



P. H. CAPITAL LTD.

Regd. Office : 5D, Kakad House, 5th Floor, 'A' Wing, Sir Vithaldas Thackersey Marg,
Opp. Liberty Cinema, New Marine Lines, Mumbai - 400020.
Tel. : 022-2201 9473 / 022-2201 9417 • CIN : L74140MH1973PLC016436
Email : phcapitaltd@gmail.com

Date: 07.09.2020

To,

Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Tower,
25th Floor, Dalal Street,
Mumbai - 400 001

Security Code: 500143 **ISIN:** INE160F01013

Sub: Notice and Annual Report of Forty Seventh (47th) Annual General Meeting of P. H. Capital Limited (the Company)

Ref: Regulation 30 and 34 of SEBI Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015 read with its Amendments

Dear Sir/Ma'am,

With reference to captioned subject, we wish to inform that the 47th Annual General Meeting ("AGM") of the Company is scheduled to be held on Wednesday, September 30, 2020 at 3.00 PM IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in compliance with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 5, 2020 issued by the Ministry of Corporate Affairs ('MCA circulars'), and other applicable provisions of the Companies Act, 2013 and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, to transact the businesses as set forth in the Notice of AGM.

Pursuant to the provisions of Regulation 30 and 34 of the SEBI LODR Regulations, 2015 please find enclosed the Notice of the 47th AGM along with the Annual Report of the Company for the FY 2019-20.

In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of the 47th AGM along with the Annual Report for the FY 2019-20 have been sent only through electronic mode to those members whose email IDs are registered with the Company/ Depositories.

Further, the Notice of 47th AGM and the Annual Report for the FY 2019-20 are also made available on the website of the Company at www.phcapital.in

Request you to kindly take the above intimation on record.

Thanking you,
Yours faithfully,

For **PH CAPITAL LIMITED**

FOR P. H. CAPITAL LIMITED

Authorised Signatory/Director

Rikeen Dalal - Director

DIN: 01723446

Enclosure: As above

47th Annual Report
2019-2020



P. H. CAPITAL LIMITED



BOARD OF DIRECTORS

Shri. Rikeen P. Dalal	(Executive Director)
Smt. Sejal R. Dalal	(Woman Director - Non Executive)
Shri. Roshan Jain	(Independent Director - Non Executive)
Shri. Mukesh Kumar Jain	(Independent Director - Non Executive)
Shri. Naveen Chaturvedi	(Independent Director - Non Executive)

COMPANY SECRETARY AND COMPLIANCE OFFICER

Shri. Ankit Agarwal

CHIEF FINANCIAL OFFICER

Shri.Samir Desai

AUDITORS

Sanjay Raja Jain & Company
Chartered Accountants

SECRETARIAL AUDITORS

M/s Dhirendra Maurya & Associates,
Practicing Company Secretary

BANKERS

HDFC Bank Limited.
Corporation Bank
Kotak Mahindra Bank Limited.

REGISTERED OFFICE

5D, Kakad House, 5th Floor,'A' Wing,
Sir Vithaldas Thackersey Marg, New Marine Lines,
Mumbai - 400 020.
Tel No. 022 - 2201 9473. Fax NO. 022 - 2201 2105.

REGISTRARS & SHARE TRANSFER AGENTS

M/s. Bigshare Services Pvt. Ltd.

1ST Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road, Marol,
Andheri (East), Mumbai - 400 059.
Tel. No. : 022 – 6263 8200

CONTENTS

1. Management Team	
2. Notice	1
3. Director's Report	19
4. Management Discussion & Analysis (Annexure-A)	32
5. Secretarial Audit Report (MR-3) (Annexure-B)	34
6. Extract of Annual Return (MGT-9) (Annexure-C)	38
7. Details pertaining to remuneration as required under section 197(12) of the companies act, 2013 read with rule 5 (Annexure-D)	47
8. Independent Auditor's Report	48
9. Balancesheet	58
10. Statement of Profit and Loss Account	59
11. Cash flow Statement	60
12. Statement of Changes in Equity	61
13. Accounting Policies and Notes on Accounts	62



NOTICE

P.H. CAPITAL LIMITED

(CIN: L74140MH1973PLC016436)

Registered Office: 5D, Kakad House, 5th Floor, 'A' Wing, Sir Vithaldas Thackersey Marg, Opp. Liberty Cinema, New Marine Lines, Mumbai – 400020. **Phone:** 022-22019473 / 022-22019417 **E-mail Id:** phcapitaltd@gmail.com **Website:** www.phcapital.in

NOTICE is hereby given that the Forty Seventh Annual General Meeting of the members of **P.H.CAPITAL LIMITED ('the company')** will be held on Wednesday, 30th September, 2020 at 03.00 p.m. IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, along with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sejal Rikeen Dalal (DIN: 01723369), who retires by rotation and being eligible offers herself for re-appointment.

Special Business:

3. APPOINTMENT OF MR. RIKEEN DALAL AS WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR

To consider and if thought fit to pass the following resolution as **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, as amended ("the Act"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded to the appointment of Mr. Rikeen Pradip Dalal (holding DIN: 01723446) as a Whole-time Director designated as "Executive Director" of the Company for a period of 3 (three) years with effect from November 11, 2019 upon the terms and conditions including remuneration set out in the Statement annexed to the Notice convening the 47th Annual General Meeting."

"RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as 'the Board' which includes any Committee thereof) be and is hereby authorised to vary terms of his appointment including the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall



limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Central Government from time to time.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution.”

4. RE-APPOINTMENT OF MR. ROSHAN I. JAIN AS INDEPENDENT DIRECTOR

To consider, and if thought fit, to pass, the following Resolution as a **SPECIAL RESOLUTION**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory Modification (s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Roshan I. Jain (DIN:03415934), who was appointed as the Independent Non-Executive Director of the Company for a term of five years upto September 29, 2019, be and is hereby re-appointed as an Independent Non-Executive Director of the Company for a further term of five years to hold office from September 30, 2019 to September 29, 2024.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby severally authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

5. RE-APPOINTMENT OF MR. MUKESH KUMAR JAIN AS INDEPENDENT DIRECTOR

To consider, and if thought fit, to pass, the following Resolution as a **SPECIAL RESOLUTION**: -

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time Mr. Mukesh Kumar Jain (DIN: 00291432), who was appointed as the Independent Non-Executive Director of the Company for a term of one year upto January 22, 2020, be and is hereby re-appointed as an Independent Non-Executive Director of the Company for a further term of one year to hold office from 23rd January, 2020 to 22nd January, 2021.



RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

By order of Board of Directors

For P H CAPITAL LIMITED

Rikeen Pradip Dalal

Director

DIN: 01723446

Place: Mumbai

Date: 21.08.2020

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5th May, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.
2. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
3. 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 for 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.



4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
5. 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 the Circulars issued by the MCA dated 8th April, 2020, 13th April, 2020 and 5th May, 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 made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for Video Conference/OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.
6. The Notice calling the AGM along with complete Annual Report has been uploaded on the website of the Company. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for Video Conference/OAVM) i.e. www.evotingindia.com.
7. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company - www.phcapital.in as soon as possible after the Meeting is over.
8. In compliance with the aforesaid MCA Circulars dated 5th May, 2020 and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website - www.phcapital.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of CDSL <https://www.evotingindia.com>.
9. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
10. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed and forms part of the Notice.



11. Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive) for the Annual General Meeting.
12. Mr. Dharendra Maurya, Practicing Company Secretary, (M. No. FCS 22005 & C.P. No. 9594) and Proprietor of M/s. Dharendra Maurya and Associates, Practicing Company Secretaries, Thane has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
13. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting at its email ID: phcapitaltd@gmail.com so that the information required may be made available at the Meeting.
14. The Members are requested to:
 - a) Intimate changes, if any, in their registered addresses immediately.
 - b) Quote their ledger folio number in all their correspondence.
 - c) Send their Email address to us/RTA for prompt communication and update the same with their D.P to receive softcopy of the Annual Report of the Company
15. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent Bigshare Services Pvt Ltd, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400 059 having email ID:investor@bigshareonline.com to receive the soft copy of all communication and notice of the meetings etc., of the Company.
16. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 47th AGM. Members seeking to inspect such documents can send an email to phcapitaltd@gmail.com.
17. As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent of the Company, Bigshare Services Pvt Ltd, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400 059 having email Id investor@bigshareonline.com.



18. Voting through electronic means

Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.

- (i) The voting period begins on 27th September, 2020 (Sunday) and ends on 29th September, 2020 (Tuesday). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date 23rd September, 2020 (Wednesday). A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- (iii) Any person who becomes a member of the Company after dispatch of the Notice of 47th AGM and holding shares as on the cut-off date may obtain the User ID and Password by writing to the Company Secretary at phcapitaltd@gmail.com or to CDSL at helpdesk.evoting@cdslindia.com or to RTA at investor@bigshareonline.com.
- (iv) The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again
- (v) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting and make not later than three days of 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, who shall countersign the same.
- (vi) The shareholders should log on to the e-voting website www.evotingindia.com.
- (vii) Click on "Shareholders" module
- (viii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.



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

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant the first two letters of their name and the 8 digits of the sequence number in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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 <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 (viii).

- (xii) After entering these details appropriately, click on “SUBMIT” tab.
- (xiii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, 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.
- (xiv) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xv) Click on the EVSN for the relevant “**P.H. CAPITAL LIMITED**” on which you choose to vote.
- (xvi) 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.



- (xvii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xviii) 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.
- (xix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xx) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xxi) 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.

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 voting on your mobile.

19. 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:

- i). For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to phcapitaltd@gmail.com / investor@bigshareonline.com.
- ii). For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) phcapitaltd@gmail.com/ investor@bigshareonline.com.
- iii). The company/RTA shall co-ordinate with CDSL and provide the login credentials to the abovementioned shareholders.

20. Instructions for shareholders attending the AGM through VC/OAVM are as under:

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



- ii). Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iii). Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv). 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.
- v). Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days** prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at phcapitaltd@gmail.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 phcapitaltd@gmail.com (company email id). These queries will be replied to by the company suitably by email.
- vi). Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

21. Instructions for shareholders for E-Voting during the AGM are as under:-

- i). The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii). 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.
- iii). 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.
- iv). 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.

22. Note for Non – Individual Shareholders and Custodians

- i). 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.



- ii). A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- iii). 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.
- iv). 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.
- v). 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.
- vi). 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 at maurya.dhirendra@gmail.com and to the Company at the email address viz; phcapitaltd@gmail.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.

- 23. Members can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 24. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date 23rd September ,2020 (Wednesday), only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.
- 25. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged in at the AGM but have not cast their votes by availing the remote e-voting facility.



26. The Results of the voting on the resolutions along with the report of the Scrutinizer shall be declared and placed on the website of the Company - www.phcapital.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd.
27. For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:
- M/s. Bigshare Services Pvt Ltd
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (East), Mumbai 400059, India.
Tel: 022-6263 8200
E-mail: investor@bigshareonline.com
28. As the 47th AGM is being held through VC, the route map is not annexed to this Notice.

**By order of Board of Directors
For P H CAPITAL LIMITED
Rikeen Pradip Dalal
Director
DIN: 01723446**

**Place: Mumbai
Date: 21.08.2020**



ANNEXURE TO NOTICE

Explanatory Statement

PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice.

ITEM NO.3

Based on the recommendation of the Nomination and Remuneration Committee (‘NRC’), the Board of Directors of the Company at their meeting held on 11th November, 2019, appointed Mr. Rikeen Dalal as the Whole-time Director (WTD) of the Company for a period of 3 (three) years with effect from November 11, 2019 subject to approval of the Shareholders on the following terms and conditions including remuneration:

1. Term of Office:

Name	Designation	Period
Mr. Rikeen Dalal	Whole time Director designated as ‘Executive Director	11 th November, 2019 upto 10 th November 2022.

2. Remuneration:

Rs. 20,000/- per month (including basic salary, allowances, and perquisites) with such annual increment in salary as may be decided by the Board or any Committee thereof, in its absolute discretion from time to time subject to a ceiling of Rs. 50,000/- per month (including basic salary, allowances, and perquisites). For the purpose of calculating the allowances and perquisites, valuation shall be done as per Income Tax Act and Rules made thereunder, wherever applicable and in the absence of any such rule, allowance and perquisites shall be valued at actual cost. Additionally, Mr. Rikeen Dalal would be paid a one-time bonus of upto Rs. 1,80,000/- at the start of his tenure as the Whole-time Director designated as ‘Executive Director’.

The annual revision of salary will be in the above range, provided the same is within the limits specified under Schedule V to the Companies Act, 2013, and will be subject to the approval of the Board of Directors (which may include any Committee thereof) of the Company.

Mr. Rikeen Dalal will be eligible for reimbursement of expenses incurred by him for and in the course of business of the Company upon submission of necessary invoices/proof of expenses. He shall also be eligible for use of Company’s car along with driver, running and maintenance expenses for the purposes of the business of the Company.



3. Computation of Ceiling:

The contribution to provident fund, gratuity and encashment of leave, if any, shall not be included in the computation of perquisites for the purposes of ceiling to the extent these are not taxable under the Income-tax Act, 1961.

The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors as it may, in its discretion, deem fit within the maximum amount payable to Mr. Rikeen Dalal, Whole time Director, in accordance with the provisions of the Companies Act, 2013 or any amendments made therein.

4. Minimum Remuneration:

In the absence / inadequacy of profits in any financial year Mr. Rikeen Dalal, Whole time Director will continue be paid aforesaid remuneration by way of salary, perquisites and other allowances as minimum remuneration subject to the limits specified in para A of Section II of part of Schedule V to Companies Act, 2103.

5. Other terms of Appointment:

- a. The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Incentive Remuneration (paid at the discretion of the Board), in lieu of such notice.
- b. In the event the WTD is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- c. All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the WTD unless specifically provided otherwise.
- d. If at any time, the WTD ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the WTD.
- e. The employment of the WTD may be terminated by the Company without notice or payment in lieu of notice:
 - if the WTD is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
 - in the event of any serious or repeated or continuing breach (after prior warning) or non- observance by the WTD of any of the stipulations contained in the Agreement; or



- in the event the Board expresses its loss of confidence in the WTD.
- f. Mr. Rikeen Dalal shall be liable to retire by rotation in accordance with the provisions of Section 152 of the Act. However, the re-appointment pursuant to retirement by rotation will not be deemed as break in the term of appointment.

Mr. Rikeen Dalal had been the Whole-time Director of the Company upto September 10, 2019 (date of previous AGM). He had conveyed his unwillingness to be re-appointed as the Whole-time Director and continue only as a Non-executive Director. However, upon request of the Board of Directors, Mr. Rikeen Dalal agreed to be re-appointed as the Whole-time Director with effect from November 11, 2019. The profile and specific areas of expertise of Mr. Rikeen Dalal are provided as annexure to this Notice.

The Board recommends the passing of resolution mentioned at Item No. 3 of the Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Rikeen Dalal and Ms. Sejal Rikeen Dalal, to whom the resolution relates and their respective relatives are concerned or interested in the resolution mentioned at Item No. 3 of the Notice.

ITEM NO. 4

Section 149 of Companies Act, 2013 (“the Act”) read with provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) inter alia provide that an independent director shall hold office for a term of up to five consecutive years and shall be eligible for re-appointment for a further term of five consecutive year with the approval of the members through a special resolution.

Mr. Roshan I Jain (DIN: 03415934) was appointed as Independent Director on the Board of the Company for a period of five years with effect from September 29, 2014, in accordance with the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He held office as Independent Director of the Company upto September 29, 2019. The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re- appointment of Mr. Roshan I Jain as Independent Director for a further period of 5 (five) years on the Board of the Company in accordance with the provision of Section 149(10) of the Act with effect from September 30, 2019 upto September 29, 2024.

Mr. Roshan I Jain is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to continue to act as Independent Director.

The Company has received declaration from Mr. Roshan I Jain that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI Listing Regulations.

In the opinion of the Board, Mr. Roshan I Jain fulfil the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations. Mr. Roshan I Jain is independent of the management.



The Board, based on the performance evaluation of Independent Director and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contribution made by him during his tenure, the continued association of Mr. Roshan I Jain would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr. Roshan I Jain as Independent Director of the Company, not liable to retire by rotation and to hold office for a further period of 5 (five) consecutive years on the Board of the Company.

Details of Mr. Roshan I Jain are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The Company has received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. Roshan I Jain for re-appointment as Independent Director of the Company. Copy of draft letter of appointment of Mr. Roshan I Jain setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The Board recommends the Special Resolutions set out at Item No. 4 of the Notice for approval by the members.

Mr. Roshan I Jain and his relatives may be deemed to be interested in the resolutions set out at Item No. 4 of the Notice with regard to his re-appointment.

ITEM NO. 5

Section 149 of Companies Act, 2013 (“the Act”) read with provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) inter alia provide that an independent director shall hold office for a term of up to five consecutive years and shall be eligible for re-appointment for a further term of five consecutive year with the approval of the members through a special resolution.

Mr. Mukesh Kumar Jain (DIN: 00291432) was appointed as Independent Director on the Board of the Company for a period of one year with effect from January 22, 2019, in accordance with the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He held office as Independent Director of the Company upto January 22, 2020. The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re- appointment of Mr. Mukesh Kumar Jain as Independent Director for a further period of 1 (One) year on the Board of the Company in accordance with the provision of Section 149(10) of the Act with effect from January 23, 2020 upto January 22, 2021.



Mr. Mukesh Kumar Jain is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to continue to act as Independent Director.

The Company has received declaration from Mr. Mukesh Kumar Jain that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI Listing Regulations.

In the opinion of the Board, Mr. Mukesh Kumar Jain fulfil the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations. Mr. Mukesh Kumar Jain is independent of the management.

The Board, based on the performance evaluation of Independent Director and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contribution made by him during his tenure, the continued association of Mr. Mukesh Kumar Jain would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr. Mukesh Kumar Jain as Independent Director of the Company, not liable to retire by rotation and to hold office for a further period of 1 (one) year on the Board of the Company.

Details of Mr. Mukesh Kumar Jain are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Company has received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. Mukesh Kumar Jain for re-appointment as Independent Director of the Company. Copy of draft letter of appointment of Mr. Mukesh Kumar Jain setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The Board recommends the Special Resolutions set out at Item No. 5 of the Notice for approval by the members.

Mr. Mukesh Kumar Jain and his relatives may be deemed to be interested in the resolutions set out at Item No. 5 of the Notice with regard to his re-appointment.

**By order of Board of Directors
For P H CAPITAL LIMITED
Rikeen Pradip Dalal
Director
DIN: 01723446**

**Place: Mumbai
Date: 21.08.2020**



**DISCLOSURE REGARDING APPOINTMENT & RE-APPOINTMENT OF
DIRECTORS IN THE ENSUING AGM
(In Pursuance of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015**

Name of director	Mr. Rikeen Dalal	Mr. Mukesh Kumar Jain	Mr. Roshan I. Jain	Mrs. Sejal Dalal
Director Identification Number (DIN)	01723446	00291432	03415934	01723369
Date of Birth	15/03/1963	08/04/1956	04/06/1973	26/09/1965
Nationality	Indian	Indian	Indian	Indian
Date of first Appointment	02/09/1994	22/01/2019	17/01/2011	25/03/2019
Qualifications	Graduate (B.Com)	Graduate [B.Com (Hons.)]	Graduate (B.Com)	Graduate (B.Com)
Number of Shares held in the Company	Nil	Nil	28000	350100
Expertise in specific Functional areas	35 Years of experience of Stock Broking, Banking, Retails & Wholesale Distribution of financial products and related financial services. He has been associated with the Company as Director since 1994 and the Company has benefited from his rich experience in varied fields.	Mr. Mukesh Kumar Jain holds a B. Com (Hons) from Shri Ram College of Commerce, New Delhi and is a CAIIB. He has worked in IDBI Bank (previously IDBI) for 38 years from 1978 to 2016 in various departments such as Project Finance Department, R e c o v e r y Department, Risk Department for credit rating of companies approaching for f i n a n c i a l assistance), P r e m i s e s Department etc. Also represented IDBI as nominee director on the Boards of various companies.	A result oriented professional with over 15 years of experience in Share Market. Having sound knowledge of catering to HNIs, Cash & F&O segments. Having wide knowledge in Capital Market along with financial studies.	Mrs. Sejal Rikeen Dalal has more than a decade of experience in accounting & administration in investment broking firm. She has also got experience in fashion industry (for men) and a website under the label of Ray & Dale for past few years. She is an image consultant and proficient in soft skills too.



Directorship on the other listed Companies	Nil	Nil	Nil	Nil
Membership/ Chairmanship of Committees of the Board of other Listed Companies	Nil	Nil	Nil	Nil
Relationship between Director Inter se	Husband of Non-executive Director Mrs. Sejal Dalal	Nil	Nil	Wife of Director, Mr. Rikeen Dalal
No. of Board meetings attended during the year	4 out of 4	4 out of 4	4 out of 4	4 out of 4
Details of remuneration last drawn (FY 2019-20)	Rs. 2,40,000	NA	NA	NA



DIRECTORS' REPORT

To

The Members,

Your Directors have pleasure in presenting 47th Annual Report and the Audited Financial Statements of your Company for the financial year ended 31st March, 2020.

1. Financial Results

The salient features of the Company's working for the year under review are as under:

PARTICULARS	FY 2019-2020	FY 2018-2019
Revenue from operations	59,09,44,746	51,54,68,818
Other Income	263	2,675
Total Income (A)	59,09,45,009	51,54,71,493
Purchase of Stock in Trade	56,42,21,142	49,49,60,878
(Increase)/Decrease in Stock in Trade	4,44,65,455	1,22,39,180
Employee Benefit Expense	42,22,192	38,22,942
Other Expenses	44,39,985	45,05,643
Depreciation & Amortization	3,09,642	6,65,315
Finance Cost	34,30,875	27,11,439
Total Expenses (B)	62,10,89,291	51,89,05,397
Profit/Loss before Tax (A-B)	(3,01,44,282)	(34,33,904)
Tax Expenses	34,28,677	(9,57,642)
Profit/Loss after Tax	(2,67,15,605)	(43,91,546)

2. Operations

During the year under review the Company has recorded receipts of Rs. 59,09,45,009 as compared to Rs. 51,54,71,493 /- in the previous year and net Loss of Rs 2,67,15,605 /- as compared to net Loss of Rs. 43,91,546 in the previous year.

3. Global health pandemic from COVID-19

The World Health Organization declared a global pandemic of the Novel Coronavirus disease (COVID-19) on February 11, 2020. In enforcing social distancing to contain the spread of the disease, our offices have been operating with minimal or no staff for extended periods of time. In keeping with its



employee-safety first approach, the Company quickly instituted measures to trace all employees and be assured of their well-being. Our teams reacted with speed and efficiency, and quickly leveraged technology to shift the workforce to an entirely new 'work-from-home' model. Proactive preparations were done in our work locations during this transition to ensure our offices are safe.

4. Web Address of Annual Return

The Annual Return of the Company for the Financial Year 2018-19 referred in sub-section (3) of Section 92 has been placed on the Company's website viz. www.phcapital.in

5. Change in Nature of Business

There was no change in the nature of business of company during the financial year.

6. Dividend

In view of the net loss incurred during the year, your Directors have decided not to recommend Dividend for the year.

7. Material Changes and Commitment Affecting Financial Position of the Company

There are no material changes and commitments affecting the financial position of the Company which has occurred between the end of the financial year of the Company i.e. 31st March, 2020 and the date of the Directors' Report.

8. Transfer to Reserves

The Company did not transfer any amount to the General Reserves.

9. Share Capital

The Paid up Share Capital as on 31st March, 2019 was INR 3,00,01,000 comprising 30,00,100 Equity Shares of Rs.10/- each. There were no changes in the share capital during the year.

10. Deposits

During the year, the Company has not invited/accepted any deposits under Companies Act, 2013.

11. Subsidiary/Associate/ Joint Venture Companies

The Company does not have any Subsidiary/ Associates/ Joint Venture company.

12. Board Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act.



The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

At the board meeting that followed the meeting of the Nomination and Remuneration Committee, the performance of the Board, its Committees, and individual directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the independent director being evaluated.

13. Director & Key Managerial Personnel and any Change thereof:

The Board of Directors of the Company comprises 1 (one) Executive Director, 1 (one) Non-executive Woman Director and 3 (three) Non- executive Independent Directors.

During the period under review, Mr. Naveen Chaturvedi was appointed as an Independent Director on the Board of the Company for a period of two years with effect from August 5, 2019 and his appointment was approved by the members at the 46th Annual General Meeting. Mr. Rikeen Dalal ceased to be the Whole-time Director (WTD) of the Company with effect from September 10, 2019, he having conveyed his unwillingness to continue as WTD. Upon the request of the Board, he was again appointed as the WTD with effect from November 11, 2019. Mr. Roshan I Jain was re-appointed as the Independent Director for another term of five year with effect from September 30, 2019. Mr. Mukesh Kumar Jain was also re-appointed as Independent Director for a further term of one year with effect from January 23, 2020. The resolutions seeking approval of the shareholders for the appointment/re-appointment of Mr. Rikeen Dalal, Mr. Mukesh Kumar Jain, Mr. Roshan I Jain and Ms. Sejal Rikeen Dalal are forming part of the Notice of ensuing Annual General Meeting (AGM).

Ms. Sejal Rikeen Dalal retires by rotation and being eligible offers herself for re-appointment. A resolution seeking shareholders' approval for her re-appointment forms part of the Notice of AGM.

The brief details of Mr. Rikeen Dalal, Mr. Mukesh Kumar Jain,, Mr. Roshan I Jain and Ms. Sejal Rikeen Dalal, who are proposed to be appointed/re-appointed as required under Secretarial Standard 2 (“SS-2”) and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements)



Regulations, 2015, as amended, (the “**Listing Regulations**”) is being provided in the Notice convening the AGM of the Company.

Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Act.

During the year 2019-20 and till the approval of notice of Annual General Meeting, the Company has/had the following Key Managerial Personnel:

- (i) Mr. Rikeen Dalal. Whole-time Director
- (ii) Mr. Samir Desai, Chief Financial Officer
- (iii) Mr. Ankit Agarwal, Company Secretary (appointed with effect from 28th January, 2020)
- (iv) Mr. Anand Singh, Company Secretary (resigned with effect from 30th September, 2019)
- (v) Mr. Anand Singh, Company Secretary (appointed with effect from 5th August, 2019)
- (vi) Ms. Navrang Rathi, Company Secretary (resigned with effect from 5th August, 2019)

14. Director’s Responsibility Statement

In accordance with the provision of section 134(5) of the Companies Act, 2013 the Board confirms and submits the Director’s Responsibility Statement:

- i. In the preparation of the Annual Accounts for the year ended March 31, 2020, the applicable Accounting Standards have been followed;
- ii. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit of the Company for the year ended on that date;
- iii. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the Directors have prepared the annual accounts on a ‘going concern’ basis;
- v. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- vi. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**15. Nomination Remuneration Policy**

The Company has in place a Nomination Remuneration Policy for the Directors, KMP and other employees pursuant to the provisions of the Act which is available on website of the Company i.e. www.phcapital.in

16. Meetings**A. Board Meetings**

The Board of Directors duly met Four (4) times during the financial year from 1st April, 2019 to 31st March, 2020. The dates on which meetings were held are as follows:

S. No	Date	No. of Director Present	No. of Director Absent
1	25.04.2019	4	0
2	05.08.2019	4	0
3	11.11.2019	5	0
4	28.01.2020	5	0

The periodicity between two Board Meetings was within the maximum time gap as prescribed under the Companies Act, 2013.

The composition of the Board of Directors, their attendance at Board Meetings and last Annual General Meeting is as under:

Name of Director	Designation	Category	Number of Board Meetings during the year		Attendance of Last AGM
			Held	Present	
Mr. Rikeen Dalal	Chairman & Executive Director	Whole Time Director (From 11.11.2019)	4	4	Yes
Ms. Sejal Dalal	Women Director	Non-Executive & Non-Independent	4	4	Yes
Mr. Roshan Jain	Independent Director	Non-Executive & Independent	4	4	Yes
Mr. Mukesh Jain	Independent Director	Non-Executive & Independent	4	4	No
Mr. Naveen Chaturvedi*	Independent Director	Non-Executive & Independent	2	2	No

* was appointed with effect from August 5, 2019



B. Committee Meetings

(i) Audit Committee

The Audit Committee comprises three members out of which two including Chairman of the Committee are Independent Director. During the Year Four (4) Audit Committee Meetings were convened and held.

Meetings of the Committee:

The Committee met four (4) times on **25.04.2019, 05.08.2019, 11.11.2019 and 28.01.2020** during the financial year ended March 31, 2020.

The Minutes of the Meetings of the Audit Committee are discussed and taken note by the board of directors

The Statutory Auditor, Internal Auditor and Executive Directors/Chief Financial Officer are invited to the meeting as and when required.

The Composition of the Audit Committee and their attendance at the meeting:

Name of Members	Category/ Designation	No. of Meetings	
		Held	Attended
Mr. Roshan I. Jain	Chairperson	4	4
Mr. Naveen Chaturvedi*	Member	1	1
Mr. Rikeen Dalal	Member	4	4
Mr. Mukesh Kumar Jain**	Member	3	3

*was appointed with effect from November 11, 2019 in the committee.

** was appointed upto November 11, 2019 in the committee.

(ii) Nomination & Remuneration Committee

The Nomination & Remuneration Committee comprises four members out of which two are Independent Director. During the Year Three (3) Nomination & Remuneration Committee Meetings were convened and held.

Meetings of the Committee:

The Committee met on **05.08.2019, 11.11.2019 & 28.01.2020** during the financial year ended March 31, 2020.



The Minutes of the Meetings of the Nomination & Remuneration Committee are discussed and taken note by the board of directors.

The Composition of the Nomination & Remuneration Committee and their attendance at the meeting:

Name of Members	Category/ Designation	No. of Meetings	
		Held	Attended
Mr. Roshan I. Jain	Chairperson (upto 05.08.2019)	3	3
Mr. Naveen Chaturvedi *	Member	1	1
Mr. Rikeen Dalal	Member	3	3
Mr. Mukesh Kumar Jain**	Member	2	2
Ms. Sejal Dalal ***	Chairperson (from 11.11.2019)	2	2

* was appointed with effect from November 11, 2019 in the committee.

** was appointed upto November 11, 2019 in the committee.

*** was appointed with effect from August 5, 2019 in the committee.

(iii) Stakeholders Relationship Committee:

The Stakeholders' Relationship Committee comprises three members out of which two including Chairman of the Committee are Independent Director. During the Year One (1) Stakeholders' Relationship Committee Meeting was convened and held.

Scope of the Committee:

The scope of the Shareholders Relation Committee is to review and address the grievance of the shareholders in respect of share transfers, transmission, non-receipt of annual report, non-receipt of dividend etc. and other related activities. In addition, The Committee also looks into matters which can facilitate better investor's services and relations.

Meetings of the Committee:

The Committee met One (1) time on **28.01.2020** during the financial year ended March 31, 2020.

The Minutes of the Meetings of the Stakeholders' Relationship Committee are discussed and taken note by the board of directors.

**The Composition of the Stakeholders' Relationship Committee and their attendance at the Meeting:**

Name of Members	Category/ Designation	No. of Meetings	
		Held	Attended
Mr. Roshan I. Jain	Chairperson	1	1
Mr. Rikeen Dalal	Member	1	1
Ms. Sejal Dalal	Member	1	1

C. Shareholders Meeting:

There is only One (1) Share Holder Meeting (Annual General Meeting) held on Tuesday, 10th September, 2019 at 4:00 P.M. at Chancellor Hall, The National Sports Club of India, Lala Lajpat Rai Marg, Worli, Mumbai – 400 018.

17. Particulars of Loan, Guarantees and Investments

During the year under review, the Company has not granted any loans and given guarantees covered under Section 186 of the Companies Act, 2103. Details of Investments made by the Company are given in the notes to the Financial Statements.

18. Internal Financial Control System

The Company has in place, adequate systems and procedures for implementation of internal financial control across the organization which enables the Company to ensure that these controls are operating effectively.

19. Details of establishment of Vigil Mechanism/Whistle Blower Policy

Pursuant to the provision of Section 177(9) &(10) of the Companies Act, 2013, the Company has formulated a Whistle Blower Policy to establish a vigil mechanism for Directors and employees of the Company to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The Whistle Blower Policy is available on the website of the Company viz., www.phcapital.in.

20. Particulars of Contracts or Arrangements with Related Parties

All transactions entered into with related parties as defined under the Companies Act, 2013 during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant transactions with the related parties during the financial year which were in conflict with the interest of the Company and hence enclosing of form AOC 2 is not required. Suitable disclosure as required by the Accounting Standard (AS-18) has been made in the notes to the Financial Statements.



21. Corporate Governance

Your Company is exempted under Regulation 15 (2) of SEBI (Listing Obligations and Disclosure Requirements] Regulations, 2015 with respect to Corporate Governance provisions, which shall not apply to listed entities having Paid up Equity share capital not exceeding Rs. 10,00,00,000 /- (Rupees Ten Crores) and Net worth not exceeding Rs. 25,00,00,000 /- (Rupees Twenty Five Crores), as on the last day of previous financial year.

22. Management Discussion and Analysis Report

The Management Discussion and Analysis Report is applicable to the company as per the Regulation 34 under SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015 and annexed herewith marked as **Annexure A**

23. Auditors

A. Statutory Auditor:

M/s. Sanjay Raja Jain & Co., Chartered Accountants (Firm Registration No.120132W) were appointed as statutory auditors at the 44th Annual General Meeting to hold the office until the conclusion of the 49th Annual General Meeting (subject to ratification of the appointment by the Members, at every Annual General Meeting held after the 44th Annual General Meeting) on such remuneration as may be fixed by the Board apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.

The Statutory Auditors have confirmed that they continue to fulfil the criteria under Section 139 of the Companies Act, 2013 for appointment as the Statutory Auditors.

Statutory Auditor's Report:

The Statutory Auditors' Report does not contain any reservation, qualification or adverse remark.

B. Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Dharendra Maurya, Practicing Company Secretary (C.P. No. 9594) to undertake the Secretarial Audit of the Company.

Secretarial Auditor's Report:

The Secretarial Auditor's Report does not contain any reservation, qualification or adverse remark. Report in Form No. MR-3 is annexed herewith as **Annexure B** and forms part of the Annual Report.



C. Internal Auditor

The Company has appointed Ms. Purvi Agarwal, as an Internal Auditor of the Company for the Financial Year 2019-20.

24. Maintenance of Cost Records

Maintenance of Cost Audit Records as specified by the Central Government under sub- section (1) of Section 148 of the Companies Act, 2013 is not applicable to the Company and accordingly such accounts and records are not required to be made and maintained.

Also Cost Audit is not applicable to the Company.

25. Extract of the Annual Return

The Extract of the Annual Return for the financial year 2019-20 is being attached with the Directors report in Form No. MGT-9 marked as **Annexure C**

26. Particulars of Employees

The Company does not have any employee covered under the provisions of Rule 5 (2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and therefore, this information has not been furnished as part of this Report.

The prescribed particulars of employees required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached herewith as **Annexure D** and forms a part of this Report of the Directors.

27. Health, Safety and Environment Protection

The Company has complied with all the applicable environmental law and labour laws. The Company has been complying with the relevant laws and has been taking all necessary measures to protect the environment and maximize worker protection and safety.

28. Disclosure of Frauds in the Board's Report under Section 143 of the Companies Act, 2013

During the year under review, your Directors do not observe any transactions which could result in a fraud. Your Directors hereby declares that the Company has not been encountered with any fraud or fraudulent activity during the Financial Year 2019-2020.

29. Compliance

The Company has complied and continues to comply with all the applicable regulations, circulars and guidelines issued by the Ministry of Corporate Affairs (MCA), Stock Exchange(s), Securities and Exchange Board of India (SEBI) etc.



The Company has complied with all applicable provisions of the Companies Act, 2013, Listing Agreement executed with the Stock Exchange(s), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules/regulations/guidelines issued from time to time.

30. Secretarial Standards of ICSI

Pursuant to the approval by the Central Government to the Secretarial Standards specified by the Institute of Company Secretaries of India on April 10, 2015, the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from July 01, 2015. Thereafter, Secretarial Standards were revised with effect from October 01, 2017. The Company follows the Secretarial Standards.

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

The 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. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed-off during the year 2019-20.

No of complaints received : NIL

No of complaints disposed of : NA

32. Development & Implementation of Risk Management Policy

The assets of the Company are adequately insured against the loss of fire, riot, earthquake, terrorism, loss of profits, etc other risks which considered necessary by the management. The Company has been addressing the various risks impacting the Company and policy of the Company on risk management is continuously reviewed by Management of the Company.

33. Significant & Material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status of the company.

34. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings & Outgo

The Company does not own any manufacturing facility and hence the particulars relating to conservation



of energy and technology absorption as stipulated in the Companies (Accounts) Rules, 2014 are not applicable. The Company has neither earned nor spent any foreign exchange during the accounting year ended 2019-20.

35. Corporate Social Responsibility (CSR)

During the year under review, the provisions of Section 135 of the Companies Act, 2013 and Rules made there under (“the Act”) are not applicable to the Company since the criteria prescribed under the aforesaid section has not been applicable to the Company for three consecutive financial years. However during the year, the Company has spent an amount of Rs. 10,00,000/- out of the unspent Corporate Social Responsibility (“CSR”) obligation for the previous financial years towards CSR activities by contributing the said amount to All India Social Educational Trust for promotion of education. The details as required under the Companies (Corporate Social Responsibility) Rules, 2014 are given as under:

Sr. No.	CSR Project or activity identified	Sector in which the project is covered	Project or programs (1) Local area or other (2) State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise (for the year) (in Rs.)	Amount spent on the projects or programs sub heads during the year (in Rs.)	Cumulative expenditure upto the reporting period (in Rs.)	Amount spent Direct or through implementing agency
1	Education for under privileged students	Promotion of education	Ahmedabad, Gujarat	Rs. 10,00,000	Rs. 10,00,000	Rs. 10,00,000	Through Implementing Agency: Contribution to All India Social Educational Trust

36. Share Registrar & Transfer Agent

The Company’s Registrar & Transfer Agents for shares is Bigshare Service Private Limited (BSPL). BSPL is a SEBI registered Registrar & Transfer Agent. Investors are requested to address their queries, if any to BSPL; however, in case of difficulties, as always, they are welcome to contact the Company’s Compliance Officer, the contact particulars of which are contained in the Annual Report.



37. General

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

- a. Issue of equity shares with differential rights as to dividend, voting or otherwise.
- b. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.

38. Acknowledgement

The Directors wish to take this opportunity to express their sincere thanks to the Company's Bankers for their valuable support and the Shareholders for their unflinching confidence in the Company.

The Directors wish to place on record their appreciation of the commendable work done, dedication and sincerity by all the employees of the Company at all levels during the year under review.s

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Rikeen P. Dalal

Director

DIN: 01723446

Sejal R. Dalal

Director

DIN: 01723369

Place: Mumbai

Date: 21.08.2020



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The COVID -19 pandemic and lock down.

We are amidst unprecedented times. The COVID-19 pandemic has spread across the world. COVID -19 has caused disruption on an unimaginable scale. Nobody really knows how long the pandemic will last and what will be its final toll on lives and livelihood.

In India too, which implemented a lockdown since 25 March 2020, the pandemic has created shocks ripping through society and the world of business. The picture of millions of unemployed daily wage workers and their families trying to trudge back to their villages hundreds of kilometres away; shut factories and stores; empty construction sites; and a nation being deprived of its natural economic vigour are vignettes of this scourge. After a nationwide lockdown involving 1.35 billion people over 55 continuous days, the debate is now on how to gradually open the economy without seriously risking a major spike in infections —something that India's frail medical facility can ill cope with.

A group of empirically sound and carefully trained economists have been attempting to estimate what might be the impact of the pandemic in the financial year 2020-21 (FY2021). The consensus seems to be that real GDP growth will fall from 4.2% in FY2020 to (-)5% in FY2021. If it was to happen as predicted, this will represent the greatest fall in GDP growth since 1979-80, when real GDP growth plummeted from 5.7% in the previous year to (-)5.2%.

What we can say quite clearly is that FY2021 will be the most difficult year that we have seen for a very long time. Not just us in India, but across much of the world.

Macroeconomic Overview

FY2020 began with an expectation that the year would witness a slowdown in growth owing to a significant moderation in economic activity. Recognising the economic headwinds, the Government of India undertook various measures to boost growth- which included a substantial tax relief to the corporate sector to boost investments. Even without the terrible effects of COVID-19, India's GDP growth was rapidly slowing down.

Growth in Real GDP and GVA, India

GDP growth was 5.7% in January-March 2019; fell to 5.2% in April-June 2019; then yet again to 4.4% in July-September 2019; followed by 4.1% growth in October-December 2019 and 3.1% growth in January-March 2020.

GDP growth for FY2020 was 4.2% — worst in the last 11 years

Financial Performance

The Company being mainly engaged in the business of Trading of shares and securities in India all its activities revolve around the main object and as such, in the opinion of the management, there is no separate reportable segment.



These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS), notified under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, under the historical cost convention on accrual basis, except for certain financial instruments comprises of stock in trade of shares and securities, which are measured at fair values, as specified at places of respective categories.

Revenue from sale of shares & securities is recognized when the significant risks and rewards of ownership of shares & securities have passed. Sale of shares & securities are recorded net of brokerage and Taxes. The shares and securities held as stock-in-trade are valued at fair values.

Revenue from operations increased by 14.64 % due to movement/sale of shares by the management on timely basis as per market movements. Whereas Net Loss of the Company increased by 508 % mainly due to the drastic fall in the Fair Market Value of Shares as on 31.03.20.

During the year there was increase in Employees Benefit expenses by 10.44 % mainly due to annual increments and also Finance cost increased by 26.53 % due higher debt.

Key Financial Ratios:

The key financial ratios for the financial year 2019-20 are as under:

Ratio	FY 2019-20
Current Ratio	7.08
Debt Equity Ratio	0.15
Interest Coverage Ratio	(7.79)
Operating Profit Margin (OPM) %	(4.52%)
Net Profit Margin (NPM)%	(4.52%)
Return on Net worth	(32.16%)

Segment-wise Performance

The Company has only one business segment viz. trading in shares/securities and financing, investment and hence product-wise performance is not provided.

Internal Control Systems and their Adequacy

The Company has satisfactory internal control system, the adequacy of which has been mentioned in the Auditors' Report.

Human Resources

There has been no material development on the Human Resource / Industrial relations front during the year.



Form No. MR-3

**SECRETARIAL AUDIT REPORT
for the Financial Year ended 31st March, 2020**

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

To,

The Members,

P H Capital Limited

CIN: L74140MH1973PLC016436

Regd. off: 5-D, Kakad House, 5th Floor, A-Wing,

Opp. Liberty Cinema, New Marine Lines, Mumbai – 400020,

Maharashtra, India

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **P H Capital Limited** (hereinafter called the “Company”) for the audit period. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **P H Capital Limited** (hereinafter called the “Company”), for the financial year ended on 31st March 2020 according to the provisions of:

- (i) The Companies Act, 2013 (‘the Act’) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):
 - a. The Securities and Exchange Board of India (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 (Listing Obligations and Disclosure Requirements) Regulations, 2015; (“Listing Regulations”);
- (vi) Provisions of the following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) were not applicable to the Company during the financial year under review:
- a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - b. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - d. 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;
 - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
- (vii) I have relied on the representation made by the company and its officers for systems and mechanism formed by the company for compliance under other applicable acts, laws & regulations to the Company. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis. The Company has complied with the laws applicable to the Company:

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

- i) Secretarial Standards SS-1 and SS-2 with respect to meetings of the Board of Directors and General Meetings, respectively, issued by The Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs.
- ii) Listing Agreement entered into by the Company with BSE Limited & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except that there was an inadvertent delay in filing of prescribed forms pertaining to the appointment of Mr. Rikeen Pradip Dalal (Din: 01723446) as the Whole-Time Director designated as “Executive Director” of the Company.

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of



Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- Adequate notice was 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 clarification on the agenda items before the meeting and for meaningful participation at the meeting
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

I further report that during the audit period, the company has not undertaken event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc, referred to above.

**For Dhirendra Maurya & Associates
Company Secretaries**

**Dhirendra R. Maurya
Proprietor**

Mem. No: 22005

C.P. No.: 9594

UDIN: A022005B000604741

Place: Bhayander (East)

Date: 21st August 2020

Note: *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.*



To,
**The Members,
P H Capital Limited**

CIN: L74140MH1973PLC016436

Regd. off: 5-D, Kakad House, 5th Floor, A-Wing,
Opp. Liberty Cinema, New Marine Lines,
Mumbai – 400020, Maharashtra, India

Our Secretarial Audit Report of even date is to be read along with this letter:

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. Owing to the lockdown measure imposed by the Government in the wake of the COVID-19 pandemic, it was not possible for us to physically verify the documents and records of the Company, though we have taken use of electronic media and audio visual means to satisfy ourselves regarding evidences and documents for audit and we have relied on the information/ documents and assurance.

**For Dharendra Maurya & Associates
Company Secretaries**

**Dhirendra R. Maurya
Proprietor**

Mem. No: 22005

C.P. No.: 9594

UDIN: A022005B000604741

Place: Bhayander (East)

Date: 21st August 2020



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

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

I. REGISTRATION & OTHER DETAILS:

1	CIN	L74140MF1973PLC016436
2	Registration Date	29/03/1973
3	Name of the Company	P. H. CAPITAL LIMITED
4	Category/Sub-category of the Company	Public Company Limited by Shares
5	Address of the Registered office & contact details	5D, Kakad House, 5th Floor, 'A' Wing, Sir Vithaldas Thackersey Marg, Opp. Liberty Cinema, New Marine Lines, Mumbai - 400020. Tel. No. : 022-22019473/22019417
6	Whether listed company	YES Listed in BSE Limited
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Bigshare Services Pvt. Ltd. 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400 059. Tel. No. : 022 – 6263 8200

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

(All the business activities contributing 10% or more of the total turnover of the Company shall be stated)

Sr. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Trading of Shares & Securities & Derivatives	65993	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

(All the business activities contributing 10% or more of the total turnover of the Company shall be stated)

Sr. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary/ Associate	% of Shares Held	Applicable Section
NIL					



IV) SHAREHOLDING PATTERN (Equity Share Capital Break up as a percentage of Total Equity)

A) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year the year
	Demat	Physical	Total Shares	% of Total	Demat	Physical	Total	% of Total Shares	
(A) Shareholding of Promoter and Promoter Group									
1. Indian									
a) INDIVIDUAL / HUF	773700	2900	776600	25.89	759619	2900	762519	25.42	(0.47)
b) Central / State government(s)	0	0	0	0.00	0	0	0	0.00	0.00
c) BODIES CORPORATE	548300	0	548300	18.28	540000	0	540000	18.00	(0.28)
d) FINANCIAL INSTITUTIONS / BANKS	0	0	0	0.00	0	0	0	0.00	0.00
e) ANY OTHERS (Specify)									
1 GROUP COMPANIES	0	0	0	0.00	0	0	0	0.00	0.00
2 TRUSTS	919000	0	919000	30.63	919000	0	919000	30.63	0.00
3 DIRECTORS RELATIVES	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL :	2241000	2900	2243900	74.79	2218619	2900	2221519	74.05	(0.75)
2 Foreign									
a) BODIES CORPORATE	0	0	0	0.00	0	0	0	0.00	0.00
b) INDIVIDUAL	0	0	0	0.00	0	0	0	0.00	0.00
c) INSTITUTIONS	0	0	0	0.00	0	0	0	0.00	0.00
d) QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
e) ANY OTHERS (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL :	0	0	0	0.00	0	0	0	0.00	0.00
Total Public Shareholding	2241000	2900	2243900	74.79	2218619	2900	2221519	74.05	(0.75)
(B) Public shareholding									
3 Institutions									
a) Central / State government(s)	0	0	0	0.00	0	0	0	0.00	0.00
b) FINANCIAL INSTITUTIONS / BANKS	0	0	0	0.00	0	0	0	0.00	0.00



Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year the year
	Demat	Physical	Total Shares	% of Total	Demat	Physical	Total	% of Total Shares	
c) MUTUAL / UTI	0	0	0	0.00	0	0	0	0.00	FUNDS 0.00
d) VENTURE CAPITAL FUNDS	0	0	0	0.00	0	0	0	0.00	0.00
e) INSURANCE COMPANIES	0	0	0	0.00	0	0	0	0.00	0.00
f) FII'S	0	0	0	0.00	0	0	0	0.00	0.00
g) FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.00	0	0	0	0.00	0.00
h) QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
i) ANY OTHERS (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
j) FOREIGN PORTFOLIO INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
k) ALTERNATE INVESTMENT FUND	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL :	0	0	0	0.00	0	0	0	0.00	0.00
4 Non-institutions									
a) BODIES CORPORATE									
INDIAN	28834	26400	55234	1.84	57492	26400	83892	2.80	0.96
OVERSEAS	0	0	0	0.00	0	0	0	0.00	0.00
b) INDIVIDUAL									
1 (CAPITAL UPTO TO Rs. 1 Lakh)	293495	259300	552795	18.43	265160	256900	522060	17.40	(1.02)
2 (CAPITAL GREATER THAN Rs. 1 Lakh)	86757	14000	100757	3.36	105522	14000	119522	3.98	0.63
c) ANY OTHERS (Specify)									
1 HINDU UNDIVIDED FAMILY	0	0	0	0.00	23458	0	23458	0.78	0.78
2 TRUSTS	0	0	0	0.00	0	0	0	0.00	0.00
3 CLEARING									



Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year the year
	Demat	Physical	Total Shares	% of Total	Demat	Physical	Total	% of Total Shares	
MEMBER	19170	0	19170	0.64	1465	0	1465	0.05	(0.59)
4 NON RESIDENT INDIANS (NRI)	0	0	0	0.00	0	0	0	0.00	0.00
5 NON RESIDENT INDIANS (REPAT)	74	0	74	0.00	14	0	14	0.00	(0.00)
6 NON RESIDENT INDIANS (NON REPAT)	170	0	170	0.01	170	0	170	0.01	0.00
7 DIRECTORS RELATIVES	28000	0	28000	0.93	28000	0	28000	0.93	0.00
8 EMPLOYEE	0	0	0	0.00	0	0	0	0.00	0.00
9 UNCLAIMED SUSPENSE ACCOUNT	0	0	0	0.00	0	0	0	0.00	0.00
10 IEPF	0	0	0	0.00	0	0	0	0.00	0.00
11 QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
d) NBFCs registered with RBI	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL :	456500	299700	756200	25.21	481281	297300	778581	25.95	0.75
Total Public Shareholding	456500	299700	756200	25.21	481281	297300	778581	25.95	0.75
(C) Shares held by Custodians and against which Depository Receipts have been issued									
5 e) SHARES HELD BY CUSTODIANS	0	0	0	0.00	0	0	0	0.00	0.00
12 Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
13 Public	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL :	0	0	0	0.00	0	0	0	0.00	0.00
Total Public Shareholding	0	0	0	0.00	0	0	0	0.00	0.00
GRAND TOTAL	2697500	302600	3000100	100.00	2699900	300200	3000100	100.00	(0.00)



B) Shareholding of Promoters-

S. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 1st April, 2019]			Shareholding at the end of the year [As on 31st March, 2020]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	RUBY MULTIMEDIA PRIVATE LIMITED	540000	17.9994	0.0000	540000	17.9994	0.0000	0.0000
2	VARSHA VIKRAMBHAI PALKHIWALA	2800	0.0933	0.0000	0	0.0000	0.0000	-0.0933
3	SOJAL VIKRAM PALKHIWALA	2900	0.0967	0.0000	2900	0.0967	0.0000	0.0000
4	RONIL RIKEEN DALAL	2900	0.0967	0.0000	319	0.0106	0.0000	-0.0861
5	SAURIN VIKRAMBHAI PALKHIWALA	2900	0.0967	0.0000	0	0.0000	0.0000	-0.0967
6	JOLLY SUJALBHAI PALKHIWALA	2900	0.0967	0.0000	0	0.0000	0.0000	-0.0967
7	SONALI SAURINBHAI PALKHIWALA	2900	0.0967	0.0000	0	0.0000	0.0000	-0.0967
8	GREEN PAPER FINANCIAL SER PVT LTD	8300	0.2767	0.0000	0	0.0000	0.0000	-0.2767
9	RAYAN RIKEEN DALAL	40000	1.3333	0.0000	40000	1.3333	0.0000	0.0000
10	TEJ PRADIP DALAL	108200	3.6065	0.0000	108200	3.6065	0.0000	0.0000
11	RIKEEN P. DALAL-HUF	261000	8.6997	0.0000	261000	8.6997	0.0000	0.0000
12	SEJAL RIKEEN DALAL	350100	11.6696	0.0000	350100	11.6696	0.0000	0.0000
13	TIRUPATI TRUST	444000	14.7995	0.0000	444000	14.7995	0.0000	0.0000
14	KRISHNA TRUST	475000	15.8328	0.0000	475000	15.8328	0.0000	0.0000
	TOTAL	2243900	74.7943		2221519	74.0481		-0.7462

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

SN	Name of the Promoter/ Promoter Group	Shareholding at the beginning of the year [As on 01.04.2019]		Date	Increase/ Decrease Shareholding	Reason	Shareholding at the end of the year [As on 31.03.2020]	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1	Green Paper Financial Ser Pvt Ltd.	8300	0.28	01.04.2019 06.03.2020	NA -8300	NA Sell	0	0.00
2	Jolly Sujalbhai Palkhiwala	2900	0.10	01.04.2019 06.03.2020	NA -2900	NA Sell	0	0.00
3	Saurin Vikrambhαι Palkhiwala	2900	0.10	01.04.2019 06.03.2020	NA -2900	NA Sell	0	0.00
4	Sonali Saurinbhαι Palkhiwala	2900	0.10	01.04.2019 06.03.2020	NA -2900	NA Sell	0	0.00
5	Varsha Vikrambhαι Palkhiwala	2800	0.09	01.04.2019 06.03.2020	NA -2800	NA Sell	0	0.00
6	Ronil Rikeen Dalal	2900	0.10	01.04.2019 06.03.2020	NA -2581	NA Sell	0 319	0.00 0.01

* *There were no changes in other promoters' shareholding during the year.



D) Shareholding Pattern of top ten Shareholders:

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

Sr No.	Name	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares At the Beginning (01.04.2019/ end of year 31.03.2020)	% of total shares of the company				No. of shares	% of total shares of the company
1	SANJAYKUMAR SARAWAGI	32726	1.09	30-Mar-2019	0		32726	1.09
			1.73	05-Apr-2019	19170	Buy	51896	1.73
			1.73	12-Jul-2019	25	Buy	51921	1.73
			1.73	19-Jul-2019	100	Buy	52021	1.73
			1.72	06-Mar-2020	-530	Sell	51491	1.72
		51491	1.72	31-Mar-2020	0		51491	1.72
2	KARAN SUNDEEP KARNA	38031	1.27	30-Mar-2019	0		38031	1.27
			1.27	31-Mar-2020	0		38031	1.27
3	KAISER DEVELOPERS PVT LTD	32000	0	0.00	30-Mar-2019		Sell	00.00
			1.07	06-Mar-2020	32000	Buy	32000	1.07
			1.07	31-Mar-2020	0		32000	1.07
4	ROSHAN INDERLAL JAIN	28000	0.93	30-Mar-2019	0		28000	0.93
			0.93	31-Mar-2020	0		28000	0.93
5	BHANSALI FISCAL SERVICES PVT LTD.	20300	0.68	30-Mar-2019	0		20300	0.68
			0.68	31-Mar-2020	0		20300	0.68
6	ACML CAPITAL MARKETS LIMITED	18970	0.63	30-Mar-2019	0		18970	0.63
			0.00	05-Apr-2019	-18970	Sell	0	0.00
			0.00	14-Feb-2020	5	Buy	5	0.00
			0.02	21-Feb-2020	519	Buy	524	0.02
			0.00	28-Feb-2020	-524	Sell	0	0.00
		0.00	31-Mar-2020	0		0	0.00	
7	PAVAPURI CAPITAL & FINANCE LTD	18200	0.61	30-Mar-2019	0		18200	0.61
			0.61	31-Mar-2020	0		18200	0.61
8	PRIYAM DHIRAJLAL THAKKAR	16000	0.53	30-Mar-2019	0		16000	0.53
			0.53	31-Mar-2020	0		16000	0.53
9	BHUPESHKUMAR BABUBHAI NEGANDHI	14000	0.47	30-Mar-2019	0		14000	0.47
			0.47	31-Mar-2020	0		14000	0.47
10	SUNDEEP ARJUN KARNA HUF	9484	0.32	30-Mar-2019	0		9484	0.32
			0.30	21-Jun-2019	-371	Sell	9113	0.30
			0.30	28-Jun-2019	-50	Sell	9063	0.30
			0.30	31-Mar-2020	0		9063	0.30
11	ZOEK KASAMALI SUTARWALA	8469	0.28	30-Mar-2019	0		8469	0.28
			0.28	31-Mar-2020	0		8469	0.28



E) Shareholding of Directors and Key Managerial Personnel: type name of director and kmp

Sr. No.	Shareholding of each Director and each Key Managerial Personnel	Shareholding at the beginning of the year As on 01-April 2019		Shareholding at the end of the year As on 31-March-2020	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Mr. Rikeen Dalal - (KMP- CEO)	-	-	-	-
3.	Mr.Roshan Jain	28000	0.93	28000	0.93
4.	Mr. Samir Desai (KMP- CFO)	0	0	0	0
5	Mrs.Sejal Dalal	350100	11.67	350100	11.67
6	Mr.Ankit Agarwal (KMP- CS)	0	0	0	0

V) INDEBTEDNESS -

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

Particular	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	34,05,351	-	-	34,05,351
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	34,05,351	-	-	34,05,351
Change in Indebtedness during the financial year				
* Addition	1,27,26,18,547	-	-	1,27,26,18,547
* Reduction	1,26,46,81,966	-	-	1,26,46,81,966
Net Change	79,36,581	-	-	79,36,581
Indebtedness at the end of the financial year				
i) Principal Amount	1,11,49,428	-	-	1,11,49,428
ii) Interest due but not paid	1,92,504	-	-	1,92,504
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1,13,41,932	-	-	1,13,41,932

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-****A Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of WTD Rikeen Dalal	Total Amount
1	Gross salary	2,40,000	2,40,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission- as % of profit- others, specify...	-	-
5	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act	2,40,000	2,40,000

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of the Directors Mr. Roshan Jain, Mr. Naveen Chaturvedi and Mr.Mukesh Kumar Jain	Total Amount
1	Independent Directors		
	Fee for attending board committee meetings	3,75,000/-	3,75,000/-
	Commission	-	-
	Other (Travelling)	-	-
	Total (1)	3,75,000/-	3,75,000/-
2	Other Non-Executive Directors	-	-
	Fee for attending board committee meetings	-	-
	Commission	-	-
	Others, please specify	-	-
	Total (2)	-	-
	Total (B)=(1+2)	3,75,000/-	3,75,000/-



C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. No	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	CS	CFO	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	60,000/-	16,97,341/-	17,57,341/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	60,000/-	16,97,341/-	17,57,341/-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Rikeen P. Dalal
Director
DIN: 01723446

Sejal R. Dalal
Director
DIN: 01723369

**ANNEXURE - D****DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016**

1.	Details of Remuneration of employees as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.	
(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:-	
Sr.no.	Name of the Director& Designation	Ratio of remuneration to the median remuneration of the employees
1	Mr. Rikeen Dalal (Promoter ED)	0.78:1
Since Non-Executive and Independent Directors received no remuneration, except sitting fees for attending Board / Committee meetings, the required details are not applicable.		
(ii)	The percentage increase in remuneration of each Director, CFO, CEO, Company Secretary or Manager, if any, in the financial year	
Sr.no.	Name of the Director/CFO/CEO/Company Secretary	% Increase over last F.Y.
1	Mr. Rikeen Dalal (Promoter ED)	NIL
2	Mr. Samir Desai (CFO)	10.88%
3	Mr. Ankit Agarwal – Company Secretary	NIL
Since, Mr. Ankit Agarwal, Company Secretary was appointed on 28.01.2020 the % increase in his remuneration is not provided.		
(iii)	The percentage increase / decrease in the median remuneration of employees in the financial year:-	-24.42
(iv)	The number of permanent employees on the rolls of the company	
(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	Average percentile increase in remuneration of employees is 9.04% and managerial personnel is 9.41 %.

We hereby affirm that the remuneration paid during the year ended 31st March, 2020 is as per the Remuneration Policy of the Company.

2. Information as per Rule 5(2) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel Rules), 2014

- (i) Details of top ten employees drawing remuneration pursuant to the provisions of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: Nil

Employees' Name	Designation	Educational Qualifications	Age (Years)	Experience (In Years)	Date of Employment	Gross Remuneration Paid (In Rs)	Previous Employment and designation
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Note:

- None of the employees of the Company was drawing remuneration of Rs. 8,50,000 /- p.m. or Rs. 1,02,00,000/- p.a. or more during the year.
- None of the employees was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, 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.



Independent Auditor's Report on the Financial Statements

To the Members of

P. H. CAPITAL LIMITED

Opinion

We have audited the accompanying financial statements of **P. H. CAPITAL LIMITED ("the Company")** which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), Cash Flow Statement and the Statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its Profit /loss, including Other Comprehensive Income, Cash Flow and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon. There are no other key audit matters and we do not provide a separate opinion on these matters.

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

The Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance



and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

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

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

Responsibility of Management for the Financial Statements

The Company's Management and Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of the financial statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other



matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

OTHER MATTERS

We draw attention to Note No.39, which describes the uncertainty caused by Novel Coronavirus (COVID-19) pandemic with respect to the estimates of company's business operations and that such estimates may be affected by the severity and duration of the pandemic. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, based on our audit, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of changes in Equity dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under section 133 of the Act as applicable.
 - e. On the basis of written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors are 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**".



- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

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

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 27 to the financial statements;
- ii. Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **SANJAY RAJA JAIN & CO.**
Chartered Accountants
FRN:120132W

Surjeet Jain
Partner

Membership No.: 129531
UDIN: 20129531AAAACS8950

Place: Mumbai
Date: 30/06/2020



“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT

Referred to in Paragraph 1 under the heading “Report on other legal and regulatory requirements” of our Independent Auditor’s Report of even date to the members of **P. H. CAPITAL LTD.** On the financial statements as of and for the year ended 31.03.2020,

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

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) As explained to us fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification.
 - (c) According to information and explanations given to us and on the basis of our examination of records the title deeds of immovable properties are held in the name of the company.
- (ii) The inventories of the company comprise of shares and securities and accordingly the clause for physical verification is not applicable.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, the company has not granted loans, guarantees and security covered u/s 185 and 186; the investment made by the company is in compliance with the provisions of section 186 of the Companies Act, 2013.
- (v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under section 148 (1) of the Companies Act, 2013.
- (vii) a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax,



Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess, wherever applicable, and any other applicable statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2020 for a period of more than six months from the date on when they become payable.

- b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute except as mentioned below:

Sr. No.	Name of Statute	Nature of Dues	Forum where Dispute is pending	Asst. Year	Amount in Rs
1	Income Tax Act	Income Tax	Assessing Officer	2001 – 2002	8,43,938
2	Income Tax Act	IT (Penalty)	Assessing Officer	2001 – 2002	17,17,108
3	Income Tax Act	Income Tax	Assessing Officer	2018 – 2019	44,74,810

- (viii) In our opinion and according to the information and explanations given to us, the Company did not have any loan or borrowing from government and Debenture holders. The Company has not defaulted in the repayment of dues to Banks and financial institution.
- (ix) The company has not raised moneys by way of initial public offer or further public offer including debt instruments. During the year company has not raised new term loan and the loan from bank taken earlier has been applied for the purpose for which that was raised.
- (x) During the course of our examination of the books and records of the company, carried in accordance with auditing standard generally accepted in India, we have neither come across any instance of fraud by the company or on the Company by its officers or employees noticed or reported during the course of our audit nor have we been informed of any such instance by the management.
- (xi) As explained to us, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.



- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.
- (xvi) In our opinion, principal business of the Company is the dealing in shares and securities and hence the company is in the business which is governed by RBI. The company was also registered with SEBI as a sub-broker vide registration No. INS01A605432 dated 19th March, 2018. We were informed that consequently the company was exempted from registration under section 45-IA of RBI Act, 1934 as per the RBI's Master circular RBI/2015-16/15 DNBR (PD) CC. No. 052/03.10.119/2015-16 dated 01-07-2015. However, in view of SEBI circular No. SEBI/HO/MIRSD/DoP/CIR/P/2018/117 dated 03rd August 2018, since the company has not exercised the option to migrate themselves as Trading Member / Authorised Broker upto 31/03/2019, the registration as a sub-broker is deemed to be surrendered. Consequently the exemption from registration under section 45-IA of RBI Act, 1934 is not available and company was required to obtain registration, which has not been done.

For **SANJAY RAJA JAIN & CO.**

Chartered Accountants

FRN:120132W

Surjeet Jain

Partner

Membership No.: 129531

UDIN: 20129531AAAACS8950

Place: Mumbai

Date: 30/06/2020



“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of P. H. CAPITAL LIMITED

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

Opinion

We have audited the internal financial controls over financial reporting of **P. H. CAPITAL LIMITED** (“the Company”) as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

For **SANJAY RAJA JAIN & CO.**
Chartered Accountants
FRN:120132W

Surjeet Jain
Partner

Membership No.: 129531
UDIN: 20129531AAAACS8950

Place: Mumbai
Date: 30/06/2020

BALANCE SHEET AS AT 31ST MARCH' 2020

(Amount in Rs.)

PARTICULARS	Note	As at 31.03.2020	As at 01.04.2019
I. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	3	2,776,779	2,806,004
(b) Intangible Assets	4	1,774	5,570
(c) Financial assets			
-Investments	5	200	200
(d) Deferred Tax Assets (net)	14	533,803	-
Total Non-current assets		3,312,556	2,811,774
(2) Current assets			
(a) Inventories	6	70,574,664	115,040,119
(b) Financial assets			
-Cash and Cash equivalents	7	1,199,441	1,724,916
-Other financial assets	8	19,878,263	39,341
(c) Other current assets	9	1,312,183	1,316,993
(d) Current Tax Assets (Net)	10	-	-
Total Current assets		92,964,550	118,121,368
TOTAL		96,277,106	120,933,142
II. EQUITY AND LIABILITIES			
(1) EQUITY			
Equity Share Capital	11	30,001,000	30,001,000
Other Equity	12	53,078,013	79,793,619
TOTAL EQUITY		83,079,013	109,794,619
LIABILITIES			
(2) Non-current liabilities			
(a) Financial liabilities			
-Long-term borrowings	13	33,981	162,020
-Lease Liability		42,021	
(b) Deferred tax liabilities (Net)	14	-	7,236,934
Total Non-current liabilities		76,002	7,398,954
(3) Current liabilities			
(a) Financial liabilities			
-Short-term borrowings	15	12,154,196	3,127,111
-Trade payables	16	176,339	143,399
-Other financial liabilities	17	520,714	290,202
(b) Other current liabilities	18	81,875	24,173
(c) Short Term Provisions	19	188,964	154,683
Total Current liabilities		13,122,089	3,739,569
TOTAL		96,277,106	120,933,142

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

1 to 40

As per our report of even date
FOR, SANJAY RAJA JAIN & CO.
CHARTERED ACCOUNTANTS
FIRM REG. NO. 120132W

SURJEET JAIN
PARTNER
(M. No. 129531)
UDIN : 20129531AAAACS8950

PLACE : MUMBAI
DATE : 30/06/2020

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

(RIKEEN. P. DALAL)
DIRECTOR
DIN:01723446

(SEJAL R DALAL)
DIRECTOR
DIN:01723369

(ANKIT AGARWAL)
COMPANY SECRETARY
FCS:A26714
PLACE : MUMBAI
DATE : 30/06/2020

(SAMIR DESAI)
CFO

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020**

(Amount in Rs.)

INCOME	Note No.	FY 2019-20	FY 2018-19
I. Revenue from operations	20	590,944,746	515,468,818
II. Other income	21	263	2,675
III. Total Revenue		590,945,009	515,471,493
EXPENDITURE			
Purchase of Stock in Trade		564,221,142	494,960,878
(Increase) / Decrease in inventories in Stock in Trade	22	44,465,455	12,239,180
Employee benefits expense	23	4,222,192	3,822,942
Finance costs	24	3,430,875	2,711,439
Depreciation and amortisation expense	25	309,642	665,315
Other expenses	26	4,439,985	4,505,643
Total expenses		621,089,291	518,905,397
IV. Profit Before Exceptional items & Tax		-30,144,282	-3,433,904
Less : Exceptional Items		-	-
V. Profit before tax		-30,144,282	-3,433,904
Tax expense:			
Less :			
(1) Current years income tax		-	-
(2) Defferred Tax	14	-7,770,737	957,642
(3) Short/(Excess) provision Earlier years income tax		4,342,060	-
VI. Profit for the year		-26,715,605	-4,391,546
VII. Other comprehensive income:			
i. Items that will not be reclassified to Statement of Profit and Loss Excess provision for Tax written back		-	-
ii. Income tax relating to items that will not be reclassified to Statement of Profit and Loss		-	-
iii. Items that will be reclassified to Statement of Profit and Loss		-	-
iv. Income tax relating to items that will be reclassified to Statement of Profit and Loss		-	-
VIII. Total comprehensive income for the year (11 ± 13)	30	-26,715,605	-4,391,546
IX. Earnings per equity share of face Value of Rs. 10/- each	33		
(1) Basic		-8.90	-1.46
(2) Diluted		-8.90	-1.46
SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS			

As per our report of even date
FOR, SANJAY RAJA JAIN & CO.
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(SAMIR DESAI)
CFO

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

(Amount in Rs.)

Particular	For the year ended 31 March, 2020	For the year ended 31 March, 2019
A. Cash flow from operating activities		
Net Profit / (Loss) before extraordinary items and tax	-30,144,282	-3,433,904
<u>Adjustments for:</u>		
Depreciation and amortisation	309,642	665,315
Interest Income	-129	-
Finance costs	3,430,875	2,711,439
Operating Profit before Working capital changes	-26,403,894	-57,150
<u>Adjusted for:</u>		
Inventories	44,465,455	12,239,181
Other Current Assets	4,810	695,514
Other bank balance	-	-
Other financial assets	-19,838,922	25,458,810
Trade payables	32,940	93,197
Other financial liabilities	230,512	-5,356,108
Other current liabilities	57,702	-38,239
Lease Liability	42,021	-
Short Term Provisions	34,281	-709,101
	-1,375,095	32,326,104
Cash Generated from Operations		
Taxes paid	-4,342,060	-484,519
Net Cash Generated from Operations	-5,717,155	31,841,585
B. Cash flow from investing activities		
Purchase of Fixed assets	-276,621	-
Interest Income	129	-
Net cash used in investing activities:	-276,492	-
C. Cash flow from financing activities		
Repayment of long-term borrowings	-128,038	-116,292
Proceeds from other short-term borrowings	9,027,086	-27,743,409
Finance cost	-3,430,875	-2,711,439
Net cash used in financing activities	5,468,172	-30,571,140
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	-525,475	1,270,445
Cash and cash equivalents at the beginning of the year	1,724,916	454,472
Cash and cash equivalents at the end of the year	1,199,441	1,724,916

Note : Previous Year Figure have been regrouped/rearranged wherever necessary.

As per our report of even date
FOR, SANJAY RAJA JAIN & CO.
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(SAMIR DESAI)
CFO

PLACE : MUMBAI
DATE : 30/06/2020



STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2020

A EQUITY SHARE CAPITAL	As at March' 2020	As at March' 2019
Balance at the beginning of the reporting period	30,001,000	30,001,000
Changes in equity share capital during the	-	-
Balance at the end of the reporting period	30,001,000	30,001,000

B OTHER EQUITY	As at March' 2020	As at March' 2019
ATTRIBUTABLE TO THE EQUITY HOLDERS		
Surplus- Opening Balance		
Balance at the beginning of the reporting period	79,793,619	84,185,165
(+) Net Profit For the current year	-26,715,605	-4,391,546
Balance at the end of the reporting period	53,078,014	79,793,619

As per our report of even date
FOR, SANJAY RAJA JAIN & CO.
CHARTERED ACCOUNTANTS
FIRM REG. NO. 120132W

SURJEET JAIN
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(M. No. 129531)
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PLACE : MUMBAI
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FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

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FCS:A26714
PLACE : MUMBAI
DATE : 30/06/2020

(SAMIR DESAI)
CFO



Notes on Financial Statements

NOTE: 1 Corporate Information

P H Capital Limited having CIN : L74140MH1973PLC016436 (the Company) is a company limited by shares, incorporated in India. The company is a Public Limited Company and listed on BSE Limited. Its registered office situated in 5 D Kakad House, 5th Floor, A Wing, New Marine Lines, Opp. Liberty Cinema, Mumbai - 400 020 , India. The company is engaged in the business of Trading of shares and securities in India. The company was registered with SEBI as a sub-broker vide registration No. INS01A605432 dated 19th March, 2018. However as per SEBI circular No. SEBI/HO/MIRSD/DoP/CIR/P/2018/117 dated 03rd August 2018 all registered sub brokers were given time to migrate themselves as Trading Member / Authorised Broker, which the company has not exercised and accordingly the sub-brokership is deemed to be surrendered with effect from 31st march 2019.

Note: 2 Significant Accounting Policies

I. Basis of Preparation

- a) These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS), notified under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, under the historical cost convention on accrual basis, except for certain financial instruments comprises of stock in trade of shares and securities, which are measured at fair values, as specified at places of respective categories.
- b) Accounting policies not specifically referred to otherwise are consistent with the generally accepted accounting principles followed by the Company.
- c) All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle, and other criteria set out in the Schedule – III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as up to twelve months for the purpose of current / non-current classification of assets and liabilities.
- d) The preparation of financial statements requires estimates and assumption to be made that effect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period .The Difference between the actual and estimate are recognized in the period in which results are known/materialized.

II. Property, plant and equipment

- a) Tangible Fixed Assets are stated at cost, less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.
- b) Intangible Assets are stated at acquisition of cost, net of accumulated amortization and accumulated impairment losses, if any.
- c) Profit/Losses arising from the retirement of and gains & losses arising from disposal of fixed assets, which are carried at cost, are recognized in the statement of profit & loss.



- d) On transition to Ind AS, the Company has opted to continue with the carrying value of all of its property, plant and equipment recognized as at April 01, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment on the transition date.

III. Depreciation & Amortisation

- a) For assets existing on 1st April 2014 the carrying amount will be amortized over the remaining useful lives on straight line method as prescribed in the schedule II of companies act, 2013.
- b) For the assets added after the 1st April 2014 :- On straight line method at the useful standard Lives prescribed in Schedule II to The Companies Act, 2013.
- c) The estimated useful lives are as follows:

Assets	Useful Life
Office premises	60 years
Office Equipments	5 years
Computers	3 years
Vehicles	8 years

- d) Intangible assets include Cost of software capitalized is amortized over a period of 3 years.
- e) Depreciation on assets added/ disposed off during the year has been provided on pro-rata basis with reference to the days of addition/ disposal.
- f) Leasehold Improvements is written off / depreciated over the period of 5 years.

IV. Impairment Of Assets

Assessment is done at each Balance Sheet date as to whether there is any indication that a tangible asset may be impaired. For the purpose of assessing impairment, the smallest identifiable group of asset that generates cash inflows from continuing use that are largely independent of the cash inflow from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made.

Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an assets and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased.

V. Investments

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



Current investments and Long Term Investments are carried at fair value. Long-term investments are carried at Fair Market Value / Net realizable value at the Balance sheet date.

VI. Borrowing Cost

Borrowing Costs attributable to acquisition and construction of qualifying assets are capitalized as a part of the cost of such assets up to the date when such assets are ready for its intended use.

Other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

VII. Inventories

The shares and securities held as stock-in-trade are valued at fair values.

VIII. Revenue Recognition

- a) Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and can be reliably measured.
- b) Revenue from sale of shares & securities is recognized when the significant risks and rewards of ownership of shares & securities have passed. Sale of shares & securities are recorded net of brokerage and Taxes.
- c) Transaction of Purchase and Sales effected in cash market, which are settled otherwise than by actual delivery or transfer of Shares and securities are netted and the resultant Gain or loss is accounted as speculation profit or loss in the statement of profit and loss.
- d) Derivative Instruments: Transaction of Purchase and Sales of derivative contracts effected in F & O market, which are settled otherwise than by actual delivery or transfer of Shares and securities are netted and the resultant Gain or loss is accounted as F & O profit or loss in the statement of profit and loss.

Accounting for derivative contracts, the outstanding derivative contract with respect to F & O as at the year end are marked to market individually to account for the loss, if any and is charged to the statement of profit and loss.

- e) Interest Income is recognized on a time proportion basis.
- f) Dividend income on investments is accounted for when the right to receive the payment is established.

IX. Employee Benefits

- a) The Provident Fund contribution and Gratuity is not required to be provided as the Company does not fulfill the criterion of minimum number of Employees employed during the year and hence is not under the statutory obligation to pay the same.
- b) Leave Encashment: The leave Encashment benefits, being defined benefit plans are charged to the profit & loss account, which are paid annually based on the available leave credit on actual basis.



X. Taxation

a) Current and Deferred Tax

Tax expense for the period, comprising Current tax and Deferred Tax are included in the determination of net profit or loss for the period.

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in India.

Deferred Tax is recognized for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred Tax assets and liabilities are measured using the tax rates and tax laws that have been enacted and substantively enacted by the Balance Sheet date. At each Balance Sheet date, the company re-assesses unrecognized deferred tax assets, if any.

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 related to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in the statement of profit and loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity.

XI. Leases (as a lessee)

The Company has adopted Ind AS 116 "Leases" using the modified retrospective approach with effect from initially applying this standard from 1st April 2019. Accordingly, the information presented for previous year ended 31st March 2019, is not restated and reported as per Ind AS 17.

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116 and this may require significant judgment. The Company also uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend or terminate the lease if the Company is reasonably certain based on relevant facts and circumstances that the option to extend or terminate will be exercised. If there is a change in facts and circumstances, the expected lease term is revised accordingly.

The discount rate is generally based on the interest rate specific to the lease being evaluated or if that cannot be easily determined the incremental borrowing rate for similar term is used.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.



The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and restoration cost, less any lease incentives received.

The right-of-use assets are subsequently depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. In addition, the right-of-use asset is reduced by impairment losses, if any.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. When a lease liability is remeasured, the corresponding adjustment of the lease liability is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

XII. Cash And Cash Equivalent

Cash and Cash Equivalents for the purpose of cash flow statement comprise cash on hand and cash at bank including fixed deposit with original maturity period three months or less and short term highly liquid investments with an original maturity of three months or less.

XIII. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit for the year attributable to equity shareholders by the weighted-average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share are the net profit for the period. The weighted-average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

XIV. Contingent Liabilities And Provisions

a) Provisions

Provisions are recognized when there is a present obligation as a result of past events, and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date.

b) Contingent Liabilities

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



XV. Financial Instruments

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

1. Financial Assets

a) Classification

The Company classifies its financial assets in the following measurement categories:

- i) at fair value either through other comprehensive income (FVOCI) or through profit and loss (FVTPL); and
- ii) at amortised cost: The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Gains and losses will either be recorded in the statement of profit and loss or other comprehensive income for assets measured at fair value.

b) Measurement

At initial recognition, in case of a financial asset not at fair value through the statement of profit and loss account, the Company measures a financial asset at its fair value.

c) Impairment of financial assets

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

For trade receivables only, the company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

d) De-recognition of financial assets

A financial asset is de-recognized only when

- i) The Company has transferred the rights to receive cash flows from the financial asset. Or
- ii) 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, it evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognized 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.



e) Income Recognition

- i) **Interest income:** Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.
- ii) **Dividend income:** Dividends are recognised in the statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably

f) Cash and cash equivalents

Cash and cash equivalents include 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. Financial Liabilities

a) Measurement

Financial liabilities are initially recognized at fair value, reduced by transaction costs (in case of financial liabilities not recorded at fair value through profit and loss), that are directly attributable to the issue of financial liability. All financial liabilities are subsequently measured at amortized cost using effective interest method. Under the effective interest method, future cash outflow are exactly discounted to the initial recognition value using the effective interest rate, over the expected life of the financial liability, or, where appropriate, a shorter period. At the time of initial recognition, there is no financial liability irrevocably designated as measured at fair value through profit and loss.

b) De-recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

c) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid as per payment terms



3. 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.

XVI. Critical estimates and judgments

In the application of the company's accounting policies, which are described in note 2, the management is required to make judgment, estimates, and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other process. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future period if the revision affects both current and future period.

The following are the critical estimates and judgments that have the significant effect on the amounts recognised in the financial statements.

a) Estimation of current tax expense and deferred tax

The calculation of the company's tax charge necessarily involves a degree of estimation and judgment in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax in the period in which such determination is made.

Recognition of deferred tax assets / liabilities

The recognition of deferred tax assets is based upon whether it is probable that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. To determine the future taxable profits, reference is made to the approved budgets of the company. Where the temporary differences are related to losses, local tax law is considered to determine the availability of the losses to offset against the future taxable profits as well as whether there is convincing evidence that sufficient taxable profit will be available against which the unused tax losses or unused tax credits can be utilised by the company. Significant items on which the Company has exercised accounting judgment include recognition of deferred tax assets in respect of losses. The amounts recognised in the financial statements in respect of each matter are derived from the Company's best estimation and judgment as described above.



b) Estimation of Provisions and Contingent Liabilities

The company exercises judgment in measuring and recognising provisions and the exposures to contingent liabilities, which is related to pending litigation or other outstanding claims. Judgment is necessary in assessing the likelihood that a pending claim will succeed, or a liability will arise, and to quantify the possible range of the financial settlement.

Because of the inherent uncertainty in this evaluation process, actual liability may be different from the originally estimated as provision. Although there can be no assurance of the final outcome of the legal proceedings in which the company is involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

c) Estimation of useful life of Property, Plant and Equipment, Intangible assets, Investment properties

Property, Plant and Equipment & Intangible assets, a significant proportion of the asset base of the company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The useful lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

d) Estimated fair value of Financial Instruments

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Management uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

e) Impairment of Trade Receivable

The impairment provisions for trade receivable are based on assumptions about risk of default and expected loss rates. The company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

XVII. New accounting standards/ amendments to existing standards issued but not yet effective

The Company applied Ind AS 116 Leases for the first time. The nature and effect of the changes as a result of adoption of this new accounting standard is described below:

The Company adopted Ind AS 116 using modified retrospective approach for transitioning by recognising right of use asset and an equal amount of lease liability on 1 April, 2019. Further, the application of Ind AS 116 did not have any significant impact on the financial statements as disclosed in Note No. 31 for the year ended 31 March, 2020.



Notes on Financial Statements for the Year ended 31st March, 2020

**Note 3 Property, Plant and Equipment (comprises of owned and Leased assets that do not meet the definition of Investment Property)
The changes in carrying value of Property, Plant and Equipment for the period ended 31 st March, 2020.**

FIXED ASSETS	GROSS CARRYING VALUE			Accumulated Depreciation			Carrying Value		
	As at 01.04.2019	Additions	Deduction	As at 31.03.2020	As at 01.04.2019	Additions	Deduction	As at 31.03.2020	As at 01.04.2019
Buildings (i.e. Office Premises)	4,214,422	-	-	4,214,422	1,924,205	104,101	-	2,028,306	2,290,217
Vehicles	5,356,867	-	-	5,356,867	4,867,149	93,280	-	4,960,429	489,718
Office Equipments	487,724	-	-	487,724	465,387	6,606	-	471,993	22,337
Computers	534,599	41,500	-	576,099	530,867	7,810	-	538,677	3,732
Lease Hold Improvements	1,526,425	-	-	1,526,425	1,526,425	-	-	1,526,425	-
Right to use under Lease	-	235,121	-	235,121	-	94,049	-	94,049	-
Total	12,120,037	276,621	-	12,396,658	9,314,033	305,846	-	9,619,879	2,806,004

The changes in carrying value of Property, Plant and Equipment for the period ended 31 st March, 2019

FIXED ASSETS	GROSS CARRYING VALUE			Accumulated Depreciation			Carrying Value		
	As at 01.04.2018	Additions	Deduction	As at 31.03.2019	As at 01.04.2018	Additions	Deduction	As at 31.03.2019	As at 01.04.2018
Buildings (i.e. Office Premises)	4,214,422	-	-	4,214,422	1,820,104	104,101	-	1,924,205	2,394,318
Vehicles	5,356,867	-	-	5,356,867	4,323,841	543,308	-	4,867,149	1,033,026
Office Equipments	487,724	-	-	487,724	455,777	9,610	-	465,387	31,947
Computers	534,599	-	-	534,599	527,026	3,841	-	530,867	7,573
Lease Hold Improvements	1,526,425	-	-	1,526,425	1,526,425	-	-	1,526,425	-
Total	12,120,037	-	-	12,120,037	8,653,173	660,860	-	9,314,033	3,466,864

Note 3.1 Property Plant and Equipment include 50% share in office premises in Mumbai held in co-ownership, which was under litigation earlier, has been held in co-ownership with 33.33% in view of settlement agreement with concerned parties / co-owners.



Notes on Financial Statements for the Year ended 31st March, 2020

Note 4 Intangible Assets

The changes in carrying value of Intangible assets for the period ended 31 st March, 2020

PARTICULARS	GROSS CARRYING VALUE			Accumulated Amortisation			Carrying Value		
	As at 01.04.2019	Additions	Deduction	As at 31.03.2020	As at 01.04.2019	Additions	Deduction	As at 31.03.2020	As at 01.04.2019
Computer software	70,012	-	-	70,012	64,442	3,796	-	68,238	5,570
Total	70,012	-	-	70,012	64,442	3,796	-	68,238	5,570

The changes in carrying value of Intangible assets for the period ended 31 st March, 2019

PARTICULARS	GROSS CARRYING VALUE			Accumulated Amortisation			Carrying Value		
	As at 01.04.2018	Additions	Deduction	As at 31.03.2019	As at 01.04.2018	Additions	Deduction	As at 31.03.2019	As at 01.04.2018
Computer software	70,012	-	-	70,012	59,987	4,455	-	64,442	10,025
Total	70,012	-	-	70,012	59,987	4,455	-	64,442	10,025

**Notes on Financial Statements for the year ended 31st March, 2020**

Particulars	As at March' 2020	As at March' 2019
Note 5 Non-Current Investments		
(a) Investment in Equity instruments(Unquoted)		
Indian Silk Manufacturing Company Pvt.Ltd.	200	200
(2 Equity shares of face value Rs. 100 each fully paid up)		
Total	200	200
Note 6 Inventories		
Stock-in-trade	70,574,664	115,040,119
Total	70,574,664	115,040,119
Note 7 Cash and cash equivalents		
Balances with banks in Current A/c	994,654	1,672,859
Balances with banks in fixed Deposits	10,000	-
Cash on hand	194,787	52,057
Total	1,199,441	1,724,916
Note 8 Other financial assets		
Security Deposits	24,000	24,000
Receivables from share brokers	19,854,263	15,341
Total	19,878,263	39,341
Note 9 Other Current Assets		
Refund claims from tax authorities	1,192,527	1,195,748
Prepaid expenses	119,656	121,245
Total	1,312,183	1,316,993
Note 10 Current Tax Assets (Net)		
Tax Paid in Advance (Net of Provision)	-	-
MAT Credit Entitlement	-	-
Total	-	-

**Notes on Financial Statements for the year ended 31st March, 2020**

Particulars	As at March' 2020	As at March' 2019
Note-11 : Equity share capital		
Authorised		
40,00,000 Equity Shares of Rs. 10/- each	40,000,000	40,000,000
Issued,Subscribed & fully Paid up		
30,00,100 Equity Shares of Rs. 10/- each fully paid	30,001,000	30,001,000
Total	30,001,000	30,001,000

11.1 Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period:

Shares outstanding at the beginning of the year	3,000,100	3,000,100
Shares outstanding at the end of the year	3,000,100	3,000,100

11.2 Terms/rights attached to shares

The company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company. the distribution will be in proportion to the number of equity shares held by the shareholders.

11.3 Details of Shares held by each shareholders holding morethan 5 % shares of the equity capital of the Company- As at March' 2020, As at March' 2019.

Particulars	No. of shares Held	% of capital	No. of shares Held	% of capital
	As at March' 2020		As at March' 2019	
KRISHNA TRUST	475,000	15.83	475,000	15.83
TIRUPATI TRUST	444,000	14.80	444,000	14.80
SEJAL RIKEEN DALAL	350,100	11.67	350,100	11.67
RUBY MULTIMEDIA PRIVATE LIMITED	540,000	18.00	540,000	18.00
RIKEEN PRADIP DALAL - HUF	261,000	8.70	261,000	8.70

**Notes on Financial Statements for the year ended 31st March, 2020**

Particulars	As at March' 2020	As at March' 2019
Note 12 Other Equity		
Surplus in statement of profit and loss		
Opening balance	79,793,619	84,185,165
(+) Net Profit For the current year	<u>-26,715,605</u>	<u>-4,391,546</u>
Total	<u>53,078,013</u>	<u>79,793,619</u>

Note 13 Long Term Borrowing**Secured**

Term loan from Banks-Car Loan	162,020	278,312
Current Maturity of Long Term Debt	<u>-128,038</u>	<u>-116,292</u>
Total	<u>33,981</u>	<u>162,020</u>

13.1 Secured by Hypothecation of a Car to ICICI Bank Ltd.

13.2 Car Loan from Bank amounting to Rs.1,62.020/- (P.Y.Rs.2,78,312/-) repayable in 60 monthly installments (including interest) of Rs.11,510/- per month, commencing from 01/08/2016, last installment due in 01/07/2021 i.e. 15 installments from the close of this financial year. The rate of interest is 9.66% per annum fixed.

13.3 Installment falling due within a year i.e. "Current Maturity of Long Term Debt" shown under the head "Other Financial Liabilities".

Note 14 Deferred Tax Liability - Net

Opening Deferred Tax Liability	7,236,934	6,279,292
On account of Fixed Asset	62,966	-78,015
On account of disallowables	-34,656	-
On account of fair value of Inventories	-14,956,002	8,912,126
On account of carried forward losses	<u>7,156,955</u>	<u>-7,876,469</u>
Closing Deferred Tax Liability	<u>-533,803</u>	<u>7,236,934</u>

Note 15 Short Term Borrowing**Secured**

Loans from Financial Institution	<u>12,154,196</u>	<u>3,127,110</u>
Total	<u>12,154,196</u>	<u>3,127,110</u>

15.1 Loan from Financial Institution is Secured by pledge of Approved Scripts as per approved list of securities held as stock in trade.

**Notes on Financial Statements for the year ended 31st March, 2020**

Particulars	As at March' 2020	As at March' 2019
15.2 (a) Loan from Bajaj Finance Ltd. A Financial Institution amounting to Rs.1,21,54,196/- (P.Y. Rs. 2,466/-) is sanctioned for a validity period upto 07/12/2020 (P.Y. 07/06/2019) or earlier, either bullet repayment on demand or on maturity whichever is earlier. The rate of interest is 10.15% (P.Y. 10.15%) per annum (fixed) payable monthly.		
15.2 (b) Loan from ECL Finance Ltd. A Financial Institution amounting to Rs. NIL /- (P.Y. Rs. 31,24,644/-) is sanctioned for a validity period upto 30/03/2021 (P.Y.30/09/2018) or earlier, either bullet repayment on demand or on maturity whichever is earlier. The rate of interest is 12.25% (PY 12.75%) per annum (fixed) payable monthly.		

Note 16 Trade Payables

Trade payable	176,339	143,399
Total	176,339	143,399

Note: The company does not have any dealings with any enterprise under the Micro, Small and Medium Enterprises Development Act, 2006.

Note 17 Other financial liabilities

(a) Current Maturity of Long Term debt	128,038	116,292
(b) Interest Accrued but not due	-	-
(c) Cheques overdrawn-HDFC Bank	-	-
(d) Lease liability	91,269	-
(e) Other financial liabilities	301,407	173,910
Total	520,714	290,202

Note 18 Other Current Liabilities

Statutory Liabilities	81,875	24,173
Total	81,875	24,173

Note 19 Short Term Provisions

Provision for leave encashment	188,964	154,683
Provision for Current Tax	-	-
Total	188,964	154,683

**Notes on Financial Statements for the year ended 31st March, 2020**

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Note 20 Revenue from operation		
(a) Sale of Shares	590,778,135	514,467,219
Less: STT Paid	591,719	515,330
	<u>590,186,416</u>	<u>513,951,889</u>
(b) Other operating revenue		
(i) Brokerage received	-	64,411
(ii) Dividend income	758,330	618,458
(iii) Profit on F & O of shares	-	834,060
	<u>758,330</u>	<u>1,516,929</u>
Total	<u>590,944,746</u>	<u>515,468,818</u>
Note 21 Other Income		
(a) Interest Received on I.T. Refund	129	-
(b) Miscellaneous Income	134	2,675
Total	<u>263</u>	<u>2,675</u>
Note 22 (Increase) / Decrease in inventories in Stock in Trade		
Opening stock of securities	115,040,119	127,279,299
Less: Closing stock of Securities	70,574,664	115,040,119
Total	<u>44,465,455</u>	<u>12,239,180</u>
Note 23 Employee Benefits Expense		
(a) Directors' Remuneration	240,000	240,000
(b) Salaries, Bonus, Leave encashment and incentives	3,948,758	3,546,804
(c) Staff welfare expenses	33,434	36,138
Total	<u>4,222,192</u>	<u>3,822,942</u>



Notes on Financial Statements for the year ended 31st March, 2020

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
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Note 24 Financial Cost

(a) Interest expense	3,430,816	2,710,770
(b) Bank Charges	59	669
Total	3,430,875	2,711,439

Note 25 Depreciation and amortisation expense

a. Depreciation on tangible assets	305,846	660,860
b. Amortisation of Intangible assets	3,796	4,455
Total	309,642	665,315

Note 26 Other Expenses

Auditors' Remuneration	149,766	142,742
Director's Sitting Fees	375,000	115,000
Electricity Expenses	74,860	62,116
Lease Rent	-	108,000
Other Miscellaneous Expenses	2,362,497	3,372,112
Rates and Taxes	154,425	147,107
Corporate Social Responsibility - CSR expenses	1,000,000	25,000
Repairs & Maintenance	77,662	278,180
Vehicle Charges including Insurance	245,775	255,386
Total	4,439,985	4,505,643



Notes on Financial Statements for the year ended 31st March, 2020

Note 27 Contingent Liability:

- (a) Claims against the company not acknowledged as debts in respect of relief towards Matter pending with Income tax authorities for Rs. 70,35,856 /- (Previous Year Rs. 25,61,046/-). It is not practicable to the Company to estimate the timing of cash outflow, if any in respect of the above pending resolution of the respective proceedings.

Note 28 Auditor's Remuneration

<u>Particulars</u>	<u>2019-2020</u>	<u>2018-2019</u>
	<u>Rs.</u>	<u>Rs.</u>
i) Audit Fees - Statutory Audit	59,000	59,000
ii) Audit Fees - Tax Audit	70,800	53,100
iii) Audit Fees - Internal Audit	14,500	-
iii) Audit Expenses	746	1,142
iv) Tax matters / Others	4,720	29,500
Total	<u>149,766</u>	<u>142,742</u>

Note 29 Segment reporting

The Company is mainly engaged in the business of Trading of shares and securities in India. All the activity of the Company revolved around the main object and as such, in the opinion of the management, there is no separate reportable segment.

Note 30 Disclosure pursuant to Related party

As required by Indian Accounting Standard (Ind As 34) "Related party disclosures" are given below

i) Relationships :

(A) Enterprise on which major Shareholders Exercises Significant Influence

- i) Ruby Multimedia Pvt. Ltd.

(B) Key Management Personnel :

- i) Rikeen P. Dalal
ii) Tej Dalal
iii) Mukesh Jain
iv) Roshan Jain
v) Naveen Chaturvedi



Notes on Financial Statements for the year ended 31st March, 2020

ii) <u>Sr. No.</u>	<u>Nature of Transactions</u>	<u>Enterprises over</u>		<u>Key</u>
		<u>which major Shareholders</u>	<u>Exercises Significant</u>	<u>Management</u>
			<u>Influence</u>	<u>Personnel</u>
(C) Lease Rent		C.Y.	108,000	-
		P.Y.	(108,000)	-
(D) Reimbursement of Expenses		C.Y.	74,860	77,459
		P.Y.	(62,116)	(59,560)
(E) Directors' Remuneration		C.Y.	-	240,000
		P.Y.	-	(240,000)
(F) Director's Sitting Fees		C.Y.	-	375,000
		P.Y.	-	(115,000)

Note 31 Lease Rent

From April 1, 2019, The new Indian accounting standard i.e., Ind AS 116 " Leases " became effective, The Company has adopted the new standard with modified retrospective approach and recognised asset in the form of ' Right of Use Asset ' (representing its right of use the leased asset over the lease term) for Rs. 2,35,121/- and also liability towards present value of the balance of future lease payments for the leases for Rs. 2,35,121/-. In the statement of profit and loss for the period ended 31st March, 2020, the nature of expenses in respect of operating leases has changed from lease rent in previous period to depreciation cost for the right of use asset and finance cost for interest accrued on lease liability. Due to said change Loss has been reduced by Rs. 5617/- (net of deferred tax) for the period.

Note 32 Earning per share :

<u>Particulars</u>	<u>2019-2020</u>	<u>2018-2019</u>
	<u>Rs.</u>	<u>Rs.</u>
Profit/(Loss) attributable to the Shareholders	(26,715,605)	(4,391,546)
Equity share of Rs. 10/- each (Nos.)	3,000,100	3,000,100
Basic / Diluted Earning Per share (Rs.)	(8.90)	(1.46)

**Notes on Financial Statements for the year ended 31st March, 2020****Note 33 RECONCILIATION OF TAX EXPENSES AND THE ACCOUNTING PROFIT MULTIPLIED BY INDIA'S TAX RATE :**

Particulars	2019-2020	2018-2019
PROFIT BEFORE TAX	(30,144,281.75)	(3,433,904.00)
ENACTED INCOME TAX RATE IN INDIA APPLICABLE TO COMPANY	26.00%	26.00%
CURRENT INCOME TAX EXPENSES ON PROFIT BEFORE TAX CALCULATED AT THE RATE ABOVE	-	-
TAX EFFECT OF AMOUNT WHICH ARE NOT DEDUCTIBLE/ (TAXABLE) IN CALCULATING TAXABLE INCOME	-	-
EXEMPTED INCOME	-	-
EXPENSES DISALLOWED	-	-
ADJUSTMENTS FOR CURRENT TAX OF PRIOR PERIOD	4,342,060.00	-
OTHERS	(7,770,737.00)	957,642.00
TOTAL INCOME TAX EXPENSES	(3,428,677.00)	957,642.00

Note: During the year ended 31st march 2020, the Government of India vide Taxation Laws (amendment) tax ordinance, 2019 allowed an option to the domestic companies to switch to a lower tax rate of 22%(22.88% including cess) from the earlier 25%(26% including cess) subject to the condition that the company will not avail any of the specified deductions / incentives under the Income Tax Act. The company has elected to continue with the deductions and incentives along with the old rate of tax.

NOTE 34: Fair value disclosures for financial Instruments (Inventories), Financial assets and financial liabilities

	As at March 31, 2020			As at March 31, 2019		
	FVTPL	FVOCI	Amortised Cost	FVTPL	FVOCI	Amortised Cost
Financial instruments						
by category						
Inventories	70,574,664	-	-	115,040,119	-	-
Financial assets						
Non-current investments	200	-	-	200	-	-
Cash and cash equivalents	-	-	1,199,441	-	-	1,724,916
Other bank balance	-	-	-	-	-	-
Other financial assets	-	-	19,878,263	-	-	39,341
Total Financial assets	70,574,864	-	21,077,704	115,040,319	-	1,764,257

**Notes on Financial Statements for the year ended 31st March, 2020**

Financial Liabilities						
Long-term borrowings	-	-	33,981	-	-	162,020
Short-term borrowings	-	-	12,154,196	-	-	3,127,111
Trade payables	-	-	176,339	-	-	143,399
Lease liabilities	-	-	42,021	-	-	-
Other financial liabilities	-	-	520,714	-	-	290,202
Total Financial liabilities	-	-	12,927,252	-	-	3,722,732

i) Fair value hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial Instruments and liabilities measured at fair value

	As at March 31, 2020			As at March 31, 2019		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Inventories	70,574,664	-	-	115,040,119	-	-
Non-current investments			200			200
Total	70,574,664	-	200	115,040,119	-	200

Financial assets and liabilities measured at amortised cost

	As at March 31, 2020			As at March 31, 2019		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Cash and cash equivalents	-	-	1,199,441	-	-	1,724,916
Other bank balance	-	-	-	-	-	-
Other financial assets	-	-	19,878,263	-	-	39,341
Total financial assets	-	-	21,077,704	-	-	1,764,257
Long-term borrowings	-	-	33,981	-	-	162,020
Short-term borrowings	-	-	12,154,196	-	-	3,127,111
Trade payables	-	-	176,339	-	-	143,399
Lease liabilities			42,021			-
Other financial liabilities	-	-	520,714	-	-	290,202
Total financial liabilities	-	-	12,927,252	-	-	3,722,732

**Notes on Financial Statements for the year ended 31st March, 2020**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities and unlisted preference shares are included in level 3.

**There are no transfers between levels 1, 2 and 3 during the year

(ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include: Investments in quoted equity instruments are valued using the closing price at Bombay Stock Exchange (BSE) at the reporting period.

(iii) Fair value of Financial assets and liabilities measured at amortised cost

	As at March 31, 2020		As at March 31, 2019	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Cash and cash equivalents	1,199,441	1,199,441	1,724,916	1,724,916
Other bank balance	-	-	-	-
Other financial assets	19,878,263	19,878,263	39,341	39,341
Total financial assets	21,077,704	21,077,704	1,764,257	1,764,257
Financial liabilities				
Long-term borrowings	33,981	33,981	162,020	162,020
Short-term borrowings	12,154,196	12,154,196	3,127,111	3,127,111
Trade payables	176,339	176,339	143,399	143,399
Lease liabilities	42,021	42,021	-	-
Other financial liabilities	520,714	520,714	290,202	290,202
Total financial liabilities	12,927,252	12,927,252	3,722,732	3,722,732

- a) The carrying amounts of trade receivables, trade payables, cash and cash equivalents, bank balances other than cash and cash equivalents, borrowings and other financial liabilities are considered to be the same as their fair values, due to their short term nature.

NOTE: 35 Corporate Social Responsibility (CSR) Activities

During the year, the Company has spent Rs. 10,00,000.00 (PY Rs. 25,000.00) towards Corporate Social Responsibility (CSR) under section 135 of the Companies Act, 2013 and rules thereon by way of contribution to various Trusts / NGOs / Societies / Agencies.



Notes on Financial Statements for the year ended 31st March, 2020

NOTE - 36: Financial risk management

The Company's activities expose it to market risk, liquidity risk and credit risk.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

The company has a robust risk management framework comprising risk governance structure and defends risk management processes. The risk governance structure of the company is a formal organization structure with defined roles and responsibilities for risk management.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, loans & other financial assets measured at amortized cost.	Ageing analysis	Diversification of bank deposits, credit limits in select cases.
Liquidity risk	Other financial liabilities	Sensitivity analysis	Availability of committed credit lines and borrowing facilities
Market risk	Trading in equity shares and security prices derivative trading in equity shares,	Sensitivity analysis	Portfolio diversification & extensive research

The Company risk management is carried out under the guidance from the board of directors. Company's board identifies, evaluates and hedges financial risks in close coordination with the company's operating units. The board provides written principles for overall risk management, as well as policies covering specific areas, such as, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity. There is no change in objectives and process for managing the risk and methods used to measure the risk as compared to previous year.

1) Credit Risk :

Credit risk is the risk that the counterparty will not meet its obligation under a financial instrument or customer contract, leading to financial loss. The Credit risk mainly arises receivables from share broker, cash and cash equivalents, loans and deposits with banks, financial institutions & others.

a) Cash and cash equivalents:

The cash and cash equivalents are held with public bank.

b) Other Bank Balances:

Other bank balances are held with public bank.

**Notes on Financial Statements for the year ended 31st March, 2020****c) Other financial assets:**

Other financial assets include security deposits and refund receivable from Tax authorities neither past due nor impaired.

2) Liquidity Risk :

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses.

Company treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows:

(i) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

Particular	As at March 31, 2020	As at March 31, 2019
Expiring within one year (Loan facility from NBFC))	16,78,45,804	9,38,72,961

(ii) Maturity pattern of financial liabilities

As at April 1, 2020	Not Due	0-6 months	06-12 months	More than 12 months
Borrowings	1,21,54,196	63,006	65,032	33,981
Trade Payable		1,76,339		
Other financial liabilities		3,48,291	44,385	42,021
Other current liabilities		81,875		
As at April 1, 2019	Not Due	0-6 months	06-12 months	More than 12 months
Borrowings	31,27,039	56,748	59,545	1,62,020
Trade Payable	-	1,43,399	-	-
Other financial liabilities		1,73,910		
Other current liabilities	-	24,173	-	-



Notes on Financial Statements for the year ended 31st March, 2020

3) Market Risk :

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks namely interest rate risk, currency risk and other price risk, such as commodity risk. currently The Company is not exposed to interest rate risk and currency risk whereas the exposure to other price risk is given below:

A) Market Risk- Price risk.

(a) Exposure

The company is mainly exposed to the price risk due to its dealings made in equity instruments held by the company and classified in the balance sheet at fair value through profit or loss. The price risk arises due to uncertainties about the future market values of these Equity instruments. To manage its price risk arising from holding in equity securities, the company diversifies its portfolio and does extensive market research analysis.

(b) Sensitivity

The table below summarizes the impact of increases/decreases of the BSE index on the Company's equity and Gain/ Loss for the period. The analysis is based on the assumption that the index has increased by 5% or decreased by 5% with all other variables held constant, and that all the company's equity instruments moved in line with the index.

Particulars	Impact on other Component of Equity	
	For year ended	
	March 31, 2020	March 31, 2019
BSE Sensex 30 Increase 5%	35,28,733	57,52,005
BSE Sensex 30 Decrease 5%	(35,28,733)	(57,52,005)

NOTE 37: Capital management

(a) Risk Management

The company's objectives when managing capital are to safeguard the company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

**Notes on Financial Statements for the year ended 31st March, 2020**

The Company monitors capital on the basis of the following gearing ratio:

Particulars	As at	As at
	March 31, 2020	March 31, 2019
Net debt (total borrowings net of cash and cash equivalents, other bank balances and current investments)	1,09,88,737	15,64,144
Total equity	8,30,79,013	10,97,94,619
Net debt equity ratio	13.23%	1.42%

(b) No Dividend paid by the company during the period

NOTE 38: Movement in deferred tax Liability.

Particular	Depreciation & Disallowables	FVTPL	B/F Loss	Total
At March 31, 2018	2,35,416	60,43,876	NIL	62,79,292
charged/credited:- to profit or loss	(78,015)	89,12,126	(78,76,469)	9,57,642
At March 31, 2018	1,57,401	1,49,56,002	(78,76,469)	72,36,934
charged/credited:- to profit or loss	28,310	-1,49,56,002	71,56,955	-77,70,737
At March 31, 2019	1,85,711	—	(7,19,514)	-5,33,803

NOTE: 39 The outbreak of Coronavirus (Covid-19) globally and in India is causing significant disturbance and slowdown of economic activity. The company has evaluated its impact on its business operations and based on its review and current indicators of future economic conditions, there is no significant impact on its financial results.

NOTE : 40 Figures of Previous year are regrouped and reclassified wherever necessary.

As per our report of even date
FOR, SANJAY RAJA JAIN & CO.
CHARTERED ACCOUNTANTS
FIRM REG. NO. 120132W

SURJEET JAIN
PARTNER
(M. No. 129531)
UDIN : 20129531AAAACS8950

PLACE : MUMBAI
DATE : 30/06/2020

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

(RIKEEN. P. DALAL)
DIRECTOR
DIN:01723446

(SEJAL R DALAL)
DIRECTOR
DIN:01723369

(ANKIT AGARWAL)
COMPANY SECRETARY
FCS:A26714

(SAMIR DESAI)
CFO

PLACE : MUMBAI
DATE : 30/06/2020

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