to the Financial Statements

for the year ended March 31, 2020

2.2 Revenue Recognition

The Company recognises revenue from contracts with customers based on a five step model as set out in Ind AS 115, Revenue from Contracts with Customers, to determine when to recognize revenue and at what amount. Revenue is measured based on the consideration specified in the contract with a customer. Revenue from contracts with customers is recognised when services are provided and it is highly probable that a significant reversal of revenue is not expected to occur.

Revenue is measured at fair value of the consideration received or receivable. Revenue is recognised when (or as) the Company satisfies a performance obligation by transferring a promised service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

When (or as) a performance obligation is satisfied, the Company recognizes as revenue the amount of the transaction price (excluding estimates of variable consideration) that is allocated to that performance obligation.

The Company applies the five-step approach for recognition of revenue:

- Identification of contract(s) with customers;
- Identification of the separate performance obligations in the contract;
- Determination of transaction price;
- Allocation of transaction price to the separate performance obligations; and
- Recognition of revenue when (or as) each performance obligation is satisfied.

(i) Brokerage fee income

It is recognised on trade date basis and is exclusive of goods and service tax and securities transaction tax (STT) wherever applicable.

(ii) Research and advisory income

Research and advisory income is accounted for on an accrual basis in accordance with the terms of the respective agreements entered into between the Company and the counter party.

(iii) Interest income

Interest income is recognized on accrual basis.

(iv) Dividend income

Dividend income is recognized in the statement of profit or loss on the date that the Company's right

to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be reliably measured. This is generally when the shareholders approve the dividend.

(v) Portfolio management commission income

Portfolio management commissions is recognised on an accrual basis in accordance with the terms of the agreement entered with asset Management Company.

(vi) Rental income

Lease income from operating leases where the Company is a lessor is recognized in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on the irrevocable nature.

2.3 Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Current Tax

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Current tax assets and current tax liabilities are off set when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred Tax

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Notes to the Financial Statements

for the year ended March 31, 2020

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax liabilities are not recognized for temporary differences between the carrying amount and tax bases of investments in subsidiaries where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

2.4 Leases

As a lessee – Operating lease

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

As a lessor – Operating lease

Lease income from operating leases where the Group is a lessor is recognized in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

2.5 Cash and cash equivalents

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

2.6 Financial instruments

Initial recognition and measurement:

Financial assets and financial liabilities are recognized when the entity becomes a party to the contractual provisions of the instrument. Regular way purchases and

sales of financial assets are recognized on trade-date, the date on which the Company commits to purchase or sell the asset.

At initial recognition, the Company measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability, such as fees and commissions. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in profit or loss. Immediately after initial recognition, an expected credit loss allowance (ECL) is recognized for financial assets measured at amortized cost.

When the fair value of financial assets and liabilities differs from the transaction price on initial recognition, the entity recognizes the difference as follows:

- a) When the fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. a Level 1 input) or based on a valuation technique that uses only data from observable markets, the difference is recognized as gain or loss.
- b) In all other cases, the difference is deferred and the timing of recognition of deferred gain or loss is determined individually. It is either amortized over the life of the instrument, deferred until the instrument's fair value can be determined using market observable inputs, or realized through settlement.

When the Company revises the estimates of future cash flows, the carrying amount of the respective financial assets or financial liability is adjusted to reflect the new estimate discounted using the original effective interest rate. Any changes are recognized in profit or loss.

Fair value of financial instruments:

Some of the Company's assets and liabilities are measured at fair value for financial reporting purpose. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date regardless of whether that price is directly observable or estimated using another valuation technique.

Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in Note 42.

Notes to the Financial Statements

for the year ended March 31, 2020

(A) Financial assets

(i) Classification and subsequent measurement

The Company has applied Ind AS 109 and classifies its financial assets in the following measurement categories:

- Fair value through profit or loss (FVTPL);
- Fair value through other comprehensive income (FVOCI); or
- Amortised cost.

1 Financial assets carried at amortised cost

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

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss.

2 Equity instruments

Equity instruments are instruments that meet the definition of equity from the issuer's perspective; that is, instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer's net assets.

All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as revenue from operations in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognized in OCI.

Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'Revenue from operations' in the Statement of Profit and Loss.

3 Investments in mutual funds

All investments in Mutual funds instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election to fair value mutual fund through Other Comprehensive Income (FVTOCI).

(ii) Impairment

The Company recognizes impairment allowances using Expected Credit Losses ("ECL") method on all the financial assets that are not measured at FVTPL:

ECL are probability-weighted estimate of credit losses. They are measured as follows:

- Financials assets that are not credit impaired – as the present value of all cash shortfalls that are possible within 12 months after the reporting date.
- Financials assets with significant increase in credit risk – as the present value of all cash shortfalls that result from all possible default events over the expected life of the financial assets.
- Financials assets that are credit impaired – as the difference between the gross carrying amount and the present value of estimated cash flows.

Financial assets are written off / fully provided for when there is no reasonable of recovering a financial assets in its entirety or a portion thereof.

However, financial assets that are written off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in the Statement of Profit and Loss.

(iii) Derecognition

A financial asset is derecognised only when :

The Company has transferred the rights to receive cash flows from the financial asset or retains the

Notes to the Financial Statements

for the year ended March 31, 2020

contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

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

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset.

Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(B) Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are classified at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in Statement of Profit or loss.

(ii) Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss is measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

(iii) Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

2.7 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a

legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

2.8 Financial guarantee contracts and loan commitments

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due, in accordance with the terms of a debt instrument.

Such financial guarantees are given to banks, financial institutions and others on behalf of customers to secure loans, overdrafts and other banking facilities. Financial guarantee contracts are initially measured at fair value and subsequently measured at the higher of:

- The amount of the loss allowance; and
- The premium received on initial recognition less income recognized in accordance with the principles of Ind AS 115.

2.9 Property, plant and equipment

Property, plant and equipment are stated at cost of acquisition less accumulated depreciation. Cost includes expenditure that is directly attributable to the acquisition and installation of the assets.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced.

All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 01, 2018 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation methods, estimated useful lives and residual value

Notes to the Financial Statements

for the year ended March 31, 2020

Depreciation is calculated using the written down method to allocate their cost, net of their residual values, over their estimated useful life prescribed under Schedule II to the Companies Act, 2013. The Company provides pro-rata depreciation from the date of installation till date the assets are sold or disposed. Leasehold improvements are amortised over the term of underlying lease.

Assets	Useful life
Furniture and Fixtures	10 years
Computers	3 years
Vehicles	8 years
Building	60 years
Motor Bike	10 years
Office Equipments	5 years
Electrical Equipments	10 years
Plant & Machinery	15 years
Leasehold Improvements	Over the primary lease period or useful life. Whichever is less

Derecognition:

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognized in the statement of profit and loss when the asset is derecognized.

2.10 Intangible assets

Measurement at recognition:

Intangible assets are recognized where it is probable that the future economic benefit attributable to the assets will flow to the Company and its cost can be reliably measured. Intangible assets are stated at cost of acquisition less accumulated amortization and impairment, if any.

Transition to Ind AS:

On transition to Ind AS, the Company has elected to continue with the carrying value of all of intangible assets recognized as at April 01, 2018 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

Expenditure incurred on acquisition / development of intangible assets which are not put / ready to use at the reporting date is disclosed under intangible assets under development. The Company amortizes intangible assets on a straight-line basis over the five years commencing from the month in which the asset is first put to use. The Company provides pro-rata amortization from the day the asset is put to use.

Assets	Useful life
Computer Software	5 years

Derecognition:

The carrying amount of an intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognized in the statement of profit and loss when the asset is derecognized.

2.11 Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication based on internal / external factors, that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount of asset is the higher of its fair value or value in use. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects the current market assessment of time value of money and the risks specific to it. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An Impairment loss is reversed if there has been a change in estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the assets carrying amount would have been determined, net of depreciation or amortization, had no impairment loss been recognised.

2.12 Provisions and Contingencies:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the reporting date.

Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

Notes to the Financial Statements

for the year ended March 31, 2020

Expected future operating losses are not provided for.

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

2.13 Employee benefits

(i) Short-term obligations

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related services are rendered. The Company recognises the costs of bonus payments when it has a present obligation to make such payments as a result of past events and a reliable estimate of the obligation can be made.

(ii) Post-employment obligations

Defined contribution plan:

Contribution paid / payable to the recognised provident fund, which is a defined contribution scheme, is charged to the Statement of Profit and Loss in the period in which they occur.

Defined benefits plan:

Gratuity is post-employment benefit and is in the nature of defined benefit plan. The liability recognised in the Balance Sheet in respect of gratuity is the present value of defined benefit obligation at the Balance Sheet date together with the adjustments for unrecognised actuarial gain or losses and the past service costs. The defined benefit obligation is calculated at or near the Balance Sheet date by an independent actuary using the projected unit credit method. Actuarial gains and losses comprise experience adjustment and the effects of changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

2.14 Dividends

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer

at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

2.15 Earnings per share

a) Basic earnings per share

Basic earnings per share is calculated by dividing the net profit for the period (excluding other comprehensive income) attributable to equity share holders of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus element in equity shares issued during the year.

b) Diluted earnings per share

Diluted earnings per share is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of shares outstanding during the period as adjusted for the effects of all diluted potential equity shares except where the results are anti-dilutive.

2.16 Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

2.17 Business Combinations

The acquisition method of accounting is used to account for the acquisition of the Total Securities Limited by the Company. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. Identifiable assets acquired, liabilities and contingent liabilities assumed, in a business combination are measured initially at their fair values at the acquisition date.

The excess of the fair value of the Company's share of the identifiable net assets & liabilities including Contingent liabilities acquired over the consideration transferred is recognized as Capital Reserve.

Acquisition-related expenses are taken into the Income Statement at the moment they are incurred.

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 3 : Property, Plant & Equipments

Particulars	Gross Block			Accumulated Depreciation/ Amortization				Net Block		(Amount in ₹)	
	COST AS ON 01-04-2019	ADDITION DURING THE YEAR	SALE / ADJUST. DURING THE YEAR	TOTAL COST AS ON March 31, 2020	DEPRECIATION AS ON 01-04-2019	AMOUNT OF FIXED ASSETS WRITTEN OFF	DEPRECIATION FOR THE PERIOD	ADJUSTMENTS FOR THE SALE	TOTAL DEPRECIATION UP TO March 31, 2020		W.D.V AS ON March 31, 2020
a) Tangible Assets											
LAND	4,07,67,236	-	-	4,07,67,236	-	-	-	-	-	4,07,67,236	4,07,67,236
BUILDING	25,95,16,000	-	-	25,95,16,000	1,26,03,803	-	1,20,24,624	-	2,46,28,427	23,48,87,573	24,69,12,197
AIR CONDITIONER	21,77,839	7,88,845	-	29,66,683	12,63,296	-	3,87,758	-	16,51,054	13,15,629	9,14,542
CAR	2,89,73,916	11,38,525	-	3,01,12,441	1,52,43,544	-	45,26,021	-	1,97,69,565	1,03,42,876	1,37,30,371
COMPUTER	8,82,71,188	69,05,156	-	9,51,76,344	7,19,05,447	-	1,28,36,563	-	8,47,42,010	1,04,34,334	1,63,65,741
COMPUTER SERVER	2,46,82,919	1,27,27,665	-	3,74,10,584	79,69,017	-	86,49,053	-	1,66,18,070	2,07,92,514	1,67,13,902
ELECTRICITY FITTINGS & FIXTURES	1,63,100	-	-	1,63,100	1,63,100	-	0.28	-	1,63,100	-	0.28
EPABX	1,39,464	-	-	1,39,464	72,060	-	32,252	-	1,04,311	35,153	67,404
FURNITURE & FITTING	84,33,479	-	-	84,33,479	30,99,061	-	13,84,438	-	44,83,499	39,49,980	53,34,418
GENERATOR	16,49,595	6,80,000	-	23,29,595	14,57,336	-	84,767	-	15,42,103	7,87,492	1,92,259
INVERTER	82,392	40,600	-	1,22,992	82,392	-	14,226	-	96,618	26,374	-
MODEM	2,51,050	-	-	2,51,050	2,51,050	-	-	-	2,51,050	-	-
MOTOR BIKE	2,19,034	1,24,862	-	3,43,896	1,64,724	-	27,770	-	1,92,494	1,51,402	54,310
OFFICE EQUIPMENT	66,30,395	5,74,142	-	72,04,538	37,86,034	-	14,35,077	-	52,21,111	19,83,427	28,44,361
PRINTER	4,30,334	1,28,503	-	5,58,837	3,54,216	-	58,601	-	4,12,817	1,46,020	76,118
ROUTER BOARD	29,09,051	7,40,963	-	36,50,014	10,70,066	-	4,14,395	-	14,84,460	21,65,554	18,38,985
UPS	38,48,984	2,72,900	-	41,21,884	27,16,348	-	3,44,056	-	30,60,404	10,61,480	11,32,636
VSAT EQUIPMENT	-	1,34,520	-	1,34,520	-	-	9,509	-	9,509	1,25,011	-
LEASEHOLD IMPROVEMENTS	2,66,222	-	-	2,66,222	68,736	-	51,129	-	1,19,865	1,46,357	1,97,486
Total- a)	46,94,12,198	2,42,56,681	-	49,36,68,879	12,22,70,231	-	4,22,80,236	-	16,45,50,467	32,91,18,412	34,71,41,966
b) Intangible Assets											
COMPUTER SOFTWARE	1,54,94,878	3,80,950	-	1,58,75,828	1,26,39,227	-	17,25,652	-	1,43,64,879	15,10,949	28,55,651
Total- b)	1,54,94,878	3,80,950	-	1,58,75,828	1,26,39,227	-	17,25,652	-	1,43,64,879	15,10,949	28,55,651
Total (a+b)	48,49,07,076	2,46,37,631	-	50,95,44,707	13,49,09,459	-	4,40,05,887	-	17,89,15,346	33,06,29,361	34,99,97,617

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 4 a) Non- Current Investments

Particulars	Subsidiary /Others	Shares/Units		Quoted / Unquoted	Amount as at		(Amount in ₹)
		March 31, 2020 Number	March 31, 2019 Number		March 31, 2020 in Rupees	March 31, 2019 in Rupees	
(I) Investment at Amortised cost							
a) Investment in subsidiaries							
- Share India Capital Services Pvt Ltd (Equity share @10/- per share each)	Subsidiary	52,50,000	52,50,000	Unquoted	5,25,00,000	5,25,00,000	5,25,00,000
- Share India Securities (IFSC) Pvt Ltd (Equity Share @10/- per share each)	Subsidiary	17,50,000	17,50,000	Unquoted	1,75,00,000	1,75,00,000	1,25,00,000
- Share India Insurance Brokers Pvt Ltd (Equity Share @10/- per share each)	Subsidiary	51,50,000	51,50,000	Unquoted	5,15,00,000	5,15,00,000	-
- Share India Fincap Pvt Ltd (Equity Share @33.81/- per share each) (Previous Year Equity Share @31/- per share each)	Subsidiary	30,05,823	16,65,340	Unquoted	10,16,25,556	5,16,25,540	-
- Total Securities Overseas Limited (Equity shares of US \$ 1 each)	Subsidiary	1,70,000	1,70,000	Unquoted	84,57,364	84,57,364	84,57,364
- Total Securities IFSC Pvt. Limited (Equity shares of ₹ 10 each)	Associate	5,00,000	5,00,000	Unquoted	50,00,000	50,00,000	50,00,000
- Share India Commodity Brokers Pvt Ltd (Equity share @10/- per share each)							
(b) Investments in BSE Stock Exchange Card							
In Portfolio management services: Investment in ICICI Prudential 's PMS Real Estate Securities Portfolio Series - I		-	-	-	-	62,251	1,70,199
Total (I)		1,73,75,823	1,60,35,340		25,84,27,112	20,84,89,347	10,04,71,755
II) Investment at fair value through other comprehensive income							
(a) Investment in equity shares							
Bombay Stock Exchange Limited Nil (previous year 3331) equity shares of Re. 1 each fully paid-up		-	3,331	Quoted	-	20,35,741	2,31,67,500
Total (II)		-	3,331		-	20,35,741	2,31,67,500
Total (I+II)		1,73,75,823	1,60,38,671		25,84,27,112	21,05,25,088	12,36,39,255
Location wise breakup of Investments							
Investment in India		1,39,05,823	1,25,68,671		21,69,69,748	16,90,67,724	8,71,81,891
Investment Outside India		34,70,000	34,70,000		4,14,57,364	4,14,57,364	3,64,57,364
Total		1,73,75,823	1,60,38,671		25,84,27,112	21,05,25,088	12,36,39,255
Less: Allowance for impairment loss							
Total (net)		17375823	1,60,38,671		25,84,27,112	21,05,25,088	12,36,39,255

* The Company has designated its equity investments as FVOCI on the basis that these are not held for trading and held for strategic.

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 4 b) Current Investments

Particulars	Subsidiary /Others	Shares/Units			Quoted / Unquoted”	Amount as at		
		March 31, 2020 Number	March 31, 2019 Number	April 01, 2018 Number		March 31, 2020 in Rupees	March 31, 2019 in Rupees	April 01, 2018 in Rupees
(Amount in ₹)								
1) Investment at Amortised Cost								
(a) Investment in equity shares								
Bharat Nidhi		300	300	300	Unquoted	84,150	84,150	84,150
Camac Commercial		100	100	100	Unquoted	56,835	56,835	56,835
Total (i)		400	400	400		1,40,985	1,40,985	1,40,985
2) Investment at fair value through other comprehensive income								
(a) Investment in equity shares								
Ajooni Biomed Ltd		-	8,000	12,000	Quoted	-	1,58,800	3,86,400
Anisha Impex Ltd		13,75,000	14,90,000	14,90,000	Quoted	6,31,81,250	8,04,60,000	5,17,77,500
JTL Infra Ltd		37,590	37,590	41,758	Quoted	29,99,682	56,12,187	66,43,698
MK Proteins Ltd.		-	-	70,000	Quoted	-	-	56,24,500
Fourth Dimension Solutions Ltd.		-	-	50,000	Quoted	-	-	88,02,500
Ganasha Ecosphere Ltd.		-	-	10,500	Quoted	-	-	35,53,725
Kolte-Patil Developers Ltd		-	-	1,600	Quoted	-	-	4,75,840
Balrampur Chini Mills Ltd.		-	-	2,173	Quoted	-	-	1,64,387
Deepak Fertilisers Petrochemicals Corpn. Ltd.		-	-	780	Quoted	-	-	2,25,030
Exide Industries Ltd.		-	-	1,385	Quoted	-	-	3,08,647
K R B L Ltd.		-	-	610	Quoted	-	-	2,66,052
Kalpataru Power Transmission Ltd		-	-	335	Quoted	-	-	1,62,224
Lumax Auto Technologies Ltd.		-	-	570	Quoted	-	-	4,73,670
Shilpa Medicare Ltd		-	-	528	Quoted	-	-	2,44,807
Narayana Hrudayalaya Ltd		-	-	638	Quoted	-	-	1,78,162
Balaji Amines Ltd		-	-	500	Quoted	-	-	2,80,525
Linde India Limited		-	-	550	Quoted	-	-	2,40,488
Central Depository Services India Limited		-	-	1,006	Quoted	-	-	2,84,346
SBI Life Insurance Company Limited		-	-	448	Quoted	-	-	3,03,856
Surya Roshni Ltd		-	-	990	Quoted	-	-	3,77,685
Ratnamani Metals Tubes Ltd.		-	-	315	Quoted	-	-	2,68,128
Jindal Saw Ltd		-	-	2,762	Quoted	-	-	3,27,988
Titagarh Wagons Ltd		-	-	2,215	Quoted	-	-	2,42,986
Time Technoplast Ltd		-	-	800	Quoted	-	-	1,28,120
Heidelberg Cement India Ltd.		-	-	1,792	Quoted	-	-	2,55,181
Pennar Industries Ltd.		-	-	1,950	Quoted	-	-	98,183
Bharat Bijlee Ltd.		-	-	100	Quoted	-	-	1,50,240
S R F Ltd.		-	-	70	Quoted	-	-	1,36,861
Dr Reddys Laboratories Ltd		-	-	8	Quoted	-	-	16,644

Notes to the Financial Statements

for the year ended March 31, 2020

Particulars	Subsidiary /Others	Shares/Units		Quoted / Unquoted"	Amount as at			(Amount in ₹)
		March 31, 2020 Number	March 31, 2019 Number		March 31, 2020 in Rupees	March 31, 2019 in Rupees	April 01, 2018 in Rupees	
Total (II)		14,12,590	15,35,590	16,96,383	6,61,80,932	8,62,30,987	8,23,98,370	
(b) Investment in units of mutual funds								
Debt Fund								
Axis Short Term Growth		-	-	14,80,406	-	-	2,79,05,651	
UTI Liquid Cash Plan		-	-	1,45,36,645	-	-	4,11,64,726	
Reliance Liquidity Fund		-	-	1,37,30,909	-	-	5,78,75,232	
IDFC Corporate Bond		-	-	34,37,199	-	-	4,08,33,924	
DSP BR Bond Fund		-	-	3,33,892	-	-	1,83,94,127	
DSP Liquid Fund		10	-	1,87,65,903	27,636	-	4,64,00,947	
Hdfc Housing Opportunities Series 1		2,50,000	2,50,000	2,50,000	15,80,000	23,86,000	23,94,500	
Reliance Corporate Bond Fund		13,69,359	13,69,359	29,12,010	1,43,50,882	2,01,29,577	4,07,97,258	
L&T Liquid Fund		-	4	-	-	10,706	-	
HDFC Liquid Fund-G		22,189	-	-	8,61,72,207	-	-	
Hdfc Cash Management Fund		-	-	807	-	-	8,58,183	
ICICI Prudential Liquid Fund-GR		3,39,391	-	-	9,92,71,834	-	-	
Relcap AAF Growth		281	281	281	5,886	5,324	5,009	
Reliance Ultra Short Duration GR		360	360	-	10,43,645	10,45,961	-	
ICICI Prudential Focused Equity Fund - Growth		32,700	-	-	7,41,298	-	-	
Axis Small Cap Fund Growth		26,697	-	-	6,46,343	-	-	
Aditya Birla Sun Life Liquid Fund - Growth Regular Plan		26,514	-	-	18,16,205	-	-	
Kotak Emerging Equity Funds - (Growth Regular Plans)		21,557	-	-	6,36,798	-	-	
Bonus Unit								
Reliance Corporate Bond Fund-INF204KB16R8 (Bonus Recd.)		13,69,359	-	-	75,041	-	-	
Reliance Corporate Bond Fund-INF204KB14N2 (Bonus Recd.)		13,69,359	-	-	13,694	-	-	
Reliance Ultra Short Duration Gr-INF204KB17H7 (Bonus Recd.)		360	-	-	11,761	-	-	
Equity Fund								
SBI MF - Sbi Blue Chip Fund Regular Plan		396	396	73,289	11,769	15,511	27,27,817	
Essel Multicap fund		12,18,000	12,18,000	-	97,44,000	1,29,71,700	-	
Axis Focused 25-GR		1,19,534	1,19,534	2,17,945	27,95,889	32,39,358	54,81,311	
Reliance Regu Sav Fund Bal. Opt-INF204K01FW1		9,171	9,171	9,171	3,24,369	5,05,404	4,89,167	
Axis Multicap Fund		2,00,000	2,00,000	2,00,000	20,74,000	22,66,000	20,06,000	
Axis Dynamic Equity Fund		-	-	1,50,000	-	-	15,52,500	
Aditya Birla sun life midcap fund-growth		753	300	-	1,55,802	91,783	-	
Reliance Vision Fund		1,123	1,123	-	4,30,552	5,89,172	-	

* The Company has designated its equity investments as FVOCI on the basis that these are not held for trading and held for strategic.

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 5 : Loans and Advances

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
a) NON-CURRENT			
Loans - At amortised cost			
Receivables From Related Parties			
- Total Securities IFSC Pvt Ltd		6,52,515	6,52,515
Receivables From Others	-	-	-
Total (i)	-	6,52,515	6,52,515
b) CURRENT			
Receivables From Related Parties			
- Share India Securities (IFSC) Pvt Ltd.	23,45,163	73,52,716	2,13,97,798
- Share India Fincap	-	1,01,05,534	-
Receivables From Others			
- Loan to Employee at amortised cost	-	20,00,000	-
Total (ii)	23,45,163	1,94,58,250	2,13,97,798
Total (i) + (ii)	23,45,163	2,01,10,765	2,20,50,313
(B) Security wise break up of Loans			
Secured	-	-	-
Unsecured - Considered good	23,45,163	2,01,10,765	2,20,50,313
Unsecured - Considered doubtful	-	-	-
Total	23,45,163	2,01,10,765	2,20,50,313
(C) Location wise breakup of Loans			
- Loans in India	-	1,21,05,534	-
- Loans in outside India	23,45,163	80,05,231	2,20,50,313
Total	23,45,163	2,01,10,765	2,20,50,313
(D) Stage wise break up of loans			
(i) Low credit risk (Stage 1)	23,45,163	2,01,10,765	2,20,50,313
(ii) Significant increase in credit risk (Stage 2)	-	-	-
(iii) Credit impaired (Stage 3)	-	-	-
Total	23,45,163	2,01,10,765	2,20,50,313

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 6 : Other Financial Assets

(Amount in ₹)			
Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
a) Non-Current			
(1) At Amortised Cost			
Unsecured, Considered Good			
Security Deposits			
Security Deposit for Rent	16,67,458	16,27,524	5,53,989
Lease Line Deposit to HCL	-	9,60,000	9,60,000
Security Deposit to CDSL for DP Services	2,50,000	2,50,000	2,50,000
Security Deposit to BSES	2,39,280	52,380	52,380
Security Deposit to HCL	-	15,10,000	25,10,000
Security Deposit to Globe Capital Market Ltd	2,20,000	3,00,000	3,00,000
SEC DEP NSE CLEARING COMM	25,00,000	-	-
Security Deposit to NCDEX Lease Line	75,000	-	-
Deposit with stock exchanges	2,64,50,236	4,57,06,089	3,49,75,000
FDR pledged with Bank as margin for Bank Guarantee*	28,75,47,926	15,81,00,000	7,36,00,000
FDR lien in favor of Stock exchange*	21,75,000	16,75,000	9,25,000
Fixed Deposit with banks*	50,00,000	23,80,96,994	13,58,46,994
Total (A)	32,61,24,900	44,82,77,987	24,99,73,363
b) Current			
(1) Fair Valuation through Profit & Loss			
Unsecured, Considered Good			
Accrued Interest on FDR	1,31,61,937	1,01,02,814	46,37,538
Brokerage/Transaction charges receivable	14,76,682	15,34,470	28,91,062
Derivative Financial Assets	35,16,89,746	3,33,38,637	15,28,82,277
Commission Receivables	43,63,890	-	78,62,516
(2) At Amortised Cost			
Security deposit with clearing member	15,75,548	26,37,170	54,41,216
Receivable from MF	-	-	2,00,000
BG Chgs. Receivable	-	-	8,36,351
Margin Money with exchange	1,55,59,215	4,67,08,756	7,00,000
Security Deposits			
Security Deposit for Rent	65,48,703	56,59,900	53,94,900
Total (B)	39,43,75,721	9,99,81,747	18,08,45,859
Total (A+B)	72,05,00,620	54,82,59,734	43,08,19,222

*The Fixed deposit as other non-current financial assets includes deposit with maturity over 12 months.

*Security Deposits for Rent are taken at cost as deposit are less than 12 Months or period is undefined

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 7 : Deferred Tax Assets (Net)

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Opening Balance	5,82,51,821	5,00,52,161	57,86,694
Add: Current Year Deferred Tax Asset / (Liability)	72,28,869	81,99,661	4,42,65,467
Net Deferred Tax Assets / (Liabilities)	6,54,80,690	5,82,51,821	5,00,52,161

Note No. 8 : Other Non Financial Assets

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
a) Non-Current			
Security Deposit for Electricity	3,16,040	2,82,430	3,01,430
Advance for office	3,67,69,000	2,47,33,000	1,89,15,000
Total (A)	3,70,85,040	2,50,15,430	1,92,16,430
b) Current			
Unsecured, Considered Good			
Prepaid Expenses	1,09,34,724	1,04,62,912	74,90,596
GST Receivable	13,40,881	1,01,40,254	16,92,201
Rent Receivable	-	27,000	-
Advance to staff	8,54,359	14,92,420	3,63,182
Other Advances receivables	16,73,775	72,41,120	39,66,312
Refund of ESBTR Receivable	-	-	2,55,000
Total (B)	1,48,03,739	2,93,63,706	1,37,67,290
Total (A+B)	5,18,88,779	5,43,79,136	3,29,83,720

Note No. 9 : Inventories

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
(Cost & NRV which ever is Lower)			
Stock in Trade (includes Stock in Transit of ₹ 2,90,48,814)	16,27,50,787	20,57,23,793	12,70,99,743
Total	16,27,50,787	20,57,23,793	12,70,99,743

Note No. 10 : Trade Receivables

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Trade Receivables- From Related Parties	3,88,40,441	3,84,29,524	2,16,35,505
Trade Receivables-From Others	1,93,54,488	7,55,77,458	17,36,10,072
Break-up of security details			
Trade receivables outstanding for a period exceeding six months from the date they are due for payment			
Secured, Considered good	2,743	36,29,585	35,048
Unsecured Considered Good	6,00,868	1,60,279	19,22,117
Trade receivables outstanding for a period less than six months from the date they are due for payment			
Secured, Considered good	5,70,10,502	10,22,76,869	19,24,44,680
Unsecured Considered Good	5,80,816	79,40,249	8,43,732
Total Receivables	5,81,94,929	11,40,06,982	19,52,45,577
Less: Credit Impaired	Nil	Nil	Nil
Total	5,81,94,929	11,40,06,982	19,52,45,577

Notes to the Financial Statements

for the year ended March 31, 2020

The Company applies the Ind AS 109 simplified approach to measuring expected credit losses (ECLs) for trade receivables at an amount equal to lifetime ECLs. The ECLs on trade receivables are calculated based on actual historic credit loss experience over the preceding three to five years on the total balance of non-credit impaired trade receivables. The Company considers a trade receivable to be credit impaired when one or more detrimental events have occurred, such as significant financial difficulty of the client or it becoming probable that the client will enter bankruptcy or other financial reorganization. When a trade receivable is credit impaired, it is written off against trade receivables and the amount of the loss is recognised in the income statement. Subsequent recoveries of amounts previously written off are credited to the income statement.

Note No. 11 : Cash & Cash Equivalents

Particulars	(Amount in ₹)		
	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Cash in Hand	6,53,861	5,93,790	3,45,758
Balance with Banks in Current Accounts	37,07,51,101	27,97,57,236	1,97,38,405
Balance with Banks in fixed deposits			
- FDR lien in favor of Stock exchange	2,50,00,000	-	-
Total	39,64,04,962	28,03,51,026	2,00,84,162

The Fixed deposit as bank balances other than cash & cash equivalent includes deposit with maturity upto 3 months.

Note No. 12 : Bank Balance other than Cash & Cash Equivalents

Particulars	(Amount in ₹)		
	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
FDR pledged with Bank as margin for Bank Guarantee	26,81,87,500	19,34,37,500	11,95,00,000
FDR lien in favor of Stock exchange	96,11,50,000	50,53,00,000	22,27,00,000
FDR with Banks	96,37,972	-	-
FDR pledged for Short Term Loan	24,64,75,000	16,60,25,000	9,40,25,000
Total	1,48,54,50,472	86,47,62,500	43,62,25,000

Fixed deposits are pledged with exchange and banks for meeting margin requirements and for obtaining bank guarantee respectively.

The Fixed deposit as bank balances other than cash & cash equivalent includes deposit with maturity upto 12 months.

Note No. 13 : Current Tax Assets (net)

Particulars	(Amount in ₹)		
	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Advance Income Tax/TDS (net of provision)			
Tax Deducted at Source F.Y. 2018-2019	-	74,47,570	-
Advance Income Tax A.Y. 2019-2020	82,04,452	9,42,54,960	-
Advance Income Tax for A.Y. 2020-2021	8,66,28,800	-	-
Advance Income Tax A.Y. 2018-2019	-	-	10,74,10,940
TDS Receivable from exchanges	1,39,04,635	50,43,010	35,79,610
Income Tax Refund	1,07,38,506	15,57,578	15,57,578
TDS Receivables for AY 2020-21	1,54,30,676	-	-
TDS Receivables for AY 2019-20	-	1,13,04,548	-
Total	13,49,07,069	11,96,07,666	11,25,48,128

Note No. 14 : Equity Share Capital

Particulars	(Amount in ₹)		
	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Authorised Share Capital			
3,50,00,000 Shares (Previous year 2,50,00,000 shares) of ₹ 10 each	35,00,00,000	25,00,00,000	25,00,00,000
	35,00,00,000	25,00,00,000	25,00,00,000
Issued, Subscribed & Paid-up Share Capital			
3,19,06,588 Shares (Previous year 2,44,24,588 shares) of ₹ 10 each	31,90,65,880	24,42,45,880	24,42,45,880
Total	31,90,65,880	24,42,45,880	24,42,45,880

Notes to the Financial Statements

for the year ended March 31, 2020

Terms/Rights attached to Equity Shares

The Company has only one class of equity shares each having a par value of ₹ 10 per share. All these shares have same rights & preferences with respect to payment of dividend, repayment of capital and voting.

Reconciliation of number of equity share outstanding at the beginning and at the end of the period

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Number of shares outstanding as at the beginning of the period	2,44,24,588	2,44,24,588	46,23,147
Add : Shares allotted on merger with Total Securities (7680000 shares issued net of Cancellation of cross-holding of 198000 shares)	74,82,000	-	-
Add : Shares issued during the year (13869441 Equity Shares were allotted as Bonus Shares and 5932000 Equity Shares were issued through IPO)	-	-	1,98,01,441
Number of shares outstanding as at the end of the period	3,19,06,588	2,44,24,588	2,44,24,588

Details of Shareholders holding more than 5% shares in the Company

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
A) Rajesh Gupta	1911068 (5.99%)	1911068 (7.82%)	1911068 (7.82%)
B) Parveen Gupta	1783200 (5.59%)	1783200 (7.30%)	1783200 (7.30%)
C) Saroj Gupta	1733600 (5.43%)	1733600 (7.10%)	1733600 (7.10%)
D) Rachit Gupta	1658400 (5.20%)	1658400 (6.79%)	1658400 (6.79%)
E) Yash Pal Gupta	-	1470600 (6.02%)	1470600 (6.02%)
F) Saurabh Gupta	-	1364412 (5.59%)	1364412 (5.59%)
G) Rohin Gupta	-	1323312 (5.42%)	1323312 (5.42%)

Note No. 15 : Other Equity

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
I) Reserves & Surplus			
a. Securities Premium Account			
Balance at the beginning of the period	18,38,92,000	18,38,92,000	2,11,40,800
Less: Bonus Share Issue 3:1	-	-	(2,11,40,800)
Add: Premium on issue of Equity Shares	-	-	18,38,92,000
Balance at the end of the period	18,38,92,000	18,38,92,000	18,38,92,000
b. Retained Earnings			
Balance at the beginning of the period	53,90,53,254	31,68,92,660	26,40,26,582
Add: Profit/Loss for the period	33,50,13,621	22,46,14,140	17,10,73,219
Less: Bonus Share Issue 3:1	-	-	(11,75,53,610)
Less: Appropriations			
Transfer to General Reserve	-	(6,19,995)	(1,73,531)
MAT Credit	-	(17,35,708)	-
Tax on Dividend	-	(97,843)	-
Dividend Paid	-	-	(4,80,000)
Balance at the end of the period	87,40,66,875	53,90,53,254	31,68,92,660

Notes to the Financial Statements

for the year ended March 31, 2020

Particulars	(Amount in ₹)		
	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
c. General Reserve			
Balance at the beginning of the period	22,67,96,655	22,61,76,660	22,60,03,129
Add: Transfer during the year	-	6,19,995	1,73,531
Less: Tax on Dividend	(32,80,000)	-	-
Less: Dividend Paid	(1,59,29,735)	-	-
Balance at the end of the period	20,75,86,920	22,67,96,655	22,61,76,660
d. Capital Reserve			
Balance at the beginning of the period	23,57,88,534	24,53,01,657	-
Add: Inter Company Transaction on Merger	19,80,000	-	24,53,01,657
Less: Adjustment for the period	-	(95,13,124)	-
Balance at the end of the period	23,77,68,534	23,57,88,534	24,53,01,657
Total (a+b+c+d) = (I)	1,50,33,14,329	1,18,55,30,443	97,22,62,977
II) Other Comprehensive Income			
Balance at the beginning of the period	3,33,07,350	5,27,38,634	-
Add: Transfer during the year	(1,44,12,467)	(1,94,31,283)	5,27,38,634
Balance at the end of the period	1,88,94,884	3,33,07,350	5,27,38,634
Total (II)	1,88,94,884	3,33,07,350	5,27,38,634
III) Share Pending Issuance			
Balance at the beginning of the period	7,68,00,000	7,68,00,000	-
Add: Pending Allotment on merger	-	-	7,68,00,000
Less: Allotment of Equity shares made during year	(7,68,00,000)	-	-
Balance at the end of the period	-	7,68,00,000	7,68,00,000
Total (III)	-	7,68,00,000	7,68,00,000
Total Other Equity (I+II+III)	1,52,22,09,212	1,29,56,37,793	1,10,18,01,611

Note No. 16 : Borrowings

Particulars	(Amount in ₹)		
	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
At Amortised Cost			
a) Non-Current			
Secured Loans			
Term Loans from Banks/Financial Institution			
HDFC Bank Ltd			
(Secured Against Hypothecation of Car, maturity on 05/02/2021)	-	9,05,948	18,20,695
ICICI Bank Ltd			
(Secured Against Hypothecation of Car, maturity on 05/04/2022)	3,55,398	-	1,77,475
(Secured Against Hypothecation of Car, maturity on 10/06/2022)	4,08,510	-	6,41,442
(Secured Against Hypothecation of Car, maturity on 01/04/2022)	3,56,568	6,53,566	-
Volkswagen Finance Pvt. Ltd.			
(Secured Against Hypothecation of Car, maturity on 15/12/2019)	-	-	5,13,704
Total (A)	11,20,476	15,59,514	31,53,315
b) Current			
Secured Loans			

Notes to the Financial Statements

for the year ended March 31, 2020

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
(A) HDFC Bank Ltd.(STL) (Secured against FDR of ₹ 24,64,75,000/- and personal guarantee of Directors and against Director's & their relatives Property and Company owned Property)	55,76,00,000	37,73,00,000	19,47,00,000
(B) AXIS Bank Ltd.(STL) (Secured against personal guarantee of Directors and 50% FD)	20,12,77,612	5,00,00,000	-
(C) HDFC Bank Ltd. (Secured against Property of Directors at 14, Dayanand Vihar, Delhi-92, Eden Garden, Opp BCCI Ground, Mahavir Nagar, Kandivalie West, Mumbai 400067, 406 and 503 Sez Plaza, Marve Road, Malad, Mumbai, 310 Avior CHS Ltd, Nirmal Galaxy J&J, Mulund, Mumbai and personal guarantee of Directors)	-	13,13,74,893	9,71,38,274
(D) ICICI Bank Ltd. (Secured against FDR)	1,23,239	3,53,31,903	4,39,16,060
Unsecured Loans			
Anmol Financial Services Ltd	9,03,63,738	5,40,70,027	2,10,00,000
Commercial Advertising And Marketing Pvt.Ltd	-	-	3,14,85,818
Securocrop Securities India Pvt Ltd	-	-	18,99,582
Total (B)	84,93,64,589	64,80,76,823	39,01,39,734
Total (A+B)	85,04,85,065	64,96,36,337	39,32,93,049

Note No. 17 : Provisions

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
a) Non-current Liabilities			
Provision for Employee Benefits			
Gratuity	1,01,66,184	1,13,12,342	1,17,43,112
Total	1,01,66,184	1,13,12,342	1,17,43,112
b) Current Liabilities			
Provision for Employee Benefits			
Gratuity	6,13,222	30,76,135	4,59,362
Other Provisions			
Provision for Current Tax	11,00,29,996	9,50,95,317	8,25,64,538
Total	11,06,43,218	9,81,71,452	8,30,23,900

Note No. 18 : Trade Payables

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Current			
Total outstanding dues of micro, small and medium enterprises (A)	-	-	-
Total outstanding dues of creditor other than micro, small and medium enterprises (B)			
Payable to service providers	4,66,82,766	4,15,72,849	88,07,193
Payable to Related Parties	9,76,06,088	12,24,25,020	6,43,58,235
Payable to Others	68,96,28,044	36,96,96,011	30,77,99,995
Total (A)+(B)	83,39,16,898	53,36,93,880	38,09,65,423

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 19 : Other Current Financial Liabilities

Particulars	(Amount in ₹)		
	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Fair valuation through Profit & Loss			
Derivative Financial Instruments	2,39,62,365	1,28,13,606	-
At Amortised Cost			
Current Maturity Long Term Debts	17,89,830	24,93,801	30,63,634
Security Deposits received from Authorised Persons/Sub-Brokers	4,30,882	5,12,882	4,07,882
Security deposit at amortised cost	-	-	5,32,750
Dividend payable	-	-	4,80,000
Total	2,61,83,077	1,58,20,289	44,84,267

Note No. 20 : Other Current Liabilities

Particulars	(Amount in ₹)		
	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Expenses Payable	28,25,92,935	10,70,86,623	8,53,23,725
Deferred Rental Income	-	-	2,47,250
Advance Received from Customers	-	-	75,00,000
Total	28,25,92,935	10,70,86,623	9,30,70,975

Note No. 21 : Revenue from Operations

Particulars	(Amount in ₹)	
	April - March 2020	April - March 2019
Brokerage/Transaction/Commission Income	27,44,57,879	20,86,40,500
Gain / Loss on Sale of Mutual Funds / Shares	91,09,892	4,10,20,196
Income From Trading in Securities (Hedged Operations)	2,14,69,74,420	1,60,81,02,720
Revenue from Depository Operations	18,53,884	19,70,406
Total	2,43,23,96,075	1,85,97,33,822

Note No. 22 : Other Income

Particulars	(Amount in ₹)	
	April - March 2020	April - March 2019
Dividend Income	2,11,60,520	46,61,673
Rent income	2,87,000	14,11,620
Profit on sale of Asset	-	59,55,257
Interest Income	14,42,36,945	9,57,98,781
User Id/Other Charges Received	12,39,603	35,23,171
Foreign Currency difference	-	12,49,439
Interest On deposit at amortised cost	1,33,407	31,931
Miscellaneous Income	3,98,281	2,22,999
Total	16,74,55,757	11,28,54,870

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 23 : Purchases

(Amount in ₹)

Particulars	April - March 2020	April - March 2019
Purchases of Commodities	4,39,97,465	-
Total	4,39,97,465	-

Note No. 24 : Change in Inventory

(Amount in ₹)

Particulars	April - March 2020	April - March 2019
Opening Stock	-	-
Less: Closing Stock	4,39,97,465	-
Total	(4,39,97,465)	-

Note No. 25 : Employee Benefit Expenses

(Amount in ₹)

Particulars	April - March 2020	April - March 2019
Staff Salaries and Incentives	48,84,41,378	35,73,08,265
Director's Remuneration	1,15,48,064	1,61,21,750
Contribution to ESI, EPF	45,41,331	38,76,073
Staff Welfare	21,54,277	17,67,321
Gratuity Expenses	24,71,365	23,02,112
Total	50,91,56,415	38,13,75,521

Note No. 26 : Finance Cost

(Amount in ₹)

Particulars	April - March 2020	April - March 2019
Bank Charges	4,55,634	1,81,203
Bank Guarantee Charges	1,53,63,797	1,02,63,524
Interest Paid	8,42,72,664	5,66,61,510
Total	10,00,92,096	6,71,06,237

Note No. 27 : Other Expenses

(Amount in ₹)

Particulars	April - March 2020	April - March 2019
(A) TRANSACTION EXPENSES		
Demat/Pledge Charges	27,38,190	29,77,233
DP Charges to CDSL	11,96,539	9,10,802
License Fee	3,62,77,501	1,80,44,957
NSE/BSE Annual Charges	2,65,833	75,000
Securities Transaction Tax/CTT	50,68,96,467	45,68,66,185
Stock Exchange/SEBI Charges	58,61,29,119	45,26,15,051
Telephone & Internet/ Website Expenses	91,70,649	1,08,58,733
Vsat/Lease Line Expenses	8,52,49,914	5,92,89,648
Labour/Freight Charges	62,099	-
Total (A)	1,22,79,86,311	1,00,16,37,610

Notes to the Financial Statements

for the year ended March 31, 2020

Particulars	(Amount in ₹)	
	April - March 2020	April - March 2019
(B) ADMINISTRATIVE EXPENSES		
Amount Written Off	14,70,811	1,66,746
Advertisement	78,452	35,690
Annual Maintenance	7,65,268	1,23,044
Auditor's Remuneration	3,00,000	5,92,500
Business Promotion	7,53,348	7,91,505
Commission Paid	3,41,43,217	4,12,36,586
Diwali Expenses	88,423	1,09,001
Director's Sitting Fees	38,000	22,000
CSR Expenses	50,00,000	18,76,067
Donation & Charity	1,40,100	7,83,250
Electricity & Water Expenses	1,05,37,136	88,08,144
Entertainment Expenses	1,77,939	93,951
Fee & Subscription	47,83,044	32,17,082
Foreign Exchange Difference	18,995	-
Generator Running and Repair Expenses	1,47,242	31,068
Income tax Expense	89,710	46,89,727
Insurance Expenses	5,29,102	5,46,044
Internal Audit Fees	55,000	30,000
Miscellaneous Exp.	1,83,00,835	31,27,061
Postage & Courier Expenses	2,73,960	4,70,183
Printing & Stationery	5,34,152	7,02,659
Professional Charges	16,23,22,048	3,53,92,942
Rent, rates and taxes	2,59,04,490	1,82,83,071
Repairs and maintenance (net) others	95,31,852	1,10,05,408
Tours & Travelling Expenses	22,35,389	25,64,091
Vehicle Running Expenses	25,77,860	25,27,738
Total (B)	28,07,96,375	13,72,25,559
Grand Total (A+B)	1,50,87,82,686	1,13,88,63,169

Note No. 28 : Contingent liability and commitment (to the extent not provided for)

Particulars	(Amount in ₹)	
	As at March 31, 2020	As at March 31, 2019
Contingent liabilities:		
(i) Guarantees / securities given (Refer Note a)	1,49,30,69,000	1,40,27,44,000
(ii) Demand in respect of income tax matters for which appeal is pending (Refer Note b)	80,30,825	68,48,210
(iii) Claim against the company	Nil	Nil
Capital commitments:		
Estimated amount of contracts remaining to be executed on capital account (net of advances)	Nil	Nil

(a) Guarantees and securities given

- (1) The Company has given Corporate Guarantees of ₹ 1,500 lakhs (Previous year: ₹ 1,550 lakhs) to Anmol India Limited for FLC against Property of Company.

Notes to the Financial Statements

for the year ended March 31, 2020

(2) The Company has provided bank guarantees aggregating to ₹ 13,430.69 lakhs (Previous Year ₹ 12,477.44 lakhs) as on March 31, 2020 for the following purposes to:

- (i) National Stock Exchange - ₹ 1,16,76,94,000 for meeting Margin requirements
- (ii) National Stock Exchange - ₹ 50,00,000 as Security Deposit
- (iii) Bombay Stock Exchange - ₹ 48,75,000 as Security Deposit
- (iv) Bombay Stock Exchange - ₹ 80,00,000 for meeting Margin requirements
- (v) Multi Commodity Exchange - ₹ 14,25,00,000 for meeting Margin requirements
- (vi) Multi Commodity Exchange - ₹ 37,50,000 as Security Deposits
- (vii) National Commodity & Derivatives Exchange - ₹ 37,50,000 as Security Deposits
- (viii) National Commodity & Derivatives Exchange - ₹ 75,00,000 for meeting Margin requirements

The Company has pledged fixed deposits with banks aggregating of ₹ 5,532 lakhs for obtaining bank guarantee.

(b) Demand in respect of income tax matters

- (i) Demand of ₹ 68,48,210 in respect of income tax matters related to Assessment Year 2009-10 for which case is filed with Chennai Tribunal and hearing is still pending.
- (ii) The Company has outstanding demand of ₹ 9,14,245 related to Assessment Year 2008- 09 and ₹ 2,68,370 is related to Assessment Year 2015- 16 in respect of income tax matters.

Note No. 29 : Segment reporting

As per IND AS 108 para 4, Segment has been disclosed in Consolidated financial statement. Hence no separate disclosure has been given in standalone financial statements of the Company.

Note No. 30 : Remuneration to auditors (exclusive of taxes)

Particulars	(Amount in ₹)	
	2019-2020	2018-2019
As Auditors:		
Statutory Audit	3,00,000.00	1,50,000.00
Tax Matter	-	25,000.00
Total	3,00,000.00	1,75,000.00

Note No. 31 : Earnings per equity share

Particulars	(Amount in ₹)	
	As at March 31, 2020	As at March 31, 2019
Net profit attributable to equity shareholders [A]	33,50,13,621	22,46,14,140
Weighted average number of equity shares issued (face value of ₹ 10 each) (In numbers)	3,19,06,588	2,44,24,588
Weighted average number of equity shares to be issued on account of merger (face value of ₹ 10 each) (In numbers)	-	74,82,000
Total Weighted average number of equity shares [B] (face value of ₹ 10 each) (In numbers)	3,19,06,588	3,19,06,588
Basic earnings per share [A/B]	10.50	7.04
Net Profit attributable to equity shareholders [C]	33,50,13,621	22,46,14,140
Less : Impact on net profit due to exercise of diluted potential equity shares [D]	-	-
Net profit attributable to equity shareholders for calculation of diluted EP S [C-D]	33,50,13,621	22,46,14,140
Weighted average of equity shares issued (face value of ₹ 10 each) (In numbers) [E]	3,19,06,588	2,44,24,588
Weighted average number of equity shares to be issued on account of merger (face value of ₹ 10 each) (In numbers) [F]	-	74,82,000
Weighted number of additional equity shares outstanding for diluted EPS (In numbers) [G]	-	-
Weighted number of equity shares outstanding for diluted EPS (In numbers) [E+F+G]	3,19,06,588	3,19,06,588
Diluted earnings per share [C-D/E+F+G]	10.50	7.04

Notes to the Financial Statements

for the year ended March 31, 2020

NOTE: The previous year figures of weighted average number of equity shares have been shown as share of the Company that are issued in the financial year 2019-20 on account of merger having transition date of April 01, 2018.

Note No. 32 : Provisions made for the year ended March 31, 2020 comprises of:

(Amount in ₹)

Particulars	Opening balance as at March 31, 2019	Provided during the year	Provision reversed/ paid during the year	Closing balance as at March 31, 2020
Provision for gratuity	1,43,88,477	29,26,021	65,35,092	1,07,79,406
Total	1,43,88,477	29,26,021	65,35,092	1,07,79,406

Note No. 33 : Lease

Leases as lessee

The Company has taken various premises under leave and license agreements. For these branches, the rent and escalations depend upon the lease by the Company. In other instances the Company has generally entered into a lease of 1 - 5 years, with escalation of Clause in every agreements as per terms. The Company has given refundable interest free security deposits under certain agreements.

Lease payments are recognised in the Statement of Profit and Loss under 'Other expenses' in Note no. 27. Rent expenses of ₹ 2,59,04,490.29 (Previous year – ₹ 1,82,83,071.25) in respect of obligation under operating leases.

Minimum future lease payment under operating lease for each of the following year

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019
Not later than 1 year	47,30,377	52,00,338
Later than 1 year but not later than 5 year	86,42,330	60,09,775
Later than 5 year	-	-
Total	1,33,72,707	1,12,10,113

Leases as lessor

The company has given office premises and lease for the period of 1 year to 5 years. Agreement is cancellable, by giving prior notice of 30 days by either of the parties. Lease rentals are charged on the basis of agreed terms.

Lease receipts are recognised in the Statement of Profit and Loss under 'Rental Income' in Note no. 22. Rental Income of ₹ 2,87,000 (Previous year - ₹ 14,11,620) in respect of obligation under operating leases.

Note No. 34 : Quantitative Information in respect of Income/Loss From Arbitrage Transactions of the Company

(Amount in ₹)

Particulars	Quantity (Units)	For the year ended March 31, 2020	Quantity (Units)	For the year ended March 31, 2019
Opening Stock	81,33,423	20,57,23,793	41,09,750	12,70,99,743
Purchase	8,10,80,85,697	6,19,38,60,26,081	4,85,89,38,491	4,70,50,70,41,169
Sales	8,11,18,82,665	6,19,54,26,17,623	4,85,49,14,818	4,70,81,30,92,877
Closing stock	43,36,455	2,09,62,541	81,33,423	20,57,23,793

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 35 : Amount of Margin Money and Shares Received from clients and Outstanding are as follows of the company

(Amount in ₹)

Security Settlement for the	In the form of Securities at Market Value*	Bank Guarantees and Fixed Deposits	Received in bank
As at March 31, 2020	15,52,09,346	-	-
As at March 31, 2019	57,32,82,301	-	-
As at March 31, 2018	35,10,44,706	-	-

*Margin money received in the form of securities from clients is held by the company in accordance with regulation. Out of this, securities worth ₹ 1296.37 lakhs are pledged with exchange as on March 31, 2020.

Note No. 36 : Foreign currency transactions

(i) Expenditure in foreign currency (On accrual basis)

(Amount in ₹)

Particulars	For year 2019-20	For year 2018-19
Investment in Subsidiary Company	-	50,00,000
Computer Hardware	4,05,283	61,14,051
Computer Software	6,72,133	5,94,451
Shipping Charges	3,542	-
Total	10,80,958	1,17,08,503

(ii) Income in foreign currency (On accrual basis)

(Amount in ₹)

Particulars	For year 2019-20	For year 2018-19
Dividend Received	1,53,56,625	-
Interest Received	2,31,530	-
Total	1,55,88,155	-

Note No. 37 : Unhedged foreign currency exposure

a) Payables- Nil

b) Receivables

(Amount in ₹)

Particulars	Currency	As at March 31, 2020	As at March 31, 2019
Foreign currency exposure outstanding			
- Loans from Subsidiaries	USD	23,45,163	80,05,231
Foreign currency payable in next 5 years including interest			
- Loans from Subsidiaries	USD	-	-
Unhedged foreign currency exposure			
- Loans from Subsidiaries	USD	-	-

c) Investments

(Amount in ₹)

Particulars	Currency	As at March 31, 2020	As at March 31, 2019
Foreign currency exposure outstanding			
- Investment in Subsidiary Companies	USD	4,14,57,364	4,14,57,364
Foreign currency receivable in next 5 years including interest	N.A.	NIL	NIL
Hedged foreign currency exposure			
- Investment in Subsidiary Companies	USD	4,14,57,364	4,14,57,364

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 38 : Fund Utilisation raised through Initial Public Offer (IPO) UP TO March 31, 2020

(Amount in ₹)	
Particulars	Amount
Gross Issue Proceeds	24,32,12,000
Less:- Issue Expenses (Utilised)	1,54,11,000
Net Proceeds From IPO	22,78,01,000
Less:- Utilisation Of Ipo Upto 31/03/2020 (Excluding Issue Expenses)	21,28,01,000
Funds To Be Utilised	1,50,00,000
(Remains Invested In Fixed Deposits)	

Details of Utilisation

(Amount in ₹)			
Particulars	Proposed Amount	Amount Utilised Upto 31/03/2020	Balance Amount On 31/03/2020
To Meet Working Capital Requirement	15,21,01,000	15,21,01,000	-
To Meet Capital Expenditure Incurred For Branch Expansion And Distribution Centre	1,27,00,000	1,27,00,000	-
To Meet Sales And Marketing Expenditure	1,50,00,000	-	1,50,00,000
To General Corporate Expenses	4,80,00,000	4,80,00,000	-
To Issue Expenses	1,54,11,000	1,54,11,000	-
Total	24,32,12,000	22,82,12,000	1,50,00,000

Note No. 39 : Employee benefits

Disclosure pursuant to Ind AS -19 "Employee benefits" is given as below:

Defined Benefit Plan – Gratuity

The Company offers its employees defined-benefit plans in the form of a gratuity scheme (a lump sum amount). Benefits under the defined benefit plans are typically based on years of service and the employee's compensation (generally immediately before retirement). The gratuity scheme covers substantially all regular employees.

Such plan exposes the Company to actuarial risks such as: Interest rate risk, Liquidity Risk, Salary Escalation Risk, demographic risk and Regulatory Risk.

Interest Rate Risk	The plan exposes the Company to the risk of falling interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.
Liquidity Risk	This is the risk that the Company is not able to meet the short-term gratuity payouts. This may arise due to non availability of enough cash/cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.
Demographic risk	The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.
Salary Escalation Risk	The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have bearing on the plan's liability.
Regulatory Risk	Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (e.g. Increase in the maximum limit on gratuity of ₹ 20,00,000).

Notes to the Financial Statements

for the year ended March 31, 2020

- (i) The following tables set out the funded status of the gratuity benefit Scheme and the amounts recognized in the Company's financial statements :

(Amount in ₹)

Particulars	For the period ending	
	March 31, 2020	March 31, 2019
Change in benefit obligations		
Benefit obligations at the beginning	1,39,33,821	1,22,02,474
Current Service Cost	18,50,831	82,33,318
Past Service Cost	-	-
Interest on defined benefit obligation	10,75,190	9,38,923
Actuarial loss / (gain)	(60,08,995)	(73,28,118)
Benefit Paid	(71,441)	(1,12,776)
Closing Defined Benefit Obligation(A)	1,07,79,406	1,39,33,821
Translation/ Foreximpact (B)	-	-
Payable gratuity benefit (A-B-C)	-	-
Current Provision (Refer note 15)	-	-
Non-Current Provision (Refer note 15)	-	-

- (ii) Amount recognised in the Statement of Profit and Loss

(Amount in ₹)

Particulars	For the period ending	
	March 31, 2020	March 31, 2019
Current Service Cost	18,50,831	82,33,318
Past Service Cost	-	835
Interest on net defined benefit obligations	10,75,190	9,38,923
Net Actuarial (Gain) / Loss recognised in the period		(73,28,118)
Total Included in "Employee Benefit Expense"	29,26,021	18,44,958

- (iii) Amount recognised in the Other Comprehensive Income

(Amount in ₹)

Particulars	For the period ending	
	March 31, 2020	March 31, 2019
Actuarial (gains) / losses		
- change in demographic assumptions	39,016	-
- change in financial assumptions	(2,31,706)	-
- experience variance (i.e. Actual experience vs assumptions)	(58,16,305)	-
Components of defined benefit costs recognised in other comprehensive income	(60,08,995)	-

- (iv) Principle actuarial assumption

(Amount in ₹)

Assumptions	As at March 31, 2020	As at March 31, 2019
Discount Rate	6.50%	7.55%
Salary escalation	5.00%	5.00%
Mortality rate	100% of IALM 2012-14	100% of IALM 2006-08

The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields/ rates available on applicable bonds as on the current valuation date.

The salary growth rate indicated above is the Company's best estimate of an increase in salary of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.

Notes to the Financial Statements

for the year ended March 31, 2020

(v) Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

Particulars	(Amount in ₹)	
	As at March 31, 2020	As at March 31, 2019
Defined Benefit Obligation (Base)	0	0

Particulars	(Amount in ₹)	
	As at March 31, 2020	
	Decrease	Increase
Discount Rate (- / + 1%)	1,20,57,022	97,02,219
(% change compared to base due to sensitivity)	11.90%	-10.00%
Salary Growth Rate (- / + 1%)	96,78,458	1,20,34,139
(% change compared to base due to sensitivity)	-10.20%	11.60%
Attrition Rate (- / + 50% of attrition rates)	1,03,69,432	1,10,52,968
(% change compared to base due to sensitivity)	-3.80%	2.50%
Mortality Rate (- / + 10% of mortality rates)	1,07,75,169	1,07,83,629
(% change compared to base due to sensitivity)	0.00%	0.00%

(vi) Maturity Profile of Defined Benefit Obligation

Weighted average duration (based on discounted cashflows)	11 years
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Expected cash flows over the next (valued on undiscounted basis):	Indian Rupees (INR)
1 year	6,13,222
2 to 5 Years	31,99,175
6 to 10 Years	44,26,374
More than 10 Years	1,74,90,984

Note No. 40 : Related Party Transactions

(i) Names of related parties and nature of relationship

Category of related parties	Name of Related Parties
Subsidiaries:	Share India Securities (IFSC) Private Limited
	Share India Capital Services Private Limited
	Share India Fincap Private Limited (Formerly Winpipe Finvest Private Limited)
	Share India Insurance Brokers Private Limited
	Total Securities (IFSC) Private Limited
	Total Securities Overseas Limited
	Share India Commodity Brokers Private Limited
Associates	
Enterprises/Companies in which Key Management Personnel or their relatives are able to exercise significant influence	
Firm in which a director, manager or his relative is a partner	SDT Securities LLP
	Investcare Reality LLP
	Skyveil Trade Solutions LLP
	RS Futures LLP
	Phoenix Advisors LLP
	Juris Advisors LLP
	Grow Well Solutions Partnership Firm

Notes to the Financial Statements

for the year ended March 31, 2020

Category of related parties	Name of Related Parties
Firm in which a director, manager or his relative is a partner	Agro Trade Solutions Partnership Firm RS Securities Partnership Firm Suvira Capital Advisors LLP Columbus Stock Broking LLP R.A.Maxx Private Limited Total Care Clinics LLP J C Enterprises Sole Proprietorship Colo Fintrade Partnership Firm Aaryan Associates Sole Proprietorship Association of National Exchanges Member of India Aarna Finvest Partnership Firm Arika Tradecorp Partnership Firm DDR Overseas Sole Proprietorship RKG Organic India LLP
Private company in which a director or manager or his relative is a member or director	Modtech Infraventures Private Limited Tifil Services India Private Limited Econbiz Enterprises Private Limited GNPA Enterprises Private Limited Algowire Trading Technologies Private Limited Algotrade Securities Private Limited Algowire Systems Private Limited Ever-Style Services Private Limited N.R. Merchants Private Limited Ananya Infraventures Private Limited Total Commodities (India) Private Limited R.A.Maxx Private Limited Ramkrishna Healthcare Private Limited
Public company in which a director or manager is a director 2[and holds] along with his relatives, more than two per cent of its paid-up share capital	Anmol Financial Services Limited Akashdeep Metal Industries Limited
Key Management Personnel	Rajesh Gupta- Director Sachin Gupta- CEO & Whole-time Director Saroj Gupta- Whole-time Director Parveen Gupta- Managing Director Jatinder Pal Singh- Independent Director Sulabh Jain- Independent Director Upasana Gupta- Independent Director (Resign. As Director during 19-20) Sanjib Singh- Independent Director Kamlesh Vadilal Shah- Joint Managing Director Vijay Girdharlal Vora- Whole-time Director Lavesh Shyam Goyal- Additional Independent Director Nilesh Mahendra Shah- Additional Independent Director Monil Ashok Gangar- Additional Independent Director Vikas Aggarwal- Company Secretary & Compliance officer Vijay Rana- Chief Financial Officer Suresh Girdharilal Vora- Director (Resign. As Director during 19-20) Shyam Sundar Bihani- Director (Resign. As Director during 19-20) Rajesh Harsukhlal Modi- Director (Resign. As Director during 19-20) Rohin Gupta - Director (Resign. As Director during 19-20) Yash Pal Gupta - Director (Resign. As Director during 19-20)

Notes to the Financial Statements

for the year ended March 31, 2020

Category of related parties	Name of Related Parties
Relatives of Directors and Key Management Personnel	Rajesh Kumar HUF Late Gopal Dass Gupta Subhash Rani Rekha Gupta Rachit Gupta Rachit Gupta HUF Agam Gupta Agam Gupta HUF Prachi Gupta Aastha Gupta Gopal Dass Gupta HUF Sachin Gupta HUF Tripti Gupta Aarna Gupta Arika Gupta Yash Pal Gupta HUF Harbans Lal Mittal Bhagwan Dulari Mittal Sunita Garg Narendra Mittal Sukriti Gupta Rakesh Aggarwal Parveen Gupta HUF Suman Gupta Saurabh Gupta Saurabh Gupta HUF Rohin Gupta HUF Perna Gupta Sonam Gupta Surinder Singh Harjit Kaur Kuldeep Singh Jasvinder Kaur Annupama Kaur Harsimar Singh Hartej Singh Ravindra Kumar Jain Anju Jain Rishabh Jain Richa Jain Saisha Jain Vishal Gupta Neelam Gupta Naman Gupta Gajendra Singh Late Sita Devi Manjit Singh Ranjit Singh Nima Singh Arti Singh

Notes to the Financial Statements

for the year ended March 31, 2020

Category of related parties	Name of Related Parties
Relatives of Directors and Key Management Personnel	Shyam Goyal
	Arpna Goyal
	Aarti Nilesh Shah
	Late Mahendra Fulchand Shah
	Mrudulla Mahendra Shah
	Dhwani Nilesh Shah
	Ketul Mahendra Shah
	Ashok Gangar
	Pragna Gangar
	Darshan Gangar
	Raj Kumar Aggarwal
	Seema Aggarwal
	Saksham Jindal
	Avika Jindal
	Mukesh Aggarwal
	Manisha Aggarwal
	Anita Aggarwal
	Rustam Singh Rana
	Santosh Kumari
	Ajay Singh
	Surindra Kumari
	Deepika Rana
	Uday Singh Rana
	Abhay Rana
	Late Vadilal Shah
	Late Savita Shah
	Himani Shah
	Rushabh Shah
	Dwani Mehta
	Ronak Mehta
	Kamlesh Vadilal Shah Foundation
	Nita Kamlesh Shah
	Late Girdharlal Vora
	Late Kamlaben Girdharlal Vora
	Nikki Vijay Vora
	Kavin Yogesh Vora
	Prachi Vijay Vora
	Rajesh Girdharlal Vora
	Jayshree Vijay Vora
	Suresh Vora - HUF
	Bhavya Suresh Vora
	Reema Pradip Vasani
	Kesha Ankit Choksi
	Ankit A Choksi
	Veena Jeetendra Shah
	Harsha Atul Doshi
	Bhavana Devang Shah
	Bharti Suresh Vora
	Manju Devi Bihani
	Girdharlal Bihani
	Mali Devi Bihani
	Ravi Bihani

Notes to the Financial Statements

for the year ended March 31, 2020

Category of related parties	Name of Related Parties
Relatives of Directors and Key Management Personnel	Raksha Bihani
	Nimesh Bihani
	Bajranglal Bihani
	Ramesh Bihani
	Nirmala Atal
	Geeta Toshniwal
	Rajkanya Mohta
	Shyam Sundar Bihani - HUF
	Heena Rajesh Modi
	Harsukhlal Modi
	Prasanben Modi
	Dhruvin Modi
	Dharmil modi
	Paresh modi
	Neena mehta
	Kamlesh Shah (HUF)
	Vijay G. Vora (HUF)

(ii) Transactions with Related Parties

Particulars	Transactions during year 2019-20	Transactions during year 2018-19
KEY MANAGEMENT PERSONNEL		
Remuneration Paid		
Mrs. Saroj Gupta	21,60,000	21,60,000
Mr. Parveen Gupta	21,60,000	21,60,000
Mr. Rajesh Gupta	-	1,44,000
Mr. Sachin Gupta	32,40,000	22,40,000
Mr. Rohin Gupta (Resign. as Director during 19-20)	42,500	34,20,000
Mr. Vikas Aggarwal	11,78,400	11,78,400
Mr. Vijay Kumar Rana	8,78,170	8,25,945
KAMLESH SHAH	21,00,000	24,15,000
SURESH G VORA	6,83,400	8,54,250
VIJAY G VORA	8,83,860	8,82,750
RAJESH MODI	6,44,160	6,25,950
SHYAMSUNDER BIHANI	10,60,959	12,19,800
Rent Paid		
Mr. Parveen Gupta	18,00,000	18,00,000
Mr. Rajesh Gupta	18,00,000	18,00,000
Dividend Paid		
Rajesh Kumar Gupta	10,00,334	-
Sachin Gupta	6,18,200	-
Saroj Gupta	8,66,800	-
Parveen Gupta	9,34,200	-
KAMLESH SHAH	2,76,282	-
VIJAY G VORA	3,47,000	-
Vikas Aggarwal	39,366	-
Vijay Kumar Rana	39,366	-
SURESH G VORA	3,56,020	-
SHYAMSUNDER BIHANI	3,16,000	-
RAJESH MODI	3,07,200	-

Notes to the Financial Statements

for the year ended March 31, 2020

Particulars	Transactions during year 2019-20	Transactions during year 2018-19
Brokerage Received		
Parveen Gupta	31,514	-
Rajesh Kumar Gupta	1,368	-
Saroj Gupta	3,646	-
KAMLESH SHAH	6,51,026	2,42,116
SURESH G VORA	8,058	5,979
RAJESH MODI	12,927	4,483
SHYAMSUNDER BIHANI	8,26,100	1,25,537
VIJAY G VORA	14	2,263
OTHER THAN KEY MANAGEMENT PERSONNEL		
Director Sitting Fees		
Vikas kumar Mittal	-	4,000
Rakesh Kumar Sharma	-	6,000
Sulabh Jain	18,000	8,000
Upasana Gupta	8,000	4,000
Jatinder Pal	2,000	-
Sanjib Singh	10,000	0
Salary & Incentives		
Mr. Rohin Gupta (Resign. As Director during 19-20)	29,33,000	-
Mrs. Prachi Gupta	38,60,000	37,30,000
Mr. Agam Gupta	32,20,000	31,60,000
Mrs. Rekha Gupta	7,80,000	9,80,000
Mrs. Sonam Gupta	38,00,000	39,50,000
Mrs. Suman Gupta	8,40,000	35,40,000
Mrs. Tripti Gupta	9,00,000	11,00,000
Mrs. Anita	1,16,400	6,98,400
Mr. Rajkumar Aggarwal	2,19,200	2,74,800
Himani K. Shah	15,26,385	17,25,180
Nikki Vijay Vora	12,46,674	13,80,300
Nita Kamlesh Shah	7,68,000	8,25,000
Manjudevi S Bihani	7,20,000	8,82,750
Rajesh Girdharlal Vora	6,75,000	8,02,500
Jayshree Vora	5,76,000	6,42,000
Bharti Suresh Vora	6,84,000	8,55,000
Prachi Vijay Vora	9,24,000	8,54,175
Heena Modi	2,83,860	3,53,100
Nimesh Bihani	7,80,000	-
Raksha Bihani	5,10,000	-
Ravi Bihani	10,20,720	-
Bhavya S Vora	7,21,500	-
Kesha Suresh Vora	9,55,500	-
Bina Paresh Modi	2,83,860	-
Dharmil Rajesh Modi	1,50,000	-
Dhruvin Rajesh Modi	5,91,000	-
Paresh H Modi	2,83,860	-
Consultancy Charges		
Mrs. Sukriti Gupta	6,00,000	6,00,000
Rent Paid		
Mr. Yash Pal Gupta	18,50,000	18,50,000
Yash Pal HUF	1,50,000	1,50,000
Sachin Gupta HUF	1,62,000	1,62,000

Notes to the Financial Statements

for the year ended March 31, 2020

Particulars	Transactions during year 2019-20	Transactions during year 2018-19
Interest Paid		
Akashdeep Metal Industries Ltd	-	10,62,388
Anmol Financial Services Ltd	75,56,015	50,77,809
Interest Received		
Share India Fincap Pvt Ltd	2,65,40,507	89,59,897
Skyvell Trade Solutions LLP	-	5,32,806
Share India Securities (IFSC) Pvt Ltd	2,31,530	19,78,070
Brokerage Received From Related Party		
Algowire Trading Technologies Pvt Ltd	2,383	3,12,362
Skyveil Trade Solutions LLP	29,55,507	2,05,86,110
Anmol Financial Services Ltd	5,159	16,147
Akashdeep Metal Industries Ltd	-	5,541
Aggarwal Finance Company	1,670	7,09,351
Share India Commodity Brokers Pvt Ltd	7,65,204	-
Rekha Gupta	2,885	22,390
Tripti Gupta	279	58,060
RS Securities	68,071	-
RS Futures LLP	60,436	-
Agro Trade Solutions	47,316	-
Rachit Gupta Huf	1,96,729	-
Rohin Gupta Huf	2,18,759	-
Sachin Gupta Huf	1,339	-
Suman Gupta	2,888	-
Yash Pal Huf	2,82,071	-
Parveen Gupta (HUF)	10,00,378	-
Agam Gupta Huf	92,471	-
Rajesh Kumar Gupta (HUF)	1,951	-
Rachit Gupta	1,131	-
Yash Pal Gupta	1,079	-
KAMLESH SHAH (HUF)	63,738	89,289
NITA K. SHAH	40,460	18,315
HIMANI K. SHAH	19,049	4,175
DHWANI K SHAH	28,510	23,572
COLUMBUS STOCK BROKING LLP	12,812	-
NIKKI VIJAY VORA	473	11,498
PRACHI VIJAY VORA	1,934	3,536
RAJESH G. VORA	4,944	23,063
VIJAY G.VORA (HUF)	34,810	1,47,619
Ravi Bihani	436	83,762
Manjudevi S Bihani	2,78,862	52,155
Kesha Vora	3,096	3,056
Bharti Suresh Vora	7,643	40,944
Shyam Sunder Bihani HUF	3,502	26,390
Nimesh Bihani	359	28,109
Suresh Vora HUF	10,074	8,266
Heena Modi	499	1,751
Bhavya Vora	2,828	4,538
Dharmil Rajesh Modi	-	3,918
Rajesh Modi (HUF)	17,332	6,844
Aarna Finvest	6,01,392	-
Arika Tradecorp	1,508	-

Notes to the Financial Statements

for the year ended March 31, 2020

Particulars	Transactions during year 2019-20	Transactions during year 2018-19
Total Commodities (I) Pvt. Ltd.	12,00,661	-
Veena J. Shah	4,004	-
Dividend Paid		
Subash Rani	78,408	-
Rekha Gupta	5,46,194	-
Rachit Gupta	8,29,200	-
Agam Gupta	3,03,400	-
Tripti Gupta	4,19,300	-
Yash Pal Gupta	7,74,700	-
Suman Gupta	3,89,500	-
Saurabh Gupta	6,82,206	-
Rohin Gupta	6,61,656	-
Prerna Gupta	11,600	-
Richa Jain	2,495	-
Neelam Gupta	1,500	-
Anita Aggarwal	10,364	-
Himani Rushabh Shah	9,600	-
Dwani Mehta	9,600	-
Nita Kamlesh Shah	3,17,328	-
Nikki Vijay Vora	39,600	-
Prachi Vijay Vora	51,000	-
Rajesh Girdharlal Vora	7,500	-
Jayshree Vijay Vora	1,29,200	-
Bhavya Suresh Vora	51,000	-
Reema Pradip Vasani	1,000	-
Kesha Ankit Choksi	39,600	-
Ankit A Choksi	2,500	-
Bharti Suresh Vora	1,77,280	-
Manju Devi Bihani	2,38,600	-
Heena Rajesh Modi	96,000	-
Kamlesh Shah - HUF	2,51,040	-
Vijay Vora - HUF	2,42,100	-
Suresh Vora - HUF	1,96,000	-
Shyam Sundar Bihani - HUF	1,22,400	-
Columbus Stock Broking LLP	38,400	-

(Amount in ₹)

Particulars	Transactions during year 2019-20	Balance as at March 31, 2020	Transactions during year 2018-19
Investment in Subsidiary			
Share India Fincap Pvt Ltd	5,00,00,016	10,16,25,556	-
Loan received from Enterprises covered under Ind AS-24			
Akashdeep Metal Industries Ltd	-	-	1,05,05,000
Anmol Financial Services Ltd	4,10,00,000	9,03,63,738	4,55,00,000
Loan given to Enterprises covered under Ind AS-24			
Share India Securities (IFSC) Pvt Ltd	16,62,066	23,45,163	1,20,217
Loan given and Recovered from Enterprises covered under Ind AS-24			
Share India Fincap Pvt Ltd	1,43,21,76,279	-	44,57,00,000
Share India Insurance Brokers Pvt. Ltd	15,62,946	-	-

*The Company provides long term benefits in the form of Gratuity to Key managerial person along with all employees, cost of same is not identifiable separately and not disclosed.

All Loans referred above are repayable on demand

Note : Income/Liability figures are shown in brackets.

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 41 : Tax expense

The Company pays taxes according to the rates applicable in India. Most taxes are recorded in the income statement and relate to taxes payable for the reporting period (current tax), but there is also a charge or credit relating to tax payable for future periods due to income or expenses being recognised in a different period for tax and accounting purposes (deferred tax). Tax is charged to equity when the tax benefit exceeds the cumulative income statement expense on share plans. The Company provides for current tax according to the tax laws of India using tax rates that have been enacted or substantively enacted by the balance sheet date. Management periodically evaluates positions taken in tax returns in respect of situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities. Deferred tax is provided, using the liability method, on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax is recognised in respect of all temporary differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. A deferred tax asset is recognised when it is considered recoverable and herefore recognised only when, on the basis of all available evidence, it can be regarded as probable that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying temporary differences can be deducted. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the temporary differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

The Company has opted to pay the tax under section 115BAA of the Income Tax Act, 1961. Accordingly, (a) the provision for current and deferred tax has been determined at the rate of 25.168%, (b) the deferred tax assets and deferred tax liabilities as on April 01, 2019 have been restated at the rate of 25.168%.

Particulars	(Amount in ₹)	
	As at March 31, 2020	As at March 31, 2019
Current tax expense		
Current tax for the year	11,00,29,996	11,10,95,317
Tax adjustment in respect of earlier years	-	1,33,45,972
Total current tax expense	11,00,29,996	12,44,41,289
Minimum alternate tax credit entitlement	-	(17,35,708.00)
Deferred taxes		
Change in deferred tax Assets	(72,28,869.04)	(81,99,660.79)
Net deferred tax expense	(72,28,869.04)	(81,99,660.79)
Net Deferred Tax		

Particulars	(Amount in ₹)	
	As at March 31, 2020	As at March 31, 2019
Deferred tax liability on account of :		
Previous Year Future MTM Loss as per ICDS-1	17,86,391	5,49,970
Stock Difference as per ICDS prev. year	7,27,641	-
Option Premium Loss as per ICDS-1 prev. year	20,29,277	-
Cost/mkt value Difference in investments as per ICDS prev. year	3,84,629	-
Option Premium Profit as per ICDS-1	1,75,11,928	
Total deferred tax liabilities (A)	2,24,39,866	5,49,970
Deferred tax assets on account of:		
Expenses allowable in Income tax on payment basis: - Gratuity	24,71,365	
Book/ tax depreciation difference	1,67,04,879	1,99,26,830
Stock Difference as per ICDS	84,58,816	7,27,641
Option Premium Loss as per ICDS-1	1,14,32,289	20,29,277
Future MTM Loss as per ICDS	-	17,86,391
Cost/mkt value Difference in investments as per ICDS	1,20,94,978	3,84,629
Total deferred tax assets (B)	5,11,62,327	2,48,54,767

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 42 : Fair value measurement

(i) Accounting classification and fair values

The following table shows the carrying amount and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy as at March 31, 2020:

Particulars	Carrying amount			Fair Value			(Amount in ₹)
	FVPL	PVOCI	Amortized Cost	Level 1	Level 2	Level 3	
March 31, 2020							
Financial assets							
Cash and cash equivalents	-	-	39,64,04,962	0	-	-	-
Bank balance other than cash and cash equivalents above	-	-	1,48,54,50,472	0	-	-	-
Receivables							
(i) Trade receivables	-	-	5,81,94,929	0	-	-	-
(ii) Other receivables	-	-	-	0	-	-	-
Loans							
Investments	-	28,81,41,540	23,45,163	0	-	-	-
Other financial assets	37,06,92,255	-	54,67,09,637	6,61,80,932	22,19,60,608	25,85,68,097	54,67,09,636.9
Total financial assets	37,06,92,255.2	28,81,41,539.8	2,55,07,71,988	43,68,73,187.2	22,19,60,607.8	25,85,68,097.1	91,74,01,892.1
Financial liabilities							
Payables							
(i) Trade payables							
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	0	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	83,39,16,898	0	-	-	-
(ii) Other payables							
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	0	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	0	-	-	-
Borrowings (Other than debt securities)							
Deposits	-	-	85,04,85,065	0	-	-	-
Other financial liabilities	2,39,62,365	-	4,30,882	0	-	-	-
Total financial liabilities	2,39,62,365	-	1,68,66,22,675	2,39,62,364	-	-	2,39,62,364

Notes to the Financial Statements

for the year ended March 31, 2020

The carrying value and fair value of financial instruments by categories as of March 31, 2019 are as follows:

Particulars	Carrying amount			Fair Value			(Amount in ₹)
	FVPL	PVOCI	Amortized Cost	Level 1	Level 2	Level 3	
March 31, 2019							
Financial assets							
Cash and cash equivalents	-	-	28,03,51,026	-	-	-	-
Bank balance other than cash and cash equivalents above	-	-	86,47,62,500	-	-	-	-
Receivables							
(i) Trade receivables	-	-	11,40,06,982	-	-	-	-
(ii) Other receivables	-	-	-	-	-	-	-
Loans	-	-	2,01,10,765	-	-	-	-
Investments	-	13,15,23,224	20,86,30,332	8,82,66,728	4,32,56,496	20,86,30,332	34,01,53,556
Other financial assets	4,49,75,921	-	50,32,83,813	4,49,75,921	-	-	4,49,75,921
Total financial assets	4,49,75,921	13,15,23,224	1,99,11,45,418	13,32,42,649	4,32,56,496	20,86,30,332	38,51,29,477
Financial liabilities							
Payables							
(i) Trade payables							
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	53,36,93,880	-	-	-	-
Other payables							
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
Borrowings (Other than debt securities)							
Deposits	-	-	64,96,36,337	-	-	-	-
Other financial liabilities	1,28,13,606	-	5,12,882	-	-	-	-
			24,93,801	1,28,13,606	-	-	1,28,13,606
Total financial liabilities	1,28,13,606	-	1,18,63,36,901	1,28,13,606	0	0	1,28,13,606

Notes to the Financial Statements

for the year ended March 31, 2020

The carrying value and fair value of financial instruments by categories as of April 01, 2018 are as follows:

Particulars	Carrying amount			Fair Value			(Amount in ₹)
	FVPL	PVOCI	Amortized Cost	Level 1	Level 2	Level 3	
March 31, 2018							
Financial assets							
Cash and cash equivalents	-	-	2,00,84,162	-	-	-	-
Bank balance other than cash and cash equivalents above	-	-	43,62,25,000	-	-	-	-
Receivables							
(i) Trade receivables	-	-	19,52,45,577	-	-	-	-
(ii) Other receivables	-	-	-	-	-	-	-
Loans							
Investments							
Other financial assets	39,95,06,611	10,06,12,740	50,01,19,351	10,55,65,870	29,39,40,741	10,06,12,740	50,01,19,351
Total financial assets	16,82,73,392	-	26,25,45,830	16,82,73,392	-	-	16,82,73,392
Financial liabilities							
Payables							
(i) Trade payables							
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	38,09,65,423	-	-	-	-
Other payables							
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
Borrowings (Other than debt securities)							
Deposits	-	-	39,32,93,049	-	-	-	-
Other financial liabilities	-	-	9,40,633	-	-	-	-
Total financial liabilities	0	-	35,43,634	0	0	0	0
Total	16,82,73,392	39,95,06,611	1,03,67,63,622	27,38,39,292	29,39,40,741	10,06,12,740	66,83,92,743

Notes to the Financial Statements

for the year ended March 31, 2020

Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and equity securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the group is the current bid price. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities and investment in private equity funds, real estate funds.

(ii) Valuation techniques used to determine fair value

Specific valuation techniques used to value financial instruments include :

- Quoted equity investments - Quoted closing price on stock exchange
- Mutual fund - net asset value of the scheme
- Alternative investment funds - net asset value of the scheme
- Unquoted equity investments - price multiples of comparable companies.
- Private equity investment fund - net asset value of the audited financials of the funds.
- Real estate fund - net asset value, based on the independent valuation report or financial statements of the company income approach or market approach based on the independent valuation report.

(iii) Financial instruments not measured at fair value

Financial assets not measured at fair value includes cash and cash equivalents, trade receivables, loans and other financial assets. These are financial assets whose carrying amounts approximate fair value, due to their short-term nature.

Additionally, financial liabilities such as trade payables and other financial liabilities are not measured at FVTPL, whose carrying amounts approximate fair value, because of their short-term nature.

Note No. 43 : Financial risk management

Company has operations in India. Whilst risk is inherent in the Company's activities, it is managed through an integrated risk management framework, including ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Company's continuing profitability and each individual within the Company is accountable for the risk exposures relating to his or her responsibilities. The Company is exposed to credit risk, liquidity risk and market risk. It is also subject to various operating and business risks.

A. Market Risk

Market risk is the risk that the fair value or future Cash flows of a financial instrument will fluctuate because of changes in market prices. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

(i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates.

Foreign currency risk management

In respect of the foreign currency transactions, the company does not hedge the exposures since the management believes that the same is insignificant in nature and will not have a material impact on the Company.

The company's exposure to foreign currency risk at the end of reporting period is shown in note no 37

Notes to the Financial Statements

for the year ended March 31, 2020

(ii) Interest rate risk

The Company is exposed to Interest risk if the fair value or future cash flows of its financial instruments will fluctuate as a result of changes in market interest rates. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates.

The Company's interest rate risk arises from interest bearing deposits with bank and loans given to customers. Such instruments exposes the Company to fair value interest rate risk. Management believe that the interest rate risk attached to this financial assets are not significant due to the nature of this financial assets.

(iii) Market price risks

The Company is exposed to market price risk, which arises from FVTPL and FVOCI investments. The management monitors the proportion of these investments in its investment portfolio based on market indices. Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the appropriate authority.

B. Liquidity risk

Liquidity risk is the risk that the entity will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The entity's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the entity's reputation.

Prudent liquidity risk management requires sufficient cash and marketable securities and availability of funds through adequate committed credit facilities to meet obligations when due and to close out market positions.

The Company has a view of maintaining liquidity with minimal risks while making investments. The Company invests its surplus funds in short term liquid assets in bank deposits and liquid mutual funds. The Company monitors its cash and bank balances periodically in view of its short term obligations associated with its financial liabilities.

The table below summarises the maturity profile of the Company's financial liabilities based on the contractual undiscounted payments.

Particulars	(Amount in ₹)			
	On Demand / less than 3 months	Payable within 3 to 12 months	Payable more than 1 year and less than 5 year	Payable more than 5 year
Year ended March 31, 2020				
Payables				
(I) Trade payables	83,39,16,898	-	-	-
(II) Other payables	28,25,92,935	-	-	-
Borrowings (Other than debt securities)	84,93,64,589	-	11,20,476	-
Deposits	-	-	-	-
Other financial liabilities	2,43,93,247	17,89,830	-	-
Year ended March 31, 2019				
Payables				
(I) Trade payables	53,36,93,880	-	-	-
(II) Other payables	10,70,86,623	-	-	-
Borrowings (Other than debt securities)	64,80,76,823	-	15,59,514	-
Deposits	-	-	-	-
Other financial liabilities	1,33,26,488	24,93,801	-	-

C. Credit risk

Credit risk is the risk that the Company will incur a loss because its customers or counterparties fail to discharge their contractual obligation. The Company manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual counterparties, and by monitoring exposures in relations to such limits.

Notes to the Financial Statements

for the year ended March 31, 2020

The maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented in the financial statements. The Company's major classes of financial assets are cash and cash equivalents, loans, investment in mutual fund units, term deposits, trade receivables and security deposits.

Deposits with banks are considered to have negligible risk or nil risk, as they are maintained with high rated banks / financial institutions as approved by the Board of directors.

Note No. 44 : Capital Management

Risk management

The company's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

The company monitors its capital by using gearing ratio, which is net debt to total equity. Net debt includes non-current borrowings net of cash and bank balances and total equity comprises of Equity share capital, security premium, share options outstanding account and retained earnings. Further, the company also manages its capital and return to shareholders by adequately investing in mutual funds.

Note No. 45 : Revenue from Contract with Customers

The Company derives revenue primarily from the share broking business. Its other major revenue sources are the Brokerage Income and Share Trading income.

Note No. 46 : Assets pledged as security

The carrying amounts of assets pledged as security for current and non-current borrowings are:

Particulars	(Amount in ₹)	
	As at March 31, 2020	As at March 31, 2019
Financial assets		
A) First charge		
Vehicles	41,54,766	34,66,707
Fixed deposits	1,79,55,35,426	1,26,26,34,494
Immovable property	27,56,54,809	28,76,79,433
Inventory (stock in Hand)	1,76,36,891	-
Investments	13,97,75,512	3,47,68,213
B) Floating charge	-	-
Non-financial assets		
A) First charge	-	-
Total assets pledged as security	2,23,27,57,404	1,58,85,48,847

Note No. 47 : Disclosure pursuant to IND AS 101 "First time adoption of Indian Accounting Standards"

a) Reconciliations between previous GAAP and Ind AS

Ind AS 101 requires a first time adopter to reconcile equity and total comprehensive income for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

Notes to the Financial Statements

for the year ended March 31, 2020

(I) Reconciliation of total equity between previous GAAP and Ind AS:

(Amount in ₹)

Particulars	Note No.	Year Ended April 01, 2018	Year Ended March 31, 2019
Equity as per previous GAAP(Indian GAAP)		1,02,06,10,768	1,25,11,58,321
Add: Capital Reserve on Merger	(iv)	24,53,01,657	(95,13,124)
Less: Capital of Transferor Company	(iv)	(4,80,00,000)	-
Add: Share Pending Allotment	(iv)	7,68,00,000	-
Less: Provision for Gratuity		(14,03,569)	-
Add: Increase in Depreciation claimed as per fair valuation of Fixed assets	(iv)	-	(1,45,55,142)
Add: Deferred Tax Assets created	(ii)	-	67,88,180
Add: Last Year Merger Adjustments		-	27,26,98,089
Add: Net Gain on Fair Value of Current Investments	(i)	5,27,38,634	(1,94,31,283)
Add: Last Year Ind AS Adjustments		-	5,27,38,634
Equity as per Ind AS		1,34,60,47,491	1,53,98,83,673

(II) Reconciliation of profit as per Ind AS with profit reported under previous GAAP:

(Amount in ₹)

Particulars	Note No.	Year Ended March 31, 2019
Net Profit/(loss) as per previous GAAP (Indian GAAP)		23,23,81,102
Less: Net Gain on Fair Valuation of Investments	(i)	(1,94,31,283)
Add: Deferred Tax Assets created	(ii)	67,88,180
Less: Increase in Depreciation claimed as per Fair valuation of Plant, Property & Equipments	(iv)	(1,45,55,142)
Net Profit as per Ind AS		20,51,82,857

b) Notes to first-time adoption:

The Company has prepared opening Balance Sheet as per Ind AS as of April 01, 2018 (transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, derecognising items of assets or liabilities which are not permitted to be recognised by Ind AS, reclassifying items from GAAP to Ind AS as required, and applying Ind AS to measure the recognised assets and liabilities.

(i) Fair valuation of investments

Under the previous Indian GAAP, investments in equity instruments and mutual funds were classified as long-term investments or current investments based on the intended holding period and realisability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under Ind AS, these investments are required to be measured at fair value. The resulting fair value changes of these investments have been recognised in other equity as at the date of transition and subsequently in the profit or loss / other comprehensive income for the year ended March 31, 2019. This increased the other equity by ₹ 28,87,25,352.42 as at March 31, 2019 (April 01, 2018 - ₹ 32,54,36,722.49).

(ii) Deferred tax

Indian GAAP requires deferred tax accounting using the profit and loss approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under Indian GAAP.

In addition, the various transitional adjustments have lead to temporary differences. Deferred tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or a separate component of equity.

Notes to the Financial Statements

for the year ended March 31, 2020

(iii) Other comprehensive income

Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes remeasurements of defined benefit plans and fair value of investment. The concept of other comprehensive income did not exist under previous GAAP.

(iv) Merger Operations

On Acquisition of Total Securities Limited (Transferor Company), assets are taken over their fair values and respective effects as per Ind AS is provided. As order from NCLT in respect of Scheme of Amalgamation is passed on November 21, 2019 with effective date of April 01, 2018.

- Plant, Property & Equipments are taken over on their fair Values as per the expert valuation reports and depreciation is provided as per companies Act on such Fair valued assets taken over on Amalgamation.

(v) Exemptions availed by the company

The exemptions availed by the Company under Ind AS 101 are as follows:

- (a) The Company has adopted the carrying value determined in accordance with I-GAAP for all of its property plant & equipment and investment property as deemed cost of such assets at the transition date except for the assets of Transferor Company.

The estimates as at April 01, 2018 and at March 31, 2019 are consistent with those made for the same dates in accordance with I-GAAP.

Note No. 48 : Scheme of Amalgamation

- (i) Pursuant to the Scheme of Amalgamation and Merger (the 'Scheme') entered into between Total Securities Limited ('the Transferor Company') and the Company, as approved by the NCLT, the Transferor Company has been merged with the Company as per accounting prescribed under the scheme which is in line with the accounting principles given under Ind AS 103 applicable to BC's other than common control business combinations. In deriving the fair values of Assets and Liabilities, we rely on the skill set and competence of the registered valuers. Accordingly, opening balance sheet as at April 01, 2018, comparative financial information for the year ended March 31, 2019 and the accompanying standalone financial statements for the year ended March 31, 2020 have been adjusted to account for the aforesaid merger.
- (ii) Total Securities Limited ('the Transferor Company') is a public limited company domiciled in India. The registered office of the Company is Third floor, 56/33, Site IV, Industrial Area, Sahibabad, Ghaziabad Uttar Pradesh- 201010. The Transferor Company is engaged in Share and Stock Broking, Mutual Funds Distributions, to invest, buy, sell, or otherwise deal in all kind of securities and other related activities. The transferor Company is a Trading Member of BSE Ltd (Bombay Stock Exchange/ BSE) and National Stock Exchange of India Ltd (NSE). The Company has also promoted a wholly owned subsidiary- Total securities (IFSC) Pvt Ltd, in the Country's first International Financial Services Centre- Gujarat International Finance Tec- City (GIFT City), Gandhi Nagar.
- (iii) The Scheme of amalgamation will benefit the Transferor Company and Transferee Company. The rational and reasons for proposed Scheme of Arrangement, inter alia, are summarized below:
 - Stronger balance sheet and net worth to meet capital needs of subsidiaries for future growth and expansion.
 - Free flow of funds and ease limits of investments / loans by the Transferee Company for expansion of business activities.
 - Exposure of shareholders of the Transferee Company to the larger business activities of the flagship broking and related business activities.
 - Better combined clientele of these Companies for large portfolio of services.
 - Increase in Physical, financial and human resources for most beneficial utilisation of these factors in combined entity.

Notes to the Financial Statements

for the year ended March 31, 2020

- (iv) Transactions with respect to merger have been accounted for as per the Acquisition Method in accordance with Ind AS 103 "Business Combinations".

Pursuant to Scheme :

- (a) All assets and liabilities appearing in the books of the transferor company have been recorded by the transferee company at their respective fair values in opening balance sheet as at April 01, 2018.
- (b) The difference between net assets taken over & investment in the books of the Transferee Company have been debited to Capital reserve after considering the purchase consideration for business acquisition.

Particulars	Amount in Rupees
Assets	
Fixed Assets	
Property, Plant & Equipments	30,28,95,844
Non Current investments	5,54,53,131
Long Term Loans & Advances	
Other Non Current assets	21,77,80,690
Current assets	10,34,59,112
Less : Liabilities	
Non Current Liabilities	-
Current Liabilities	-107856329.3
Total Net Assets Taken over	571732447.4
Less:	
Value of investments in the Books of TSL	-8158068
Other Equity of the transferor Company	-241472722
Purchase consideration for merger	-76800000
Capital Reserves	24,53,01,657.42

(iv) Reconciliation of equity

Particulars	(Amount in ₹)	
	Year Ended April 01, 2018	Year Ended March 31, 2019
Equity as per previous Reported Balance sheet	72,97,34,478	90,01,16,032
Merger Adjustments:		
Net equity as on reporting date of Transferor Company	29,08,76,291	35,10,42,289
Increase in depreciation		-14555141.71
Capital reserve on business combination	24,53,01,657	-9513123.901
Paid Up Capital	-48000000	
Share Pending allotment	7,68,00,000	
Provision of Gratuity created	-1403568.686	
Last year merger adjustments		27,26,98,089
Total - Merger adjustments	563574379.4	599672112.1
Ind AS adjustments:		
Gain on fair valuation of Investments	5,27,38,634	-19431283.46
Increase in surplus due to change in tax expense		67,88,180
Last Year Ind AS adjustments		5,27,38,634
Total - Ind AS adjustments	5,27,38,634	4,00,95,530
Equity as per reported Balance sheet	1,34,60,47,491	1,53,98,83,673

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 49 : Corporate social responsibility

The Ministry of Corporate Affairs has notified Section 135 of the Companies Act, 2013 on Corporate Social Responsibility (CSR) with effect from April 01, 2014. As per the provisions of the said section, the Company has undertaken the following CSR initiatives during the financial year 2019-20. CSR initiatives majorly includes supporting under privileged in education, medical treatments, etc and various other charitable and noble aids.

(a) Gross amount required to be spent by the Company during the year ₹ 52,33,814 (Previous year ₹ 30,13,300)

(b) Amount spent during the year ended March 31, 2020 on :

(Amount in ₹)			
Particulars	Amount Paid	Yet to be paid	Total
Education purpose	37,00,000	-	37,00,000
COVID-19 fight	13,00,000	-	13,00,000
Yet to be paid	-	2,33,814	2,33,814
Total	50,00,000	2,33,814	52,33,814

Amount spent during the year ended March 31, 2019 on :

(Amount in ₹)			
Particulars	Amount Paid	Yet to be paid	Total
Education purpose	18,66,067	11,47,233	30,13,300
Total	18,66,067	11,47,233	30,13,300

Note No. 50 : There were no Micro, Small and Medium Enterprises, to whom the Company owed dues, which were outstanding for more than 45 days as at March 31, 2020. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent, such parties have been identified on the basis of information available with the Company.

Note No. 51 : Previous year's figures have been regrouped / reclassified and rearranged wherever necessary to correspond with the current year's classification / disclosure.

As per our report of even date annexed
For SVP & Associates
Chartered Accountants
FRN : 003838N

Sudarshan Kumar
(Partner)
M. NO. 089797

Place : Sahibabad
Date : July 17, 2020

For **M/s. Share India Securities Ltd.**

Parveen Gupta
Managing Director
DIN 00013926

Sachin Gupta
CEO (WTD)
DIN 00006070

Vikas Aggarwal
Company Secretary
M. No. 5512

Vijay Kumar Rana
Chief Financial Officer
PAN AEMPR0458R

Independent Auditor's Report

To
The members of
Share India Securities Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **SHARE INDIA SECURITIES LIMITED** and its subsidiaries, (Holding Company and its subsidiaries and Associate together referred to as the "Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2020, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows 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, and based on the consideration of reports of other auditors on separate financial statements of the subsidiaries referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS'), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2020, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated 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 Consolidated

Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the 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 ICAI's Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in the sub-paragraphs (a) of the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters ("KAM") are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Ind AS financial statements for the financial year ended 31st March 2020. These matters were addressed in the context of our audit of the Consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Ind AS financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
(a) Transition to Ind AS accounting framework (as described in note 46 of the Consolidated Ind AS financial statements)	
Refer note 2.1 for significant accounting policies and note 46 for reconciliation.	Our procedures in respect of the first time adoption of Ind AS framework included, but were not limited to, the following:
As disclosed in note 2.1 to the financial statements, the Company has adopted the Indian Accounting Standards notified under section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) ('Ind AS'); 1 April 2018 being the transition date and prepared the first set of financial statements under Ind AS framework in the current year.	Design / controls <ul style="list-style-type: none"> Assessed the design, implementation and operating effectiveness of key internal controls over management's evaluation of transition date choices and exemptions availed in line with the principles under Ind AS 101.

Key audit matters	How our audit addressed the key audit matter
<p>For periods up to and including the year ended 31st March 2019, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ('previous GAAP').</p> <p>This change in the financial reporting framework required an end-to-end evaluation of the potential impact on each component of the financial statement which involved significant efforts. This process also required the management to apply significant judgments to identify and elect appropriate accounting policies suitable for various transactions and balances relating to the operations of the Company including electing of available options for transition of balances as at the transition date from the previous GAAP to the new GAAP.</p> <p>Further, the first time preparation of the Ind AS financial statements involved preparation and presentation of additional notes and disclosures as required by the Ind AS framework as compared to the previous GAAP in addition to Note 46 to the financial statements setting forth the reconciliation of balances from previous GAAP to the new GAAP as at the transition date, and the impact of restatement on the results of the comparative period due to such transition. The areas where there were a significant impact on account of first time adoption involved the following standards amongst others:</p> <ol style="list-style-type: none"> Ind AS 109, Financial Instruments – Fair Valuation of Investments Ind AS 107, Financial Instruments: Disclosures <p>Considering the significance of the event in the current year to the financial statements, the complexities and efforts involved, this matter has been identified as a key audit matter for the current year audit</p>	<p>Substantive tests</p> <ul style="list-style-type: none"> Evaluated the implementation of exemptions availed by the Company in accordance with the requirements of Ind AS 101, First Time Adoption of Indian Accounting Standards (Ind AS 101). Evaluated the accounting policies adopted by the Company on transition to Ind AS and assessed its appropriateness and the requirements of relevant accounting standards under the Ind AS framework. Assessed areas of significant estimates and management judgment in line with principles under Ind AS. Evaluated the appropriateness and adequacy of disclosures in financial statements. Share India Securities Limited Independent Auditor's Report on the Financial Statements
(b) Litigation pertaining to direct tax matters	
<ul style="list-style-type: none"> As disclosed in note 29 of the Consolidated Ind AS financials statements, the Company has pending litigations on account of direct tax matters amounting to ₹ 80,30,825. The Management applies significant judgment in estimating the likelihood of the future outcome in each case based on its own past assessments, judicial precedents and opinions of experts/legal counsels when considering whether and how much to provide or in determining the required disclosure for the potential exposure. Due to inherent complexity and magnitude of potential exposures, we regard this as key audit matter. 	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Obtained and read the list of direct tax assessment/ litigations for movements from previous periods; Read the orders passed during the year; For appeals filed during the year, read and assessed correspondence/ grounds of appeal filed by the Company; Assessed opinions obtained by the management, from independent tax experts/ counsels; We have also involved our direct tax experts to evaluate management's assessment of possible outcome of disputes and; Considered the disclosures in note 29 made in relation to these direct tax matter for compliance with disclosure requirements.

Key audit matters	How our audit addressed the key audit matter
<p>(c) IT systems and controls</p> <p>Financial accounting and reporting processes, especially in the financial services sector, are fundamentally reliant on IT systems and IT controls to process significant transaction volumes, hence we identified IT systems and controls over financial reporting as a key audit matter for the Company.</p> <p>Automated accounting procedures and IT environment controls, which include IT governance, general IT controls over program development and changes, access to programs and data and IT operations, are required to be designed and to operate effectively to ensure reliable financial reporting.</p>	<ul style="list-style-type: none"> • We tested the design and operating effectiveness of the Company's IT access controls over the information systems that are important to financial reporting and various interfaces, configuration and other identified application controls. • We tested IT general controls (logical access, changes management and aspects of IT operational controls). This included testing requests for access to systems were reviewed and authorized. • We tested the Company's periodic review of access rights. We also tested requests of changes to systems for approval and authorization. • In addition to the above, we tested the design and operating effectiveness of certain automated controls that were considered as key internal controls over financial reporting.
<p>(d) Business combination - Acquisition of Total Securities Limited</p> <p>The Company acquired 100% of the shares of Total Securities Limited (TSL) through Scheme of Amalgamation vide the NCLT order dated November 21, 2019 and accounted for this acquisition as a business combination as per Ind AS 103 with effect from November 21, 2019 by recognizing identifiable assets and liabilities (including contingent liabilities) acquired at fair value (refer note 53 to the consolidated Ind AS financial statements).</p> <p>The measurement of the identifiable assets and liabilities acquired at fair value is inherently judgmental.</p> <p>In deriving the fair values of Assets and Liabilities, we rely on the qualification and competence of the registered valuers, being members of recognised professional bodies and found the methodology used to be in line with generally accepted market practices and the key assumptions used were within the range of market data.</p> <p>Given the complexity and judgement involved in fair value measurements and magnitude of the acquisition made by the Share India Securities Limited, this is a key audit matter.</p>	<p>The procedures performed by the auditors, as reported by them, included the following:</p> <ul style="list-style-type: none"> • Reading the documents pertaining to the acquisition to understand the key terms and conditions of the acquisition; • Assessing the competence, capabilities and objectivity of the experts engaged by the Total Securities Limited and gaining an understanding of the work of the experts by reviewing the valuation reports; • Reviewed and challenged the reasonableness of key assumptions, purchase price allocation adjustments and the identification and valuation of acquired intangible assets based on our knowledge of the Company and the industry and; • Accordingly, opening balance sheet as at 1 April 2018, comparative financial information for the year ended 31st March 2019 and the accompanying Consolidated financial statements for the year ended 31st March 2020 have been adjusted to account for the aforesaid merger.
<p>(e) Revenue Recognition</p> <p>Company has multiple income generating operations but majority of which have their origin from the Share Trading activities at Stock Exchange and Brokerage.</p>	<ul style="list-style-type: none"> • Major revenue generating activities were brokerage and the company's own Pro trading activities. Hence our prime focus was over the Brokerage Income and Pro trading activities since the management is involved themselves in such operations. • Accordingly, in our audit process we focused over the internal control set up by the management and had to check the policies set up by the management for charging the commission from the clients.

Key audit matters	How our audit addressed the key audit matter
	<ul style="list-style-type: none"> • To test whether the commission rates used to calculate commission revenue were consistent with the underlying agreements & evaluating the effect on the financial statements of recognizing commission revenue on trade date rather than on a settlement date basis. • Once the brokerage percentage is set, then until the management decides to alter the percentage after negotiating with the client, brokerage will be charged uniformly through automated processes placed through the software. Therefore, we checked the automated procedure in the software and similarly tested the system generated reports. • Share India Securities Ltd likewise other stock broker companies provide the facilities of margin to the client depending upon the value of securities the client provides to the company. • Therefore to test the risk that the company undertakes while providing margin facility to the clients, we tested the value of securities of the clients and focused on the VAR amount prescribed by the Exchange. • To test how Share India Securities Limited generate and record revenue transaction throughout the transaction lifecycle & to ensure completeness of transactions.

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 consolidated financial statements and our auditor's report thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries, is traced from their financial statements audited by other auditors.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. 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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial 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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditors. For the other entities or business activities included in the consolidated financial statements, which have been audited by the other auditors, such auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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 of the Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most

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

Other Matters

- (a) The Consolidated financial results include the audited Financial Results of 5 (Five) subsidiaries, whose financial results and financial information reflect Group's share of total assets of ₹ 63,78,59,618.75 as at 31st March, 2020, and Net assets of ₹ 31,90,94,701 as at 31st March, 2020, Group's share of total revenue of ₹ 19,36,05,134.99 for period ending 31st March, 2020 and Group's share of total net profit/(loss) after tax of ₹ 6,51,83,612.76 for period ending 31st March, 2020 and Group's share of total comprehensive income/ (loss) of ₹ 6,89,04,148 and Group's share of cash flows (net) of ₹ 6,23,76,089.85 for the year ended on that date, as considered in the Consolidated financial results, which have been audited by their respective independent auditors. The independent auditors' reports on Consolidated Financial Statements of these entities have been furnished to us and our opinion on the consolidated Financial Results, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.
- (b) The consolidated financial results also include the Group's share of net profit/loss of ₹ 86,14,131.11 (i.e 37.12%) and other comprehensive income/(loss) of ₹ (9,09,972.96) (i.e 37.12%) for the year ended 31st March, 2020, as considered in the consolidated financial results, in respect of 1(one) associate, whose financial statements have not been audited by us.
- (c) The Consolidated financial results include the unaudited Financial Results of 1(one) subsidiary, whose Financial Results and financial information reflect Group's share of total assets of ₹ 88,32,028 and Net assets of ₹ 88,13,192 as at 31st March, 2020, Group's share of total revenue of ₹ Nil and Group's share of total net profit/(loss) after tax ₹ (1,79,325) for period ending 31st March, 2020 and Group's share of total comprehensive income/ (loss) of ₹ 5,47,187, and Group's share of cash flows (net) of ₹ 1,88,455 for the year ended on that date, as considered in the Consolidated financial results. These unaudited financial results and financial information have been furnished to us by the Board of Directors and our opinion on the Consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and is based solely on such unaudited financial results

and financial information. In our opinion and according to the information and explanations given to us by the Board of Directors, these Financial Results and financial information are not material to the Group.

Report on Other Legal and Regulatory Requirements

1. As required by section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated financial results have been kept so far as it appears from our examination of those books, returns and the reports of the other auditors.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows 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.

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

 - d) On the basis of the written representations received from the directors of the Company as on 31st March, 2020 taken on record by the Board of Directors of the Company, subsidiary companies companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
 - e) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A"** which is based on the auditors' reports of the Company, subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting.

- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i) The Group, as detailed in note 29 to the Consolidated financial statements, has disclosed the impact of pending litigations on its financial position as at 31st March 2020;
- ii) The company does not have any long-term contracts, but has made requisite provision for derivative contracts under the applicable law or accounting standards for any foreseeable losses, if any;
- iii) There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company, its subsidiary companies incorporated in India.

FOR **M/s SVP AND ASSOCIATES**

CHARTERED ACCOUNTANTS

FRN: 003838N

CA. SUDARSHAN KUMAR

(PARTNER)

M. No. 089797

UDIN: 20089797AAAACJ6413

Place: New Delhi

Date: July 17, 2020

Annexure-A to the Independent Auditor's Report

of Even Date on the Consolidated Financial Statements of SHARE INDIA SECURITIES LIMITED

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

To
The members of
Share India Securities Limited

We have audited the internal financial controls over financial reporting of **SHARE INDIA SECURITIES LIMITED** as of **31st March, 2020** in conjunction with our audit of the consolidated 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 aspects, an adequate internal financial controls system over financial reporting and such financial controls over financial reporting were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of

internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR **M/s SVP AND ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN: 003838N

CA. SUDARSHAN KUMAR
(PARTNER)
M. No. 089797
UDIN: 20089797AAAACJ6413

Place: New Delhi
Date: July 17, 2020

Consolidated Balance Sheet

as at March 31, 2020

		(Amount in ₹)		
Particulars	Note No.	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
A ASSETS				
1 Non-current assets				
(a) Property, plant and equipment	3	33,16,18,952	34,90,57,744	38,05,54,651
(b) Capital work-in-progress		-	-	-
(c) Investment Property		-	-	-
(d) Goodwill		-	-	-
(e) Other intangible assets	3	20,66,080	28,55,651	48,58,749
(f) Intangible assets under development		-	-	-
(g) Biological Assets other than Bearer Plants		-	-	-
(h) Financial assets				
(i) Investments	4 a)	3,18,47,942	14,15,25,666	4,65,48,838
(ii) Trade Receivables		-	-	-
(iii) Loans and Advances	5 a)	61,63,71,312	30,20,58,537	6,52,515
(iv) Other financial assets	6 a)	32,73,46,132	44,84,17,290	25,01,73,363
(i) Deferred tax assets (net)	7	7,57,81,421	6,06,90,935	5,00,52,161
(j) Other Tax assets (net)		-	-	-
(k) Other non-current assets	8 a)	4,54,65,492	3,38,95,882	2,38,06,430
Sub-total - Non-Current Assets		1,43,04,97,332	1,33,85,01,706	75,66,46,707
2 Current assets				
(a) Inventories	9	16,27,50,787	20,57,23,793	12,70,99,743
(b) Financial assets				
(i) Investments	4 b)	32,87,55,337	28,06,45,361	42,87,39,732
(ii) Trade receivables	10	8,68,69,532	12,95,81,633	19,81,80,591
(iii) Cash and cash equivalents	11	47,86,66,632	30,00,48,150	4,25,34,227
(iv) Bank Balance Other than Cash and cash equivalents	12	1,51,58,01,974	86,82,21,065	43,94,77,205
(v) Loans and Advances	5 b)	-	20,00,000	-
(vi) Other financial assets	6 b)	40,73,69,696	12,55,66,259	19,64,42,227
(c) Current Tax assets (net)	13	17,56,39,701	14,39,31,978	11,27,29,390
(d) Other current assets	8 b)	1,56,03,126	3,13,82,782	1,42,34,107
Sub-total - Current Assets		3,17,14,56,784	2,08,71,01,019	1,55,94,37,222
TOTAL - ASSETS		4,60,19,54,116	3,42,56,02,725	2,31,60,83,929
B EQUITY AND LIABILITIES				
Equity				
(a) Equity Share capital	14	31,90,65,880	24,42,45,880	24,42,45,880
(b) Other equity	15	1,61,02,40,737	1,33,88,98,971	1,10,12,15,308
Sub-total - Shareholders' funds		1,92,93,06,617	1,58,31,44,851	1,34,54,61,188
LIABILITIES				
1 Non-current liabilities				
(a) Financial liabilities				
(i) Borrowings	16 a)	11,20,476	15,59,514	31,53,315
(ii) Trade Payables:-				
(A) Total Outstanding dues of Micro and Small Enterprises; and		-	-	-
(B) Total Outstanding dues other than Micro and Small Enterprises		-	-	-
(iii) Other financial liabilities other than (i) and (ii) above		-	-	-
(b) Provisions	17 a)	1,06,14,516	1,13,12,342	1,17,43,112
(c) Deferred tax liabilities (net)		-	-	-
(d) Other non-current liabilities		-	-	-
Sub-total - Non-current liabilities		1,17,34,992	1,28,71,856	1,48,96,427
2 Current liabilities				
(a) Financial liabilities				
(i) Borrowings	16 b)	1,25,48,88,619	1,05,86,75,851	39,04,63,011
(ii) Trade Payables:-				
(A) Total Outstanding dues of Micro and Small Enterprises; and		-	-	-
(B) Total Outstanding dues other than Micro and Small Enterprises	18	83,56,28,467	53,45,36,291	38,10,36,826
(iii) Other financial liabilities other than (i) and (ii) above	19	15,68,95,029	1,92,75,119	77,32,960
(b) Other current liabilities	20	28,90,43,460	11,37,88,884	9,34,69,616
(c) Provisions	17 b)	12,44,56,932	10,33,09,873	8,30,23,900
(d) Other tax liabilities (net)		-	-	-
Sub-total - Current liabilities		2,66,09,12,507	1,82,95,86,018	95,57,26,313
TOTAL - EQUITY AND LIABILITIES		4,60,19,54,116	3,42,56,02,725	2,31,60,83,929
Corporate Information	1			
Significant Accounting Policies	2			
Notes to accounts forming Part of Financial Statements	29-55			

As per our report of even date annexed

For SVP & Associates

Chartered Accountants

FRN : 003838N

Sudarshan Kumar

(Partner)

M. NO. 089797

For **M/s. Share India Securities Ltd.**
Parveen Gupta

Managing Director

DIN 00013926

Sachin Gupta

CEO (WTD)

DIN 00006070

Vijay Kumar Rana

Chief Financial Officer

PAN AEMPR0458R

Vikas Aggarwal

Company Secretary

M. No. 5512

Place : Sahibabad

Date : July 17, 2020

Consolidated Statement of Profit and Loss

for the year ended March 31, 2020

(Amount in ₹)

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
1.a. Revenue from Operations	21	2,60,00,13,944	1,95,23,10,400
1.b. Other Income	22	19,34,43,022	11,95,47,335
1. Total Income (net) [1.a. + 1.b.]		2,79,34,56,967	2,07,18,57,735
2. Expenses [sum of (a) to (h)]		2,28,66,53,838	1,70,46,85,631
a) Purchases of Stock in Trade	23	4,39,97,465	-
b) Changes In Inventories of Finished Goods, Stock in Trade and Work-in-progress	24	(4,39,97,465)	-
c) Employee benefits expense	25	54,08,99,766	39,17,40,064
d) Depreciation and amortisation expense	3	4,46,58,892	4,61,37,721
e) Finance Costs	26	17,85,29,736	11,40,49,392
f) Net loss on derecognition of financial instruments under amortised cost category		5,64,155	-
g) Impairment on financial instruments	27	24,06,623	7,60,560
h) Other expenses	28	1,51,95,94,666	1,15,19,97,894
3. Profit from ordinary activities before exceptional items (1-2)		50,68,03,128	36,71,72,104
4. Exceptional Items - net credit / (charge)		-	-
5. Profit from Ordinary Activities Before Tax (3+4)		50,68,03,128	36,71,72,104
6. Tax expense			
a. Current Tax		12,34,85,896	11,57,57,059
b. MAT Credit		(46,46,490)	(36,43,383)
c. Tax adjustment for the year		-	1,33,45,972
d. (Excess)/provision for tax related to earlier years(net)		(17,48,464)	-
e. Deferred Tax	35	(1,03,05,722)	(82,18,894)
7. Net Profit from Continuing Operations [5-(6 a.+6b.)]		40,00,17,908	24,99,31,351
8. Profit / (Loss) from Discontinued Operations (after tax)		-	-
9. Net Profit for the period (7+8)		40,00,17,908	24,99,31,351
10. Other Comprehensive Income			
(a) (i) Items that will not be re-classified to Profit or Loss			
- Components of defined benefit costs		59,96,123	-
(ii) Income Tax relating to those items		4,733	-
(b) (i) Items that will be re-classified to Profit or Loss			
- Net Gain on Fair Value of Current Investments		(1,99,48,650)	(85,17,999)
- Foreign Currency Translation Reserve		39,82,375	1,11,960
(ii) Income Tax relating to those items		-	-
Total Other Comprehensive Income (a+b)		(99,65,419)	(84,06,039)
11. Total Comprehensive Income/Loss for the period (net of tax) (9+10)		39,00,52,489	24,15,25,312
12. Paid up Equity Share Capital (face value Re. 10 per share)		31,90,65,880	24,42,45,880
13. Reserves excluding Revaluation Reserve as per Balance Sheet			
14. Earnings Per Share (EPS) (of Re. 10/- each) (not annualised):	32		
(a) Basic EPS - ₹		12.54	7.83
(b) Diluted EPS - ₹		12.54	7.83

As per our report of even date annexed

For SVP & Associates

Chartered Accountants

FRN : 003838N

Sudarshan Kumar

(Partner)

M. NO. 089797

For **M/s. Share India Securities Ltd.**

Parveen Gupta

Managing Director

DIN 00013926

Sachin Gupta

CEO (WTD)

DIN 00006070

Vijay Kumar Rana

Chief Financial Officer

PAN AEMPR0458R

Vikas Aggarwal

Company Secretary

M. No. 5512

Place : Sahibabad

Date : July 17, 2020

Consolidated Cash Flow Statement

for the year ended March 31, 2020

Particulars	(Amount in ₹)	
	As at March 31, 2020	As at March 31, 2019
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	50,68,03,127	36,71,72,105
Adjustments for:		
Add:		
Depreciation	4,46,58,891	4,61,31,981
Provision for Gratuity	3,10,660	23,077
Interest charges	16,26,47,646	10,34,47,047
Net Gain on Financial Assets measured at FVOCI (net)	4,72,812	48,41,588
Foreign Currency Fluctuation	39,88,310	4,92,846
Income Tax provision written off	14,46,074	-
Remeasurement of Defined Benefit Plan in OCI	59,90,188	-
Fair Valuation of Investments	-	96,47,287
	72,63,17,709	53,17,55,930
Less :		
Interest received	14,85,86,499	9,60,17,553
Profit on Sale of Investments	1,82,88,267	6,12,266
Net loss on Financial Assets measured at FVOCI	2,49,79,278	1,94,31,283
Dividend Income	2,11,60,520	46,61,673
Profit on Sale of Property, Plant & Equipments	-	59,55,257
Foreign Currency difference	-	12,97,194
Adjustment of MAT Entitlements	20,41,216	-
Interest On deposit at amortised cost	-	31,931
Net Gain on Foreign Currency Translation Reserve t/f to OCI	-	3,80,886
(Excess)/provision for tax related to earlier years(net)	17,82,538	-
	21,68,38,319	12,83,88,043
Operating profit before working capital changes	50,94,79,390	40,33,67,887
Adjustment for:		
Trade receivables	4,27,12,101	6,85,98,958
Inventories	4,29,73,006	(7,86,24,050)
Trade & Other payables	30,14,06,536	15,43,44,139
Other Liabilities & Provisions	18,24,92,246	3,36,65,022
Short Term Loans and Advances	2,91,733	(3,06,102)
Other receivables / Current Assets	(30,64,94,300)	(50,16,148)
Cash generated from Operations before Tax	77,28,60,711	57,60,29,708
Direct Tax Paid (Net)	(9,65,34,964)	(8,32,33,677)
Net Cash flow from operating activities	67,63,25,747	49,27,96,031

Consolidated Cash Flow Statement (contd.)

for the year ended March 31, 2020

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019
B. Cash flow from Investing Activities		
Purchase of Property, Plant & Equipments	(2,64,30,528)	(3,87,49,843)
Sale of Property, Plant & Equipments	-	2,25,60,000
Purchase of investments	(5,31,92,06,504)	(25,09,00,048)
Sale of investments	5,37,04,67,960	30,86,01,547
Changes in Long Term Loans and Advances	(36,54,05,747)	(29,94,66,475)
Interest received	14,85,86,499	9,60,17,553
Investment in deposit	(10,00,000)	(10,000)
Change in non current assets	13,10,42,221	(20,27,94,393)
Fixed Deposits	(62,26,09,330)	(42,87,43,860)
Capital Advances for office	(1,20,69,610)	(57,99,000)
Dividend Received	2,11,60,520	46,61,673
Net Cash flow from investing activities	(67,54,64,519)	(79,46,22,846)
C. Cash flow from financing activities		
Borrowings	37,85,26,419	66,26,79,491
Interest paid	(16,26,47,646)	(10,34,47,047)
Dividend Paid	(3,13,86,689)	-
Change in Non-Financial Liabilities	(34,54,830)	2,06,137
Tax on Dividend	(32,80,000)	(97,843)
Net Cash flow from Financing activities	17,77,57,255	55,93,40,738
NET INCREASE / DECREASE IN CASH	17,86,18,482	25,75,13,923
Cash & Cash Equivalent at the beginning of year	30,00,48,150	4,25,34,227
Cash & Cash Equivalent at the end of year	47,86,66,632	30,00,48,150

As per our report of even date annexed
For SVP & Associates
Chartered Accountants
FRN : 003838N

Sudarshan Kumar
(Partner)
M. NO. 089797

Place : Sahibabad
Date : July 17, 2020

For **M/s. Share India Securities Ltd.**

Parveen Gupta
Managing Director
DIN 00013926

Sachin Gupta
CEO (WTD)
DIN 00006070

Vijay Kumar Rana
Chief Financial Officer
PAN AEMPR0458R

Vikas Aggarwal
Company Secretary
M. No. 5512

Notes to the Financial Statements

for the year ended March 31, 2020

NOTE 1 : Corporate Information

Share India Securities limited (SISL) ('the Company'), incorporated on July 12, 1994 as a Company under the Companies Act, 2013 ('the Act'). The Company is engaged in share and Stock Broking, Commodity Derivatives Broking, Equity Derivatives Broking, Currency Derivatives Broking, Portfolio Management, Research Analysis, Mutual Funds Distribution, and to invest, buy, sell or otherwise deal in all kind of securities and other related activities. The Company is a Trading Member of Bombay Stock Exchange (BSE) and National Stock Exchange of India Ltd (NSE); and commodity Derivative Exchange, viz. Multi Commodity Exchange of India Ltd (MCX) and National Commodity & Derivative Exchange of India (NCDEX). The Company is also providing De-mat Services as a Depository Participant of Central Depository Services (India) Ltd (CDSL).

The Company has also started providing Merchant banking services through its wholly owned subsidiary- Share India Capital Services Private Limited; NBFC activities through another wholly owned subsidiary- Share India Fincap Private Limited formerly known as Windpipe Finvest Private Limited. The Company has promoted two wholly owned subsidiary- Share India Securities (IFSC) Private Limited and Total Securities (IFSC) Private Limited, in the Country's first International Financial services Centre- Gujarat International Finance Tec- City (GIFT City), Gandhi Nagar. The Company has also promoted a wholly owned subsidiary- Share India Insurance Brokers Private Limited for providing insurance broking Services. The Company has also promoted a wholly owned subsidiary-Total Overseas Private Limited based in Mauritius.

These consolidated Consolidated financial statements contain financial information of the Group and were authorized for issue by the Board of Directors on 17 July 2020. Information on the Group's structure is provided in note 47.

NOTE 2 : Significant accounting policies

The principal accounting policies applied in the preparation of these Consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

(i) Compliance with Ind AS

The Consolidated financial statements of the Company comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

The Consolidated financial statements up to and including the year ended 31 March 2019 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) under the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended), and other generally accepted accounting principles in India (collectively referred to as "Indian GAAP" or "Previous GAAP").

These Consolidated financial statements for the year ended 31 March 2020 are the first Consolidated financial statements of the Company under Ind AS. Refer note 46, for an explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position and financial performance.

The transition to Ind AS has been carried out in accordance with Ind AS 101 "First Time Adoption of Indian Accounting Standards". Accordingly, the impact of transition has been recorded in the opening reserves as at 1 April 2018. The Consolidated financial statements have been prepared using the significant accounting policies and measurement basis summarized as below. These accounting policies have been applied consistently over all the periods presented in these Consolidated financial statements, except where the Group has applied certain accounting policies and exemptions upon transition to Ind AS.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- Certain Financial instruments are measured at fair value;
- Assets held for sale – measured at fair value less cost to sell; and
- Defined benefit plans – plan assets measured at fair value

(iii) Preparation of Consolidated financial statements

The Company is covered in the definition of Company other than Non-Banking Financial Company as defined in Companies (Indian Accounting Standards) (Amendment) Rules, 2016. As per the format prescribed under Division II of Schedule III to the Companies Act, 2013 on 11 October 2013, the Company presents the Balance Sheet, the Statement of Profit and Loss and the Statement of Changes in Equity in the order of liquidity.

(iv) Use of estimates and judgments

The preparation of Consolidated financial statements in conformity with Ind AS requires management to make estimates, judgments, and assumptions that affect the application of accounting policies and the reported

Notes to the Financial Statements

for the year ended March 31, 2020

amounts of assets and liabilities (including contingent liabilities) and disclosures as of the date of Consolidated financial statements and the reported amounts of revenue and expenses for the reporting period. Actual results could differ from these estimates. Accounting estimates and underlying assumptions are reviewed on an ongoing basis and could change from period to period. Appropriate changes in estimates are recognized in the period in which the Company becomes aware of the changes in circumstances surrounding the estimates. Any revisions to accounting estimates are recognized prospectively in the period in which the estimate is revised and future periods.

2.2 Principles of consolidation and equity accounting

(i) Subsidiaries

The consolidated financial statements has comprised financial statements of the Company and its subsidiaries, subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the Holding Company and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealized gains on transactions within the Group are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss, consolidated statement of changes in equity and balance sheet respectively. Statement of Profit and Loss including Other Comprehensive Income (OCI) is attributable to the equity holders of the Holding Company and to the non-controlling interest basis the respective ownership interest and such balance is attributed even if this results in controlling interest is having a deficit balance.

(ii) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (see (iii) below), after initially being recognized at cost.

(iii) Equity method

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognized as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealized gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

(iv) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized within equity.

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognized in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint

Notes to the Financial Statements

for the year ended March 31, 2020

venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to profit or loss.

If the ownership interest in an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognized in other comprehensive income are reclassified to profit or loss where appropriate.

2.3 Revenue Recognition

The Company recognises revenue from contracts with customers based on a five step model as set out in Ind AS 115, Revenue from Contracts with Customers, to determine when to recognize revenue and at what amount. Revenue is measured based on the consideration specified in the contract with a customer. Revenue from contracts with customers is recognised when services are provided and it is highly probable that a significant reversal of revenue is not expected to occur.

Revenue is measured at fair value of the consideration received or receivable. Revenue is recognised when (or as) the Company satisfies a performance obligation by transferring a promised service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

When (or as) a performance obligation is satisfied, the Company recognizes as revenue the amount of the transaction price (excluding estimates of variable consideration) that is allocated to that performance obligation.

The Company applies the five-step approach for recognition of revenue:

- Identification of contract(s) with customers;
- Identification of the separate performance obligations in the contract;
- Determination of transaction price;
- Allocation of transaction price to the separate performance obligations; and
- Recognition of revenue when (or as) each performance obligation is satisfied.

(i) Brokerage fee income

It is recognised on trade date basis and is exclusive of goods and service tax and securities transaction tax (STT) wherever applicable.

(ii) Research and advisory income

Research and advisory income is accounted for on an accrual basis in accordance with the terms of the respective agreements entered into between the Company and the counter party.

(iii) Interest income

Interest income is recognized on accrual basis.

(iv) Dividend income

Dividend income is recognized in the statement of profit or loss on the date that the Company's right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be reliably measured. This is generally when the shareholders approve the dividend.

(v) Portfolio management commission income

Portfolio management commissions is recognised on an accrual basis in accordance with the terms of the agreement entered with asset Management Company.

(vi) Rental income

Lease income from operating leases where the Company is a lessor is recognized in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

2.4 Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Current Tax

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Current tax assets and current tax liabilities are off set when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Notes to the Financial Statements

for the year ended March 31, 2020

Deferred Tax

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Consolidated financial statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax liabilities are not recognized for temporary differences between the carrying amount and tax bases of investments in subsidiaries where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

2.5 Leases

As a lessee – Operating lease

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

As a lessor – Operating lease

Lease income from operating leases where the Group is a lessor is recognized in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

2.6 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand,

deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.7 Financial instruments

Initial recognition and measurement:

Financial assets and financial liabilities are recognized when the entity becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognized on trade-date, the date on which the Company commits to purchase or sell the asset.

At initial recognition, the Company measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability, such as fees and commissions. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in profit or loss. Immediately after initial recognition, an expected credit loss allowance (ECL) is recognized for financial assets measured at amortized cost.

When the fair value of financial assets and liabilities differs from the transaction price on initial recognition, the entity recognizes the difference as follows:

- a) When the fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. a Level 1 input) or based on a valuation technique that uses only data from observable markets, the difference is recognized as a gain or loss.
- b) In all other cases, the difference is deferred and the timing of recognition of deferred day one profit or loss is determined individually. It is either amortized over the life of the instrument, deferred until the instrument's fair value can be determined using market observable inputs, or realized through settlement.

When the Company revises the estimates of future cash flows, the carrying amount of the respective financial assets or financial liability is adjusted to reflect the new estimate discounted using the original effective interest rate. Any changes are recognized in profit or loss.

Notes to the Financial Statements

for the year ended March 31, 2020

Fair value of financial instruments:

Some of the Company's assets and liabilities are measured at fair value for financial reporting purpose. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date regardless of whether that price is directly observable or estimated using another valuation technique.

Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in Note 41.

(A) Financial assets

(i) Classification and subsequent measurement

The Company has applied Ind AS 109 and classifies its financial assets in the following measurement categories:

- Fair value through profit or loss (FVTPL);
- Fair value through other comprehensive income (FVOCI); or
- Amortised cost.

1 Financial assets carried at amortised cost

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

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss.

2 Equity instruments

Equity instruments are instruments that meet the definition of equity from the issuer's perspective; that is, instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer's net assets.

All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect

to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as revenue from operations in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognized in OCI.

Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'Revenue from Operations' in the Statement of Profit and Loss.

3 Investments in mutual funds

All investments in Mutual funds instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election to fair value mutual fund through Other Comprehensive Income (FVTOCI).

(ii) Impairment

The Company recognizes impairment allowances using Expected Credit Losses ("ECL") method on all the financial assets that are not measured at FVTPL:

ECL are probability-weighted estimate of credit losses. They are measured as follows:

- Financials assets that are not credit impaired – as the present value of all cash shortfalls that are possible within 12 months after the reporting date.
- Financials assets with significant increase in credit risk – as the present value of all cash shortfalls that result from all possible default events over the expected life of the financial assets.
- Financials assets that are credit impaired – as the difference between the gross carrying amount and the present value of estimated cash flows.

Financial assets are written off / fully provided for when there is no reasonable of recovering a financial assets in its entirety or a portion thereof.

However, financial assets that are written off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in the Statement of Profit and Loss.

Notes to the Financial Statements

for the year ended March 31, 2020

(iii) Derecognition

A financial asset is derecognised only when :

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

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

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset.

Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(B) Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are classified at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in Statement of Profit or loss.

(ii) Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss is measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

(iii) Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

2.8 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

2.9 Financial guarantee contracts and loan commitments

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due, in accordance with the terms of a debt instrument.

Such financial guarantees are given to banks, financial institutions and others on behalf of customers to secure loans, overdrafts and other banking facilities. Financial guarantee contracts are initially measured at fair value and subsequently measured at the higher of:

- The amount of the loss allowance; and
- The premium received on initial recognition less income recognized in accordance with the principles of Ind AS 115.

2.10 Property, plant and equipment

Property, plant and equipment are stated at cost of acquisition less accumulated depreciation. Cost includes expenditure that is directly attributable to the acquisition and installation of the assets.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced.

All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Transition to IndAS

On transition to IndAS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 01, 2018 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

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Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the written down method to allocate their cost, net of their residual values, over their estimated useful life prescribed under Schedule II to the Companies Act, 2013. The Company provides pro-rata depreciation from the date of installation till date the assets are sold or disposed. Leasehold improvements are amortised over the term of underlying lease.

Assets	Useful life
Furniture and Fixtures	10 years
Computers	3 years
Cars / Vehicles	8 years
Building	60 years
Motor Bike	10 years
Office Equipments, EPABX, Printer	5 years
Electrical Equipments, Air Conditioner, Inverter, UPS, VSAT Equip.	10 years
Plant & Machinery (Generator, MODEM, Router Board)	15 years
Computer Server	6 years
Leasehold Improvements	Over the primary lease period or useful life. Whichever is less

Derecognition:

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognized in the statement of profit and loss when the asset is derecognized.

2.11 Intangible assets

Measurement at recognition:

Intangible assets are recognized where it is probable that the future economic benefit attributable to the assets will flow to the Company and its cost can be reliably measured. Intangible assets are stated at cost of acquisition less accumulated amortization and impairment, if any.

Transition to Ind AS:

On transition to Ind AS, the Company has elected to continue with the carrying value of all of intangible assets recognized as at April 01, 2018 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

Expenditure incurred on acquisition / development of intangible assets which are not put / ready to use at the reporting date is disclosed under intangible assets under development. The Company amortizes intangible assets on a straight-line basis over the five years commencing from the month in which the asset is first put to use. The Company provides pro-rata amortization from the day the asset is put to use.

Assets	Useful life
Computer Software	5 years

Derecognition:

The carrying amount of an intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognized in the statement of profit and loss when the asset is derecognized.

2.12 Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication based on internal / external factors, that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount of asset is the higher of its fair value or value in use. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects the current market assessment of time value of money and the risks specific to it. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment loss is reversed if there has been a change in estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the assets carrying amount would have been determined, net of depreciation or amortization, had no impairment loss been recognised.

2.13 Provisions and Contingencies:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the reporting date.

Notes to the Financial Statements

for the year ended March 31, 2020

Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

Expected future operating losses are not provided for.

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

2.14 Employee benefits

(i) Short-term obligations

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related services are rendered. The Company recognises the costs of bonus payments when it has a present obligation to make such payments as a result of past events and a reliable estimate of the obligation can be made.

(ii) Post-employment obligations

Defined contribution plan:

Contribution paid / payable to the recognised provident fund, which is a defined contribution scheme, is charged to the Statement of Profit and Loss in the period in which they occur.

Defined benefits plan:

Gratuity is post-employment benefit and is in the nature of defined benefit plan. The liability recognised in the Balance Sheet in respect of gratuity is the present value of defined benefit obligation at the Balance Sheet date together with the adjustments for unrecognised actuarial gain or losses and the past service costs. The defined benefit obligation is calculated at or near the Balance Sheet date by an independent actuary using the projected unit credit method. Actuarial gains and losses comprise experience adjustment and the effects of changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

2.15 Dividends

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

2.16 Earnings per share

a) Basic earnings per share

Basic earnings per share is calculated by dividing the net profit for the period (excluding other comprehensive income) attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus element in equity shares issued during the year.

b) Diluted earnings per share

Diluted earnings per share is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of shares outstanding during the period as adjusted for the effects of all diluted potential equity shares except where the results are anti-dilutive.

2.17 Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the Consolidated financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

2.18 Foreign currency translation

(i) Functional and presentation currency

Items included in consolidated financial statements of the Group are measured using the currency of the primary economic environment in which the Group operates ('the functional currency'). The consolidated financial statements are presented in Indian rupee (INR), which is Group's functional and presentation currency.

(ii) Translation and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognized in profit or loss.

2.19 Business Combinations

The acquisition method of accounting is used to account for the acquisition of the Total Securities Limited by the

Notes to the Financial Statements

for the year ended March 31, 2020

Company. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. Identifiable assets acquired, and liabilities and contingent liabilities assumed, in a business combination are measured initially at their fair values at the acquisition date.

The excess of the fair value of the Company's share of the identifiable net assets & liabilities including Contingent liabilities acquired over the consideration transferred is recognized as Capital Reserve.

Acquisition-related expenses are taken into the Income Statement at the moment they are incurred.

2.20 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker of the Group.

The power to assess the financial performance and position of the Group and make strategic decisions is vested in the managing director who has been identified as the Chief Operating Decision Maker.

The primary business of the Group comprises of "Broking and other related activities", "Share Trading/Investment in Shares Business", "Insurance Business", "Merchant Banking Business" and "NBFC Business". The business segments have been identified considering the nature of services, the differing risks and returns, the organization structure and the internal financial reporting system. Broking and other related activities includes broking services to clients, research and advisory services, financial product distribution, depository services. Share Trading/Investment mainly includes the profit/gains earned by trading activity and investments in securities/ commodities. Insurance Business includes business of providing Life Insurance & General Insurance to Individual and groups.

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for the year ended March 31, 2020

Note No. 3 : Property, Plant & Equipments

Particulars	Gross Block			Accumulated Depreciation/ Amortization				Net Block		(Amount in ₹)
	COST AS ON 01-04-2019	ADDITION DURING THE YEAR	SALE / ADJUST. DURING THE YEAR	TOTAL COST AS ON March 31, 2020	DEPRECIATION AS ON 01-04-2019	AMOUNT OF FIXED ASSETS WRITTEN OFF	DEPRECIATION FOR THE PERIOD	ADJUSTMENTS FOR THE SALE	TOTAL DEPRECIATION UP TO March 31, 2020	
a) Tangible Assets										
LAND	4,26,37,373	-	-	4,26,37,373	-	-	-	-	-	4,26,37,373
BUILDING	25,95,16,000	-	-	25,95,16,000	1,26,03,803	-	1,20,24,624	-	2,46,28,427	23,48,87,573
AIR CONDITIONER	21,77,839	7,88,845	-	29,66,683	12,63,296	-	3,87,758	-	16,51,054	13,15,629
CAR	2,89,73,916	18,53,193	-	3,08,27,109	1,52,43,544	-	47,49,243	-	1,99,92,787	1,08,34,322
COMPUTER	8,83,33,750	70,06,815	-	9,53,40,565	7,19,40,037	-	1,28,78,465	-	8,48,18,502	1,05,22,063
COMPUTER SERVER	2,46,82,919	1,27,27,665	-	3,74,10,584	79,69,017	-	86,49,053	-	1,66,18,070	2,07,92,514
ELECTRICITY FITTINGS & FIXTURES	1,63,100	-	-	1,63,100	1,63,100	-	0	-	1,63,100	-
0										0
EPABX	1,39,464	-	-	1,39,464	72,060	-	32,252	-	1,04,311	35,153
FURNITURE & FITTING	84,51,479	-	-	84,51,479	30,99,393	-	13,89,474	-	44,88,866	39,62,613
GENERATOR	16,49,595	6,80,000	-	23,29,595	14,57,336	-	84,767	-	15,42,103	7,87,492
INVERTER	82,392	40,600	-	1,22,992	82,392	-	14,226	-	96,618	26,374
MODEM	2,51,050	-	-	2,51,050	2,51,050	-	-	-	2,51,050	-
MOTOR BIKE	2,19,034	1,24,862	-	3,43,896	1,64,724	-	27,770	-	1,92,494	1,51,402
OFFICE EQUIPMENT	66,30,395	6,36,093	-	72,66,488	37,86,034	-	14,58,431	-	52,44,465	20,22,023
PRINTER	4,30,334	1,28,503	-	5,58,837	3,54,216	-	58,601	-	4,12,817	1,46,020
ROUTER BOARD	29,09,051	7,40,963	-	36,50,014	10,70,066	-	4,14,395	-	14,84,460	21,65,554
UPS	38,48,984	2,72,900	-	41,21,884	27,16,348	-	3,44,056	-	30,60,404	10,61,480
VSAT EQUIPMENT	-	1,34,520	-	1,34,520	-	-	9,509	-	9,509	1,25,011
LEASEHOLD IMPROVEMENTS	2,66,222	-	-	2,66,222	68,736	-	51,129	-	1,19,865	1,46,357
1,97,486										
Total- a)	47,13,62,897	2,51,34,958	-	49,64,97,855	12,23,05,152	-	4,25,73,751	-	16,48,78,903	33,16,18,952
b) Intangible Assets										
COMPUTER SOFTWARE	1,54,94,878	12,95,570	-	1,67,90,448	1,26,39,227	-	20,85,141	-	1,47,24,368	20,66,080
Total- b)	1,54,94,878	12,95,570	-	1,67,90,448	1,26,39,227	-	20,85,141	-	1,47,24,368	20,66,080
Total (a+b)	48,68,57,775	2,64,30,528	-	51,32,88,303	13,49,44,379	-	4,46,58,892	-	17,96,03,271	33,36,85,032
35,19,13,395										

Notes to the Financial Statements

for the year ended March 31, 2020

Note 4 a) Non-Current Investments

(Amount in ₹)

Particulars	Subsidiary /Others	Shares/Units			Quoted / Unquoted	Amount as at		
		March 31, 2020 Number	March 31, 2019 Number	April 01, 2018 Number		March 31, 2020 in ₹	March 31, 2019 in ₹	April 01, 2018 in ₹
I) Investment at Amortised cost								
(a) Investment in Associates								
- Share India Commodity Brokers Pvt Ltd (Equity share @10/- per share each)	Associate	500000	500000	500000	Unquoted	1,22,06,551	45,02,393	1,00,37,317
(b) Investment in Equity Shares								
Total Securities HK Ltd						41,48,049	72,62,987	68,29,631
Ever Style Services Private Limited (Equity share @10/- per share each)		47500	122500	-	Unquoted	4,75,000	12,25,000	-
Total I (a) + (b)		47500	122500	0		1,68,29,600	1,29,90,379	1,68,66,947
II) Investment at Fair value through other comprehensive income								
(a) Investments in BSE Stock Exchange Card						63,44,192	63,44,192	63,44,192
In Portfolio management services:								
Investment in ICICI Prudential 's PMS Real Estate Securities Portfolio Series - I		-	-	-		-	62,251	1,70,199
(b) Investment in Mutual Funds								
Debt Fund								
IDFC Money Manager Fund - Treasury - Reg PI - Growth			354682			-	1,02,14,831	-
Equity Fund								
Baroda Pioneer Short Term Bond Fund-Growth			1403760			-	2,78,36,563	-
Reliance Ultra Short Duration Fund Growth			4050			-	1,17,84,610	-
(c) Investment in equity shares								
Bombay Stock Exchange Limited Nil (previous year 3331) equity shares of Re.1 each fully paid-up		-	3331	30000	Quoted	-	20,35,741	2,31,67,500
Total II (a) + II (b) + II (c)		-	1765823	30000		63,44,192	5,82,78,187	2,96,81,891
III) Investment at Fair value through Profit & Loss								
(a) Investment in equity shares								
Tech Care Trust			8674150			86,74,150	86,74,150	-
Karda Construction			319000			-	6,15,82,950	-
Total (III)		-	8993150	-		86,74,150	7,02,57,100	-
Total (I+II+III)		47500	10881473	30000		3,18,47,942	14,15,25,666	4,65,48,838
Investment in India		47500	10881473	30000		3,18,47,942	14,15,25,666	4,65,48,838
Investment Outside India		-	-	-		-	-	-
Total		47500	10881473	30000		3,18,47,942	14,15,25,666	4,65,48,838
Less Allowance for impairment loss		-	-	-		-	-	-
Total (net)		47500	10881473	30000		3,18,47,942	14,15,25,666	4,65,48,838

* The Company has designated its equity investments as FVOCI on the basis that these are not held for trading and held for strategic.

Notes to the Financial Statements

for the year ended March 31, 2020

Note 4 b) Current Investments

(Amount in ₹)

Particulars	Subsidiary /Others	Shares/Units			Quoted / Unquoted	Amount as at		
		March 31, 2020 Number	March 31, 2019 Number	April 01, 2018 Number		March 31, 2020 in ₹	March 31, 2019 in ₹	April 01, 2018 in ₹
I) Investment at Amortised Cost								
(a) Investment in equity shares								
Bharat Nidhi		300	300	300	Unquoted	84,150	84,150	84,150
Camac Commercial		100	100	100	Unquoted	56,835	56,835	56,835
Total (I) = (A)		400	400	400		1,40,985	1,40,985	1,40,985
II) Investment at fair value through other comprehensive income								
(a) Investment in equity shares								
Ajooni Biomed Ltd		-	8000	12000	Quoted	-	1,58,800	3,86,400
Anisha Impex Ltd		1375000	1490000	1490000	Quoted	6,31,81,250	8,04,60,000	5,17,77,500
JTL Infra Ltd		37590	37590	41758	Quoted	29,99,682	56,12,187	66,43,698
MK Proteins Ltd.		-	-	70000	Quoted	-	-	56,24,500
Fourth Dimension Solutions Ltd.		-	-	50000	Quoted	-	-	88,02,500
Ganesh Ecosphere Ltd.		-	-	10500	Quoted	-	-	35,53,725
Kolte-Patil Developers Ltd		-	-	1600	Quoted	-	-	4,75,840
Balrampur Chini Mills Ltd.		-	-	2173	Quoted	-	-	1,64,387
Deepak Fertilisers Petrochemicals Corpn. Ltd.		-	-	780	Quoted	-	-	2,25,030
Exide Industries Ltd.		-	-	1385	Quoted	-	-	3,08,647
K R B L Ltd.		-	-	610	Quoted	-	-	2,66,052
Kalpataru Power Transmission Ltd		-	-	335	Quoted	-	-	1,62,224
Lumax Auto Technologies Ltd.		-	-	570	Quoted	-	-	4,73,670
Shilpa Medicare Ltd		-	-	528	Quoted	-	-	2,44,807
Narayana Hrudayalaya Ltd		-	-	638	Quoted	-	-	1,78,162
Balaji Amines Ltd		-	-	500	Quoted	-	-	2,80,525
Linde India Limited		-	-	550	Quoted	-	-	2,40,488
Central Depository Services India Limited		-	-	1006	Quoted	-	-	2,84,346
SBI Life Insurance Company Limited		-	-	448	Quoted	-	-	3,03,856
Surya Roshni Ltd		-	-	990	Quoted	-	-	3,77,685
Ratnamani Metals Tubes Ltd.		-	-	315	Quoted	-	-	2,68,128
Jindal Saw Ltd		-	-	2762	Quoted	-	-	3,27,988
Titagarh Wagons Ltd		-	-	2215	Quoted	-	-	2,42,986
Time Technoplast Ltd		-	-	800	Quoted	-	-	1,28,120
Heidelberg Cement India Ltd.		-	-	1792	Quoted	-	-	2,55,181
Pennar Industries Ltd.		-	-	1950	Quoted	-	-	98,183
Bharat Bijlee Ltd.		-	-	100	Quoted	-	-	1,50,240
S R F Ltd.		-	-	70	Quoted	-	-	1,36,861
Dr Reddys Laboratories Ltd		-	-	8	Quoted	-	-	16,644
Total (II) (a)		1412590	1535590	1696383		6,61,80,932	8,62,30,987	8,23,98,370
(b) Investment in units of mutual funds								
Debt Fund								
Axis Short Term Growth		-	-	1480406		-	-	2,79,05,651
UTI Liquid Cash Plan		-	-	14536645		-	-	4,11,64,726
Reliance Liquidity Fund		-	-	13730909		-	-	5,78,75,232
IDFC Corporate Bond		-	-	3437199		-	-	4,08,33,924
DSP BR Bond Fund		-	27823	333892		-	16,02,037	1,83,94,127
DSP Liquid Fund		10	-	18765903		27,636	-	4,64,00,947
HDFC Housing Opportunities Series 1		250000	250000	250000		15,80,000	23,86,000	23,94,500
Reliance Corporate Bond Fund		1369359	1369359	2912010		1,43,50,882	2,01,29,577	4,07,97,258
L&T Liquid Fund		-	4	-		-	10,706	-
HDFC Liquid Fund-G		22189	-	-		8,61,72,207	-	-
HDFC Cash Management Fund		-	-	807		-	-	8,58,183
ICICI Prudential Liquid Fund-GR		339391	-	-		9,92,71,834	-	-
Relcap AAF Growth		281	281	281		5,886	5,324	5,009

Notes to the Financial Statements

for the year ended March 31, 2020

Particulars	Subsidiary /Others	Shares/Units			Quoted / Unquoted	Amount as at		
		March 31, 2020	March 31, 2019	April 01, 2018		March 31, 2020	March 31, 2019	April 01, 2018
		Number	Number	Number		in ₹	in ₹	in ₹
Reliance Ultra Short Duration GR		360	360			10,43,645	10,45,961	-
ICICI Prudential Focused Equity Fund - Growth		32700	-	-		7,41,298	-	-
AXIS SMALL CAP FUND GROWTH		26697	-	-		6,46,343	-	-
ADITYA BIRLA SUN LIFE LIQUID FUND - GROWTH REGULAR PLAN		26514	-	-		18,16,205	-	-
Kotak Emerging Equity Funds - (Growth Regular Plans)		21557	-	-		6,36,798	-	-
HDFC Liquid Fund - Growth		5211				2,02,39,121		
ICICI Liquid Fund - Growth		69215				2,02,33,691		
Axis Short Term Growth			2772394	2772394			5,60,57,817	5,22,59,636
Reliance Mutual Fund			815512				2,89,09,889	
Kotak Savings Fund - Growth			1769266				5,30,24,915	
Bonus Unit								
RELIANCE CORPORATE BOND FUND-INF204KB16R8 (BONUS RECD.)		1369359	-	-		75,041	-	-
RELIANCE CORPORATE BOND FUND-INF204KB14N2 (BONUS RECD.)		1369359	-	-		13,694	-	-
Reliance Ultra Short Duration Gr-INF204KB17H7 (BONUS RECD.)		360	-	-		11,761	-	-
Equity Fund								
Sbi MF - Sbi Blue Chip Fund Regular Plan		396	396	73289		11,769	15,511	27,27,817
Essel Multicap fund		1218000	1218000	-		97,44,000	1,29,71,700	-
Axis Focused 25-GR		119534	119534	217945		27,95,889	32,39,358	54,81,311
Reliance Regu Sav Fund Bal. Opt		9171	9171	9171		3,24,369	5,05,404	4,89,167
Axis Multicap Fund		200000	200000	200000		20,74,000	22,66,000	20,06,000
Axis Dyanamic Equity Fund		-	-	150000		-	-	15,52,500
Aditya Birla sun life midcap fund-growth		753	300	-		1,55,802	91,783	-
Reliance Vision Fund		1123	1123	-		4,30,552	5,89,172	-
Mirae IOF R-Groth		-	-	92966		-	-	44,17,722
India Bulls Bluchip Fund		-	-	32450		-	-	6,36,668
Reliance Large Cap Fund		-	77975	-		-	27,64,202	-
Axis Focused 25 Regular		-	319485	-		-	86,58,033	-
Bonus Unit								
Reliance Regular Savings Fund Balanced Option- (BONUS RECD.)-INF204KB10U5		9171	-	-		367	-	-
Reliance Regular Savings Fund Balanced Option- (BONUS RECD.)-INF204KB13G8		9171	-	-		30,630	-	-
Total (II) (b)		6469879	8950982	58996267		26,24,33,420	19,42,73,389	34,62,00,377
Total (II) (a) + (II) (b) = (B)		7882469	10486572	60692650		32,86,14,352	28,05,04,376	42,85,98,747
Total (A+B)		7882869	10486972	60693050		32,87,55,337	28,06,45,361	42,87,39,732
Investment in India		7882869	10486972	60693050		32,87,55,337	28,06,45,361	42,87,39,732
Investment Outside India		-	-	-		-	-	-
Total		7882869	10486972	60693050		32,87,55,337	28,06,45,361	42,87,39,732
Less Allowance for impairment loss		-	-	-		-	-	-
Total (net)		7882869	10486972	60693050		32,87,55,337	28,06,45,361	42,87,39,732

* The Company has designated its equity investments as FVOCI on the basis that these are not held for trading and held for strategic

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 5 : Loans and Advances

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Loans - At amortised cost			
(A) Loans			
(i) NON-CURRENT			
Receivables From Related Parties			
- Inter-Corporate Loans	1,26,76,685	20,32,40,726	6,52,515
- Others	3,60,45,141	2,72,52,121	
Receivables From Others			
- Term loans			
Hypothecation Stock	4,00,37,289	4,41,55,788	-
Less: Unmatured Finance Charges	(53,85,070)	(57,37,737)	-
Less: Impairment Loss Allowance	(37,50,000)	(19,28,620)	-
- Loan to Ajivika	1,89,07,673	20,01,775	-
Less: Security Deposit	(38,05,216)	-	-
- Others	52,16,44,810	3,30,74,484	-
Total (i)	61,63,71,312	30,20,58,537	6,52,515
(ii) CURRENT			
Receivables From Related Parties	-	-	-
Receivables From Others			
- Loan to Employee at amortised cost	-	20,00,000	-
Total (ii)	-	20,00,000	-
Total (i) + (ii) = (A)	61,63,71,312	30,40,58,537	6,52,515
(B) Security wise break up of Loans			
Secured	3,09,02,219	3,64,89,431	-
Unsecured - Considered good	58,54,69,093	26,75,69,106	6,52,515
Total	61,63,71,312	30,40,58,537	6,52,515
C) Location wise breakup of Loans			
- Loans in India	61,63,71,312	30,34,06,022	-
- Loans in outside India	-	6,52,515	6,52,515
Total	61,63,71,312	30,40,58,537	6,52,515
(D) Stage wise break up of loans			
(i) Low credit risk (Stage 1)	62,01,21,312	30,59,87,157	6,52,515
(ii) Significant increase in credit risk (Stage 2)	-	-	-
(iii) Credit impaired (Stage 3)	(37,50,000)	(19,28,620)	-
Total	61,63,71,312	30,40,58,537	6,52,515

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 6 : Other Financial Assets

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
a) Non-Current			
Unsecured, Considered Good			
Security Deposits at amortised cost			
Security Deposit for Rent	18,88,690	17,66,827	7,53,989
Lease Line Deposit to HCL	-	9,60,000	9,60,000
Security Deposits			
Security Deposit to CDSL for DP Services	2,50,000	2,50,000	2,50,000
Security Deposit to BSES	2,39,280	52,380	52,380
Security Deposit to HCL	-	15,10,000	25,10,000
Security Deposit to Globe Capital Market Ltd	2,20,000	3,00,000	3,00,000
SEC DEP NSE CLEARING COMM	25,00,000	-	-
Security Deposit to NCDEX Lease Line	75,000	-	-
Deposit with stock exchanges	2,64,50,236	4,57,06,089	3,49,75,000
FDR pledged with Bank as margin for Bank Guarantee*	19,32,00,000	15,81,00,000	7,36,00,000
FDR lien in favor of Stock exchange*	9,25,000	16,75,000	9,25,000
Fixed Deposit with banks*	10,15,97,926	23,80,96,994	13,58,46,994
Total (A)	32,73,46,132	44,84,17,290	25,01,73,363
b) Current			
Fair value through Profit & loss			
Unsecured, Considered Good			
Accrued Interest on FDR	1,38,76,864	1,01,02,814	46,37,538
Brokerage/Transaction charges receivable	14,76,682	15,34,470	28,91,062
Derivative Financial Assets	35,16,89,746	3,38,62,229	15,28,82,277
Receivables from exchange	63,80,287	44,52,785	77,51,285
Commission Receivables	-	-	1,11,230
At amortised Cost			
Unsecured, Considered Good			
Security deposit with clearing member	1,02,44,926	1,05,91,869	1,29,21,287
Receivable from MF	-	-	2,00,000
BG Chgs. Receivable	-	-	8,36,351
Margin Money with exchange	1,71,52,488	5,93,62,191	88,16,297
Security Deposits			
Security Deposit - Tech on Lease	3,00,000	-	-
Security Deposit for Rent	62,48,703	56,59,900	53,94,900
Total (B)	40,73,69,696	12,55,66,259	19,64,42,227
Total (A+B)	73,47,15,829	57,39,83,549	44,66,15,590

*The Fixed deposit as other non-current financial assets includes deposit with maturity over 12 months.

*Security Deposits for Rent are taken at cost as deposit are less than 12 Months or period is undefined

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 7 : Deferred Tax Assets (Net)

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Opening Balance	6,06,90,935	5,00,52,161	57,86,694
Add: Current Year Deferred Tax Asset / (Liability)	1,50,90,486	1,06,38,774	4,42,65,467
Net Deferred Tax Assets / (Liabilities)	7,57,81,421	6,06,90,935	5,00,52,161

Note No. 8 : Other Non Financial Assets

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
a) Non-Current			
Security Deposit for Electricity	3,21,540	2,87,930	3,01,430
Advance for office	3,67,69,000	2,47,33,000	1,89,15,000
Advance For Property	83,74,952	88,74,952	45,90,000
Total (A)	4,54,65,492	3,38,95,882	2,38,06,430
b) Current			
Unsecured, Considered Good			
Prepaid Expenses	1,11,46,288	1,06,03,134	74,90,596
GST Receivable	13,67,293	1,02,02,710	16,92,201
Rent Receivable	-	27,000	-
Advance to staff	8,85,958	14,92,420	3,63,182
Other Advances receivables	17,99,655	90,57,518	43,63,512
Refund of ESBTR Receivable	-	-	3,24,607
Calls in arrears	-	-	10
MAT Recoverable	4,03,932	-	-
Total (B)	1,56,03,126	3,13,82,782	1,42,34,107
TOTAL (A+B)	6,10,68,618	6,52,78,664	3,80,40,537

Note No. 9 : Inventories

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
(Valued at Cost & NRV which ever is Lower)			
Stock in Trade (includes Stock in Transit of ₹ 2,90,48,814)	16,27,50,787	20,57,23,793	12,70,99,743
Total	16,27,50,787	20,57,23,793	12,70,99,743

Note No. 10 : Trade Receivables

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Trade Receivables- From Related Parties	3,88,40,441	3,84,29,524	2,16,35,505
Trade Receivables-From Others	4,80,29,091	9,11,52,109	17,65,45,086
Break-up of security details			
Trade receivables outstanding for a period exceeding six months from the date they are due for payment			
Secured, Considered good	2,743	36,29,585	35,048
Unsecured Considered Good	6,16,868	1,60,279	19,22,117
Trade receivables outstanding for a period less than six months from the date they are due for payment			
Secured, Considered good	2,83,35,900	10,22,76,869	19,24,44,680
Unsecured Considered Good	2,92,39,419	2,35,14,900	37,78,746
Total Receivables	8,68,69,532	12,95,81,633	19,81,80,591
Less: Credit Impaired	Nil	Nil	Nil
Total	8,68,69,532	12,95,81,633	19,81,80,591

Notes to the Financial Statements

for the year ended March 31, 2020

The Company applies the Ind AS 109 simplified approach to measuring expected credit losses (ECLs) for trade receivables at an amount equal to lifetime ECLs. The ECLs on trade receivables are calculated based on actual historic credit loss experience over the preceding three to five years on the total balance of non-credit impaired trade receivables. The Company considers a trade receivable to be credit impaired when one or more detrimental events have occurred, such as significant financial difficulty of the client or it becoming probable that the client will enter bankruptcy or other financial reorganization. When a trade receivable is credit impaired, it is written off against trade receivables and the amount of the loss is recognised in the income statement. Subsequent recoveries of amounts previously written off are credited to the income statement.

Note No. 11 : Cash & Cash Equivalents

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Cash in Hand	9,59,705	6,85,299	3,45,758
Balance with Banks in Current Accounts	45,27,06,927	29,93,62,851	4,21,88,469
Balance with Banks in fixed deposits			
- FDR lien in favor of Stock exchange	2,50,00,000	-	-
Total	47,86,66,632	30,00,48,150	4,25,34,227

The Fixed deposit as bank balances other than cash & cash equivalent includes deposit with maturity upto 3 months.

Note No. 12 : Bank Balance other than Cash & Cash Equivalents

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
FDR pledged with Bank as margin for Bank Guarantee	26,81,87,500	19,34,37,500	11,95,00,000
FDR lien in favor of Stock exchange	1,00,11,39,474	50,87,58,565	22,59,52,205
FDR pledged for Short Term Loan	24,64,75,000	16,60,25,000	9,40,25,000
Total	1,51,58,01,974	86,82,21,065	43,94,77,205

Fixed deposits are pledged with exchange and banks for meeting margin requirements and for obtaining bank guarantee respectively.

The Fixed deposit as bank balances other than cash & cash equivalent includes deposit with maturity upto 12 months.

Note No. 13 : Current Tax Assets (net)

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Advance Income Tax/TDS (net of provision)			
Tax Deducted at Source F.Y. 2018-2019	-	74,47,570	-
Advance Income Tax A.Y. 2019-2020	82,04,452	9,55,22,720	-
Advance Income Tax A.Y. 2020-2021	9,25,07,800	-	-
Advance Income Tax A.Y. 2018-2019	-	-	10,74,10,940
TDS Receivable from commodity exchanges	1,39,04,635	50,43,010	35,79,610
Income Tax Refund	1,78,07,283	50,28,258	15,57,578
Income Tax (Regular Tax paid)	1,89,27,621	1,41,69,128	-
TDS Receivables for AY 2018-19	-	-	1,81,262
TDS Receivables for AY 2020-21	2,42,87,910	-	-
TDS Receivables for AY 2019-20	-	1,67,21,292	-
Total	17,56,39,701	14,39,31,978	11,27,29,390

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 14 : Equity Share Capital

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Authorised Share Capital 35,00,000 Shares of ₹ 10 each	35,00,00,000	25,00,00,000	25,00,00,000
	35,00,00,000	25,00,00,000	25,00,00,000
Issued, Subscribed & Paid-up Share Capital 31,90,65,88 Shares (Previous year 2,44,24,588) of ₹ 10 each	31,90,65,880	24,42,45,880	24,42,45,880
Total	31,90,65,880	24,42,45,880	24,42,45,880

Terms/Rights attached to Equity Shares

The Company has only one class of equity shares each having a par value of ₹ 10 per share. All these shares have same rights & preferences with respect to payment of dividend, repayment of capital and voting.

Reconciliation of number of equity share outstanding at the beginning and at the end of the period

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Number of shares outstanding as at the beginning of the period	2,44,24,588	2,44,24,588	46,23,147
Add : Shares allotted on merger with Total Securities (7680000 shares issued net of Cancellation of cross-holding of 198000 shares)	74,82,000	-	-
Add : Shares issued during the year (13869441 Equity Shares were allotted as Bonus Shares and 5932000 Equity Shares were issued through IPO)	-	-	1,98,01,441
Number of shares outstanding as at the end of the period	3,19,06,588	2,44,24,588	2,44,24,588

Details of Shareholders holding more than 5% shares in the Company

(Amount in ₹)

Name of Shareholders	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
A) Rajesh Gupta	1911068 (5.99%)	1911068 (7.82%)	1911068 (7.82%)
B) Parveen Gupta	1783200 (5.59%)	1783200 (7.30%)	1783200 (7.30%)
C) Saroj Gupta	1733600 (5.43%)	1733600 (7.10%)	1733600 (7.10%)
D) Rachit Gupta	1658400 (5.20%)	1658400 (6.79%)	1658400 (6.79%)
E) Yash Pal Gupta		1470600 (6.02%)	1470600 (6.02%)
F) Saurabh Gupta		1364412 (5.59%)	1364412 (5.59%)
G) Rohin Gupta		1323312 (5.42%)	1323312 (5.42%)

Note No. 15 : Other Equity

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
I) Reserves & Surplus			
a. Securities Premium Account			
Balance at the beginning of the period	18,38,92,000	18,38,92,000	2,11,40,800
Less: Bonus Share Issue 3:1	-	-	(2,11,40,800)
Add: Premium on issue of Equity Shares	-	-	18,38,92,000
Balance at the end of the period (a)	18,38,92,000	18,38,92,000	18,38,92,000

Notes to the Financial Statements

for the year ended March 31, 2020

Particulars	(Amount in ₹)		
	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
b. Retained Earnings			
Balance at the beginning of the period	55,98,85,000	31,59,12,527	26,70,86,930
Add: Profit/Loss for the period	40,00,17,908	24,99,31,351	16,67,49,572
Less: Bonus Share Issue 3:1	-	-	(11,75,53,610)
Less: Appropriations			
Transfer to General Reserve	-	(6,19,995)	(1,73,531)
MAT Credit	-	(17,35,708)	-
Tax on Dividend	-	(97,843)	-
Dividend Paid	-	-	(4,80,000)
Loss due to conversion into INR	-	(47,755)	-
Less: Transferred to Statutory Reserve	(42,83,002)	(11,10,941)	-
Add: Profit on consolidation of Associates	86,14,131	(59,22,226)	2,83,166
Add: Net gain on fair value of financial asset	(10,43,238)	35,75,590	-
Less: Adjustment during the year	(33,68,640)	-	-
Balance at the end of the period (b)	95,98,22,159	55,98,85,000	31,59,12,527
c. General Reserve			
Balance at the beginning of the period	22,67,96,655	22,61,76,660	22,60,03,129
Add: Transfer during the year	-	6,19,995	1,73,531
Less: Dividend Paid	(3,13,86,689)	-	-
Less: Tax on Dividend	(32,80,000)	-	-
Balance at the end of the period (c)	19,21,29,966	22,67,96,655	22,61,76,660
d. Statutory Reserve u/s 45 IC of RBI Act			
Balance at the beginning of the period	11,10,941	-	-
Add: Amount transferred from surplus in the Statement of Profit & Loss	42,83,002	11,10,941	-
Balance at the end of the period (d)	53,93,943	11,10,941	
e. Capital Reserve			
Balance at the beginning of the period	24,53,00,648	24,53,01,657	-
Add: Inter Company Transaction on Merger	19,80,000	-	24,53,01,657
Add: Capital reserve on Consolidation	-	95,12,114	-
Less: Adjustment for the period	-	(95,13,124)	-
Balance at the end of the period (e)	24,72,80,648	24,53,00,648	24,53,01,657
Total (a+b+c+d+e) = (I)	1,58,85,18,715	1,21,69,85,243	97,12,82,845
II) Other Comprehensive Income			
a. Debt/Equity instruments through OCI			
Balance at the beginning of the period	4,58,46,209	5,39,76,905	-
Add: Transfer during the year	(1,39,47,793)	(85,17,999)	5,34,98,270
Less: Derecognition of Investments FVTOCI	(1,25,16,314)	-	-
Add: Profit on consolidation of Associates	(9,09,973)	3,87,303	4,78,635
Balance at the end of the period (a)	1,84,72,128	4,58,46,209	5,39,76,905
b. Foreign Currency Translation Reserve			
Balance at the beginning of the period	(7,32,481)	(8,44,441)	(5,99,645)
Add: Transfer during the year	39,82,375	1,11,960	(2,44,796)
Balance at the end of the period (b)	32,49,894	(7,32,481)	(8,44,441)
Total (a+b) = (II)	2,17,22,022	4,51,13,728	5,31,32,464
III) Share Pending Issuance			
Balance at the beginning of the period	7,68,00,000	7,68,00,000	-
Add: Pending Allotment on merger	-	-	7,68,00,000
Less: Allotment of Equity shares made during year	(7,68,00,000)	-	-
Balance at the end of the period	-	7,68,00,000	7,68,00,000
Total (III)	-	7,68,00,000	7,68,00,000
Total Other Equity (I+II+III)	1,61,02,40,737	1,33,88,98,971	1,10,12,15,308

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 16 : Borrowings

(Amount in ₹)			
Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
a) Non-Current			
Secured Loans			
Term Loans from Banks/Financial Institution			
HDFC Bank Ltd			
(Secured Against Hypothecation of Car, maturity on 05/02/2021)	-	9,05,948	18,20,695
ICICI Bank Ltd			
(Secured Against Hypothecation of Car, maturity on 05/04/2022)	3,55,398	-	1,77,475
(Secured Against Hypothecation of Car, maturity on 10/06/2022)	4,08,510	-	6,41,442
(Secured Against Hypothecation of Car, maturity on 01/04/2022)	3,56,568	6,53,566	-
Volkswagen Finance Pvt. Ltd.			
(Secured Against Hypothecation of Car, maturity on 15/12/2019)	-	-	5,13,704
Total (a)	11,20,476	15,59,514	31,53,315
b) Current			
(I) Secured Loans			
(A) HDFC Bank Ltd.(STL)	55,76,00,000	37,73,00,000	19,47,00,000
(Secured against FDR of ₹ 24,64,75,000/- and personal guarantee of Directors and against Director's & their relatives Property and Company owned Property)			
(B) AXIS Bank Ltd. (STL)	20,12,77,612	5,00,00,000	-
(Secured against personal guarantee of Directors and 50% FD)			
(C) HDFC Bank Ltd.	-	13,13,74,893	9,71,38,274
(Secured against Property of Directors at 14, Dayanand Vihar, Delhi-92, Eden Garden, Opp BCCI Ground, Mahavir Nagar, Kandivalie West, Mumbai 400067, 406 and 503 Sez Plaza, Marve Road, Malad, Mumbai, 310 Avior CHS Ltd, Nirmal Galaxy J&J, Mulund, Mumbai and personal guarantee of Directors)			
(D) ICICI Bank Ltd.	1,23,239	3,53,31,903	4,39,16,060
(Secured against FDR)			
(E) Kotak Mahindra Bank Ltd. (OD Account)	-	37,90,011	-
(Secured against hypothecation of book debts and personal guarantee and mortgage of House Property 25, Hargobind Enclave, Delhi-110092 of director Mr. Rajesh Gupta & Parveen Gupta)			
Total (b) (I)	75,90,00,851	59,77,96,806	33,57,54,334
(II) Unsecured Loans			
(i) From Others			
Inter-Corporate Loans	15,13,54,185	18,61,77,535	3,33,85,400
(ii) From Related Parties			
Inter-Corporate Loans	19,42,84,166	8,92,12,054	2,13,23,277
Loans from Directors & Relatives	14,54,58,305	18,24,11,135	-
Interest Accrued thereon	47,91,112	30,78,321	-
Total (i) + (ii) = (II)	49,58,87,768	46,08,79,045	5,47,08,677
Total (b)(I)+(b)(II)	1,25,48,88,619	1,05,86,75,851	39,04,63,011

Note: There is no default, continuing or otherwise, as at the balance sheet date, in repayment of any of the above loans.

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 17 : Provisions

(Amount in ₹)			
Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
a) Non-current Liabilities			
Provision for Employee Benefits			
Gratuity	1,06,14,516	1,13,12,342	1,17,43,112
Total	1,06,14,516	1,13,12,342	1,17,43,112
b) Current Liabilities			
Provision for Employee Benefits			
Gratuity	9,71,036	35,52,814	4,59,362
Other Provisions			
Provision for Current Tax	12,34,85,896	9,97,57,059	8,25,64,538
Total	12,44,56,932	10,33,09,873	8,30,23,900

Note No. 18 : Trade Payables

(Amount in ₹)			
Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Current			
Total outstanding dues of micro, small and medium enterprises (A)	-	-	-
Total outstanding dues of creditor other than micro, small and medium enterprises (B)			
Payable to service providers	4,83,94,335	4,24,15,260	88,78,596
Payable to Related Parties	9,76,06,088	12,24,25,020	6,43,58,235
Payable to Others	68,96,28,044	36,96,96,011	30,77,99,995
Total (A) + (B)	83,56,28,467	53,45,36,291	38,10,36,826

Note No. 19 : Other Current Financial Liabilities

(Amount in ₹)			
Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Fair Value Through Profit & loss			
Derivative Financial Instruments	2,39,71,362	1,28,13,606	-
Dividend payable	-	-	4,80,000
At Amortised Cost			
Current Maturity Long Term Debts	17,89,830	24,93,801	30,63,634
Cheques issued but not presented in Bank	13,07,02,955	-	-
Payable against Investment	-	34,54,830	32,48,693
Security Deposits received from Clients	4,30,882	5,12,882	4,07,882
Security deposit at amortised cost	-	-	5,32,750
Total	15,68,95,029	1,92,75,119	77,32,960

Note No. 20 : Other Current Liabilities

(Amount in ₹)			
Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Expenses Payable	28,58,03,825	10,69,51,236	8,37,65,073
Deferred Rental Income	-	-	2,47,250
Advance Received from Customers	1,12,723	5,56,790	75,00,000
Duties & Taxes Payable	31,26,912	62,80,858	19,57,293
Total	28,90,43,460	11,37,88,884	9,34,69,616

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 21 : Revenue from Operations

(Amount in ₹)

Particulars	April - March 2020	April - March 2019
Brokerage/Transaction/Commission Income	27,49,15,769	20,86,40,500
Gain / Loss on Sale of Mutual Funds / Shares	91,09,892	4,10,20,196
Income From Trading in Securities (Hedged Operations)	2,15,47,58,850	1,60,63,64,475
Revenue from Depository Operations	18,53,884	19,70,406
Consultancy Charges Received	15,18,569	-
Merchant Banking Services	-	78,50,408
Incentive Income	4,21,30,964	2,89,63,616
Finance Charges	11,57,26,017	5,75,00,799
Total	2,60,00,13,944	1,95,23,10,400

Note No. 22 : Other Income

(Amount in ₹)

Particulars	April - March 2020	April - March 2019
Dividend Income	2,11,60,520	46,61,673
Exchange Incentive	4,61,163	5,28,501
Foreign Fluctuation Income	16,66,643	17,75,202
Loan Processing Fees	26,33,384	1,49,318
Miscellaneous Income	4,00,517	3,31,222
Profit on sale of Asset	-	59,55,257
Profit on Sale of Investments	90,77,576	45,39,686
Income from Mutual Funds	77,72,728	6,12,266
Interest Income	14,85,86,499	9,60,17,553
Interest On deposit at amortised cost	1,44,337	41,868
Recovery of Financial Assets Written Off	13,051	-
Rental income	2,87,000	14,11,620
User Id/Other Charges Received	12,39,603	35,23,171
Total	19,34,43,022	11,95,47,335

Note No. 23 : Purchases

(Amount in ₹)

Particulars	April - March 2020	April - March 2019
Purchase of Commodities	4,39,97,465	-
Total	4,39,97,465	-

Note No. 24 : Change in Inventory

(Amount in ₹)

Particulars	April - March 2020	April - March 2019
Opening Stock	-	-
Less: Closing Stock	4,39,97,465	-
Total	(4,39,97,465)	-

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 25 : Employee Benefit Expenses

(Amount in ₹)		
Particulars	April - March 2020	April - March 2019
Bonus	37,48,012	26,60,219
Salaries and Incentives	51,66,57,318	36,46,91,485
Director's Remuneration	1,03,48,064	1,61,21,750
Food & Beverages for Staff	14,91,513	14,70,346
Contribution to ESI, EPF	50,82,068	38,76,073
Staff Welfare	7,84,832	4,64,477
Gratuity Expenses	27,87,960	24,55,714
Total	54,08,99,766	39,17,40,064

Note No. 26 : Finance Cost

(Amount in ₹)		
Particulars	April - March 2020	April - March 2019
Bank Charges	5,18,293	3,38,821
Bank Guarantee Charges	1,53,63,797	1,02,63,524
Interest Paid	16,26,47,646	10,34,47,047
Total	17,85,29,736	11,40,49,392

Note No. 27 : Impairment of Financial Assets

(Amount in ₹)		
Particulars	April - March 2020	April - March 2019
Impairment of Financial Assets (Expected Credit Loss)	18,21,380	(5,81,480)
Financial Assets written off as Bad Debts	5,85,243	13,42,040
Total	24,06,623	7,60,560

Note No. 28 : Other Expenses

(Amount in ₹)		
Particulars	April - March 2020	April - March 2019
(A) TRANSACTION EXPENSES		
Demat/Pledge Charges	27,61,509	30,09,607
DP Charges to CDSL	11,96,539	9,10,802
License Fee	3,68,23,801	1,81,54,290
NSE/BSE Annual Charges	2,65,833	75,000
Securities Transaction Tax/CTT	50,68,97,234	45,68,89,887
Stock Exchange/SEBI Charges	58,87,87,063	45,75,21,968
Telephone & Internet/ Website Expenses	91,72,655	1,08,60,018
Vsat/Lease Line Expenses	8,57,42,802	5,98,59,689
Labour/Freight Charges	62,099	-
Support Charges	2,86,575	2,71,450
Total (A)	1,23,19,96,111	1,00,75,52,712
(B) ADMINISTRATIVE EXPENSES		
Amount Written Off	14,74,580	2,01,774
Advertisement	78,452	5,51,843
Annual Maintenance	7,65,268	1,48,044

Notes to the Financial Statements

for the year ended March 31, 2020

(Amount in ₹)

Particulars	April - March 2020	April - March 2019
Auditor's Remuneration	5,23,800	7,28,700
Business Promotion	8,13,643	7,91,505
Commission Paid	3,50,24,692	4,24,56,054
Diwali Expenses	88,423	1,09,001
Director's Sitting Fees	38,000	22,000
CSR Expenses	50,00,000	18,76,067
Conveyance	1,64,357	1,52,806
Clearing Charges	8,811	59,716
Credit Report Info Exp	1,06,685	-
Donation & Charity	1,40,100	7,83,250
Electricity & Water Expenses	1,06,81,701	89,40,933
Entertainment Expenses	1,77,939	93,951
Fee & Subscription	49,52,379	33,63,592
Foreign Exchange Difference	18,995	-
Generator Running and Repair Expenses	1,47,242	31,068
GST and Service Tax Expense	6,41,415	1,266
Income tax Expense	1,34,660	46,90,727
Insurance Expenses	5,36,070	5,46,044
Internal Audit Fees	55,000	30,000
IFSC Exchange Charges	3,38,586	2,04,601
Income Reversal for Non Performing Assets	-	1,12,325
Jobbing/ Arbitrage loss	3,81,168	5,73,901
Miscellaneous Exp.	1,80,28,377	34,60,316
Newspaper & Periodicals	41,350	35,750
Office/UPS/Computer Rent	2,48,26,853	1,55,93,351
Postage & Courier Expenses	3,52,088	6,06,283
Printing & Stationery	8,14,624	9,45,718
Professional Charges	16,28,94,838	3,58,99,811
Provision for decline in Short Term Investment	-	(80,961)
Provision For Non-Performing Assets	-	2,51,148
Provision for NPA Derecognised	-	(2,51,148)
Provision For Standard assets	-	2,00,802
Provision for Standard Assets Derecognised	-	(2,00,802)
Rent, rates and taxes	29,56,835	43,76,254
Repairs and maintenance (net) others	97,26,819	1,10,52,565
ROC Expenses	4,54,800	7,06,776
Software Expenditure	-	1,01,570
Shop Establishment Expenses	67,648	-
Tours & Travelling Expenses	25,59,893	27,50,841
Vehicle Running Expenses	25,82,462	25,27,738
Total (B)	28,75,98,555	14,44,45,182
GRAND TOTAL (A+B)	1,51,95,94,666	1,15,19,97,894

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 29 : Contingent liability and commitment (to the extent not provided for)

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019
Contingent liabilities:		
(i) Guarantees / securities given (Refer Note a)	1,49,30,69,000	1,40,27,44,000
(ii) Demand in respect of income tax matters for which appeal is pending (Refer Note b)	80,30,825	68,48,210
(iii) Claim against the company	7,21,54,769	Nil
Capital commitments:		
Estimated amount of contracts remaining to be executed on capital account (net of advances)	19,86,208	Nil

(a) Guarantees and securities given

- (1) The Company has given Corporate Guarantees of ₹ 1,500 lakhs (Previous year: ₹ 1,550 lakhs) to Anmol India Limited for FLC against Property of Company.
- (2) The Company has provided bank guarantees aggregating to ₹ 13,430.69 lakhs (Previous Year ₹ 12,477.44 lakhs) as on 31 March 2020 for the following purposes to:
 - (i) National Stock Exchange - ₹ 1,16,76,94,000 for meeting Margin requirements
 - (ii) National Stock Exchange - ₹ 50,00,000 as Security Deposit
 - (iii) Bombay Stock Exchange - ₹ 48,75,000 as Security Deposit
 - (iv) Bombay Stock Exchange - ₹ 80,00,000 for meeting Margin requirements
 - (v) Multi Commodity Exchange - ₹ 14,25,00,000 for meeting Margin requirements
 - (vi) Multi Commodity Exchange - ₹ 37,50,000 as Security Deposits
 - (vii) National Commodity & Derivatives Exchange - ₹ 37,50,000 as Security Deposits
 - (viii) National Commodity & Derivatives Exchange - ₹ 75,00,000 for meeting Margin requirements

The Company has pledged fixed deposits with banks aggregating of ₹ 5,532 lakhs for obtaining bank guarantee.

(b) Demand in respect of income tax matters

- (i) Demand of ₹ 68,48,210 in respect of income tax matters related to Assessment Year 2009-10 for which case is filed with Chennai Tribunal and hearing is still pending.
- (ii) The Company has outstanding demand of ₹ 9,14,245 related to Assessment Year 2008- 09 and ₹ 2,68,370 related to Assessment Year 2015- 16 in respect of income tax matters.

(c) Claim against the company

- Claims against the company pending appellate / judicial decisions not acknowledged as debts in respect of Income Tax is ₹ 7,21,54,769/-

Note No. 30 : Segment Reporting

The Chief Operating Decision Maker monitors the operating results of the business segment separately for the purpose of making decision about resource allocation and performance assessment. Segment performance evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The operating segments have been identified considering the nature of services, the differing risks and returns, the organization structure and the internal financial reporting system.

The business segment has been considered as the primary segment for disclosure. The primary business of the Group comprises of "Broking and other related activities", "Shares Trading/Investment in Shares Business", "Insurance Business", "Merchant Banking Business" and "Investment Banking Business".

Notes to the Financial Statements

for the year ended March 31, 2020

Since the business operations of the Group are primarily concentrated in India, the Group is considered to operate only in the domestic segment.

The accounting principles consistently used in the preparation of the financial statements are also consistently applied to record income and expenditure of individual segments.

Income and direct expenses in relation to segments are categorized based on items that can be individually identifiable to that segment. Certain expenses such as taxes, etc. are not specifically allocable to specific segments.

Assets / Liabilities to the extent directly identifiable to a segment have been categorized separately; others have been shown as "unallocable" in the total column. Other balance sheet items such as deferred tax liability are similarly not allocated to segments.

Particulars	(Amount in ₹)	
	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
Categories of Primary Business of the Group:		
a) Broking & other related Business		
b) Shares Trading/Investment in Shares Business		
c) Insurance Business		
d) Merchant Banking Business		
e) NBFC Business		
REVENUE:		
a) Shares Broking Business	42,24,73,592	31,15,67,476
b) Shares Trading/Investment in Shares Business	2,18,50,29,263	1,65,20,78,274
c) Insurance Business	4,57,889	-
d) Merchant Banking Business	15,18,569	78,50,408
e) NBFC Business	11,57,26,017	5,75,00,799
f) Unallocable Income	6,82,51,636	4,28,60,777
Total Revenue	2,79,34,56,966	2,07,18,57,734
RESULTS:		
Segment Results		
Segment profits before finance charges & Tax		
Shares Broking Business	7,49,31,507	5,78,32,870
Shares Trading/Investment in Shares Business	53,04,76,488	41,03,54,710
Insurance Business	(1,06,93,656)	(20,72,029)
Merchant Banking Business	(38,69,386)	9,82,615
NBFC Business	9,29,92,180	4,83,80,840
Other Unallocable Income	14,95,732	(3,42,57,510)
Finance Charges	(17,85,29,736)	(11,40,49,392)
Operating profit	50,68,03,129	36,71,72,104
TAX EXPENSES:		
Current Tax	11,70,90,942	12,54,59,648
Deferred Tax	(1,03,05,722)	(82,18,894)
Profit From Ordinary Activities	40,00,17,908	24,99,31,350
Extra-ordinaries Activities	-	-
Net Profit for the Year before Minority Interest	40,00,17,908	24,99,31,350
Less: Minority Interest	-	-
Add: Share of Profit from Associates	-	-
Net Profit for the Year after Minority Interest	40,00,17,908	24,99,31,350
OTHER INFORMATION:		
Segment Assets		
Shares Broking Business	8,63,66,452	11,40,06,982
Shares Trading/Investment in Shares Business	83,02,87,684	37,55,58,949

Notes to the Financial Statements

for the year ended March 31, 2020

(Amount in ₹)		
Particulars	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
Insurance Business	40,22,080	17,52,831
Merchant Banking Business	5,83,74,801	20,82,219
NBFC Business	73,21,88,632	33,85,53,307
Unallocable Assets	2,89,07,14,469	2,59,36,48,437
Total Assets	4,60,19,54,117	3,42,56,02,725
Segment Liabilities		
Shares Broking Business	83,56,28,467	53,36,93,880
Shares Trading/Investment in Shares Business	2,39,62,365	1,56,44,586
Insurance Business	12,28,362	7,40,651
Merchant Banking Business	19,37,443	20,33,117
NBFC Business	60,48,35,851	42,75,37,203
Unallocable Assets	1,20,50,55,012	86,28,08,437
Total Liabilities	2,67,26,47,499	1,84,24,57,874

Note No. 31 : Remuneration to auditors (exclusive of taxes)

(Amount in ₹)		
Particulars	For year 2019-20	For year 2018-19
As Auditors:		
Statutory Audit	5,23,800	7,28,700
Tax Matter	-	25,000
Total	5,23,800	7,53,700

Note No. 32 : Earnings per equity share

(Amount in ₹)		
Particulars	As at March 31, 2020	As at March 31, 2019
Net profit attributable to equity shareholders [A]	40,00,17,908	24,99,31,351
Weighted average number of equity shares issued [B] (face value of ₹ 10 each) (In numbers)	3,19,06,588	2,44,24,588
Weighted average number of equity shares to be issued on account of merger (face value of ₹ 10 each) (In numbers)		74,82,000
Total Weighted average number of equity shares [B] (face value of ₹ 10 each) (In numbers)	3,19,06,588	3,19,06,588
Basic earnings per share [A/B]	12.54	7.83
Net Profit attributable to equity shareholders [C]	40,00,17,908	24,99,31,351
Less : Impact on net profit due to exercise of diluted potential equity shares [D]	-	-
Net profit attributable to equity shareholders for calculation of diluted EP S [C-D]	40,00,17,908	24,99,31,351
Weighted average of equity shares issued (face value of ₹ 10 each) (In numbers) [E]	3,19,06,588	2,44,24,588
Weighted average number of equity shares to be issued on account of merger (face value of ₹ 10 each) (In numbers) [F]	-	74,82,000
Weighted number of additional equity shares outstanding for diluted EPS (In numbers) [G]	-	-
Weighted number of equity shares outstanding for diluted EPS (In numbers) [E+F+G]	3,19,06,588	3,19,06,588
Diluted earnings per share [C-D/E+F+G]	12.54	7.83

NOTE: The Previous year's figures of weighted average number of equity shares have been shown as share of the Company that are issued in the financial year 2019-20 on account of merger having transition date of 1st April 2018.

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 33 : Provisions made for the year ended 31 March 2020 comprises of

(Amount in ₹)

Particulars	Opening balance as at March 31, 2019	Provided during the year	Provision reversed/ paid during the year	Closing balance as at March 31, 2020
Provision for gratuity	1,48,65,156	27,87,960	60,67,564	1,15,85,552
Total	1,48,65,156	27,87,960	60,67,564	1,15,85,552

Note No. 34 : Lease

Leases as lessee

The Group has taken various premises under leave and license agreements. For these branches, the rent and escalations depend upon the lease by the Company. In other instances the Company has generally entered into a lease of 3 - 5 years, with escalation of Clause in every agreements as per terms. The Company has given refundable interest free security deposits under certain agreements.

Lease payments are recognised in the Statement of Profit and Loss under 'Other expenses' in Note no. 28. Rent expenses of ₹ 2,77,83,688 (Previous year – ₹ 1,99,69,605) in respect of obligation under operating leases.

Minimum future lease payment under operating lease for each of the following year

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019
Not later than 1 year	66,40,452	64,95,338
Later than 1 year but not later than 5 year	1,03,63,936	60,09,775
Later than 5 year	4,54,155	-
Total	1,74,58,543	1,25,05,113

Leases as lessor

The company has given office premises and lease for the period of 1 year to 5 years. Agreement is cancellable, by giving prior notice of 30 days by either of the parties. Lease rentals are charged on the basis of agreed terms.

Lease receipts are recognised in the Statement of Profit and Loss under 'Rental Income' in Note no. 22. Rental Income of ₹ 2,87,000 (Previous year - ₹ 14,11,620) in respect of obligation under operating leases.

Note No. 35 : Quantitative Information in respect of Income/Loss From Arbitrage Transactions of the Company

(Amount in ₹)

Particulars	Quantity (Units)	For the year ended March 31 2020	Quantity (Units)	For the year ended March 31 2019
Opening Stock	81,33,423	20,57,23,793	41,09,750	12,70,99,743
Purchase	8,10,80,85,697	6,19,38,60,26,081	4,85,89,38,491	4,70,50,70,41,169
Sales	8,11,18,82,665	6,19,54,26,17,623	4,85,49,14,818	4,70,81,30,92,877
Closing stock	43,36,455	2,09,62,541	81,33,423	20,57,23,793

Note No. 36 : Tax expense

The Company pays taxes according to the rates applicable in India. Most taxes are recorded in the income statement and relate to taxes payable for the reporting period (current tax), but there is also a charge or credit relating to tax payable for future periods due to income or expenses being recognised in a different period for tax and accounting purposes (deferred tax). Tax is charged to equity when the tax benefit exceeds the cumulative income statement expense on share plans. The Company provides for current tax according to the tax laws of India using tax rates that have been enacted or substantively enacted by the balance sheet date. Management periodically evaluates positions taken in tax returns in respect of situations in which applicable tax regulation

Notes to the Financial Statements

for the year ended March 31, 2020

is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities. Deferred tax is provided, using the liability method, on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax is recognised in respect of all temporary differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. A deferred tax asset is recognised when it is considered recoverable and herefore recognised only when, on the basis of all available evidence, it can be regarded as probable that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying temporary differences can be deducted. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the temporary differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

The Company has opted to pay the tax under section 115BAA of the Income Tax Act, 1961. Accordingly, (a) the provision for current and deferred tax has been determined at the rate of 25.168%, (b) the deferred tax assets and deferred tax liabilities as on April 1, 2019 have been restated at the rate of 25.168%.

Particulars	(Amount in ₹)	
	As at March 31, 2020	As at March 31, 2019
Current tax expense		
Current tax for the year	12,34,85,896	11,57,57,059
Tax adjustment in respect of earlier years	-	1,33,45,972
Total current tax expense	12,34,85,896	12,91,03,031
Minimum alternate tax credit entitlement	-	11,10,95,317
Deferred taxes		
Change in deferred tax Assets	(1,03,05,722)	(82,18,894)
Tax Impact on Components of defined benefit costs	(4,733)	-
Net deferred tax expense	(1,03,10,455)	(82,18,894)

Net Deferred Tax

Particulars	(Amount in ₹)	
	As at March 31, 2020	As at March 31, 2019
Deferred tax liability on account of :		
Previous Year Future MTM Loss as per ICDS-1	17,86,391	5,49,970
Stock Difference as per ICDS prev. year	22,24,965	-
Option Premium Loss as per ICDS-1 prev. year	20,29,277	-
Cost/mkt value Difference in investments as per ICDS prev. year	3,84,629	-
Tax losses carried forward adjusted from profits	44,19,012	-
Future MTM Profit as per ICDS	600	-
Option Premium Profit as per ICDS	1,570	-
Provision of Gratuity reversed	43,447	-
Carrying Value of Assets	-	78
Impairment of Financial Assets	-	5,81,480
Total deferred tax liabilities (A)	1,08,89,890	11,31,528
Deferred tax assets on account of:		
Expenses allowable in Income tax on payment basis: - Gratuity	27,87,960	56,572
Book/ tax depreciation difference	1,70,79,770	1,99,29,399
Stock Difference as per ICDS	1,05,64,025	22,24,965
Option Premium Loss as per ICDS-1	1,14,32,289	20,29,277
Future MTM Loss as per ICDS	-	17,86,391
Cost/mkt value Difference in investments as per ICDS	1,20,94,978	3,84,629
Tax losses carried forward	-	44,19,012
Impairment of Financial Assets	18,21,380	-

Notes to the Financial Statements

for the year ended March 31, 2020

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019
Net loss on derecognition of financial instruments under amortised cost	5,64,155	-
Provisions for Standard Assets Written Off	67,648	1,04,790
Provision for Sub Standard & Doubtful Assets	-	3,13,128
Reversal of Provision of Standard Assets	-	2,00,802
Total deferred tax assets (B)	5,64,12,205	3,14,48,964
Total (A-B)	(4,55,22,315)	(3,03,17,436)
Net deferred tax Liability / (Assets) provided during the period	(1,03,10,455)	(82,18,894)

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019
Opening Balance	6,06,90,936	5,00,52,161
Add: Created during the year	1,03,10,455	82,18,894
Add: MAT Adjustments	47,80,031	19,07,675
Add: Amount taken over consolidation	-	5,12,206
Net deferred tax Assets at the End of period	7,57,81,422	6,06,90,936

Note No. 37 : Minimum Alternate Tax (MAT)

Deferred tax assets include Minimum Alternate Tax (MAT) paid of ₹ 47,80,031 (Previous year ₹ 19,07,675) in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability.

Note No. 38 : Foreign currency transactions

(i) Expenditure in foreign currency (On accrual basis)

(Amount in ₹)

Particulars	For year 2019-20	For year 2018-19
Investment in Subsidiary Company	-	50,00,000
Computer Hardware	4,05,283	61,14,051
Computer Software	6,72,133	5,94,451
Shipping Charges	3,542	-
Bank Charges	2,862	3,572
Exchange Charges	11,45,348	12,28,669
SEBI Fees	15,12,183	16,74,785
Lease Line Expenses	1,73,641	2,13,503
Interest Paid	1,00,133	1,48,121
Other Expenses	2,820	29,374
Professional Charges	-	33,344
Total	40,17,946	1,50,39,871

(ii) Income in foreign currency (On accrual basis)

(Amount in ₹)

Particulars	For year 2019-20	For year 2018-19
Dividend Received	1,53,56,625	-
Interest Received	11,52,421	1,46,808
Incentive Income	4,21,30,964	2,89,63,616
Total	5,86,40,009	2,91,10,424

Note No. 39 : Employee benefits

Disclosure pursuant to Ind AS -19 "Employee benefits" is given as below:

Notes to the Financial Statements

for the year ended March 31, 2020

Defined Benefit Plan – Gratuity

The Company offers its employees defined-benefit plans in the form of a gratuity scheme (a lump sum amount). Benefits under the defined benefit plans are typically based on years of service and the employee's compensation (generally immediately before retirement). The gratuity scheme covers substantially all regular employees.

Such plan exposes the Company to actuarial risks such as: Interest rate risk, Liquidity Risk, Salary Escalation Risk, Demographic risk and Regulatory Risk.

Interest Rate Risk	The plan exposes the Company to the risk of falling interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.
Liquidity Risk	This is the risk that the Company is not able to meet the short-term gratuity payouts. This may arise due to non availability of enough cash/cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.
Demographic risk	The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.
Salary Escalation Risk	The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have bearing on the plan's liability.
Regulatory Risk	Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (e.g. Increase in the maximum limit on gratuity of ₹ 20,00,000).

(i) The following tables set out the funded status of the gratuity benefit scheme and the amounts recognized in the Company's financial statements :

Particulars	(Amount in ₹)	
	For the period ending March 31, 2020	March 31, 2019
Change in benefit obligations		
Benefit obligations at the beginning	1,48,65,156	1,25,25,551
Current Service Cost	17,05,806	88,39,835
Past Service Cost	-	-
Interest on defined benefit obligation	10,82,154	9,40,664
Actuarial loss / (gain)	(59,96,123)	(73,28,118)
Benefit Paid	(71,441)	(1,12,776)
Closing Defined Benefit Obligation(A)	1,15,85,552	1,48,65,156
Translation/ Forex impact (B)	-	-
Payable gratuity benefit (A-B-C)	1,15,85,552	1,48,65,156
Current Provision (Refer note 15)	9,71,036	35,52,814
Non-Current Provision (Refer note 15)	1,06,14,516	1,13,12,342

(ii) Amount recognised in the Statement of Profit and Loss

Particulars	(Amount in ₹)	
	For the period ending March 31, 2020	March 31, 2019
Current Service Cost	17,05,806	88,39,835
Past Service Cost	-	835
Interest on net defined benefit obligations	10,82,154	9,40,664
Net Actuarial (Gain) / Loss recognised in the period		(73,28,118)
Total Included in "Employee Benefit Expense"	27,87,960	24,53,216

Notes to the Financial Statements

for the year ended March 31, 2020

(iii) Amount recognised in the Other Comprehensive Income

(Amount in ₹)

Particulars	For the period ending	
	March 31, 2020	March 31, 2019
Actuarial (gains) / losses		
- change in demographic assumptions	39,133	-
- change in financial assumptions	(2,06,493)	-
- experience variance (i.e. Actual experience vs assumptions)	(58,28,763)	-
Components of defined benefit costs recognised in other comprehensive income	(59,96,123)	-

(iv) Principle actuarial assumption

(Amount in ₹)

Assumptions	For the period ending	
	March 31, 2020	March 31, 2019
Discount Rate	6.50%	7.55%
Salary escalation	5.00%	5.00%
Mortality rate	100% of IALM 2012-14	100% of IALM 2006-08

The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields/ rates available on applicable bonds as on the current valuation date.

The salary growth rate indicated above is the Company's best estimate of an increase in salary of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.

Note No. 40 : Related Party Transactions

(i) Names of related parties and nature of relationship

Category of related parties	Name of Related Parties
Subsidiaries:	Share India Securities (IFSC) Private Limited Share India Capital Services Private Limited Share India Fincap Private Limited (Formerly Winpipe Finvest Private Limited) Share India Insurance Brokers Private Limited Total Securities (IFSC) Private Limited Total Securities Overseas Limited Share India Commodity Brokers Private Limited SDT Securities LLP
Associates	Investcare Reality LLP Skyveil Trade Solutions LLP RS Futures LLP Phoenix Advisors LLP Juris Advisors LLP Grow Well Solutions Partnership Firm Agro Trade Solutions Partnership Firm RS Securities Partnership Firm Suvira Capital Advisors LLP Columbus Stock Broking LLP R.A.Maxx Private Limited Total Care Clinics LLP J C Enterprises Sole Proprietorship
Firm in which a director, manager or his relative is a partner	

Notes to the Financial Statements

for the year ended March 31, 2020

Category of related parties	Name of Related Parties
Private company in which a director or manager or his relative is a member or director	Colo Fintrade Partnership Firm
	Aaryan Associates Sole Proprietorship
	Association of National Exchanges Member of India
	Aarna Finvest Partnership Firm
	Arika Tradecorp Partnership Firm
	DDR Overseas Sole Proprietorship
	RKG Organic India LLP
	Modtech Infraventures Private Limited
	Tilfil Services India Private Limited
	Econbiz Enterprises Private Limited
Public company in which a director or manager is a director 2 [and holds] along with his relatives, more than two per cent of its paid-up share capital	GNPA Enterprises Private Limited
	Algowire Trading Technologies Private Limited
	Algotrade Securities Private Limited
	Algowire Systems Private Limited
	Ever-Style Services Private Limited
	N.R. Merchants Private Limited
	Ananya Infraventures Private Limited
	Total Commodities (India) Private Limited
	R.A.Maxx Private Limited
	Ramkrishna Healthcare Private Limited
Key Management Personnel	Anmol Financial Services Limited
	Akashdeep Metal Industries Limited
	Rajesh Gupta- Director
	Sachin Gupta- CEO & Whole-time Director
	Saroj Gupta- Whole-time Director
	Parveen Gupta- Managing Director
	Jatinder Pal Singh- Independent Director
	Sulabh Jain- Independent Director
	Upasana Gupta- Independent Director (Resign. As Director during 19-20)
	Sanjib Singh- Independent Director
Relatives of Directors and Key Management Personnel	Kamlesh Vadilal Shah- Joint Managing Director
	Vijay Girdharlal Vora- Whole-time Director
	Lavesh Shyam Goyal- Additional Independent Director
	Nilesh Mahendra Shah- Additional Independent Director
	Monil Ashok Gangar- Additional Independent Director
	Vikas Aggarwal- Company Secretary & Compliance officer
	Vijay Rana- Chief Financial Officer
	Suresh Girdharilal Vora- Director (Resign. As Director during 19-20)
	Shyam Sundar Bihani- Director (Resign. As Director during 19-20)
	Rajesh Harsukhlal Modi- Director (Resign. As Director during 19-20)
	Rohin Gupta - Director (Resign. As Director during 19-20)
	Yash Pal Gupta - Director (Resign. As Director during 19-20)
	Rajesh Kumar (HUF)
	Late Gopal Dass Gupta
	Subhash Rani
	Rekha Gupta
	Rachit Gupta
	Rachit Gupta (HUF)

Notes to the Financial Statements

for the year ended March 31, 2020

Category of related parties	Name of Related Parties
	Agam Gupta
	Agam Gupta (HUF)
	Prachi Gupta
	Aastha Gupta
	Gopal Dass Gupta (HUF)
	Sachin Gupta (HUF)
	Tripti Gupta
	Aarna Gupta
	Arika Gupta
	Yash Pal Gupta (HUF)
	Harbans Lal Mittal
	Bhagwan Dulari Mittal
	Sunita Garg
	Narendra Mittal
	Sukriti Gupta
	Rakesh Aggarwal
	Parveen Gupta (HUF)
	Suman Gupta
	Saurabh Gupta
	Saurabh Gupta (HUF)
	Rohin Gupta (HUF)
	Prerna Gupta
	Sonam Gupta
	Surinder Singh
	Harjit Kaur
	Kuldeep Singh
	Jasvinder Kaur
	Annupama Kaur
	Harsimar Singh
	Hartej Singh
	Ravindra Kumar Jain
	Anju Jain
	Rishabh Jain
	Richa Jain
	Saisha Jain
	Vishal Gupta
	Neelam Gupta
	Naman Gupta
	Gajendra Singh
	Late Sita Devi
	Manjit Singh
	Ranjit Singh
	Nima Singh
	Arti Singh
	Shyam Goyal
	Arpna Goyal
	Aarti Nilesh Shah
	Late Mahendra Fulchand Shah
	Mrudulla Mahendra Shah
	Dhwani Nilesh Shah
	Ketul Mahendra Shah
	Ashok Gangar

Notes to the Financial Statements

for the year ended March 31, 2020

Category of related parties	Name of Related Parties
	Pragna Gangar
	Darshan Gangar
	Raj Kumar Aggarwal
	Seema Aggarwal
	Saksham jindal
	Avika Jindal
	Mukesh Aggarwal
	Manisha Agagrwal
	Anita Aggarwal
	Rustam Singh Rana
	Santosh Kumari
	Ajay Singh
	Surindra Kumari
	Deepika Rana
	Uday Singh Rana
	Abhay Rana
	Late Vadilal Shah
	Late Savita Shah
	Himani Shah
	Rushabh Shah
	Dwani Mehta
	Ronak Mehta
	Kamlesh Vadilal Shah Foundation
	Nita Kamlesh Shah
	Late Girdharlal Vora
	Late Kamlaben Girdharlal Vora
	Nikki Vijay Vora
	Kavin Yogesh Vora
	Prachi Vijay Vora
	Rajesh Girdharilal Vora
	Jayshree Vijay Vora
	Suresh Vora - HUF
	Bhavya Suresh Vora
	Reema Pradip Vasani
	Kesha Ankit Choksi
	Ankit A Choksi
	Veena Jeetendra Shah
	Harsha Atul Doshi
	Bhavana Devang Shah
	Bharti Suresh Vora
	Manju Devi Bihani
	Girdharlal Bihani
	Mali Devi Bihani
	Ravi Bihani
	Raksha Bihani
	Nimesh Bihani
	Bajranglal Bihani
	Ramesh Bihani
	Nirmala Atal
	Geeta Toshniwal
	Rajkanya Mohta

Notes to the Financial Statements

for the year ended March 31, 2020

Category of related parties	Name of Related Parties
	Shyam Sundar Bihani (HUF)
	Heena Rajesh Modi
	Harsukhlal Modi
	Prasanben Modi
	Dhruvin Modi
	Dharmil Modi
	Paresh Modi
	Neena Mehta
	Kamlesh Shah (HUF)
	Vijay G. Vora (HUF)

(ii) Transactions with Related Parties

Particulars	(Amount in ₹)	
	Transactions during year 2019-20	Transactions during year 2018-19
KEY MANAGEMENT PERSONNEL		
Remuneration Paid		
Mrs. Saroj Gupta	21,60,000	21,60,000
Mr. Parveen Gupta	21,60,000	21,60,000
Mr. Rajesh Gupta	-	1,44,000
Mr. Sachin Gupta	32,40,000	22,40,000
Mr. Rohin Gupta (Resign. as Director during 19-20)	42,500	34,20,000
Mr. Vikas Aggarwal	11,78,400	11,78,400
Mr. Vijay Kumar Rana	8,78,170	8,25,945
Kamlesh Shah	21,00,000	24,15,000
Suresh G Vora	6,83,400	8,54,250
Vijay G Vora	8,83,860	8,82,750
Rajesh Modi	6,44,160	6,25,950
Shyamsunder Bihani	10,60,959	12,19,800
Rent Paid		
Mr. Parveen Gupta	18,00,000	18,00,000
Mr. Rajesh Gupta	18,00,000	18,00,000
Dividend Paid		
Rajesh Kumar Gupta	10,00,334	-
Sachin Gupta	6,18,200	-
Saroj Gupta	8,66,800	-
Parveen Gupta	9,34,200	-
Kamlesh Shah	2,76,282	-
Vijay G Vora	3,47,000	-
Vikas Aggarwal	39,366	-
Vijay Kumar Rana	39,366	-
Suresh G Vora	3,56,020	-
Shyamsunder Bihani	3,16,000	-
Rajesh Modi	3,07,200	-
Brokerage Received		
Parveen Gupta	31,514	-
Rajesh Kumar Gupta	1,368	-
Saroj Gupta	3,646	-
Kamlesh Shah	6,51,026	2,42,116

Notes to the Financial Statements

for the year ended March 31, 2020

Particulars	(Amount in ₹)	
	Transactions during year 2019-20	Transactions during year 2018-19
Suresh G Vora	8,058	5,979
Rajesh Modi	12,927	4,483
Shyamsunder Bihani	8,26,100	1,25,537
Vijay G Vora	14	2,263
OTHER THAN KEY MANAGEMENT PERSONNEL		
Director Sitting Fees		
Vikas kumar Mittal	-	4,000
Rakesh Kumar Sharma	-	6,000
Sulabh Jain	18,000	8,000
Upasana Gupta	8,000	4,000
Jatinder Pal	2,000	-
Sanjib Singh	10,000	-
Salary & Incentives		
Mr. Rohin Gupta (Resign. As Director during 19-20)	29,33,000	-
Mrs. Prachi Gupta	38,60,000	37,30,000
Mr. Agam Gupta	32,20,000	31,60,000
Mrs. Rekha Gupta	7,80,000	9,80,000
Mrs. Sonam Gupta	38,00,000	39,50,000
Mrs. Suman Gupta	8,40,000	35,40,000
Mrs. Tripti Gupta	9,00,000	11,00,000
Mrs. Anita	1,16,400	6,98,400
Mr. Rajkumar Aggarwal	2,19,200	2,74,800
Himani K. Shah	15,26,385	17,25,180
Nikki Vijay Vora	12,46,674	13,80,300
Nita Kamlesh Shah	7,68,000	8,25,000
Manjudevi S Bihani	7,20,000	8,82,750
Rajesh Girdharlal Vora	6,75,000	8,02,500
Jayshree Vora	5,76,000	6,42,000
Bharti Suresh Vora	6,84,000	8,55,000
Prachi Vijay Vora	9,24,000	8,54,175
Heena Modi	2,83,860	3,53,100
Nimesh Bihani	7,80,000	-
Raksha Bihani	5,10,000	-
Ravi Bihani	10,20,720	-
Bhavya S Vora	7,21,500	-
Kesha Suresh Vora	9,55,500	-
Bina Paresh Modi	2,83,860	-
Dharmil Rajesh Modi	1,50,000	-
Dhruvin Rajesh Modi	5,91,000	-
Paresh H Modi	2,83,860	-
Consultancy Charges		
Mrs. Sukriti Gupta	6,00,000	6,00,000
Rent Paid		
Mr. Yash Pal Gupta	18,50,000	18,50,000
Yash Pal (HUF)	1,50,000	1,50,000
Sachin Gupta (HUF)	1,62,000	1,62,000
Interest Paid		
Akashdeep Metal Industries Ltd	-	10,62,388
Anmol Financial Services Ltd	75,56,015	50,77,809

Notes to the Financial Statements

for the year ended March 31, 2020

(Amount in ₹)

Particulars	Transactions during year 2019-20	Transactions during year 2018-19
Interest Received		
Skyveil Trade Solutions LLP	-	5,32,806
Brokerage Received From Related Party		
Algowire Trading Technologies Pvt Ltd	2,383	3,12,362
Skyveil Trade Solutions LLP	29,55,507	2,05,86,110
Anmol Financial Services Ltd	5,159	16,147
Akashdeep Metal Industries Ltd	-	5,541
Aggarwal Finance Company	1,670	7,09,351
Share India Commodity Brokers Pvt Ltd	7,65,204	-
Rekha Gupta	2,885	22,390
Tripti Gupta	279	58,060
RS Securities	68,071	-
RS Futures LLP	60,436	-
Agro Trade Solutions	47,316	-
Rachit Gupta (HUF)	1,96,729	-
Rohin Gupta (HUF)	2,18,759	-
Sachin Gupta (HUF)	1,339	-
Suman Gupta	2,888	-
Yash Pal (HUF)	2,82,071	-
Parveen Gupta (HUF)	10,00,378	-
Agam Gupta (HUF)	92,471	-
Rajesh Kumar Gupta (HUF)	1,951	-
Rachit Gupta	1,131	-
Yash Pal Gupta	1,079	-
Kamlesh Shah (HUF)	63,738	89,289
Nita K. Shah	40,460	18,315
Himani K. Shah	19,049	4,175
Dhwani K Shah	28,510	23,572
Columbus Stock Broking LLP	12,812	-
Nikki Vijay Vora	473	11,498
Prachi Vijay Vora	1,934	3,536
Rajesh G. Vora	4,944	23,063
Vijay G. Vora (HUF)	34,810	1,47,619
Ravi Bihani	436	83,762
Manjudevi S Bihani	2,78,862	52,155
Kesha Vora	3,096	3,056
Bharti Suresh Vora	7,643	40,944
Shyam Sunder Bihani (HUF)	3,502	26,390
Nimesh Bihani	359	28,109
Suresh Vora (HUF)	10,074	8,266
Heena Modi	499	1,751
Bhavya Vora	2,828	4,538
Dharmil Rajesh Modi	-	3,918
Rajesh Modi (HUF)	17,332	6,844
Aarna Finvest	6,01,392	-
Arika Tradecorp	1,508	-
Total Commodities (I) Pvt. Ltd.	12,00,661	-
Veena J. Shah	4,004	-

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for the year ended March 31, 2020

(Amount in ₹)		
Particulars	Transactions during year 2019-20	Transactions during year 2018-19
Dividend Paid		
Subash Rani	78,408	-
Rekha Gupta	5,46,194	-
Rachit Gupta	8,29,200	-
Agam Gupta	3,03,400	-
Tripti Gupta	4,19,300	-
Yash Pal Gupta	7,74,700	-
Suman Gupta	3,89,500	-
Saurabh Gupta	6,82,206	-
Rohin Gupta	6,61,656	-
Prerna Gupta	11,600	-
Richa Jain	2,495	-
Neelam Gupta	1,500	-
Anita Aggarwal	10,364	-
Himani Rushabh Shah	9,600	-
Dwani Mehta	9,600	-
Nita Kamlesh Shah	3,17,328	-
Nikki Vijay Vora	39,600	-
Prachi Vijay Vora	51,000	-
Rajesh Girdharlal Vora	7,500	-
Jayshree Vijay Vora	1,29,200	-
Bhavya Suresh Vora	51,000	-
Reema Pradip Vasani	1,000	-
Kesha Ankit Choksi	39,600	-
Ankit A Choksi	2,500	-
Bharti Suresh Vora	1,77,280	-
Manju Devi Bihani	2,38,600	-
Heena Rajesh Modi	96,000	-
Kamlesh Shah (HUF)	2,51,040	-
Vijay Vora (HUF)	2,42,100	-
Suresh Vora (HUF)	1,96,000	-
Shyam Sundar Bihani (HUF)	1,22,400	-
Columbus Stock Broking LLP	38,400	-

	Transactions during year 2019-20	Balance as at March 31, 2020	Transactions during year 2018-19
Loan received from Enterprises covered under Ind AS-24			
Akashdeep Metal Industries Ltd	-	-	1,05,05,000
Anmol Financial Services Ltd	4,10,00,000	9,03,63,738	4,55,00,000

*The Company provides long term benefits in the form of Gratuity to Key managerial person along with all employees, cost of same is not identifiable separately and not disclosed.

All Loans referred above are repayable on demand

Note : Income/Liability figures are shown in brackets.

Notes to the Financial Statements

for the year ended March 31, 2020

Subsidiary Company - Share India Capital Services Private Limited

(Amount in ₹)

Particulars	Transactions during year 2019-20	Transactions during year 2018-19
Rent Paid		
Relative of Key Management Personnel		
Yash Pal Gupta	12,000	12,000
Rajesh Gupta	12,000	12,000
Parveen Gupta	12,000	12,000
Remuneration Paid		
Key Management Personnel		
Abhinav Gupta	27,25,833	25,79,167
Nirmal Kumar Bhansali	6,50,562	6,18,618
Monika Gupta	1,10,613	
Preeti Singh	2,58,070	3,58,381

Subsidiary Company - Share India Insurance Brokers Private Limited

(Amount in ₹)

Particulars	Transactions during year 2019-20	Transactions during year 2018-19
Remuneration		
Key Management Personnel		
Ajay Kumar Maganlal Patel (CEO)	54,00,000	9,15,000

(Amount in ₹)

Particulars	Transactions during year 2019-20	Balance as at March 31, 2020	Transactions during year 2018-19
Key Management Personnel			
Rachit Gupta (Balance as on 31.3.2019 is ₹ 15,000/-)	-	-	15,000
Repayment of Loan			
Key Management Personnel			
Rachit Gupta (Balance as on 31.3.2020 is ₹ Nil/-)	15,000	-	

Subsidiary Company - Share India Fincap Private Limited

(Amount in ₹)

Particulars	Transactions during year 2019-20	Transactions during year 2018-19
Computer Rent		
Relative of Key Management Personnel		
Sachin Gupta (HUF)	-	1,26,000
Interest Income		
Key Management Personnel		
Rajesh Gupta	1,64,548	1,13,918
Relative of Key Management Personnel		
Rohin Gupta	1,06,534	2,43,658
Rohin Gupta (HUF)	3,03,781	
Parveen Gupta	12,350	3,433

Notes to the Financial Statements

for the year ended March 31, 2020

Particulars	(Amount in ₹)	
	Transactions during year 2019-20	Transactions during year 2018-19
Sonam Gupta	1,53,096	1,18,137
Sachin Gupta	4,11,369	18,082
Tripti Gupta	2,75,754	1,64,247
Rachit Gupta (HUF)	58,858	-
Agam Gupta (HUF)	10,849	-
Purna Gupta	278	-
Sukriti Gupta	22,059	-
Praveen Gupta (HUF)	34,288	-
Enterprises covered under Ind AS 24		
Modtech Infraventure Private Limited	65,713	30,236
Skyveil Trade Solutions LLP	17,73,342	16,44,524
Algowire Systems Private Limited	3,173	1,261
R.S. Future LLP	6,96,028	20,736
Share India Commodity Brokers Private Limited	18,18,589	-
Agro Trade Solutions Private Limited	1,04,350	-
RS Security	9,13,836	-
Interest Expense		
Key Management Personnel		
Rajesh Gupta	5,44,537	36,438
Yash Pal Gupta	8,91,514	1,14,672
Relative of Key Management Personnel		
Sachin Gupta	3,75,653	1,14,778
Rachit Gupta	6,59,981	90,309
Rekha Gupta	42,50,844	3,69,728
Suman Gupta	45,00,026	5,14,217
Saroj Gupta	3,52,496	55,889
Saurabh Gupta	74,459	71,946
Tripti Gupta	42,36,328	3,35,530
Agam Gupta	3,70,378	-
Prachi Gupta	1,92,153	-
Aastha Gupta	1,07,840	-
Parveen Gupta	1,27,224	-
Saurabh Gupta (HUF)	60,266	-
Sonam Gupta	3,61,872	-
Rohin Gupta	71,214	-
Enterprises covered under Ind AS 24		
Anmol Financial Services Limited	33,48,342	-
Algotrade Securities Private Limited	8,95,089	5,43,109
Share India Commodity Brokers Private Limited	-	10,41,588
Algowire Trading Technologies Pvt. Ltd.	26,45,759	23,13,309
Ever-Style Services Private Limited	3,33,220	-
Akashdeep Metal Industries Limited	13,22,652	-
Modtech Infraventure Private Limited	65,713	-

Notes to the Financial Statements

for the year ended March 31, 2020

(Amount in ₹)

Particulars	Transactions during year 2019-20	Balance as at March 31, 2020	Transactions during year 2018-19
Loan Taken From			
Key Management Personnel			
Rajesh Gupta	79,00,000	90,27,585	35,00,000
Yash Pal Gupta	98,00,000	1,17,20,142	80,00,000
Parveen Gupta	21,00,000	22,14,502	-
Relative of Key Management Personnel			
Rekha Gupta	30,00,000	71,82,116	4,10,00,000
Saroj Gupta	10,00,000	16,67,903	50,00,000
Sonam Gupta	30,00,000	31,98,611	35,00,000
Suman Gupta	15,00,000	3,38,47,495	4,30,00,000
Tripti Gupta	35,00,000	48,57,804	4,60,00,000
Rachit Gupta	1,16,60,000	1,31,34,281	-
Agam Gupta	42,80,000	46,13,340	-
Prachi Gupta	23,20,000	24,92,938	-
Aastha Gupta	15,00,000	15,97,056	-
Rohin Gupta	10,00,000	10,54,239	-
Sachin Gupta	88,50,000	75,27,427	-
Enterprises covered under Ind AS 24			
Anmol Financial Services Limited	5,18,00,000	4,48,10,549	
Akashdeep Metal Industries Limited	-	1,07,65,387	1,14,00,000
Algowire Systems Private Limited	5,95,000		
Algowire Trading Private Limited	5,70,000	3,25,69,657	3,00,18,800
Algotrade Securities Private Limited	1,45,00,000	1,57,74,835	9,90,000
Share India Commodity Brokers Private Limited	1,30,79,872	NIL	3,86,50,000
Skyveil Trade Solutions LLP	40,00,000	NIL	-
Loan Repaid			
Key Management Personnel			
Rajesh Gupta	27,95,800	21,32,656	-
Yash Pal Gupta	73,21,804	10,06,349	
Relative of Key Management Personnel			
Sachin Gupta	25,01,517	75,27,427	-
Saroj Gupta	48,64,000	3,76,976	
Sonam Gupta	35,29,000	1,15,335	
Suman Gupta	1,99,70,000	3,38,47,495	
Tripti Gupta	2,49,28,332	2,48,03,048	-
Rekha Gupta	2,46,96,522	1,98,12,270	
Enterprises covered under Ind AS 24			
Share India Commodity Brokers Private Limited	1,30,79,872	NIL	3,86,50,000
Anmol Financial Services Limited	1,00,00,000	4,48,10,549	-
Algowire Trading Systems Private Limited	30,00,000	3,25,69,657	-
Akashdeep Metal Industries Limited	18,25,000	1,07,65,387	-
Skyveil Trade Solutions LLP	40,00,000	NIL	-
Algo Trade Securities P Ltd.	5,56,280	1,57,74,835	
Loan Given			
Key Management Personnel			
Rajesh Gupta	-		20,00,000

Notes to the Financial Statements

for the year ended March 31, 2020

Particulars	(Amount in ₹)		
	Transactions during year 2019-20	Balance as at March 31, 2020	Transactions during year 2018-19
Relative of Key Management Personnel			
Rohin Gupta	2,03,550	2,14,498	35,00,000
Praveen Gupta	2,75,050	2,87,400	
Enterprises covered under Ind AS 24			
Ever-Style Services Private Limited	86,470	41,74,312	37,863
Anmol Financial Services Limited	-		1,85,00,000
Modtech Infraventure Private Limited	3,74,490	9,46,646	4,85,802
R.S. Future LLP	4,55,88,015	NIL	10,02,074
Skyveil Trade Solutions LLP	28,78,39,682	8,42,339	14,68,34,396
Algowire Systems Private Limited	25,000	56,889	27,455
Share India Commodity Brokers Private Limited	11,27,20,000	NIL	-
Agro Trade Solutions Private Limited	74,04,923	74,98,838	-
RS Security	5,34,00,000	3,42,22,452	-
Loan received Back			
Key Management Personnel			
Rajesh Gupta	20,00,000	NIL	20,00,000
Relative of Key Management Personnel			
Sonam Gupta	40,00,000	NIL	40,00,000
Sachin Gupta	50,00,000	NIL	-
Tripti Gupta	50,00,000	NIL	50,00,000
Rohin Gupta	35,00,000	NIL	
Rohin Gupta (HUF)	4,20,00,000	NIL	
Enterprises covered under Ind AS 24			
Share India Commodity Brokers Private Limited	11,59,32,571	NIL	-
RS Security	2,00,00,000	3,42,22,452	-
R.S. Future LLP	4,55,90,089	NIL	-
Skyveil Trade Solutions LLP	28,85,93,351	8,42,339	-

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 41 : Fair value measurement

(i) Accounting classification and fair values

The following table shows the carrying amount and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy as at 31st March 2020:

Particulars	Carrying amount			Fair Value			(Amount in ₹)
	FVPL	PVOCI	Amortized Cost	Level 1	Level 2	Level 3	
March 31, 2020							
Financial assets							
Cash and cash equivalents	-	-	47,86,66,632	-	-	-	-
Bank balance other than cash and cash equivalents above	-	-	1,51,58,01,974	-	-	-	-
Receivables							
(i) Trade receivables	-	-	8,68,69,532	-	-	-	-
(ii) Other receivables	-	-	-	-	-	-	-
Loans							
Investments	86,74,150	33,49,58,544	61,63,71,312	-	-	-	-
Other financial assets	37,34,23,579	-	36,12,92,250	6,61,80,932	27,74,51,762	1,69,70,585	36,06,03,279
Total financial assets	38,20,97,729	33,49,58,544	3,07,59,72,285	41,78,70,678	29,91,85,595	1,69,70,585	73,40,26,858
Financial liabilities							
Payables							
(i) Trade payables							
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	83,56,28,467	-	-	-	-
(ii) Other payables							
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
Borrowings (Other than debt securities)							
Deposits	-	-	1,25,60,09,095	-	-	-	-
Other financial liabilities	2,39,71,362	-	13,29,23,668	2,39,71,362	-	-	2,39,71,362
Total financial liabilities	2,39,71,362	-	2,22,45,61,230	2,39,71,362	-	-	2,39,71,362

Notes to the Financial Statements

for the year ended March 31, 2020

The carrying value and fair value of financial instruments by categories as of 31st March 2019 are as follows:

Particulars	Carrying amount			Fair Value			(Amount in ₹)
	FVPL	PVOCI	Amortized Cost	Level 1	Level 2	Level 3	
March 31, 2019							
Financial assets							
Cash and cash equivalents	-	-	30,00,48,150	-	-	-	-
Bank balance other than cash and cash equivalents above	-	-	86,82,21,065	-	-	-	-
Receivables							
(i) Trade receivables	-	-	12,95,81,633	-	-	-	-
(ii) Other receivables	-	-	-	-	-	-	-
Loans	-	-	30,40,58,537	-	-	-	-
Investments	7,02,57,100	33,87,82,563	1,31,31,364	8,62,30,987	32,28,08,676	1,31,31,364	42,21,71,027
Other financial assets	4,99,52,298	-	52,40,31,250	3,38,62,229	1,60,90,069	-	4,99,52,298
Total financial assets	12,02,09,398	33,87,82,563	2,13,90,71,999	12,00,93,216	33,88,98,745	1,31,31,364	47,21,23,325
Financial liabilities							
Payables							
(i) Trade payables							
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	53,45,36,291	-	-	-	-
Other payables							
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
Borrowings (Other than debt securities)							
Deposits	-	-	1,06,02,35,365	-	-	-	-
Other financial liabilities	1,28,13,606	-	64,61,513	1,28,13,606	-	-	1,28,13,606
Total financial liabilities	1,28,13,606	-	1,60,12,33,170	1,28,13,606	-	-	1,28,13,606

Notes to the Financial Statements

for the year ended March 31, 2020

The carrying value and fair value of financial instruments by categories as of 1st April 2018 are as follows:

Particulars	Carrying amount			Fair Value			(Amount in ₹)
	FVPL	PVOCI	Amortized Cost	Level 1	Level 2	Level 3	
March 31, 2018							
Financial assets							
Cash and cash equivalents	-	-	4,25,34,227	-	-	-	-
Bank balance other than cash and cash equivalents above	-	-	43,94,77,205	-	-	-	-
Receivables							
(i) Trade receivables	-	-	19,81,80,591	-	-	-	-
(ii) Other receivables	-	-	-	-	-	-	-
Loans	-	-	6,52,515	-	-	-	-
Investments	-	45,82,80,638	1,70,07,932	8,23,98,370	37,58,82,268	1,70,07,932	47,52,88,570
Other financial assets	16,81,62,162	-	27,83,42,198	15,28,82,277	1,52,79,885	-	16,81,62,162
Total financial assets	16,81,62,162	45,82,80,638	97,61,94,668	23,52,80,647	37,58,82,268	1,70,07,932	64,34,50,732
Financial liabilities							
Payables							
(i) Trade payables							
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	38,10,36,826	-	-	-	-
(ii) Other payables							
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
Borrowings (Other than debt securities)							
Deposits	-	-	39,36,16,327	-	-	-	-
Other financial liabilities	4,80,000	-	72,52,960	4,80,000	-	-	4,80,000
Total financial liabilities	4,80,000	-	78,19,06,112	4,80,000	-	-	4,80,000

Notes to the Financial Statements

for the year ended March 31, 2020

Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives and equity securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the group is the current bid price. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities and investment in private equity funds, real estate funds.

(ii) Valuation techniques used to determine fair value

Specific valuation techniques used to value financial instruments include :

- Quoted equity investments - Quoted closing price on stock exchange
- Mutual fund - net asset value of the scheme
- Alternative investment funds - net asset value of the scheme
- Unquoted equity investments - price multiples of comparable companies.
- Private equity investment fund - net asset value of the audited financials of the funds.

(iii) Financial instruments not measured at fair value

Financial assets not measured at fair value includes cash and cash equivalents, trade receivables, loans and other financial assets. These are financial assets whose carrying amounts approximate fair value, due to their short-term nature.

Additionally, financial liabilities such as trade payables and other financial liabilities are not measured at FVTPL, whose carrying amounts approximate fair value, because of their short-term nature.

Note No. 42 : Financial risk management

Company has operations in India. Whilst risk is inherent in the Company's activities, it is managed through an integrated risk management framework, including ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Company's continuing profitability and each individual within the Company is accountable for the risk exposures relating to his or her responsibilities. The Company is exposed to credit risk, liquidity risk and market risk. It is also subject to various operating and business risks.

A. Market Risk

Market risk is the risk that the fair value or future Cash flows of a financial instrument will fluctuate because of changes in market prices. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

(i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates.

Foreign currency risk management

In respect of the foreign currency transactions, the company does not hedge the exposures since the management believes that the same is insignificant in nature and will not have a material impact on the Company.

The company's exposure to foreign currency risk at the end of reporting period is shown in note no. 37.

Notes to the Financial Statements

for the year ended March 31, 2020

(ii) Interest rate risk

The Company is exposed to interest risk if the fair value or future cash flows of its financial instruments will fluctuate as a result of changes in market interest rates. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates.

The Company's interest rate risk arises from interest bearing deposits with bank and loans given to customers. Such instruments exposes the Company to fair value interest rate risk. Management believe that the interest rate risk attached to this financial assets are not significant due to the nature of this financial assets.

(iii) Market price risks

The Company is exposed to market price risk, which arises from FVTPL and FVOCI investments. The management monitors the proportion of these investments in its investment portfolio based on market indices. Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the appropriate authority.

B. Liquidity risk

Liquidity risk is the risk that the entity will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The entity's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the entity's reputation.

Prudent liquidity risk management requires sufficient cash and marketable securities and availability of funds through adequate committed credit facilities to meet obligations when due and to close out market positions.

The Company has a view of maintaining liquidity with minimal risks while making investments. The Company invests its surplus funds in short term liquid assets in bank deposits and liquid mutual funds. The Company monitors its cash and bank balances periodically in view of its short term obligations associated with its financial liabilities.

The table below summarises the maturity profile of the Company's financial liabilities based on the contractual undiscounted payments.

Particulars	(Amount in ₹)			
	On Demand / less than 3 months	Payable within 3 to 12 months	Payable more than 1 year and less than 5 year	Payable more than 5 year
Year ended 31st March 2020				
Payables				
(I) Trade payables	83,56,28,467			
(II) Other payables	28,90,43,460			
Borrowings (Other than debt securities)	1,25,48,88,619	-	11,20,476	-
Deposits				
Other financial liabilities	15,51,05,199	17,89,830	-	-
Year ended 31st March 2019				
Payables	-	-	-	-
(I) Trade payables	53,45,36,291			
(II) Other payables	11,37,88,884			
Borrowings (Other than debt securities)	1,05,86,75,851		15,59,514	
Deposits	-	-	-	-
Other financial liabilities	1,67,81,318	24,93,801	-	-

C. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's loans and advances to customers. For risk management reporting purposes, the Group considers and consolidates all elements of credit risk exposure.

Notes to the Financial Statements

for the year ended March 31, 2020

Management of credit risk

The Group, for Risk Management, develops the credit risk management framework, policies, procedures, reviews the same on periodic basis which is further noted. The Group also reviews delinquent accounts and makes decisions on recovery actions. Credit reviews are conducted regularly to monitor the health of the loan portfolio and to detect early signs of weaknesses and deviations. The Group determines the Retail prime lending rates (RPLR) based on Market Scenarios such as borrowing costs of the Group, repo rates by Reserve Bank of India (RBI).

The Risk Management is done by managing risk on a portfolio-wide basis and recommends alternative portfolio strategies, analyses results of portfolio management actions and develops portfolio limits for each portfolio segment. Credit risk concentration is addressed by setting a credit portfolio mix limit and monitoring the limits on a regular basis. Credit stress tests are also conducted periodically to determine the impact of security values and other stress parameters on the loan portfolio. The Group also conducts annual valuation of delinquent accounts, to determine the actual value and marketability of the collateral which is adequately factored in Capital Adequacy Ratio. This allows the Group to assess the potential financial impact of losses arising from plausible adverse scenarios on the Group's loan portfolio.

Expected credit loss measurements

(i) Expected credit loss measurement for Loans :

Ind AS 109 outlines a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised below:

1. A financial instrument that is not credit-impaired on initial recognition is classified in '**Stage 1**' and has its credit risk continuously monitored by the Group.
2. If a significant increase in credit risk ('SICR') since initial recognition is identified, the financial instrument is moved to '**Stage 2**' but is not yet deemed to be credit-impaired.
3. If the financial instrument is credit-impaired, the financial instrument is then moved to '**Stage 3**'.

Financial instruments in Stage 1 have their ECL measured at an amount equal to the portion of lifetime expected credit losses that result from default events possible within the next 12 months. Instruments in Stages 2 or 3 have their ECL measured based on expected credit losses on a lifetime basis.

The following diagram summarises the impairment requirements under Ind AS 109 (other than purchased or originated credit-impaired financial assets):

Change in credit quality since initial recognition		
Stage 1	Stage 2	Stage 3
(Initial recognition)	(Significant increase in credit risk since initial recognition)	(Credit-impaired assets)
12-month expected credit losses	Lifetime expected credit losses	Lifetime expected credit losses

The key judgements and assumptions adopted by the Group in addressing the requirements of the standard are discussed below:

Significant increase in credit risk (SICR)

The Group considers a financial instrument to have experienced a significant increase in credit risk when one or more of the following quantitative, qualitative or backstop criteria have been met:

(a) Quantitative criteria:

When days passed dues from the borrower is more than 30 days but less than 90 days

(b) Qualitative criteria:

If the borrower meets one or more of the following criteria:

Notes to the Financial Statements

for the year ended March 31, 2020

- (i) In short-term forbearance
- (ii) Direct debit cancellation
- (iii) Extension to the terms granted
- (iv) Previous arrears within the last [12] months

Default and credit-impaired assets

The Group defines a financial instrument as in default, which is fully aligned with the definition of credit impaired, when it meets one or more of the following criteria:

(a) Quantitative criteria:

The borrower is more than 90 days past due on its contractual payments.

(b) Qualitative criteria:

The borrower meets unlikelihood to pay criteria, which indicates the borrower is in significant financial difficulty. These are instances where:

- (i) The borrower is in long-term forbearance
- (ii) The borrower is deceased
- (iii) The borrower is insolvent
- (iv) Concessions have been made by the lender relating to the borrower's financial difficulty. It is becoming probable that the borrower will enter bankruptcy

The criteria above have been applied to finance loans consistent with the definition of default used for internal credit risk management purposes. The default definition has been applied consistently to model the Probability of Default (PD), Exposure at Default (EAD) and Loss given Default (LGD) throughout the Group's expected loss calculations.

Measuring ECL - Explanation of inputs, assumptions and estimation techniques

The Expected Credit Loss (ECL) is measured on either a 12-month basis (12M) or Lifetime basis depending on whether a significant increase in credit risk has occurred since initial recognition or whether an asset is considered to be credit impaired. Expected credit losses are the discounted product of the Probability of Default (PD), Exposure at Default (EAD), and Loss Given Default (LGD), defined as follows:

The PD represents the likelihood of a borrower defaulting on its financial obligation (as per "Definition of default and credit-impaired" above), either over the next 12 months (12M PD), or over the remaining lifetime (Lifetime PD) of the obligation.

The exposure at default (EAD) represents the gross carrying amount of the financial instruments subject to the impairment calculation, addressing both the client's ability to increase its exposure while approaching default and potential early repayments too.

To calculate the EAD for a Stage 1 loan, the Group assesses the possible default events within 12 months for the calculation of the 12m ECL. For stage 2, Stage 3 Financial Assets, the exposure at default is considered for events over the lifetime of the instruments.

Loss Given Default (LGD) represents the Group's expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and seniority of claim and availability of collateral or other credit support. LGD is expressed as a percentage loss per unit of exposure at the time of default. LGD is calculated on a 12-month or lifetime basis, where 12-month LGD is the percentage of loss expected to be made if the default occurs in the next 12 months and Lifetime LGD is the percentage of loss expected to be made if the default occurs over the remaining expected lifetime of the loan.

The ECL is determined by projecting the PD, LGD and EAD for each three bucket explained above and for each individual exposure or collective segment. These three components are multiplied together and adjusted for the likelihood of survival (i.e. the exposure has not prepaid or defaulted in an earlier month). This effectively calculates an ECL for each three buckets, which is then discounted back to the reporting date and summed. The discount rate used in the ECL calculation is the original effective interest rate or an approximation thereof.

Notes to the Financial Statements

for the year ended March 31, 2020

The Lifetime PD is developed by applying a maturity profile to the current 12M PD. The maturity profile looks at how defaults develop on a portfolio from the point of initial recognition throughout the lifetime of the loans. The maturity profile is based on historical observed data and is assumed to be the same across all assets within a portfolio and credit grade band. This is supported by historical analysis.

The 12-month and lifetime EADs are determined based on the expected payment profile. Estimate of an exposure at a future default date – expected changes in exposure after the reporting date, including repayment of principal and interest, and expected drawdowns on committed facilities. This is based on the contractual repayments owed by the borrower over a 12month or lifetime basis. This will also be adjusted for any expected overpayments made by a borrower. Early repayment / refinance assumptions are also incorporated into the calculation.

The 12-month and lifetime LGDs are determined based on the factors which impact the recoveries made post default. These vary by collateral type.

Forward-looking economic variable / assumptions used are – such as how the maturity profile of the PDs and how collateral values change etc. – are monitored and reviewed on a quarterly basis. There have been no significant changes in estimation techniques or significant assumptions made during the reporting period.

Loss allowance

The loss allowance recognised in the period is impacted by a variety of factors, as described below:

- (i) Transfers between Stage 1 and Stages 2 or 3 due to financial instruments experiencing significant increases (or decreases) of credit risk or becoming credit-impaired in the period, and the consequent “step up” between 12-month and Lifetime ECL;
- (ii) Additional allowances for financial instruments de-recognised in the period;
- (iii) Impact on the measurement of ECL due to changes in PDs, EADs and LGDs in the period, arising from regular refreshing of inputs to models;
- (iv) Financial assets derecognised during the period and write-offs of allowances related to assets that were written off during the period. The write-off of loans with a total gross carrying amount of INR 1,07,49,005 resulted in the reduction of the Stage 3 loss allowance by the same amount.

Modification of financial assets

The Group sometimes modifies the terms of loans provided to customers due to commercial renegotiations, or for distressed loans, with a view to maximising recovery.

Such restructuring activities include extended payment term arrangements, payment holidays and payment forgiveness. Restructuring policies and practices are based on indicators or criteria which, in the judgement of management, indicate that payment will most likely continue. These policies are kept under continuous review.

The risk of default of such assets after modification is assessed at the reporting date and compared with the risk under the original terms at initial recognition, when the modification is not substantial and so does not result in derecognition of the original asset. the Group monitors the subsequent performance of modified assets. the Group may determine that the credit risk has significantly improved after restructuring, so that the assets are moved from Stage 3 or Stage 2 (Lifetime ECL) to Stage 1 (12-month ECL). This is only the case for assets which have performed in accordance with the new terms for a year or more. Currently there hasnt been any case.

Note No. 43 : Capital Management

Risk management

The Group manages its capital to ensure that the Group will be able to continue as going concern while maximizing the return to stakeholder through the optimization of the debt and equity balance.

Notes to the Financial Statements

for the year ended March 31, 2020

For the purpose of the Group's capital management, capital includes issued capital and other equity reserves. The primary objective of the Group's capital management is to maximize shareholders value. The Group manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

Note No. 44 : Revenue from Contract with Customers

The Company derives revenue primarily from the share broking business. Its other major revenue sources are the Portfolio management fees and commission income and Interest income.

Note No. 45 : Assets pledged as security

The carrying amounts of assets pledged as security for current and non-current borrowings are:

Particulars	As at	(Amount in ₹) As at
	March 31, 2020	March 31, 2019
Financial assets		
A) First charge		
Vehicles	41,54,766	34,66,708
Fixed deposits	1,82,15,07,005	1,26,26,34,494
Immovable property	27,56,54,809	28,95,49,570
Inventories	1,76,36,891	-
Investments	13,97,75,512	3,47,68,213
B) Floating charge	-	-
Non-financial assets		
A) First charge	-	-
Total assets pledged as security	2,25,87,28,984	1,59,04,18,984

Notes:

- The amount stated above depicts 'Actual amount of charge Created' against pledged Assets as Security.

Note No. 46 : Disclosure pursuant to IND AS 101 "First time adoption of Indian Accounting Standards"

a) Reconciliations between previous GAAP and Ind AS

Ind AS 101 requires a first time adopter to reconcile equity and total comprehensive income for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

(I) Reconciliation of total equity between previous GAAP and Ind AS:

Particulars	Notes to first time adoption	(Amount in ₹)	
		Year Ended April 01, 2018	Year Ended March 31, 2019
Equity as per previous GAAP(Indian GAAP)		1,01,87,89,094	1,27,16,00,332
Add: Capital Reserve on Merger	(iv)	24,53,01,657	(95,13,124)
Less: Capital of Transferor Company	(iv)	(4,80,00,000)	
Add: Share Pending Allotment	(iv)	7,68,00,000	
Less: Change in Component of defined benefit cost		(14,03,569)	
Add: Increase in Depreciation claimed as per fair valuation of Fixed assets	(iv)		(1,45,55,142)
Add: Deferred Tax Assets created	(ii)		67,88,180
Add: Previous Year Merger Adjustments			27,26,98,089
Add: Net Gain on Fair Value of Current Investments	(i)	5,27,38,634	(1,94,31,283)
Add: Previous Year Ind AS Adjustments		-	5,27,38,634
Less: Revaluation of Investment in Associate		4,75,736	20,88,039
Add: Net gain on fair value of financial asset			81,37,173
Less: Impairment on financial instruments			5,81,480
Add: Derecognition of Provisions for NPA			4,51,951
Add: Gain on Fair Valuation on Transition Date		7,59,636	7,69,986
Add: Gain on Fair Valuation on Current year			37,98,180
Add: Gain on Fair Valuation of Financial Instruments			8,36,457
Add: Fair Valuation of Mutual Funds			62,78,647
Less: Tax Impacts			(1,22,748)
Equity as per Ind AS		1,34,54,61,188	1,58,31,44,851

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for the year ended March 31, 2020

(II) Reconciliation of profit as per Ind AS with profit reported under previous GAAP:

		(Amount in ₹)
Particulars	Note No.	Year Ended March 31, 2019
Net Profit/(loss) as per previous GAAP (Indian GAAP)		25,62,56,627
Less: Net Gain on Fair Valuation of Investments	(i)	(85,17,999)
Add: Deferred Tax Assets created	(ii)	65,08,319
Less: Increase in Depreciation claimed as per Fair valuation of Plant, Property & Equipments	(iv)	(1,45,55,657)
Add: Foreign Currency difference		1,11,960
Less: Change in employee benefit exp		(3,78,826)
Add: Change in income		1,67,36,641
Less: Interest paid as per EIR		(1,52,09,615)
Less: Impairment on financial instruments		(7,60,560)
Add: Write off of expenses		8,82,472
Add: Derecognition of Provisions for NPA		4,51,951
Net Profit as per Ind AS		24,15,25,312

b) Notes to first-time adoption:

The Company has prepared opening Balance Sheet as per Ind AS as of April 1, 2018 (transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, derecognising items of assets or liabilities which are not permitted to be recognised by Ind AS, reclassifying items from GAAP to Ind AS as required, and applying Ind AS to measure the recognised assets and liabilities.

(i) Fair valuation of investments

Under the previous Indian GAAP, investments in equity instruments and mutual funds were classified as long-term investments or current investments based on the intended holding period and realisability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under Ind AS, these investments are required to be measured at fair value. The resulting fair value changes of these investments have been recognised in other equity as at the date of transition and subsequently in the profit or loss / other comprehensive income for the year ended March 31, 2019. This increased the other equity by ₹ 31,15,44,519 as at March 31, 2019 (April 01, 2018 - ₹ 32,66,72,095).

(ii) Deferred tax

Indian GAAP requires deferred tax accounting using the profit and loss approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under Indian GAAP.

In addition, the various transitional adjustments have lead to temporary differences. Deferred tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or a separate component of equity.

(iii) Other comprehensive income

Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes remeasurements of defined benefit plans and fair value of investment. The concept of other comprehensive income did not exist under previous GAAP.

(iv) Merger Operations

On Acquisition of Total Securities Limited (Transferor Company), assets are taken over their fair values and respective effects as per Ind AS is provided. As order from NCLT in respect of Scheme of Amalgamation is passed on 21st November 2019 with effective date of 1st April 2018.

Notes to the Financial Statements

for the year ended March 31, 2020

- Plant, Property & Equipments are taken over on their fair Values as per the expert valuation reports and depreciation is provided as per companies Act on such Fair valued assets taken over on Amalgamation.

(v) Exemptions availed by the company

The exemptions availed by the Company under Ind AS 101 are as follows:

- The Company has adopted the carrying value determined in accordance with I-GAAP for all of its property plant & equipment and investment property as deemed cost of such assets at the transition date except for the assets of Transferor Company.

The estimates as at April 1, 2018 and at March 31, 2019 are consistent with those made for the same dates in accordance with I-GAAP.

Note No. 47 : Principles and assumptions used for consolidated financial statements and proforma adjustments:

- The Consolidated Financial Statements have been prepared by applying the principles laid in the Indian Accounting Standard (Ind AS) - 110 "Consolidated Financial Statements" and (Ind AS) - 28 "Accounting For Investments in Associates / Joint venture in Consolidated Financial Statements". issued by the Institute of Chartered Accountants of India for the purposes of these Consolidated Balance Sheet and Consolidated Statement of Profit and Loss, together referred to in as 'Consolidated Financial Statements.'

The list of subsidiaries and associates in the consolidated financial statement are as under :-

Share India Securities Limited ('the Company' or 'the holding company') shareholding in the following companies as on 31 March, 2020, 31 March, 2019, and 1 April, 2018 is as under:

Name of the Entities	Country of incorporation	(Amount in ₹)		
		Proportion of ownership interest		
		As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
I) Name of the Subsidiary Companies				
Share India Securities (IFSC) Private Limited	India	100%	100%	100%
Share India Capital Services Private Limited	India	100%	100%	100%
Share India Fincap Private Limited (Formerly Windpipe Finvest Private Limited)	India	100%	100%	-
Share India Insurance Brokers Private Limited	India	100%	100%	-
Total Securities (IFSC) Private Limited	India	100%	100%	100%
Total Securities Overseas Limited	Mauritius	100%	100%	100%
II) Associate Enterprise				
Share India Commodity Brokers Private Limited	India	37.12%	37.12%	37.12%

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 48 : Additional Disclosure pertaining to Subsidiaries / Associate as per division III of Companies Act, 2013

Name of the entity	Net Assets (i.e. Total Assets - Total Liabilities)		Share in Profit & (Loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of Consolidated Net Assets	Amount in Rupees	As % of Consolidated Net Assets	Amount in Rupees	As % of Consolidated Net Assets	Amount in Rupees	As % of Consolidated Net Assets	Amount in Rupees
Parent								
Share India Securities Limited	82.63%	1,59,41,92,172	83.75%	33,50,13,621	144.62%	(1,44,12,467)	82.19%	32,06,01,154
Subsidiaries								
Indian								
Share India Capital Services Private Limited	2.93%	5,64,37,358	1.23%	49,02,329	0.14%	(14,074)	1.25%	48,88,256
Share India Fincap Private Limited (Formerly Windpipe Finvest Private Limited)	7.08%	13,65,01,930	5.35%	2,14,15,011	-	-	5.49%	2,14,15,011
Share India Insurance Brokers Private Limited	2.29%	4,42,76,529	-1.76%	(70,54,466)	-4.74%	4,72,812	-1.69%	(65,81,654)
Total Securities (IFSC) Private Limited	0.65%	1,26,26,828	-0.12%	(4,85,464)	-	-	-0.12%	(4,85,464)
Share India Securities (IFSC) Private Limited	3.59%	6,92,52,056	11.60%	4,64,06,201	-32.73%	32,61,798	12.73%	4,96,67,999
Foreign								
Total Securities Overseas Limited	0.46%	88,13,192	-0.04%	(1,79,325)	-7.29%	7,26,512	0.14%	5,47,187
Total	99.63%	1,92,21,00,065	100.00%	40,00,17,907	100.00%	(99,65,419)	100.00%	39,00,52,488
Associates								
Indian								
Share India Commodity Brokers Private Limited	0.37%	72,06,552	-	-	-	-	-	-
Total	0.37%	72,06,552	0.00%	-	0.00%	-	0.00%	-
Grand Total	100.00%	1,92,93,06,617	100.00%	40,00,17,907	100.00%	(99,65,419)	100.00%	39,00,52,488

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 49 : The Details of Goodwill / (Capital Reserve) on Consolidation are as under:

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
1. Share India Insurance Brokers Private Limited			
Opening Balance	-	-	-
Investment in Subsidiary	5,15,00,000	5,15,00,000	-
Common Stock	(5,15,00,000)	(5,15,00,000)	-
Pre-acquisition Profits	-	-	-
Goodwill / (Capital Reserve)	-	-	-
2. Share India Capital services Private Limited			
Opening Balance	-	-	-
Investment in Subsidiary	5,25,00,000	5,25,00,000	5,25,00,000
Common Stock	(5,25,00,000)	(5,25,00,000)	(5,25,00,000)
Pre-acquisition Profits	-	-	-
Goodwill / (Capital Reserve)	-	-	-
3. Share India Securities (IFSC) Private Limited			
Opening Balance	-	-	-
Investment in Subsidiary	1,75,00,000	1,75,00,000	1,25,00,000
Common Stock	(1,75,00,000)	(1,75,00,000)	(1,25,00,000)
Pre-acquisition Profits	-	-	-
Goodwill / (Capital Reserve)	-	-	-
4. Total Securities (IFSC) Private Limited			
Opening Balance	-	-	-
Investment in Subsidiary	1,55,00,000	1,55,00,000	1,55,00,000
Common Stock	(1,55,00,000)	(1,55,00,000)	(1,55,00,000)
Pre-acquisition Profits	-	-	-
Goodwill / (Capital Reserve)	-	-	-
5. Total Securities Overseas Limited			
Opening Balance	-	-	-
Investment in Subsidiary	84,57,364	84,57,364	84,57,364
Common Stock	(84,57,364)	(84,57,364)	(84,57,364)
Pre-acquisition Profits	-	-	-
Goodwill / (Capital Reserve)	-	-	-
6. Share India Fincap Private Limited			
Opening Balance	(95,12,114)	-	-
Investment in Subsidiary	5,00,00,016	5,16,25,540	-
Common Stock	(1,34,04,830)	(1,66,53,400)	-
Premium on issue	(3,65,95,186)	-	-
Pre-acquisition Profits	-	(4,44,84,254)	-
Goodwill / (Capital Reserve)	(95,12,114)	(95,12,114)	-

Notes to the Financial Statements

for the year ended March 31, 2020

Note No. 50 : Share In Post Acquisition Profits

(Amount in ₹)

Particulars	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019	For the Year Ended April 01, 2018
ASSOCIATE			
Share India Commodity Private Limited			
Opening Balance			
- Retained Earnings	36,36,456	95,58,682	92,75,515
- Other Comprehensive Income	8,65,937	4,78,635	-
Add- Share in the Net Profit after acquisition of shares	86,14,131	(59,22,226)	2,83,166
Add- Share in Other Comprehensive Income after acquisition of shares	(9,09,973)	3,87,303	4,78,635
Closing Balance	1,22,06,551	45,02,393	1,00,37,317

Note No. 51 : Corporate social responsibility

The Ministry of Corporate Affairs has notified Section 135 of the Companies Act, 2013 on Corporate Social Responsibility (CSR) with effect from 1 April 2014. As per the provisions of the said section, the Company has undertaken the following CSR initiatives during the financial year 2019-20. CSR initiatives majorly includes supporting under privileged in education, medical treatments, etc and various other charitable and noble aids.

(a) Gross amount required to be spent by the Company during the year ₹ 52,33,814 (Previous year ₹ 30,13,300)

(b) Amount spent during the year ended 31 March 2020 on :

(Amount in ₹)

Particulars	Amount Paid	Yet to be paid	Total
Education purpose	37,00,000		37,00,000
COVID-19 fight	13,00,000		13,00,000
Yet to be paid		2,33,814	2,33,814
Total	50,00,000	2,33,814	52,33,814

Amount spent during the year ended 31 March 2019 on :

(Amount in ₹)

Particulars	Amount Paid	Yet to be paid	Total
Education purpose	18,66,067	11,47,233	30,13,300
Total	18,66,067	11,47,233	30,13,300

Note No. 52 : Impairment of Financial Assets

The Company has booked an impairment of financial assets as on 31st March 2020 of ₹ 37,50,000/-. As per the Reserve Bank (Non-Systematically Important Non-Deposit Taking Non-Banking Finance Companies) Directions, the provision required to be prepared is ₹ 31,37,614/-. Hence there is no deficit with respect to the RBI Directions.

Note No. 53 : Scheme of Amalgamation

(i) Pursuant to the Scheme of Amalgamation and Merger (the 'Scheme') entered into between Total Securities Limited ('the Transferor Company') and the Company, as approved by the NCLT, the Transferor Company has been merged with the Company as per accounting prescribed under the scheme which is in line with the accounting principles given under Ind AS 103 applicable to BC's other than common control business combinations. In deriving the fair values of Assets and Liabilities, we rely on the skill set and competence of the registered valuers. Accordingly, opening balance sheet as at 1st April 2018, comparative financial information for the year ended 31st March 2019 and the accompanying standalone financial statements for the year ended 31st March 2020 have been adjusted to account for the aforesaid merger.

Notes to the Financial Statements

for the year ended March 31, 2020

- (ii) Total Securities Limited ('the Transferor Company') is a public limited company domiciled in India. The registered office of the Company is Third floor, 56/33, Site IV, Industrial Area, Sahibabad, Ghaziabad Uttar Pradesh- 201010. The Transferor Company is engaged in Share and Stock Broking, Mutual Funds Distributions, to invest, buy, sell, or otherwise deal in all kind of securities and other related activities. The transferor Company is a Trading Member of BSE Ltd (Bombay Stock Exchange/ BSE) and National Stock Exchange of India Ltd.(NSE). The Company has also promoted a wholly owned subsidiary- Total securities (IFSC) Pvt Ltd, in the Country's first International Financial Services Centre- Gujarat International Finance Tec- City (GIFT City), Gandhi Nagar.
- (iii) The Scheme of amalgamation will benefit the Transferor Company and Transferee Company. The rational and reasons for proposed Scheme of Arrangement, inter alia, are summarized below:
- Stronger balance sheet and net worth to meet capital needs of subsidiaries for future growth and expansion.
 - Free flow of funds and ease limits of investments / loans by the Transferee Company for expansion of business activities.
 - Exposure of shareholders of the Transferee Company to the larger business activities of the flagship broking and related business activities.
 - Better combined clientele of these Companies for large portfolio of services.
 - Increase in Physical, financial and human resources for most beneficial utilisation of these factors in combined Entity.
- (iv) Transactions with respect to merger have been accounted for as per the Acquisition Method in accordance with Ind AS 103 "Business Combinations".

Pursuant to Scheme :

- (a) All assets and liabilities appearing in the books of the transferor company have been recorded by the transferee company at their respective fair values in opening balance sheet as at 1st April 2018.
- (b) The difference between net assets taken over & investment in the books of the Transferee Company have been debited to Capital reserve after considering the purchase consideration for business acquisition.

Particulars	Amount in Rupees
Assets	
Fixed Assets	
Property, Plant & Equipments	30,28,95,844
Non Current investments	5,54,53,131
Long Term Loans & Advances	
Other Non Current assets	21,77,80,690
Current assets	10,34,59,112
Less : Liabilities	
Non Current Liabilities	-
Current Liabilities	(10,78,56,329)
Total Net Assets Taken over	57,17,32,447
Less:	
Value of investments in the Books of TSL	(81,58,068)
Other Equity of the transferor Company	(24,14,72,722)
Purchase consideration for merger	(7,68,00,000)
Capital Reserves	24,53,01,657

Notes to the Financial Statements

for the year ended March 31, 2020

(v) Reconciliation of equity

Particulars	Year Ended April 01, 2018	Year Ended March 31, 2019
Equity as per previous Reported Balance sheet	73,07,25,117	92,31,37,110
Merger Adjustments:		
Net equity as on reporting date of Transferor Company	28,80,63,977	34,84,63,222
Increase in depreciation		(1,45,55,142)
Capital reserve on business combination	24,53,01,657	(95,13,124)
Paid Up Capital	(4,80,00,000)	
Share Pending allotment	7,68,00,000	
Provision of Gratuity created	(14,03,569)	
Last year merger adjustments		27,26,98,089
Total - Merger adjustments	56,07,62,066	59,70,93,045
Ind AS adjustments:		
Gain on fair valuation of Investments	5,27,38,634	(1,94,31,283)
Less: Revaluation of Investment in Associate	4,75,736	20,88,039
Add: Net gain on fair value of financial asset		81,37,173
Less: Impairment on financial instruments		5,81,480
Add: Derecognition of Provisions for NPA		4,51,951
Add: Previous Year Ind AS Adjustments		5,27,38,634
Add: Gain on Fair Valuation on Transition Date	7,59,636	7,69,986
Add: Gain on Fair Valuation on Current year		37,98,180
Add: Gain on Fair Valuation of Financial Instruments		8,36,457
Add: Fair Valuation of Mutual Funds		62,78,647
Less: Tax Impacts		(1,22,748)
Add: Deferred Tax Assets created		67,88,180
Total - Ind AS adjustments	5,39,74,006	6,29,14,696
Equity as per reported Balance sheet	1,34,54,61,188	1,58,31,44,851

Note No. 54 : There were no Micro, Small and Medium Enterprises, to whom the Company owed dues, which were outstanding for more than 45 days as at 31st March, 2020. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent, such parties have been identified on the basis of information available with the Company.

Note No. 55 : Previous year's figures have been regrouped / reclassified and rearranged wherever necessary to correspond with the current year's classification / disclosure.

As per our report of even date annexed
For SVP & Associates
Chartered Accountants
FRN : 003838N

For **M/s. Share India Securities Ltd.**

Sudarshan Kumar
(Partner)
M. NO. 089797

Parveen Gupta
Managing Director
DIN 00013926

Sachin Gupta
CEO (WTD)
DIN 00006070

Vijay Kumar Rana
Chief Financial Officer
PAN AEMPR0458R

Place : Sahibabad
Date : July 17, 2020

Vikas Aggarwal
Company Secretary
M. No. 5512

NOTES



SHARE INDIA SECURITIES LTD.

Corporate Office

14, Dayanand Vihar, Ground Floor,
Near Karkardooma Metro Station,
Vikas Marg Ext., Delhi - 110 092, India.

Registered Office

Unit No. 604A-B 605A-B 6th Floor Tower A World Trade
Centre Gift City Block-51 Zone-5 Road 5E Gift City
Gandhinagar, Gujarat - 382 355

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