



08.09.2020

To,

Listing Compliance  
BSE Ltd.  
Pheroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

Respected Sir / Madam,

**Ref: Scrip Code: 511557; Scrip Name: PROFINC**

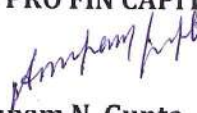
**Sub: Submission of Annual Report for the financial year 2019-20.**

In compliance with Regulation 34(1) of the SEBI Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Notice of 29th Annual General Meeting (AGM) and Annual Report of the Company for the financial year 2019-20. Electronic copies of the same have been sent to all the shareholders whose email addresses are registered with the Company/ Depository Participant(s).

Kindly acknowledge the receipt of the same.

Thanking You,

For PRO FIN CAPITAL SERVICES LTD

  
Anupam N. Gupta  
Managing Director  
DIN: 02294687



**PRO FIN CAPITAL  
SERVICES LTD.**



**29<sup>th</sup> Annual Report 2019-2020**

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2020**

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## CORPORATE INFORMATION

BOARD OF DIRECTORS		
Mr. Anupam Narain Gupta Managing Director	02294687	
Mr. ABHAY NARAIN GUPTA Jt. Managing Director	02294699	
Mrs. NEHA ANUPAM GUPTA Women Director	07145514	
Mr. ATUL KUMAR Independent Director	07271915	
Mr. MANAV KUMAR Independent Director	08309105	
AUDITOR	A K Kocchar & Associates 601, Vakratunda Corporate Park, Off, Aarey Road, Behind Udipi Vihar, Goregaon (E), Mumbai.	
BANKERS	HDFC Bank Limited Punjab National Bank ICICI Bank Limited	
REGISTRAR AND SHARE TRANSFER AGENTS	Beetal Financial & Computer Services (p) Ltd Beetal House, 3 <sup>rd</sup> Floor, 99, Madangir, Behind Local Shopping Centre, Nr. Dada Harsukhdas Mandir, New Delhi- 110062 Tel: .011 29961281/83 Fax: 011 29961284	
REGISTERED OFFICE	B/503, Western Edge II, Western Express Highway, Borivali (East), Mumbai- 400 066 Tel: 022 – 28702070 Fax: 022- 28702072	
Email ID	<a href="mailto:profin.capital1@gmail.com">profin.capital1@gmail.com</a>	
Website	<a href="http://www.profincapital.com">www.profincapital.com</a>	
CIN	L51909MH1991PLC250695	

## NOTICE

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the Members of Pro Fin Capital Services Limited will be held through Video Conference / Other Audio Visual Means, on Wednesday, 30<sup>th</sup> September 2020 at 02.00, to transact the following business:

### Ordinary business

- 1) To receive, consider and adopt the Standalone and consolidated audited Financial Statements of the Company for the Financial year ended 31st March 2020, the report of the Directors and the Auditors thereon.
- 2) To appoint a director in place of Mr. Abhay Narain Gupta (Din- 02294699) who retires by rotation and being eligible offers himself for re appointment.
- 3) To consider and if thought fit to pass, with or without modification, the following resolution as an ordinary resolution:

**RESOLVED THAT** pursuant to section 139 and other applicable provisions, if any, of the Companies Act 2013 and the relevant rules framed thereunder, M/s A.K. Kocchar & Associates Chartered Accountants (Membership No. 134763) be and are hereby appointed as the auditors of the Company from the conclusion of this annual general meeting till the conclusion of the annual general meeting relating to the financial year ending 31st March 2025.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to fix their remuneration for every financial year.

### Special business

- 4) **Increasing the borrowing powers under Section 180(1) ( C ) of the Companies Act, 2013 up to 300 Cr.(Three Hundred Crores).**

To Consider and if thought fit to pass, with or without modification, the following resolution as a special Resolution:

“Resolved That pursuant to the provisions of the section 180(1) ( C ) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made there under, the consent of the members of the Company be and is hereby accorded by way of special resolution, to the Board of Directors of the Company including any committee constituted by the board of directors for the purpose ("Board") for borrowing from time to time, as it may think fit, any sum or sums of money in any currency on such terms and conditions as the Board may deem fit, by way of loans, issuance of bonds, notes, debentures or other securities whether convertible into equity/ preference shares or not, from banks, financial or other institution(s), investors, mutual fund(s), or any other persons, up to an aggregate amount of Rupees 300 Crores

(Three Hundred Crores) notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose."

RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deeds, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution."

**5) To approve the change in terms of appointment of Mr. Anupam Gupta (Din: 02294687) as a Managing Director of the Company to consider and if thought fit, to pass the following resolution as a Special Resolution:**

RESOLVED FURTHER THAT in supersession of the earlier resolutions passed in the annual general meeting of the company held on 28th September, 2018 and pursuant to the provisions of the Section 196, 197, 198, 203, read with the Schedule V of the Companies Act 2013 and other applicable provisions, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and pursuant to the recommendation of the Nomination and Remuneration Committee and the acceptance thereof by the Board of Directors of the Company, the consent of the Shareholders be and is hereby accorded to the Board of Directors, to revise the remuneration, by way of increase in the remuneration payable to Mr. Anupam Gupta (Din: 02294687) as a Managing Director of the Company from existing remuneration of Rs. 600,000 per annum to Rs. 30,00,000 (Rupees Thirty Lakhs ) per annum inclusive of all benefits and perquisites, for a period of three years from 1st April 2020 or upto the date on which his present terms of appointment would expire, whichever is earlier, with power to the Board of Directors ("The Board ") to alter and vary the remuneration in such a manner as may be permitted in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by an between the Board and Anupam Gupta (Din: 02294687 time to time."

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the remuneration of Rs. 30,00,000 per annum or any other increased remuneration which the Board may approve, subject to ceiling stipulated in Schedule V of the Companies Act 2013, may be paid as the minimum remuneration.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to do, perform and execute all such acts, deeds and things and to settle all question arising out of incidental thereto, and to give such directions as may be

necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution.”

- 6) **To approve the change in terms of appointment of Mr. Abhay Narain Gupta (Din: 02294699) as a Managing Director of the Company to consider and if thought fit, to pass the following resolution as a Special Resolution:**

RESOLVED FURTHER THAT in supersession of the earlier resolutions passed in the annual general meeting of the company held on 28<sup>th</sup> September, 2018 and pursuant to the provisions of the Section 196, 197,198, 203, read with the Schedule V of the Companies Act 2013 and other applicable provisions, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and pursuant to the recommendation of the Nomination and Remuneration Committee and the acceptance thereof by the Board of Directors of the Company, the consent of the Shareholders be and is hereby accorded to the Board of Directors, to revise the remuneration, by way of increase in the remuneration payable to Mr. Abhay Narain Gupta (Din: 02294699) as a Whole Time Director of the Company from existing remuneration of Rs. 600,000 per annum to Rs. 30,00,000 (Rupees Thirty Lakhs ) per annum inclusive of all benefits and perquisites, for a period of three years from 1st April 2020 or upto the date on which his present terms of appointment would expire, whichever is earlier, with power to the Board of Directors (“The Board”) to alter and vary the remuneration in such a manner as may be permitted in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by an between the Board and Abhay Narain Gupta (Din: 02294699) time to time.”

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the remuneration of Rs. 30,00,000 per annum or any other increased remuneration which the Board may approve, subject to ceiling stipulated in Schedule V of the Companies Act 2013, may be paid as the minimum remuneration.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to do, perform and execute all such acts, deeds and things and to settle all question arising out of incidental thereto, and to give such directions as may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution.”

- 7) **Issue of Securities by way of Qualified Institutional Placement (QIP)/Right Issue/Private Placement**

To consider and if thought fit to pass with or without modification the following resolution as a special resolution:

RESOLVED THAT pursuant to section 62(1)(c) and other applicable provisions, if any, of the Companies Act 2013 and the relevant rules made thereunder (including any amendment thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended from time to time (**SEBI ICDR Regulations**), the provisions of such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time and issued by the Government of India, the Reserve Bank of India, SEBI, the stock exchanges where the Company's shares are listed and in accordance with the relevant provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions of the appropriate authorities, as may be necessary, and subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, the approval of the shareholders is hereby accorded to permit the Board of Directors (**the Board**) in its absolute discretion, to create, offer, issue and allot from time to time, in one or more tranches by way of Qualified Institutional Placement (QIP)/Right Issue/Private Placement) as defined under the **SEBI ICDR Regulations**, equity shares or non-convertible debt instruments along with warrants (hereinafter referred to as the "**Securities**") with a right exercisable by the warrant holders to convert or subscribe to the equity shares in such a manner that the total amount to be raised by the issue of the said **Securities** shall not exceed Rs. 50 crores, at such price or prices, in one or more tranches, at market price or at a permissible discount or premium to market price(s) in terms of applicable regulations to be determined by the Board at the time of issue, at its absolute discretion without requiring any further approval or consent from the shareholders of the Company and subject to applicable guidelines/regulations in force.

**RESOLVED FURTHER THAT** the relevant date for determining the price of the **Securities** to be allotted, if any, shall mean, in case of allotment of equity shares, the date of the meeting in which the Board decides to open the proposed issue and in case of allotment of convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of the convertible securities become entitled to apply for the equity shares, as provided under applicable law or such other time as may be prescribed by applicable law from time to time.

**RESOLVED FURTHER** that in terms of Regulation 179(1) of the **SEBI ICDR Regulations** a minimum of 10% of the securities shall be allotted to Mutual Funds and if the Mutual Funds do not subscribe to the said minimum percentage or part thereof, such minimum portion or part thereof may be allotted to other **QIBs** and that no allotment shall be made directly or indirectly to any **QIB** who is a promoter or a person related to the promoters of the Company.



**RESOLVED FURTHER** that in terms of provisions of **SEBI ICDR Regulations**, the Board may at its absolute discretion issue equity shares (including upon conversion of the Securities) at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the "Floor Price" as determined in terms of **SEBI ICDR Regulations**.

**RESOLVED FURTHER** that the Board be and is hereby authorized to create, issue, offer and allot such number of equity shares as may be required to be issued and allotted, including issues and allotment of equity shares upon conversion in accordance with the terms of the offer and all such equity shares shall be issued in accordance with the terms of the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER** that the issue of **Securities** shall be subject to the following terms and conditions:

- (i) The equity shares that may be issued and allotted directly or on conversion of convertible securities issued, shall rank *pari passu* with the existing equity shares of the Company in all respects including dividend, if any.
- (ii) The allotment of **securities** shall be completed within twelve months of the date of passing this resolution.
- (iii) In case of securities other than equity shares, such securities shall be converted into equity shares within sixty months from the date of allotment.
- (iv) No subsequent **QIP** shall be made until the expiry of six months from the date of prior **QIP** approved by way of this special resolution.
- (v) Such of the **securities** as are not subscribed may be disposed of by the Board in its absolute discretion in such manner as the Board may deem fit and as permissible by law.

**RESOLVED FURTHER** that the Board is hereby authorized to do such acts, deeds and matters as may be necessary to give effect to this resolution.

Date : 13.08.2020  
Place: Mumbai

By order of the Board of Directors  
(Anupam Narain Gupta)  
Managing Director

**IMPORTANT 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 April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 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 EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, 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 authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
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. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
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 Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.profincapital.co.in](http://www.profincapital.co.in). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Numbers (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their Depository Participants with whom they maintain their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Company or its RTA.
9. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
10. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23.09.2020
11. Mr. L. Krishnamoorthy Practising Company Secretary, FCS 2358 COP No: 6885 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Scrutinizer will submit, within 48 hours of conclusion of the AGM a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
12. The result declared along with the result of the Scrutinizer shall be placed on the website of the Company viz. [www.profincapital.com](http://www.profincapital.com) and on the website of the NSDL immediately after the declaration of the result by the chairman or a person authorized by him in writing. The results shall be immediately forwarded to the BSE Limited, Mumbai.
13. The place of meeting held by VC/OAVM will be deemed to be the Registered Office address of the Company.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on Sunday, September 27, 2020 at 09:00 A.M. and ends on Tuesday, September 29, 2020 at 05: 00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in	16 Digit Beneficiary ID

demat account with CDSL.	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
    - (iii) Shareholders whose email ID is not registered is requested to send their updated email id to [profin.capital1@gmail.com](mailto:profin.capital1@gmail.com) or [beetalrta@gmail.com](mailto:beetalrta@gmail.com).
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio

number, your PAN, your name and your registered address.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

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

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

**General Guidelines for shareholders**

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [murti\\_1945@rediffmail.com](mailto:murti_1945@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [profin.capital1@gmail.com](mailto:profin.capital1@gmail.com).  
In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [profin.capital1@gmail.com](mailto:profin.capital1@gmail.com)

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members 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.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.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 EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

**Date: 13.08.2020**

**Place: Mumbai**

**By order of the Board of Directors**

**Anupam Narain Gupta**

**Managing Director**



**Explanatory Statement (Pursuant to section 102 of the Companies Act, 2013  
Item No. 4**

The Board of Directors of a Company shall not, except with the consent of Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves as per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") and its rules thereunder.

It is therefore, necessary for the members to pass a Special Resolution under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, as set out at Item No. 3 of the Notice, to enable the Board of Directors to borrow money upto Rs. 300 Crores (Rupees Three Hundred Crores).

The Board recommends the Special Resolution as per the accompanying Notice, for approval by the Shareholders of the Company.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

**Item No. 5 and 6**

Anupam Gupta (Din: 02294687) and Abhay Narain Gupta (Din- 02294699) Managing Director and whole time directors & Joint Managing Director respectively were re-appointed as Managing Director and whole time directors & Joint Managing Director at the 27th annual general meeting of the Company held on 28.09.2018 for the period of five years. On the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on June 26, 2020 has approved the change in terms including remuneration and perquisites payable to them for remaining term of appointment as per the revised as per the terms & conditions mentioned. In terms of the provisions of section 196, 197 read with schedule V of the Companies Act, 2013, the approval of the members by way of special resolution is required for making such variation.

Both the KMPs were drawing very low remuneration, although entitled to higher remuneration, for almost 10 years. The Company has achieved substantial increase in its income , EBITDA and PAT, in the last 10 years.. Based on the performance of the Company in the last two years, the Nomination and Remuneration Committee recommended substantial increase in the remuneration. Even the increased remuneration is much below what is permissible under Schedule V.

**Item No. 7**

The Company's operations have increased substantially with the increased demand for credit. Various options for raising long term resources for the operations of the Company were considered by the Board. It is proposed to offer the securities, (equity shares or convertible securities) by way of Qualified Institutional Placement (**QIP**) to Qualified Institutional Buyers (**QIBs**) /Right Issue/ Private Placement in accordance Chapter VI of SEBI ICDR Regulations 2018. The terms and conditions of the issue are mentioned in the resolution which are in accordance with Chapter VII of **SEBI ICDR Regulations**. The price will be determined as per the said Regulations.

None of the Directors or KMPs or their relatives are interested or concerned in the special resolution.

The Directors commend to the members approval of the resolution.

**Brief Profile of Director being Re-appointed:**

Name	Abhay Narain Gupta
DIN	02294699
Age	39
Date of Appointment	16/02/2011
Qualification	H.S.C
Other Directorship	<ol style="list-style-type: none"> <li>1) Milgrey Finance And Investments Limited</li> <li>2) Asian Commtrade Private Limited</li> <li>3) Asian Fintrade Services Private Limited</li> <li>4) Koshika Bioscience Private Limited</li> <li>5) Triyamb Securities Private Limited</li> </ol>
Expertise	Having wide experience in investments, finance and corporate management.
Chairman/member of committee of the Board of the Companies on which he /she is a Director	Milgrey Finance And Investments Limited Nomination & Remuneration Committee - Chairman
Number of meetings attended during the year	8 (Eight)
Shareholding in the Company	90,063
Relationship with any Director (s) of the Company	He is related to Mr. Anupam Gupta- Managing director

Date : 13.08.2020

Place: Mumbai

**By order of the Board of Directors  
(Anupam Narain Gupta)  
Managing Director**

**DIRECTORS' REPORT**

To:  
The Members of Pro Fin Capital Services Limited

Your Directors have pleasure in presenting their 29<sup>th</sup> Annual Report and the audited financial statements for the financial year ended 31<sup>st</sup> March 2020

**1 Financial Results**

The summarized financial results for the financial year ended 31<sup>st</sup> March 2020 are presented below:

Rs. In Lakhs

Details	Financial year ended 31 <sup>st</sup> March 2020 (stand alone)	Financial year ended 31 <sup>st</sup> March 2019 (stand alone)
Income	346.70	6169.11
Profit before tax	447.32	299.62
Taxation	116.27	83.38
Minority Interest	----	----
Transfer to statutory reserve & provision for standard assets	66.32	90.84
Profit for the year	295.07	118.32
Balance brought forward previous year (loss)	119.37	1.05
Less: Dividend proposed including dividend distribution tax	----	7.06
Balance carried to balance sheet (loss)	414.92	119.37

- **Performance Highlights**

The Income during the financial year ended 31<sup>st</sup> March 2020 is Rs. 346.70 Lakhs compared to Rs. 6169.11. Lakhs. The Profit for the year for the financial year ended 31<sup>st</sup> March 2020 is Rs 295.07 lakhs compared to Rs. 118.32 lakhs in the previous year.

- **Dividend and Reserves**

Board of Directors of the Company does not recommend any dividend for the year under consideration. No amount is transferred to General reserves for the financial year 2019 - 2020.

- **Share Capital**

During the year under review, there was no change in the share Capital structure and the paid up capital of the Company remains at Rs. 70,669,000 during the year the company had not issued any securities carrying convertible in to Equity Shares or carrying differential voting rights.

**2. Change In Nature Of Business, If Any:**

During the year under review there is no change in nature of business.

### **3. Finance & Accounts**

The Company prepares its financial statements in accordance with the requirements of the Companies Act 2013 (hereinafter referred as "the Act" or "Act") and the Generally Accepted Accounting Principles (GAPP) as applicable in India. The financial statements have been prepared on historical cost basis in conformity with the Indian Accounting Standards ("Ind AS"). The estimates and judgments relating to the financial statements are made on a prudent basis so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the financial year ended 31st March 2020.

### **4. NBFC registration with RBI NBFC registration with RBI**

During the year under report, the Company continues to be registered with RBI as an NBFC.

### **5. Subsidiaries and Associate Company**

Tera Natural Resources Private Limited ceased to be a subsidiary during the financial year ended 31st March 2020. Tera Natural Resources Private Limited is associate company. Necessary details in form AOC-1 are annexed to this report.

### **6. Statement On Annual Evaluation Of Board, Committee And Its Directors**

Pursuant to the provisions of the Companies Act, 2013 and provisions of Regulations of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Stakeholder Relationship and Nomination & Remuneration Committees. A separate exercise was carried out to evaluate the performance of individual Directors who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of Non-Independent Directors was carried out by Independent Directors. The Directors expressed their satisfaction with the evaluation process

### **7. Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. Remuneration Policy is available on company's website [www.profincapital.co.in](http://www.profincapital.co.in)

### **8. Board of Directors**

The Board of Directors of the Company is duly constituted.

Mr. Abhay Gupta retires by rotation and being eligible offers himself for reappointment. Appropriate resolution for his re-appointment is being placed for the approval of the shareholders of the Company at the ensuing AGM

### **9. Meetings of Board of Directors**

The Meetings of the Board of Directors are scheduled well in advance and held at the Registered Office of the Company at Borivali. The notice confirming the meeting and the detailed agenda is sent well in advance to all the Directors.

During the year under report, the Board met 8 (Eight) times on 02.04.2019, 29.05.2019, 17.07.2019, 13.08.2019, 16.09.2019, 23.10.2019, 22.01.2020 and 09.03.2020.

#### **10. Audit Committee**

The Audit Committee consists of two independent directors and the CFO, namely:

- 1) Mr. Atul Kumar
- 2) Mr. Manav Kumar
- 3) Mr. Abhay Gupta – CFO

During the year, the Audit Committee met 4 times on 29.05.2019, 13.08.2019, 23.10.2019 and 22.01.2020,

#### **11. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee consists of two independent directors and the CFO, namely:

- 1) Mr. Atul Kumar
- 2) Mr. Manav Kumar
- 3) Mr. Abhay Gupta – CFO

During the year, the Nomination and Remuneration met 2 times on 04.04.2019 and 29.05.2019,

#### **12. Internal Financial Controls:**

The Company has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of fraud and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

#### **13. Listing of shares on BSE**

During the financial year under report, the equity shares issued by the company continue to be listed on BSE. The Listed Capital of the Company is 70,66,900 at the face value of Rs. 10/- each.

#### **14. Extract of Annual Return**

The extract of Annual Return in Form MGT 9, as required in section 92 of the Companies Act, 2013, as at 31<sup>st</sup> March 2020, can be accessed by clicking at the following link [www.profincapital.co.in/downloads.php](http://www.profincapital.co.in/downloads.php)

#### **15. Vigil Mechanism / Whistle Blower Policy**

The Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Company has established a vigil mechanism to be known as the 'Whistle Blower Policy' for its Directors and employees to report instances of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The aim of the policy is to provide adequate safeguards against victimization of whistle blower who avails of the mechanism and also provide direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases.

Accordingly, 'Whistle Blower Policy' has been formulated with a view to provide a mechanism for the Directors and employees of the Company to approach Chairman of the Audit Committee of the Company. The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees willing to raise concerns about serious irregularities within the Company.

### **16. Prevention of Insider Trading**

The Company has adopted a Code of Conduct for prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code. The Companies Code of Conduct is available on companies Website.

### **17. Particulars of loans, guarantees or investments by the Company**

The Company has not given any Loans or provided Guarantee and Security within the meaning of section 186 of Companies Act, 2013.

### **18. Significant and material orders passed by the Regulators or Courts**

There are no significant and material orders passed by the regulators or courts against the Company during the year.

### **19. Material Changes Affecting The Financial Position Of The Company:**

There have not been any material changes and commitment affecting the financial position of the Company during the financial year 2019-20.

### **20. Directors responsibility statement**

To the best of knowledge and belief and according to the information and explanation obtained by them, your directors make the following statement in terms of section 134 (3) (c) read with section 134(5) of the Companies Act, 2013 in preparation of the Annual Accounts for the year ended on March 31, 2020 and state that:

- (i) That in preparation of annual accounts for the year ended 31<sup>st</sup> March 2020 the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) 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 31<sup>st</sup> March 2020 and of the profit of the Company for the year ended on that date;
- (iii) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the annual accounts have been prepared on a going concern basis
- (v) That the directors have devised proper systems to ensure compliance with the provisions of all applicable law and that such systems were adequate and operating effectively

**21. Statement On Declaration By Independent Director:**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of Companies Act, 2013 read with Rules and Regulation 16(1) (b) of SEBI (Listing Obligation and disclosure requirements) Regulation, 2015 with the Stock Exchanges.

**22. Statutory auditors**

M/s. A K Kocchar & Associates, Chartered Accountants was appointed as a statutory auditors of the Company w.e.f. 26.06.2020. Resolution for appointment for the term of 5 years is being placed for the approval of the shareholders of the Company at the ensuing AGM

**23. Cost Audit**

The provisions of the Companies (Cost Records and Audit) Rules 2014 are not applicable to the company's operations.

**24. Secretarial Audit Report**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules made there under, the Company has appointed Mr. L. Krishnamoorthy, Practicing Company Secretary, to undertake the Secretarial Audit of the Company for the financial year 2019-2020. The Secretarial Audit Report for the financial year 2019-20 has been annexed to this Report.

**25. Internal control system and their adequacy**

The Company has an effective internal control system commensurate with its size and scale of its operations. The Audit Committee reviews the adequacy and effectiveness of the internal control systems and suggests improvements, wherever required.

**26. Environment and safety**

The Company's operations do not pose any environmental hazards.

**27. Statutory Information**

**(A) Conservation of energy:** Not applicable

**(B) Technology Absorption:** Not applicable

**(C) Foreign exchange earnings and expenses:** Not applicable

**28. Corporate Social Responsibility**

The provisions of Section 135 are not applicable to the Company.

**29. Related party transactions**

All transactions entered with related parties for the financial year ended 31<sup>st</sup> March 2020 were on arm's length basis and in the ordinary course of business. Hence provisions of Section 188 of the Companies Act, 2013 are not attracted and disclosure in Form AOC 2 is not required. All related party transactions are placed before the Audit Committee and the Board of Directors for approval. The related party transactions during the year are disclosed in the Notes to the Accounts at appropriate place.



**30. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

The Company has in place a Policy with respect to Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and has framed a Committee for implementation and periodical review of such policy.

31. The required disclosures under the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014 are given in annexure 1 which forms part of Report.

32. In terms of Regulation 15(2) of SEBI (LODR) Regulation Relating to Corporate Governance are not applicable to the company and hence the details are not given.

**33. Acknowledgement**

Your Directors would like to place on record their sincere appreciation to Shareholders, Bankers, Institutions and Employees for their co-operation and support.

Place: Mumbai  
Date: 13.08.2020

**For and on behalf of Board of Directors**

Sd/-  
**(Anupam N. Gupta)**  
**Managing Director**

**SECRETARIAL AUDIT REPORT**

For the financial year ended 31<sup>st</sup> March 2020

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

To: The Members  
Pro Fin Capital Services Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by PRO FIN CAPITAL SERVICES LIMITED (CIN L51909MH1991PLC250695) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing my opinion thereon.

2 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 the secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereunder.

3 I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2020 according to the provisions of :

- i) The Companies Act 2013(the Act) and the rules made there under;
- ii) The Securities Contracts (Regulation)Act 1956 and the rules made there under;
- iii) The Depositories Act 1996 and the regulations and bye laws framed there under;
- iv) Foreign Exchange Management Act 1999 and the rules and regulations made there under to the extent of foreign direct investment, overseas direct investment and external commercial borrowings;
- 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 (SEBI) (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
  - (b) SEBI (Prohibition of Insider Trading) Regulations 2015;
  - (c) SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018;
  - (d) SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015
  - (e) SEBI (Registrars to an issue and Share Transfer Agents) Regulations 1992 regarding the Companies Act 2013 and dealing with the clients.
  - (f) There were no events during the audit period necessitating compliance with the following regulations:
    - SEBI (Share based Employee Benefits) Regulations 2014;
    - SEBI (Issue and Listing of Debt Securities) Regulations 2008;
    - SEBI (Delisting of Equity Shares) Regulations 2009;
    - SEBI (Buyback of Securities) Regulations 2018

iv) The Directions, guidelines, circulars issued by Reserve Bank of India, in so far as they are applicable to the Company as NBFC.

4 I have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India.

5 During the period under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards, directions, circulars, as mentioned above.

**6 I further report that**

- i) 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;
- ii) Adequate notice is given to all directors to schedule the board meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting;
- iii) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

**Place: Mumbai**

**Dated 13<sup>th</sup> August 2020**

**Name: Lakshminarayan Krishnamoorthy**

**FCS No 2358; COP 6885**

**UDIN:F002358000586480**

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

**Annexure A to the Secretarial Audit Report**

To  
The Members  
Pro Fin Capital Services Limited

**The Secretarial Audit of even date is to be read with this letter.**

- 1 The management is responsible for compliance of applicable laws, rules, regulations, standards, directions as applicable to Pro Fin Capital Services Limited (the Company). Our examination of the records and procedures was based on test check basis for issuing the Secretarial Audit Report for the financial year ended 31<sup>st</sup> March 2020.
- 2 The management of the Company is responsible for the maintenance of secretarial and other records as applicable to the Company under various laws. Our responsibility is to issue Secretarial Audit Report which is based on the relevant records maintained and information/explanations as furnished to us by the Company and its officials. Wherever required, the management representation about compliance of laws as applicable to the Company including major events during the audit period have been obtained from the management.
- 3 We have followed the laid down audit practices for verifying the correctness and contents of the secretarial and other records. The practices followed by us gave us reasonable basis to form our opinion for issuing the Secretarial Audit Report.
- 4 We have not verified the authenticity and signatures of the books and the financial accounts as maintained by the Company.
- 5 The Secretarial Audit Report does not give an assurance as to the future viability of the Company nor of the potency and competency with which the management has conducted the affairs of the Company.

**Place: Mumbai**  
**Dated: 13.08. 2020**

**Lakshminarayan Krishnamoorthy**  
**FCS 2358; COP 6885**

**PRO FIN CAPITAL SERVICES LIMITED**

(CIN: L51909MH1991PLC250695)

(A) The ratio of the remuneration of each director to the median employee’s remuneration and other details in terms of 197(12) of the Companies Act 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial personnel) Rules 2014.

Sr No	Requirements	Disclosure
1	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year ended 31 <sup>st</sup> March 2020	Anupam Gupta 8:1 Abhay Gupta 8:1
2	Percentage increase in remuneration of each director and CEO in the financial year ended 31 <sup>st</sup> March 2020	Anupam Gupta 500% Abhay Gupta 500%
3	The percentage increase of in the median remuneration of employees in the financial year.	25%
4	The number of permanent employees on the roll of the Company	18
5	The explanation on the relationship between average increase in remuneration and the Company performance	Both KMPs were drawing very low remuneration from the time of their appointments as KMPs for almost 10 years. The Company’s profitability., as on 31 <sup>st</sup> March 2020 is as follows: EBIDTA 49% PAT 135% Based on the performance of company in the last two years, the Nomination & Remuneration Committee recommended substantial increase in the remuneration. Even the increased remuneration is much below what is stipulated in Schedule V.
6	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 managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Having regard to the factors such as size of the operations of the Company, its profitability and the managerial remuneration paid by similar companies in the same group of industry, the Nomination & Remuneration Committee recommended the increase in remuneration of the managerial personnel which was approved by the Board of Directors of the Company. The same criteria are applied while increasing

		their remuneration of other employees, after taking into account their performance.												
7	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.	For the financial year ended 31 <sup>st</sup> March 2020 <table border="0"> <tr> <td>KMP</td> <td>against PBT</td> <td>Against operations</td> </tr> <tr> <td>MD</td> <td>6.70%</td> <td>0.85%</td> </tr> <tr> <td>WTD</td> <td>6.70%</td> <td>0.85%</td> </tr> <tr> <td>CS</td> <td>0.90%</td> <td>0.13%</td> </tr> </table>	KMP	against PBT	Against operations	MD	6.70%	0.85%	WTD	6.70%	0.85%	CS	0.90%	0.13%
KMP	against PBT	Against operations												
MD	6.70%	0.85%												
WTD	6.70%	0.85%												
CS	0.90%	0.13%												
8	The key parameters for any variable component of remuneration availed by the directors	There are no variable components in the remuneration of directors												
9	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.	No employee received remuneration in excess of the highest paid director during the year.												
10	Variations in the market capitalization of the Company, price earning ratio as the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year.	<b>Capitalisation:</b> (Rupees in lakhs) <table border="0"> <tr> <td></td> <td>31/3/2020</td> <td>31/03/2019</td> </tr> <tr> <td></td> <td>1508.78</td> <td>7611.05</td> </tr> </table> <b>Price earning ratio:</b> <table border="0"> <tr> <td></td> <td>31/03/2020</td> <td>31/03/2019</td> </tr> <tr> <td></td> <td>5.11</td> <td>64.49</td> </tr> </table>		31/3/2020	31/03/2019		1508.78	7611.05		31/03/2020	31/03/2019		5.11	64.49
	31/3/2020	31/03/2019												
	1508.78	7611.05												
	31/03/2020	31/03/2019												
	5.11	64.49												
11	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes. The remuneration paid is as per the remuneration policy of the Company												

There were no employees who were In receipt of the remuneration which in the aggregate was not less than Rs. 1,02,00,000 per annum or in part of year who were in receipt of remuneration which in aggregate was not less than Rs. 8,50,000 p.m. Hence no details are shown as required under section 197(12) of the Act and the relevant rules made thereunder.

**Form AOC—I**

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

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

**Part “A”: Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs.) : Not Applicable

**Part “B” Associate and Joint Venture**

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and  
Joint Ventures

Name of Associates:	Tera Natural Resources & Pellets Pvt. Ltd
Latest Audited Balance Sheet Date:	31.03.2020
Shares of Associate/Joint Ventures held by the: company on year end	
No of Shares	1,28,150
Amount of Investment in Associates	12,81,500
Extend of Holding %	46.92
Description of how there is significant influence.	No significant influence except investment
Reason why the associate is not consolidated	NIL
Networth attributable to Shareholding as per latest audited Balance Sheet	Rs. 5,04,31,271/- {Total Networth is Rs. 10,74,78,622}
Profit/Loss for the year	
i. Considered in Consolidation	Rs. (15,111) /- { Total Loss is Rs. (32,205) /- }
ii. Not Considered in Consolidation	----- NIL -----

## MANAGEMENT DISCUSSION AND ANALYSIS

### INDUSTRY STRUCTURE AND DEVELOPMENTS

Non-Banking Financial Companies (NBFCs) bring in diversity and efficiency to the financial sector. In the recent past, NBFCs have played increasingly important role in resource mobilisation and credit intermediation, thereby helping commercial sector to make up for low bank credit growth. The Reserve Bank and the Government have taken several measures to address various challenges by enhancing systemic liquidity and strengthening the governance and risk management framework of NBFCs.

The unprecedented outbreak of COVID-19 pandemic impacted the global economy and human life, making it a very challenging environment for all the businesses. The changes forced on people and businesses by the pandemic are likely to last for some time and established ways of doing business may undergo changes leading to new ways of working. The Company has been able to successfully manage immediate challenges of re-establishing normalcy in business operations and is in the process of assessing the long-term implications and opportunities that may emerge from this situation.

### INDIAN ECONOMIC OVERVIEW

India's GDP growth in FY20 continued on a downward growth trajectory which had begun in Q1FY19. The nation has been facing several structural stresses such as, sluggish private investment for more than six years, significant decline in savings rate for more than seven years and highest unemployment rate in the past 45 years. A broad-based consumption breakdown further accentuated the slowdown. The COVID-19 induced lockdown/social distancing measures started in March 2020 and put 75% of the overall economic activity into standstill. It consequently hastened the downward trajectory of GDP growth in Q4FY20 to 3.1%. For FY20, India's GDP growth declined to 4.2% as compared to 6.1% in FY19. The slowdown in GDP growth had an adverse impact on Government revenue collections and the COVID-19 induced lockdown further exacerbated the situation. Weaknesses in overall economic activity also put pressure on business growth of lenders including NBFCs.

### OVERVIEW OF THE FINANCIAL SERVICES INDUSTRY

India's financial services sector consists of the capital market, insurance sector, Banking Sector, Co-operative Banks and Non-Banking Financial Companies (NBFCs). Further, the RBI has given license to various companies to set-up of payments bank that is expected to revolutionize the financial sector in India as it focuses to conduct banking activities primarily through mobile phones. As a step forward for the financial inclusion, the Reserve Bank has also given license to various micro-finance companies to setup Small Finance Bank. Banks with a small finance bank license can provide basic banking service of acceptance of deposits and lending.

### BUSINESS & OPERATIONAL OVERVIEW

Your Company follows a customer –centric business philosophy, with its growth strategy centered on transparency in term of offerings, suitability of products and variety of choices to meet a range of needs of its customers.



A key strength of your company is the variety of its funding sources, which helps it optimize funding costs, protect interest margins, and retain its diversified funding portfolio. At the same time, this also enables the Company to achieve funding stability and liquidity, facilitating reduction in average borrowing costs.

#### **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

Due to the financial crises and other certain unavoidable circumstances, the Company's turnover for the financial year ended on 31st March, 2020 is INR 34,67,04,462 as compared to INR 61,69,11,542 to the turnover for the previous financial year.

During the year under review, your company registered profit of Rs. 2,95,07,876/- as compared to Rs. 1,18,32,565.

#### **OPPORTUNITIES AND THREATS**

The demand for credit picks up with the growth in economic activities. The economic policies and various economic reforms pursued by the government will spur the economic growth of the country in the years to come. This will naturally lead to credit demand. However, at macro level the trade policies followed by U.S.A may impact the growth in international trade. Although India is one of the largest growing emerging markets, it is very difficult to foresee how such policies will impact the country's economic growth.

NBFCs in the last two years face financial crunch due to drying up of sources of funds, bank's unwillingness to lend to NBFCs, shortage of liquidity, stressed assets, etc. . The situation has worsened due to Covid 19 pandemic with economic activities almost coming to a standstill. This has affected the Company's operations. The Company now concentrates on collection of dues rather than granting fresh loans.

The Board of Directors of the Company is seized of the issues and advises the management to take prompt corrective action wherever required.

#### **SEGMENT – WISE PERFORMANCE**

The Company is engaged in financial services during the year under review, hence the requirement of segment-wise reporting is considered irrelevant.

#### **OUTLOOK**

As the pandemic has spread across the globe, the adverse impact of COVID-19 has overshadowed global macroeconomic outlook. Several multilateral agencies have projected recession for the global economy in the calendar year 2020 with the IMF (International Monetary Fund) warning of the worst global recession in almost a century. The RBI estimates real GDP growth of India to remain in negative territory in FY21. Rating agencies and economic think-tanks have significantly reduced India's growth projections

for FY21 to -2% to -5% on the back of extended lockdown, factory shutdowns, supply chain disruptions, travel restrictions, reduced discretionary spending and recessionary outlook for the global economy.

No one has fair idea about how fast economy will overcome the effects of COVID-19, and Country's economy has just pressed RESTART button. Everyone is looking for pace at the same time no one can expect how and when situation will improve. But with the core and focused team we would try and get new horizons.

## **HUMAN RESOURCES**

Employees' relations continued to be harmonious throughout the year with the management. Your Company believes that, its employees are its greatest strength and the most valuable asset. The management and staff have a mutual faith and trust. The Company provides equal opportunity to all employees and strives to inculcate high performance culture in the organisation. Your company remains focused on attracting the best talent in the industry, nurturing them through robust learning and development mechanisms, and retaining them through progressive employee centric policies and practices.

## **INTERNAL CONTROL SYSTEMS**

Your Company has an adequate system of internal controls for business processes, operations, financial reporting, fraud control, and compliance with applicable laws and regulations, among others. Your company's Management Assurance and Audit function is headed by a senior management personnel with reporting lines to the Audit Committee of the Board and a dotted line reporting to the Managing Director.

## **COMPLIANCE**

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance department of the Company is continued to play a pivotal role in ensuring implementation of Compliance functions in accordance with the directives issued by regulators, the Company's Board of Director's and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

New instructions / guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and the functional units operate within the boundaries set by regulators and that compliance risks are suitably monitored and mitigated in their course of their activities and processes. New products and process launched during the year were subjected to scrutiny from compliance standpoint and proposals of financial services were screened from risk control prospective.

The company has complied with all requirement of regulatory authorities. No penalties / strictures were imposed on the Company by the stock exchanges or SEBI or any statutory authority on any matter related to capital market during the year.

**CAUTIONARY STATEMENT**

Certain statements under “Management Discussion & Analysis “ describing the Company’s objectives, projects, estimates, expectations and predictions may forward looking statement within the meaning of applicable securities laws and regulations. Although the expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied, since the company’s operations are influenced by many external and internal factors beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

**Mumbai****Date: 13.08.2020****For and on behalf of the Board of Directors****Sd\-****(Anupam N Gupta)****Managing Director**

## INDEPENDENT AUDITORS' REPORT

TO,

**THE MEMBERS OF PRO FIN CAPITAL SERVICES LIMITED**

### Report on the Financial Statements

We have audited the accompanying financial statements of **PRO FIN CAPITAL SERVICES LIMITED** ("the Company"), which comprise the Balance Sheet as at **31/03/2020**, the Statement of Profit and Loss, the cash flow statement for the year ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies

used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### Opinion

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **31/03/2020**, and its **Profit and Loss it's cash flows** for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013. We give in the Annexure A statements on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and **the cash flow statement** dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on **31/03/2020** taken on record by the Board of Directors, none of the directors is disqualified as **31/03/2020** from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure A**".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Date : 24/07/2020  
Place : Mumbai  
UDIN: 20134763AAAAAN7708

**FOR A K Kocchar & Associates**  
**(Chartered Accountants)**  
**FRN. – 120410W**

**Hitesh Kumar S**  
**(Partner)**  
**Mem. No. : 134763**

**“Annexure A” to the Independent Auditor’s Report of even date on the Financial Statements of PRO FIN CAPITAL SERVICES LIMITED Company limited**

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

We have audited the internal financial controls over financial reporting of **PRO FIN CAPITAL SERVICES 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.

**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 control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and operating effectiveness of internal control based on the assessed risk. The procedures selected depend upon on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

### **Meaning of Internal Financial Controls over Financial Reporting**

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

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

### **Opinion**

In our opinion, the Company has, in all material 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 issues by the Institute of Chartered Accountants of India.

Date : 24/07/2020  
Place : Mumbai  
UDIN: 20134763AAAAAN7708

**FOR A K Kocchar & Associates**  
**(Chartered Accountants)**  
**FRN. – 120410W**

**Hitesh Kumar S**  
**(Partner)**  
**Mem. No. : 134763**



**ANNEXURE - A**

**Reports under The Companies (Auditor's Report) Order, 2016 (CARO 2016) for the year ended on 31st March 2020**

To,

**The Members of PRO FIN CAPITAL SERVICES LIMITED**

**(i) In Respect of Fixed Assets**

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

(b) Fixed assets have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.

**(ii) In Respect of Inventories**

The Company has only Shares in Listed Companies as its inventory as the company is into providing financial services and trading in shares activity, the shares are valued at NAV or Cost whichever is lower

**(iii) Compliance under section 189 of The Companies Act, 2013**

The company has granted loans, secured or unsecured to 6 parties amounting to Rs. 32.49 Crores covered in the register maintained u/s 189 of the companies Act-2013.

(a) The Terms and Conditions of the loan granted are not prejudicial to the companies interest

(b) The Loans granted are all repayable on demand, however the company has charged interest on the said loans

(c) Since the Loans and advances are repayable on demand, there are no overdue amounts receivable by the company on the said loans granted

**(iv) Compliance under section 185 and 186 of The Companies Act , 2013**

While doing transaction for loans, investments, guarantees, and security provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

**(v) Compliance under section 73 to 76 of The Companies Act, 2013 and Rules framed thereunder while accepting Deposits**

Since the company is registered Non-Banking Financial Institution registered with Reserve Bank of India Provision of Section 73 & 76 are not applicable to the company

**(vi) Maintenance of cost records**

The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.

**(vii) Deposit of Statutory Dues**

(a) The company is regular in depositing with appropriate authorities 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 and any other statutory dues applicable to it.

(b) According to the records of the company, the dues of Income Tax not been deposited on account of dispute, are as follows:

Amount Under Dispute	Amount Paid	Period to Which it Relates	Forum Where Dispute is Pending
Rs. 5,28,574	0	F.Y 2016-17	Commissioner of Income Tax (Appeals)

**(viii) Repayment of Loans and Borrowings**

The company has not defaulted in repayment of dues to financial institution, bank or debenture holders.

**(ix) Utilization of Money Raised by Public Offers and Term Loan For which they Raised**

The Company has not applied term loans for the purposes other than for which those are raised

**(x) Reporting of Fraud During the Year**

Based on our audit procedures and the information and explanation made available to us no such fraud noticed or reported during the year.

**(xi) Managerial Remuneration**

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.

**(xii) Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio**

As per information and records available with us The company is not Nidhi Company.

**(xiii) Related party compliance with Section 177 and 188 of companies Act – 2013**

Yes, All transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

**(xiv) Compliance under section 42 of Companies Act - 2013 regarding Private placement of Shares or Debentures**

Based on our audit procedures and as per the information and explanations given by the management, there is no preferential allotment or private placement of shares made during the year.

**(xv) Compliance under section 192 of Companies Act – 2013**

According to 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.

**(xvi) Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934**

The company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the registrations has been obtained by the company.

Place : Mumbai  
Date : 24/07/2020  
UDIN: 20134763AAAAAN7708

**FOR A K Kocchar & Associates**  
**(Chartered Accountants)**  
**FRN.- 120410W**

**Hitesh Kumar S**  
**(Partner)**  
**Mem. No.-134763**

<b>PRO FIN CAPITAL SERVICES LIMITED</b>			
<b>STANDALONE BALANCE SHEET AS AT 31ST MARCH 2020</b>			
Particulars	Note	As at 31st March 2020 Rupees	As at 31st March 2019 Rupees
<b>ASSETS</b>			
<b>Financial Assets</b>			
(a) Cash and cash equivalents	2	(6,628,264)	10,294,519
(b) Loans & Advances	3	2,442,321,911	2,053,680,278
(c) Investments	4	114,364,304	44,194,186
(d) Other financial assets	5	2,200,000	3,864,636
<b>Total Financial Assets</b>		<b>2,552,257,952</b>	<b>2,112,033,619</b>
<b>Non-Financial Assets</b>			
(a) Deferred tax assets (Net)		-	35,030
(b) Current tax assets (Net)	6	12,002,248	12,233,543
(c) Property, Plant and Equipment	7	54,979,450	60,041,184
(d) Inventories	8	91,310,229	35,099,674
(e) Other Non-Financial assets			
<b>Total Non-Financial Assets</b>		<b>158,291,927</b>	<b>107,409,431</b>
<b>TOTAL ASSETS</b>		<b>2,710,549,880</b>	<b>2,219,443,050</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Liabilities</b>			
<b>Financial Liabilities</b>			
(a) Trade payables	9	67,487,416	444,103,087
(b) Borrowings (Other than Debt Securities)	10	1,976,547,753	1,157,086,477
(c) Other Financial liabilities	11	343,284,385	332,261,195
<b>Total Non-Financial Liabilities</b>		<b>2,387,319,554</b>	<b>1,933,450,759</b>
<b>Non-Financial liabilities</b>			
(a) Deferred Tax Liabilities (Net)		315,773	-
(b) Provisions	12	9,769,288	12,793,184
(c) Other Non-Financial liabilities	13	4,787,477	970,189
(d) Current Tax Liabilities (Net)			
<b>Total Financial Liabilities</b>		<b>14,872,537</b>	<b>13,763,373</b>
<b>Equity</b>			
(a) Equity Share capital	14	70,669,000	70,669,000
(b) Other Equity	15	237,688,790	201,559,919
<b>Total Equity</b>		<b>308,357,790</b>	<b>272,228,919</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>2,710,549,880</b>	<b>2,219,443,050</b>
Notes forming part of financial statements In terms of our report attached	1-32		
<b>For A K Kocchar &amp; Associates</b> Chartered Accountants FRN : 120410W		<b>For and on behalf of the Board of Directors</b>	
<b>Hitesh Kumar S</b> PARTNER Mem No. - 134763		<b>Anupam Gupta</b> (Managing Director) (DIN-02294687)	<b>Abhay Gupta</b> (Jt Managing Director) (DIN-02294699)
<b>Date : 24/07/2020</b> <b>Place: Mumbai</b> <b>UDIN: 20134763AAAAAN7708</b>		<b>Manav Kumar</b> (Independent Director) (DIN-08309105)	<b>Chhaya Joshalpal</b> (Company Secretary)

**PRO FIN CAPITAL SERVICES LIMITED**

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

Sr. No.	Particulars	Note	For the year ended 31 March, 2020	For the year ended 31 March, 2019
1	Revenue From Operations	16	346,704,462	616,911,542
2	Other Income	17	4,539,365	2,578,680
3	<b>Total Revenue (1+2)</b>		<b>351,243,827</b>	<b>619,490,222</b>
4	<b>Expenses</b>			
	(a) Purchase of Stock In Trade (Shares)	18	212,319,391	592,644,816
	(b) Change In Inventories of finished Goods, Stock in Trade and Work in Progress	19	(59,978,912)	(30,605,210)
	(c) Employee benefits expense	20	13,116,500	5,605,437
	(d) Finance Expense	21	112,602,546	4,308,953
	(d) Depreciation and Amortisation Expense	22	5,099,733	2,569,286
	(e) Other Expenses	23	23,352,541	15,004,176
	<b>Total Expenses</b>		<b>306,511,799</b>	<b>589,527,458</b>
5	<b>Profit / (Loss) Before Tax (3 - 4)</b>		<b>44,732,029</b>	<b>29,962,764</b>
6	<b>Tax Expenses:</b>			
	Short/Excess Provison for Tax		346,251	-
	Current Tax		10,930,000	7,917,568
	Deferred Tax		350,803	420,778
	Provision For Standard Assets		(3,023,896)	4,760,280
	Statutory reserve		6,620,995	4,324,884
	Proposed Dividend			706,690
7	<b>Profit / (Loss) for the year (5 -6)</b>		<b>29,507,876</b>	<b>11,832,565</b>
8	<b>Earnings per share (of `10/- each):</b>			
	(a) Basic & diluted	30	4.17	1.6736538
	<b>Accompanying notes forming part of the financial statements</b>	1-32		

In terms of our report attached.

For A K Kocchar & Associates  
Chartered Accountants  
FRN : 120410W

For and on behalf of the Board of Directors

Hitesh Kumar S  
PARTNER  
Mem No. - 134763

Anupam Gupta  
(Managing Director)  
(DIN-02294687)

Abhay Gupta  
(Jt Managing Director)  
(DIN-02294699)

Date : 24/07/2020  
Place: Mumbai  
UDIN: 20134763AAAAAN7708

Manav Kumar  
(Independent Director)  
(DIN-08309105)

Chhaya Joshalpal  
(Company Secretary)

**PRO FIN CAPITAL SERVICES LIMITED**  
**STANDALONE CASH FLOW STATEMENT AS ON 31ST MARCH, 2020**

Sr.	PARTICULARS	AS AT 3/31/2020	AS AT 3/31/2019
<b>A)</b>	<b>Cash Flow from Operating Activities</b>		
	Net Profit/(Loss) before tax and extra ordinary items	44,732,029	29,962,764
	Add: Depreciation	5,099,733	2,569,286
	Less:- Interest income	(4,539,365)	(2,578,680)
	Add:- Interest Exps	112,602,546	4,308,953
	Operating profit/(Loss) before working capital Change	157,894,942	34,262,323
	Decrease/ (Increase) in Trade Recivables	-	317,349
	Decrease/ (Increase) in Other Financial Assets	1,664,636	(102,000)
	Decrease/ (Increase) in Loans & Advances	(388,641,633)	(693,331,753)
	Decrease(Increase) in Inventory	(56,210,555)	(30,605,210)
	Increase/ (Decrease) in Other Non-Financial Liabilities	3,817,288	338,072
	Increase/ (Decrease) in Other Financial Liabilities	11,023,189	
	Increase/ (Decrease) in Trade Payables	(376,615,671)	695,960,988
	Cash Generate from operations	(647,067,804)	6,839,769
	Direct Tax/FBT Paid (net of refund)	(11,044,958)	(8,284,095)
		(658,112,762)	(1,444,326)
<b>B)</b>	<b>Cash Flow from Investing Activities etc</b>		
	Purchase in Fixed Assets	(37,999)	(58,369,214)
	(Increase)/ Decrease of Investments	(70,170,118)	(167,227)
	<b>Net cash used in investing activities</b>	(70,208,117)	(58,536,441)
<b>C)</b>	<b>Cash Flow from Financing Activities</b>		
	Repayments of Long Term Secured Loans	(3,128,825)	(3,615,348)
	Interest Received	4,539,365	2,578,680
	Proceeds Received in Long Term Borrowings	822,590,102	60,806,897
	Interest Paid	(112,602,546)	(4,929,694)
	Increase in Share capital( Net of share warrants conversion)		
	<b>Net Cash outflow from Financing Activities</b>	711,398,096	54,840,535
	Net Increase in cash and cash equivalents	(16,922,783)	(5,140,232)
	Cash & Cash Equivalents		
	- Opening	10,294,519	15,434,751
	Cash & Cash Equivalents		
	- Closing	(6,628,264)	10,294,519

In terms of our report attached.  
For A K Kocchar & Associates  
Chartered Accountants  
FRN : 120410W

For and on behalf of the Board of Directors

Hitesh Kumar S  
PARTNER  
Mem No. - 134763

Anupam Gupta  
(Managing Director)  
(DIN-02294687)

Abhay Gupta  
(Jt Managing Director)  
(DIN-02294699)

Date : 24/07/2020  
Place: Mumbai  
UDIN: 20134763AAAAAN7708

Manav Kumar  
(Independent Director)  
(DIN-08309105)

Chhaya Joshalpal  
(Company Secretary)

**PRO FIN CAPITAL SERVICES LIMITED**  
**NOTES TO ACCOUNT FOR THE YEAR ENDING 31 MARCH 2020**

**Note No. 2**

**CASH & CASH EQUIVALENTS**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Cash in Hand	152,448	1,607,172
Balance with Scheduled Banks	(6,780,711)	8,687,347
<b>Grand Total</b>	<b>(6,628,264)</b>	<b>10,294,519</b>

**Note No. 3**

**LOANS & ADVANCES**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Advances(Unsecured,Considered Good)	2,117,435,566	2,053,609,128
Loans & Advance to Related Party	324,886,345	71,150
<b>Grand Total</b>	<b>2,442,321,911</b>	<b>2,053,680,278</b>

**Note No. 4**

**INVESTMENTS**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
<b>Shares in Associate Company</b>		
Tera Natural Resource & Pellets Pvt Ltd 128150 Equity Shares of Rs 10/- per share for Rs 323/- each	41,495,931	41,495,931
Fixed Deposit	2,666,699	2,698,255
IIFL Non Convertible Debentures	40,300,690	-
Other Investments	29,900,984	-
<b>Grand Total</b>	<b>114,364,304</b>	<b>44,194,186</b>

**Note No. 5**

**OTHER FINANCIAL ASSETS**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
a) Security Deposit (Unsecured considered Good)	-	3,000
<b>Related Parties</b>		
Rashi Gupta	2,200,000	2,200,000
c) Balances with Government authorities		
i)Service Tax Credit Receivable	-	42,494
d) Other Loans & Advances (unsecured considered Good)	-	1,619,142
<b>Grand Total</b>	<b>2,200,000</b>	<b>3,864,636</b>

**Note No. 6**

**CURRENT TAX ASSETS (NET)**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Balance with Income Tax Authority ( Net of Provisions)	12,002,248	12,233,543
<b>Grand Total</b>	<b>12,002,248</b>	<b>12,233,543</b>

**Note No. 8**

**INVENTORIES**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
INVENTORIES -SHARES (At lower of cost or Market value)	91,310,229	35,099,674
<b>Grand Total</b>	<b>91,310,229</b>	<b>35,099,674</b>

**Note No. 9****TRADE PAYABLES**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Trade Payables Other than Related Parties	67,487,416	444,103,087
<b>Grand Total</b>	<b>67,487,416</b>	<b>444,103,087</b>

**Note No. 10****LONG TERM BORROWINGS**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
<b>Secured Loans</b>		
<b>Term Loans</b>		
<b>From Banks</b>		
LOAN FROM HDFC BANK (Repayable in 60 installments) ( Secured against Vehicle)	-	244,793
LOAN FROM ICICI BANK (Repayable in 60 installments) ( Secured against Vehicle)	1,288,593	2,327,154
LOAN FROM HDFC BANK (Repayable in 60 installments) ( Secured against Vehicle)	1,717,180	2,746,575
LOAN FROM ICICI BANK (Repayable in 240 installments) (Secured against Banglore Property)	46,574,608	47,390,684
LOAN FROM ADITYA BIRLA CAPITAL SERVICES (Repayable in 120 installments)	64,672,807	-
ICICI OVERDRAFT SECURED AGAINST FIXED DEPOSIT OF RS 2500000	8,547	1,130
<b>Unsecured Loans</b>		
<b>From Related Parties</b>	1,535,996,144	1,082,457,843
<b>From Others</b>	326,289,875	21,918,298
<b>Grand Total</b>	<b>1,976,547,753</b>	<b>1,157,086,477</b>

**Note No. 11****OTHER FINANCIAL LIABILITIES**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Proposed Dividend	237,083	706,690
Other Payable	1,613,800	253,802
Advances	341,433,502	331,300,703
<b>Grand Total</b>	<b>343,284,385</b>	<b>332,261,195</b>

**Note No. 12****PROVISIONS**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Provision for Standard Asset ( as per RBI Guidelines)	9,769,288	12,793,184
<b>Grand Total</b>	<b>9,769,288</b>	<b>12,793,184</b>

**Note No. 13****OTHER NON-FINANCIAL LIABILITIES**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Statutory Liabilities	4,787,477	970,189
<b>Grand Total</b>	<b>4,787,477</b>	<b>970,189</b>

**Note No. 14****SHARE CAPITAL**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
<b>AUTHORISED SHARE CAPITAL</b>		
85,00,000 Equity Shares of Rs.10/- each	85,000,000	85,000,000
<b>ISSUED</b>		
70,66,900 Equity Shares of Rs. 10/- each fully paid	70,669,000	70,669,000
<b>SUBSCRIBED &amp; PAID UP</b>		
70,66,900 Equity Shares of Rs. 10/- each fully paid	70,669,000	70,669,000
<b>Grand Total</b>	<b>70,669,000</b>	<b>70,669,000</b>



**Note 14 (a) Reconciliation of number of shares**

Particulars	As at 31st March 2020		As at 31st March 2019	
	No. of Shares Held	Rs	No. of Shares Held	Rs
<b>Equity Shares:</b>				
Shares At the Beginning of the year	7,066,900	70,669,000	7,066,900	70,669,000
Add: Shares Issued during the year	-	-	-	-
Shares At the End of the year	7,066,900	70,669,000	7,066,900	70,669,000

**Note 14 ( b )**

Details of shares held by shareholders holding more than 5% of the aggregate shares in the company

Name of the shareholder	As at 31st March 2020		As at 31st March 2019	
	No. of Shares Held	% of holding	No. of Shares Held	% of holding
ANUPAM NARAIN GUPTA	576,332	8.16	492,189	6.96
SANDESH M SAWANT	278,030	3.93	1,280,000	18.11
TRİYAMB SECURITIES PRIVATE LIMITED	973,534	13.78	973,534	13.78
BHIM CHAUDHRY	379,309	5.37	-	0.00

**Note No. 15****OTHER EQUITY**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
<b>General Reserves - As per last Balance Sheet</b>	500,000	500,000
<b>Share Premium</b>		
Opening Balance	178,953,001	178,953,001
Add: Additions During the year	-	-
Closing Balance	178,953,001	178,953,001
<b>Statutory Reserve</b>		
Opening Balance	10,169,672	5,844,788
Add: Additions During the year	6,620,995	4,324,884
Closing Balance	16,790,667	10,169,672
<b>Profit &amp; Loss Account</b>		
Opening balance	11,937,246	104,681
Add: Preferential Share Warrants Deferred	-	-
Add: Profit / (Loss) for the year	29,507,876	11,832,565
	41,445,122	11,937,246
<b>Grand Total</b>	<b>237,688,790</b>	<b>201,559,919</b>

**Note No. 16****REVENUE FROM OPERATIONS**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Sale of Shares	159,091,364	463,911,165
Interest Received	187,613,098	153,000,377
<b>Grand Total</b>	<b>346,704,462</b>	<b>616,911,542</b>

**Note No. 17****INDIRECT INCOME**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Dividend	18,138	5,617
Interest on Income Tax Refund	301,785	2,718
Rent received	4,219,442	1,166,666
Processing Charges	-	1,400,000
Exchange Fluctuation	-	3,679
<b>Grand Total</b>	<b>4,539,365</b>	<b>2,578,680</b>

**Note No. 18****PURCHASE OF STOCK IN TRADE**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Purchase of Shares	212,319,391	592,644,816
<b>Grand Total</b>	<b>212,319,391</b>	<b>592,644,816</b>

**Note No. 19****CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK IN TRADE**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Opening Stock of Shares	35,099,674	4,494,464
Closing Stock of Shares	91,310,229	35,099,674
<b>Grand Total</b>	<b>(59,978,912)</b>	<b>(30,605,210)</b>

**Note No. 20****EMPLOYEE BENEFIT EXPENSE**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Salaries & Establishment Other Than Related Party	5,016,500	4,330,437
Related Party	1,800,000	-
Mangerial Remuneration	6,300,000	1,200,000
Director Sitting Fee	-	75,000
<b>Grand Total</b>	<b>13,116,500</b>	<b>5,605,437</b>

**Note No. 21****Finance Expense**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Interest on Car Loan	382,956	471,496
Interest on Private Parties	105,747,032	2,662,555
Interest on Property loan	4,834,583	548,311
Interest to Aditya Birla	819,817	-
Bank Interest and Charges	818,157	626,591
<b>Grand Total</b>	<b>112,602,546</b>	<b>4,308,953</b>

**Note No. 22****DEPRECIATION & AMORTISATION EXPENSE**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Depreciation	5,099,733	2,569,286
<b>Grand Total</b>	<b>5,099,733</b>	<b>2,569,286</b>

**Note No. 23****OTHER EXPENSES**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
<b>Other than Related Party</b>		
Advertisement Expenses	75,183	70,425
Audit Fee	150,000	30,000
Business Promotion	5,744,008	4,379,348
Car Expense	1,003,388	332,106
Commission	3,275,000	7,000,000
Donation	7,350	-
Electricity & Water Charges	204,921	214,670
Membership & Subscription	59,400	76,400
Office Expense	861,104	73,113
Postage & Courier Charges	14,593	12,213
Professional charges	2,930,286	686,127
Rates and Taxes	152,709	26,300
Repair & Maintenance	679,226	15,076
Staff Welfare	1,139,702	203,486
Taxes & Brokerage	1,072,105	845,360
Telephone & Communiacion Expenses	92,770	75,195
Travelling Expenses	3,488,437	358,357
Website Charges	2,360	6,000
<b>Related Party</b>		
Rent - Rashi Gupta	2,400,000	600,000
<b>Grand Total</b>	<b>23,352,541</b>	<b>15,004,176</b>

**NOTE NO. 24**

Balances of Sundry Debtors, Sundry Creditors, Loans and Advances, Receivables and Payable are subject to confirmation/reconciliation, if any.

**NOTE NO. 25**

In the opinion of the Board of Directors adequate provision has been made in the accounts for all known liabilities and the current assets, loans and advances have a value on realisation in the ordinary course of business at least equal to the value stated in the Balance Sheet.

**NOTE NO. 26**

As per the provision of "The Micro, Small and Medium Enterprise Development Act, 2006" there were no amounts payable including interest to micro, small and medium enterprise as on 31st March 2020.

**NOTE NO. 27****DEFERRED TAX**

In compliance with the Accounting Standard - AS 22 relating to "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the Company has adjusted the Deferred Tax Liabilities / (Assets) (net) arising out of timing difference accruing during the year aggregating (Rs.350,803 /-) (Previous Year Rs. Rs.420,778/-) in the Profit & Loss Account.

**Major components of Deferred Tax Assets & Liabilities on account of timing differences are :**

Particulars	Current Year		Previous Year	
	Assets	Liabilities	Assets	Liabilities
Depreciation	-	315,773	35,030	-
Total	-	315,773	35,030	-

**NOTE NO. 28****ADVANCES**

During the year under consideration, the company had given total loans and advances of Rs. 244.21 Crores, out of the said advances on an amount of Rs. 202.29 Crores the company has charged average interest rate of approx. 9%, and on the balance advances given of Rs. 41.92 Crores the company has not charged any interest as the said loan and advances were interest free in nature.

However, during the year under consideration the company has also taken interest free financial advances of Rs. 34.14 crores on the said amount also the company has not paid any interest.

**NOTE NO. 29****CONSOLIDATION OF ACCOUNTS**

As on the balance sheet date, the company holds 46.92% shares in Tera Natural Resources and Pellets Private Limited. It was a subsidiary company in previous year because alongwith the holding of 46.92% of equity shares, company was having influence over the board of directors of the said company. Though the shareholding of the said company has not been changed but the management of the said company has been changed during the current period. So now the said company is an Associate Company and consolidation has been done as per AS -23 "Accounting for Investments in Associates in Consolidated Financial Statements" in the current year. Also previous year figure has been reinstated and accounted as per AS-23 "Accounting for Investments in Associates in Consolidated Financial Statements".

**NOTE NO. 30****EARNINGS PER SHARE**

The Basic / Diluted earnings per share is computed by dividing net profit attributable to equity shareholders for the financial year by weighted average number of equity shares outstanding during the financial year.

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
sss	29,507,876	11,832,565
Weighted Average number of Equity Shares used as denominator	7,069,900	7,069,900
Earning per Share (Rs.) (Basic & Diluted)	4.17	1.67
Face Value per Share (Rs.)	10	10

**NOTE NO. 31****RELATED PARTY DISCLOSURES**

As required by Accounting Standard - AS 18 "Related Parties Disclosure" issued by the Institute of Chartered Accountants of India following are the details of transactions during the year with related parties as defined in AS 18.

**List of related parties****Associate Companies**

Tera Natural Resources and Pellets Private Limited  
Triyamb Securities Private Limited  
Asian Fintrade Services Private Limited  
Ambe Securities Private Limited  
Profin Commodities Private Limited  
Koshika Bioscience Private Limited

**Key Managerial Persons**

Mr. Anupam Narain Gupta  
 Mr. Abhay Narain Gupta  
 Mrs. Neha Anupam Gupta  
 Mr. Atul Kumar  
 Mr. Manav Kumar  
 Mrs. Chhaya Piyush Patel

**Relative of Key Managerial Persons**

Rashi Gupta  
 Narain Kumar Gupta

**Details of transaction with Related Parties are as follows :**

PARTICULARS	Current Year		Previous Year	
	Transaction Value	Outstanding Balance	Transaction Value	Outstanding Balance
<b>Salary</b>				
Relative of Key Managerial Persons	1,800,000	1,148,650		
<b>Rent</b>				
Relative of Key Managerial Persons	2,400,000	109,850	600,000	205,000
<b>Key Managerial Persons Remuneration</b>				
Key Managerial Person Remuneration	6,300,000	175,286,002	1,200,000	12,997,316
<b>Interest Received</b>				
Key Managerial Persons	18,890,804	214,563,190		
Relative of Key Managerial Persons	2,436,658	29,436,658		
Associate Companies	1,578,553	85,435,698		
<b>Interest Paid</b>				
Associate Companies	87,228,201	1,585,650,403		
<b>Loans Given</b>				
Key Managerial Persons	201,565,874	214,563,190	8,500,000	12,997,316
Relative of Key Managerial Persons	29,436,658	29,436,658		
Associate Companies	85,435,698	85,435,698		
<b>Loans Taken</b>				
Associate Companies	902,136,818	1,691,084,876	468,504,926	961,020,499

**NOTE NO. 32**

Previous Year's figures have been regrouped / rearranged wherever necessary so as to conform with current year's figures and rounded off to the nearest rupee.

As Per our audit report of even Date

**FOR A K KOCCHAR & ASSOCIATES**  
 Chartered Accountants  
 FRN : 120410W

For and on behalf of the Board of Directors

**HITESH KUMAR S**  
 PARTNER  
 Mem No. - 134763  
 Place : MUMBAI

**Anupam Gupta**  
 (Managing Director)  
 (DIN-02294687)

**Abhay Gupta**  
 (Jt Managing Director)  
 (DIN-02294699)

Date : 24/07/2020

**Manav Kumar**  
 (Independent Director)  
 (DIN-08309105)

**Chhaya Joshaphal**  
 (Company Secretary)

**NOTE NO. 1**  
**SIGNIFICANT ACCOUNTING POLICIES**

**ACCOUNTING CONVENTION**

The financial statements of the company are prepared under historical cost convention and in accordance with the Generally Accepted Accounting Principles (GAAP) in India and comply with the accounting standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013. The Financial Statements are prepared on accrual basis under the historical cost convention .

**USE OF ESTIMATES**

In preparing the accounts in accordance with generally accepted accounting principles, the management is required to make estimates and assumptions that effect the reported balances of assets and liabilities as at the date of financial statements and reported amounts of income and expenses during the period. Examples of such estimates include Provision For Income Tax, etc.

**BASIS OF ACCOUNTING**

The Company follows mercantile system of accounting in accordance with requirements of the Companies Act, 2013.

**REVENUE RECOGNITION**

a.) The company recognises interest income using effective interest rate on all financial assets. The company recognises interest income on accrual basis.

b.) Transactions in respect of Investments/ Dealing in Securities are recognised on settlement date.

c.) All other income are recognised on accrual basis.

**EXPENSES**

a.) Borrowing Costs on Financial Liabilities are accounted on accrual basis

b.)Expenses are accounted on accrual basis.

**FIXED ASSETS**

Fixed assets are stated at the cost of acquisition, net of Goods and Service Tax less accumulated depreciation and impairment loss, if any. All costs, including incidental costs related to acquisition and installation till the asset is put to use commercially or otherwise, attributable to fixed assets are capitalized.

**DEPRECIATION & AMORTISATION**

Depreciation on tangible fixed assets is provided at the written down value of assets based on the useful life of the assets as prescribed in schedule II of the companies Act 2013.

**Stock-in-Trade (Inventories)**

Quoted shares are valued at cost or Net realisable value whichever is lower as on balance sheet date.

**TAXATION**

a) Income tax comprises of the current tax provision and the net change in the deferred tax asset or liability in the year.

b) Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between carrying values of the assets and liabilities and their respective tax basis. Deferred tax assets are recognized subject to management's judgement that realization is more likely than not. Deferred Tax Assets or Liabilities are measured using substantially enacted tax rates as on the Balance Sheet date. The effect on deferred tax assets or liabilities of a change in tax rates is recognized in the period of enactment of the change.

**RETIREMENT BENEFITS**

Provisions of Employees Provident Fund and Miscellaneous Provisions Act, 1952 are charged to Profit & Loss account on accrual basis

All other contributions / employee benefits are charged to Profit and Loss account on accrual basis.

**IMPAIRMENT OF FIXED ASSETS**

An asset is treated as impaired, when carrying cost of assets exceeds its recoverable amount. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. Reversal of impairment loss recognized in prior year is recorded when there is an indication that impairment loss recognized earlier for the assets no longer exists or has decreased.

**PROVISIONS**

Provision is recognised when an enterprise has a present obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

**CONTINGENT LIABILITY**

No provision is made of liabilities, which are contingent in nature, but if material, the same has been disclosed by way of notes to accounts.

As Per our audit report of even Date

**FOR A K KOCCHAR & ASSOCIATES**  
Chartered Accountants  
FRN : 120410W

For and on behalf of the Board of Directors

Hitesh Kumar S  
PARTNER  
Mem No. - 134763

Anupam Gupta  
(Managing Director)  
(DIN-02294687)

Abhay Gupta  
(Jt Managing Director)  
(DIN-02294699)

Date : 24/07/2020  
Place: Mumbai  
UDIN: 20134763AAAAAN7708

Manav Kumar  
(Independent Director)  
(DIN-08309105)

Chhaya Joshalpal  
(Company Secretary)

**PRO FIN CAPITAL SERVICES LTD**

Regd Office : 503, WESTERN EDGE II, WESTERN EXPRESS HIGH WAY, BORIVALI EAST, MUMBAI 400050-400066, MAHARASHTRA

Contact No: 022-9892050006, Email: profin.capital1@gmail.com

**PROPERTY, PLANT AND EQUIPMENT**

Note 7:

Particulars	GROSS BLOCK			DEPRECIATION / AMORTIZATION					NET BLOCK		
	As at April 1,2019	Addition during the year	Ded/Adj during the year	As at March 31,2020	Upto March 31, 2019	For the year	Ded/Adj during the year	Effect on Deprn as per Co. Act,2013	Upto March 31, 2020	As at March 31,2020	As at March 31,2019
TANGIBLE ASSETS											
MOTOR VEHICLES	13,394,139.00	-	-	13,394,139.00	7,302,509.00	1,898,876.00	-	-	9,201,385.00	4,192,754.00	6,091,630.00
OFFICE EQUIPMENT	59,998.00	37,999.00	-	97,997.00	11,429.00	38,500.00	-	-	49,929.00	48,068.00	48,569.00
BUILDINGS	54,394,500.00	-	-	54,394,500.00	493,515.00	3,162,357.00	-	-	3,655,872.00	50,738,628.00	53,900,985.00
<b>Total :</b>	<b>67,848,636.00</b>	<b>37,999.00</b>	<b>-</b>	<b>67,886,635.00</b>	<b>7,807,453.00</b>	<b>5,099,733.00</b>	<b>-</b>	<b>-</b>	<b>12,907,186.00</b>	<b>54,979,450.00</b>	<b>60,041,184.00</b>
<b>Previous Year Total</b>	<b>9,479,423.00</b>	<b>58,369,214.00</b>	<b>-</b>	<b>67,848,637.00</b>	<b>5,238,167.00</b>	<b>2,569,286.00</b>	<b>-</b>	<b>-</b>	<b>7,807,453.00</b>	<b>60,041,184.00</b>	<b>4,241,256.00</b>

## **INDEPENDENT AUDITORS' REPORT**

**TO,**

**THE MEMBERS OF PRO FIN CAPITAL SERVICES LIMITED**

### **Report on the Consolidated Financial Statements**

We have audited the accompanying financial statements of **PRO FIN CAPITAL SERVICES LIMITED** ("the Company"), which comprise the Consolidated Balance Sheet as at **31/03/2020**, the Statement of Consolidated Profit and Loss, the Consolidated cash flow statement for the year ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies

used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### **Opinion**

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **31/03/2020**, and its **Profit and its Consolidated cash flows** for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013. We give in the Annexure A statements on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Consolidated Balance Sheet, the Statement of Consolidated Profit and Loss, and **the consolidated cash flow statement** dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on **31/03/2020** taken on record by the Board of Directors, none of the directors is disqualified as **31/03/2020** from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure A**".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.



- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Date : 24/07/2020  
Place : Mumbai  
UDIN: 20134763AAAAAN7708

**FOR A K Kocchar & Associates**  
**(Chartered Accountants)**  
**FRN. – 120410W**

**Hitesh Kumar S**  
**(Partner)**  
**Mem. No. : 134763**

**“Annexure A” to the Independent Auditor’s Report of even date on the Consolidated Financial Statements of PRO FIN CAPITAL SERVICES LIMITED Company limited**

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

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

**Management’s Responsibility for Internal Financial Controls**

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

**Auditors’ Responsibility**

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

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

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

### **Meaning of Internal Financial Controls over Financial Reporting**

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

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

### **Opinion**

In our opinion, the Company has, in all material 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.

Date : 24/07/2020  
Place : Mumbai  
UDIN: 20134763AAAAAN7708

**FOR A K Kocchar & Associates**  
**(Chartered Accountants)**  
**FRN. – 120410W**

**Hitesh Kumar S**  
**(Partner)**  
**Mem. No. : 134763**

## ANNEXURE - A

### Reports under The Companies (Auditor's Report) Order, 2016 (CARO 2016) for the year ended on 31st March 2020

To,

**The Members of PRO FIN CAPITAL SERVICES LIMITED**

**(i) In Respect of Fixed Assets**

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

(b) Fixed assets have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.

**(ii) In Respect of Inventories**

The Company has only Shares in Listed Companies as its inventory as the company is into providing financial services and trading in shares activity, the shares are valued at NAV or Cost whichever is lower

**(iii) Compliance under section 189 of The Companies Act, 2013**

The company has granted loans, secured or unsecured to 6 parties amounting to Rs. 32.49 Crores covered in the register maintained u/s 189 of the companies Act-2013.

(a) The Terms and Conditions of the loan granted are not prejudicial to the companies interest

(b) The Loans granted are all repayable on demand, however the company has charged interest on the said loans

(c) Since the Loans and advances are repayable on demand, there are no overdue amounts receivable by the company on the said loans granted

**(iv) Compliance under section 185 and 186 of The Companies Act , 2013**

While doing transaction for loans, investments, guarantees, and security provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

**(v) Compliance under section 73 to 76 of The Companies Act, 2013 and Rules framed thereunder while accepting Deposits**

Since the company is registered Non-Banking Financial Institution registered with Reserve Bank of India Provision of Section 73 & 76 are not applicable to the company

**(vi) Maintenance of cost records**

The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.

**(vii) Deposit of Statutory Dues**

(a) The company is regular in depositing with appropriate authorities 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 and any other statutory dues applicable to it.

(b) According to the records of the company, the dues of Income Tax not been deposited on account of dispute, are as follows:

Amount Under Dispute	Amount Paid	Period to Which it Relates	Forum Where Dispute is Pending
Rs. 5,28,574	0	F.Y 2016-17	Commissioner of Income Tax (Appeals)

**(viii) Repayment of Loans and Borrowings**

The company has not defaulted in repayment of dues to financial institution, bank or debenture holders.

**(ix) Utilization of Money Raised by Public Offers and Term Loan For which they Raised**

The Company has not applied term loans for the purposes other than for which those are raised

**(x) Reporting of Fraud During the Year**

Based on our audit procedures and the information and explanation made available to us no such fraud noticed or reported during the year.

**(xi) Managerial Remuneration**

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.

**(xii) Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio**

As per information and records available with us The company is not Nidhi Company.

**(xiii) Related party compliance with Section 177 and 188 of companies Act – 2013**

Yes, All transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

**(xiv) Compliance under section 42 of Companies Act - 2013 regarding Private placement of Shares or Debentures**

Based on our audit procedures and as per the information and explanations given by the management, there is no preferential allotment or private placement of shares made during the year.

**(xv) Compliance under section 192 of Companies Act – 2013**

According to 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.

**(xvi) Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934**

The company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the registrations has been obtained by the company.

Place : Mumbai  
Date : 24/07/2020  
UDIN: 20134763AAAAAN7708

**FOR A K Kocchar & Associates**  
**(Chartered Accountants)**  
**FRN.- 120410W**

**Hitesh Kumar S**  
**(Partner)**  
**Mem. No.-134763**

**PRO FIN CAPITAL SERVICES LIMITED**  
**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2020**

Particulars	Note	As at 31st March 2020	As at 31st March 2019
		Rupees	Rupees
<b>ASSETS</b>			
<b>Financial Assets</b>			
(a) Cash and cash equivalents	2	(6,628,264)	10,294,519
(b) Loans & Advances	3	2,442,321,911	2,053,680,278
(c) Investments	4	114,319,846	44,164,839
(d) Other financial assets	5	2,200,000	3,864,636
<b>Total Financial Assets</b>		<b>2,552,213,493</b>	<b>2,112,004,272</b>
<b>Non-Financial Assets</b>			
(a) Deferred tax assets (Net)		-	35,030
(b) Current tax assets (Net)	6	12,002,248	12,233,543
(c) Property, Plant and Equipment	7	54,979,450	60,041,184
(d) Inventories	8	91,310,229	35,099,674
(e) Other Non-Financial assets			
<b>Total Non-Financial Assets</b>		<b>158,291,927</b>	<b>107,409,431</b>
<b>TOTAL ASSETS</b>		<b>2,710,505,422</b>	<b>2,219,413,703</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Liabilities</b>			
<b>Financial Liabilities</b>			
(a) Trade payables	9	67,487,416	444,103,087
(b) Borrowings (Other than Debt Securities)	10	1,976,547,753	1,157,086,477
(c) Other Financial liabilities	11	343,284,385	332,261,195
<b>Total Non-Financial Liabilities</b>		<b>2,387,319,554</b>	<b>1,933,450,759</b>
<b>Non-Financial liabilities</b>			
(a) Deferred Tax Liabilities (Net)		315,773	-
(b) Provisions	12	9,769,288	12,793,184
(c) Other Non-Financial liabilities	13	4,787,477	970,189
(d) Current Tax Liabilities (Net)			
<b>Total Financial Liabilities</b>		<b>14,872,537</b>	<b>13,763,373</b>
<b>Equity</b>			
(a) Equity Share capital	14	70,669,000	70,669,000
(b) Other Equity	15	237,644,332	201,530,572
<b>Total Equity</b>		<b>308,313,332</b>	<b>272,199,572</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>2,710,505,422</b>	<b>2,219,413,703</b>
Notes forming part of financial statements In terms of our report attached	1-32		
<b>For A K Kocchar &amp; Associates</b> Chartered Accountants FRN : 120410W		<b>For and on behalf of the Board of Directors</b>	
<b>Hitesh Kumar S</b> PARTNER Mem No. - 134763		<b>Anupam Gupta</b> (Managing Director) (DIN-02294687)	<b>Abhay Gupta</b> (Jt Managing Director) (DIN-02294699)
<b>Date : 24/07/2020</b> <b>Place : Mumbai</b> <b>UDIN: 20134763AAAAAN7708</b>		<b>Manav Kumar</b> (Independent Director) (DIN-08309105)	<b>Chhaya Joshalpal</b> (Company Secretary)

**PRO FIN CAPITAL SERVICES LIMITED**  
**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2020**

Sr. No.	Particulars	Note	For the year ended 31 March, 2020	For the year ended 31 March, 2019
1	Revenue From Operations	16	346,704,462	616,911,542
2	Other Income	17	4,539,365	2,578,680
3	<b>Total Revenue (1+2)</b>		<b>351,243,827</b>	<b>619,490,222</b>
4	<b>Expenses</b>			
	(a) Purchase of Stock In Trade (Shares)	18	212,319,391	592,644,816
	(b) Change In Inventories of finished Goods, Stock in Trade and Work in Progress	19	(59,978,912)	(30,605,210)
	(c) Employee benefits expense	20	13,116,500	5,605,437
	(d) Finance Expense	21	112,602,546	4,308,953
	(d) Depreciation and Amortisation Expense	22	5,099,733	2,569,286
	(e) Other Expenses	23	23,352,541	15,004,176
	<b>Total Expenses</b>		<b>306,511,799</b>	<b>589,527,458</b>
5	<b>Profit / (Loss) Before Tax (3 - 4)</b>		<b>44,732,029</b>	<b>29,962,764</b>
6	<b>Tax Expenses:</b>			
	Short/Excess Provison for Tax		346,251	-
	Current Tax		10,930,000	7,917,568
	Deferred Tax		350,803	420,778
	Provision For Standard Assets		(3,023,896)	4,760,280
	Statutory reserve		6,620,995	4,324,884
	Proposed Dividend			706,690
7	<b>Profit / (Loss) for the year (5 -6)</b>		<b>29,507,876</b>	<b>11,832,565</b>
8	<b>Earnings per share (of `10/- each):</b>			
	(a) Basic & diluted	30	4.17	1.6736538
	<b>Accompanying notes forming part of the financial statements</b>	1-32		

In terms of our report attached.

For A K Kocchar & Associates  
Chartered Accountants  
FRN : 120410W

Hitesh Kumar S  
PARTNER  
Mem No. - 134763

Date : 24/07/2020  
Place: Mumbai  
UDIN: 20134763AAAAAN7708

For and on behalf of the Board of Directors

Anupam Gupta  
(Managing Director)  
(DIN-02294687)

Abhay Gupta  
(Jt Managing Director)  
(DIN-02294699)

Manav Kumar  
(Independent Director)  
(DIN-08309105)

Chhaya Joshalpal  
(Company Secretary)



**PRO FIN CAPITAL SERVICES LIMITED**

**CONSOLIDATED CASH FLOW STATEMENT AS ON 31ST MARCH, 2020**

Sr.	PARTICULARS	AS AT 3/31/2020	AS AT 3/31/2019
<b>A)</b>	<b>Cash Flow from Operating Activities</b>		
	Net Profit/(Loss) before tax and extra ordinary items	44,732,029	29,962,764
	Add: Depreciation	5,099,733	2,569,286
	Less:- Interest income	(4,539,365)	(2,578,680)
	Add:- Interest Exps	112,602,546	4,308,953
	Operating profit/(Loss) before working capital Change	157,894,942	34,262,323
	Decrease/ (Increase) in Trade Recivables	-	317,349
	Decrease/ (Increase) in Other Financial Assets	1,664,636	(102,000)
	Decrease/ (Increase) in Loans & Advances	(388,641,633)	(693,331,753)
	Decrease(Increase) in Inventory	(56,210,555)	(30,605,210)
	Increase/ (Decrease) in Other Non-Financial Liabilities	3,817,288	338,072
	Increase/ (Decrease) in Other Financial Liabilities	11,023,189	
	Increase/ (Decrease) in Trade Payables	(376,615,671)	695,960,988
	Cash Generate from operations	(647,067,804)	6,839,769
	Direct Tax/FBT Paid (net of refund)	(11,044,958)	(8,284,095)
		(658,112,762)	(1,444,326)
<b>B)</b>	<b>Cash Flow from Investing Activities etc</b>		
	Purchase in Fixed Assets	(37,999)	(58,369,214)
	(Increase)/ Decrease of Investments	(70,155,007)	(167,227)
	<b>Net cash used in investing activities</b>	(70,193,006)	(58,536,441)
<b>C)</b>	<b>Cash Flow from Financing Activities</b>		
	Repayments of Long Term Secured Loans	(3,128,825)	(3,615,348)
	Interest Received	4,539,365	2,578,680
	Proceeds Received in Long Term Borrowings	822,590,102	60,806,897
	Interest Paid	(112,602,546)	(4,929,694)
	Increase in Share capital( Net of share warrants conversion)		
	<b>Net Cash outflow from Financing Activities</b>	711,398,096	54,840,535
	Net Increase in cash and cash equivalents	(16,907,672)	(5,140,232)
	Cash & Cash Equivalents		
	- Opening	10,294,519	15,434,751
	Cash & Cash Equivalents		
	- Closing	(6,628,264)	10,294,519

In terms of our report attached.

For A K Kocchar & Associates

Chartered Accountants

FRN : 120410W

For and on behalf of the Board of Directors

Hitesh Kumar S  
PARTNER  
Mem No. - 134763

Anupam Gupta  
(Managing Director)  
(DIN-02294687)

Abhay Gupta  
(Jt Managing Director)  
(DIN-02294699)

Date : 24/07/2020  
Place: Mumbai  
UDIN: 20134763AAAAAN7708

Manav Kumar  
(Independent Director)  
(DIN-08309105)

Chhaya Joshalpal  
(Company Secretary)

**PRO FIN CAPITAL SERVICES LIMITED**  
**CONSOLIDATED NOTES TO ACCOUNT FOR THE YEAR ENDING 31 MARCH 2020**

**Note No. 2**

**CASH & CASH EQUIVALENTS**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Cash in Hand	152,448	1,607,172
Balance with Scheduled Banks	(6,780,711)	8,687,347
<b>Grand Total</b>	<b>(6,628,264)</b>	<b>10,294,519</b>

**Note No. 3**

**LOANS & ADVANCES**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Advances(Unsecured,Considered Good)	2,117,435,566	2,053,609,128
Loans & Advance to Related Party	324,886,345	71,150
<b>Grand Total</b>	<b>2,442,321,911</b>	<b>2,053,680,278</b>

**Note No. 4**

**INVESTMENTS**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
<b>Investment in Associate Company</b>		
Tera Natural Resource & Pellets Pvt Ltd (TNRPPL)		
Opening Carrying Amount of Investment	41,466,584	41,495,931
Add: Profit/(Loss) of TNRPPL @ 46.92%	(15,111)	(29,347)
Closing Carrying Amount of Investment	41,451,473	41,466,584
Fixed Deposit	2,666,699	2,698,255
IIFL Non Convertible Debentures	40,300,690	-
Other Investments	29,900,984	-
<b>Grand Total</b>	<b>114,319,846</b>	<b>44,164,839</b>

Investment in equity shares of Tera Natural Resource & Pellets Private Limited (TNRPPL) was originally made during the financial year 2014-15. Company purchased **1,28,150** equity shares (having F.V. of Rs. 10/- each) at the price of **Rs. 323/-**each. Purchased share constitutes **46.92%** of total number of issued equity shares of TNRPPL. During the current reporting period TNRPPL has reported **loss of Rs. 32,205** (Previous year loss of Rs. 62544)

**Note No. 5**

**OTHER FINANCIAL ASSETS**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
a) Security Deposit (Unsecured considered Good)	-	3,000
<b>Related Parties</b>		
Rashi Gupta	2,200,000	2,200,000
c) Balances with Government authorities		
i) Service Tax Credit Receivable	-	42,494
d) Other Loans & Advances (unsecured considered Good)	-	1,619,142
<b>Grand Total</b>	<b>2,200,000</b>	<b>3,864,636</b>

**Note No. 6****CURRENT TAX ASSETS (NET)**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Balance with Income Tax Authority ( Net of Provisions)	12,002,248	12,233,543
<b>Grand Total</b>	<b>12,002,248</b>	<b>12,233,543</b>

**Note No. 8****INVENTORIES**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
INVENTORIES -SHARES (At lower of cost or Market value)	91,310,229	35,099,674
<b>Grand Total</b>	<b>91,310,229</b>	<b>35,099,674</b>

**Note No. 9****TRADE PAYABLES**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Trade Payables Other than Related Parties	67,487,416	444,103,087
<b>Grand Total</b>	<b>67,487,416</b>	<b>444,103,087</b>

**Note No. 10****LONG TERM BORROWINGS**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
<b>Secured Loans</b>		
<b>Term Loans</b>		
<b>From Banks</b>		
LOAN FROM HDFC BANK (Repayable in 60 installments) ( Secured against Vehicle)	-	244,793
LOAN FROM ICICI BANK (Repayable in 60 installments) ( Secured against Vehicle)	1,288,593	2,327,154
LOAN FROM HDFC BANK (Repayable in 60 installments) ( Secured against Vehicle)	1,717,180	2,746,575
LOAN FROM ICICI BANK (Repayable in 240 installments) (Secured against Bangalore Property)	46,574,608	47,390,684
LOAN FROM ADITYA BIRLA CAPITAL SERVICES (Repayable in 120 installments)	64,672,807	-
ICICI OVERDRAFT SECURED AGAINST FIXED DEPOSIT OF RS 2500000	8,547	1,130
<b>Unsecured Loans</b>		
<b>From Related Parties</b>	1,535,996,144	1,082,457,843
<b>From Others</b>	326,289,875	21,918,298
<b>Grand Total</b>	<b>1,976,547,753</b>	<b>1,157,086,477</b>

**Note No. 11**  
**OTHER FINANCIAL LIABILITIES**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Proposed Dividend	237,083	706,690
Other Payable	1,613,800	253,802
Advances	341,433,502	331,300,703
<b>Grand Total</b>	<b>343,284,385</b>	<b>332,261,195</b>

**Note No. 12**  
**PROVISIONS**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Provision for Standard Asset ( as per RBI Guidelines)	9,769,288	12,793,184
<b>Grand Total</b>	<b>9,769,288</b>	<b>12,793,184</b>

**Note No. 13**  
**OTHER NON-FINANCIAL LIABILITIES**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Statutory Liabilities	4,787,477	970,189
<b>Grand Total</b>	<b>4,787,477</b>	<b>970,189</b>

**Note No. 14**  
**SHARE CAPITAL**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
<b>AUTHORISED SHARE CAPITAL</b>		
85,00,000 Equity Shares of Rs.10/- each	85,000,000	85,000,000
<b>ISSUED</b>		
70,66,900 Equity Shares of Rs. 10/- each fully paid	70,669,000	70,669,000
<b>SUBSCRIBED &amp; PAID UP</b>		
70,66,900 Equity Shares of Rs. 10/- each fully paid	70,669,000	70,669,000
<b>Grand Total</b>	<b>70,669,000</b>	<b>70,669,000</b>

**Note 14 (a) Reconciliation of number of shares**

Particulars	As at 31st March 2020		As at 31st March 2019	
	No. of Shares Held	Rs	No. of Shares Held	Rs
<b>Equity Shares:</b>				
Shares At the Beginning of the year	7,066,900	70,669,000	7,066,900	70,669,000
Add: Shares Issued during the year	-	-	-	-
Shares At the End of the year	7,066,900	70,669,000	7,066,900	70,669,000

**Note 14 ( b )**  
**Details of shares held by shareholders holding more than 5% of the aggregate shares in the company**

Name of the shareholder	As at 31st March 2020		As at 31st March 2019	
	No. of Shares Held	% of holding	No. of Shares Held	% of holding
ANUPAM NARAIN GUPTA	576,332	8.16	492,189	6.96
SANDESH M SAWANT	278,030	3.93	1,280,000	18.11
TRIYAMB SECURITIES PRIVATE LIMITED	973,534	13.78	973,534	13.78
BHIM CHAUDHRY	379,309	5.37	-	0.00

**Note No. 15****OTHER EQUITY**

<b>PARTICULARS</b>	<b>CURRENT YEAR</b>	<b>PREVIOUS YEAR</b>
<b>General Reserves - As per last Balance Sheet</b>	500,000	500,000
<b>Share Premium</b>		
Opening Balance	178,953,001	178,953,001
Add: Additions During the year	-	
Closing Balance	178,953,001	178,953,001
<b>Statutory Reserve</b>		
Opening Balance	10,169,672	5,844,788
Add: Additions During the year	6,620,995	4,324,884
Closing Balance	16,790,667	10,169,672
<b>Profit &amp; Loss Account</b>		
Opening balance	11,907,899	104,681
Add: Preferential Share Warrants Deferred		
Add: Profit / (Loss) for the year	29,507,876	11,832,565
Add: Profit / (Loss) for the year of TNRPPL (refer Note No. 4)	(15,111)	(29,347)
	41,400,664	11,907,899
<b>Grand Total</b>	<b>237,644,332</b>	<b>201,530,572</b>

**Note No. 16****REVENUE FROM OPERATIONS**

<b>PARTICULARS</b>	<b>CURRENT YEAR</b>	<b>PREVIOUS YEAR</b>
Sale of Shares	159,091,364	463,911,165
Interest Received	187,613,098	153,000,377
<b>Grand Total</b>	<b>346,704,462</b>	<b>616,911,542</b>

**Note No. 17****INDIRECT INCOME**

<b>PARTICULARS</b>	<b>CURRENT YEAR</b>	<b>PREVIOUS YEAR</b>
Dividend	18,138	5,617
Interest on Income Tax Refund	301,785	2,718
Rent received	4,219,442	1,166,666
Processing Charges	-	1,400,000
Exchange Fluctuation	-	3,679
<b>Grand Total</b>	<b>4,539,365</b>	<b>2,578,680</b>

**Note No. 18****PURCHASE OF STOCK IN TRADE**

<b>PARTICULARS</b>	<b>CURRENT YEAR</b>	<b>PREVIOUS YEAR</b>
Purchase of Shares	212,319,391	592,644,816
<b>Grand Total</b>	<b>212,319,391</b>	<b>592,644,816</b>

**Note No. 19****CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK IN TRADE**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Opening Stock of Shares	35,099,674	4,494,464
Closing Stock of Shares	91,310,229	35,099,674
<b>Grand Total</b>	<b>(59,978,912)</b>	<b>(30,605,210)</b>

**Note No. 20****EMPLOYEE BENEFIT EXPENSE**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Salaries & Establishment Other Than Related Party	5,016,500	4,330,437
Related Party	1,800,000	-
Mangerial Remuneration Director Sitting Fee	6,300,000 -	1,200,000 75,000
<b>Grand Total</b>	<b>13,116,500</b>	<b>5,605,437</b>

**Note No. 21****Finance Expense**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Interest on Car Loan	382,956	471,496
Interest on Private Parties	105,747,032	2,662,555
Interest on Property loan	4,834,583	548,311
Interest to Aditya Birla	819,817	-
Bank Interest and Charges	818,157	626,591
<b>Grand Total</b>	<b>112,602,546</b>	<b>4,308,953</b>

**Note No. 22****DEPRECIATION & AMORTISATION EXPENSE**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Depreciation	5,099,733	2,569,286
<b>Grand Total</b>	<b>5,099,733</b>	<b>2,569,286</b>

**Note No. 23****OTHER EXPENSES**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
<b>Other than Related Party</b>		
Advertisement Expenses	75,183	70,425
Audit Fee	150,000	30,000
Business Promotion	5,744,008	4,379,348
Car Expense	1,003,388	332,106
Commission	3,275,000	7,000,000
Donation	7,350	-
Electricity & Water Charges	204,921	214,670
Membership & Subscription	59,400	76,400
Office Expense	861,104	73,113
Postage & Courier Charges	14,593	12,213
Professional charges	2,930,286	686,127
Rates and Taxes	152,709	26,300
Repair & Maintenance	679,226	15,076
Staff Welfare	1,139,702	203,486
Taxes & Brokerage	1,072,105	845,360
Telephone & Communiacion Expenses	92,770	75,195
Travelling Expenses	3,488,437	358,357
Website Charges	2,360	6,000
<b>Related Party</b>		
Rent - Rashi Gupta	2,400,000	600,000
<b>Grand Total</b>	<b>23,352,541</b>	<b>15,004,176</b>

**NOTE NO. 24**

Balances of Sundry Debtors, Sundry Creditors, Loans and Advances, Receivables and Payable are subject to confirmation/reconciliation, if any.

**NOTE NO. 25**

In the opinion of the Board of Directors adequate provision has been made in the accounts for all known liabilities and the current assets, loans and advances have a value on realisation in the ordinary course of business at least equal to the value stated in the Balance Sheet.

**NOTE NO. 26**

As per the provision of "The Micro, Small and Medium Enterprise Development Act, 2006" there were no amounts payable including interest to micro, small and medium enterprise as on 31st March 2020.

**NOTE NO. 27****DEFERRED TAX**

In compliance with the Accounting Standard - AS 22 relating to "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the Company has adjusted the Deferred Tax Liabilities / (Assets) (net) arising out of timing difference accruing during the year aggregating (Rs.350,803 /-) (Previous Year Rs. Rs.420,778/-) in the Profit & Loss Account.

**Major components of Deferred Tax Assets & Liabilities on account of timing differences are :**

Particulars	Current Year		Previous Year	
	Assets	Liabilities	Assets	Liabilities
Depreciation	-	315,773	35,030	-
Total	-	315,773	35,030	-

**NOTE NO. 28****ADVANCES**

During the year under consideration, the company had given total loans and advances of Rs. 244.21 Crores, out of the said advances on an amount of Rs. 202.29 Crores the company has charged average interest rate of approx. 9%, and on the balance advances given of Rs. 41.92 Crores the company has not charged any interest as the said loan and advances were interest free in nature.

However, during the year under consideration the company has also taken interest free financial advances of Rs. 34.14 crores on the said amount also the company has not paid any interest.

**NOTE NO. 29****CONSOLIDATION OF ACCOUNTS**

As on the balance sheet date, the company holds 46.92% shares in Tera Natural Resources and Pellets Private Limited. It was a subsidiary company in previous year because alongwith the holding of 46.92% of equity shares, company was having influence over the board of directors of the said company. Though the shareholding of the said company has not been changed but the management of the said company has been changed during the current period. So now the said company is an Associate Company and consolidation has been done as per AS -23 "Accounting for Investments in Associates in Consolidated Financial Statements" in the current year. Also previous year figure has been reinstated and accounted as per AS-23 "Accounting for Investments in Associates in Consolidated Financial Statements".

**NOTE NO. 30****EARNINGS PER SHARE**

The Basic / Diluted earnings per share is computed by dividing net profit attributable to equity shareholders for the financial year by weighted average number of equity shares outstanding during the financial year.

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
SSS	29,507,876	11,832,565
Weighted Average number of Equity Shares used as denominator	7,069,900	7,069,900
Earning per Share (Rs.) (Basic & Diluted)	4.17	1.67
Face Value per Share (Rs.)	10	10

**NOTE NO. 31****RELATED PARTY DISCLOSURES**

As required by Accounting Standard - AS 18 "Related Parties Disclosure" issued by the Institute of Chartered Accountants of India following are the details of transactions during the year with related parties as defined in AS 18.

**List of related parties****Associate Companies**

Tera Natural Resources and Pellets Private Limited  
Triyamb Securities Private Limited  
Asian Fintrade Services Private Limited  
Ambe Securities Private Limited  
Profin Commodities Private Limited  
Koshika Bioscience Private Limited

**Key Managerial Persons**

Mr. Anupam Narain Gupta  
 Mr. Abhay Narain Gupta  
 Mrs. Neha Anupam Gupta  
 Mr. Atul Kumar  
 Mr. Manav Kumar  
 Mrs. Chhaya Piyush Patel

**Relative of Key Managerial Persons**

Rashi Gupta  
 Narain Kumar Gupta

**Details of transaction with Related Parties are as follows :**

PARTICULARS	Current Year		Previous Year	
	Transaction Value	Outstanding Balance	Transaction Value	Outstanding Balance
<b>Salary</b>				
Relative of Key Managerial Persons	1,800,000	1,148,650		
<b>Rent</b>				
Relative of Key Managerial Persons	2,400,000	109,850	600,000	205,000
<b>Key Managerial Persons Remuneration</b>				
Key Managerial Person Remuneration	6,300,000	175,286,002	1,200,000	12,997,316
<b>Interest Received</b>				
Key Managerial Persons	18,890,804	214,563,190		
Relative of Key Managerial Persons	2,436,658	29,436,658		
Associate Companies	1,578,553	85,435,698		
<b>Interest Paid</b>				
Associate Companies	87,228,201	1,585,650,403		
<b>Loans Given</b>				
Key Managerial Persons	201,565,874	214,563,190	8,500,000	12,997,316
Relative of Key Managerial Persons	29,436,658	29,436,658		
Associate Companies	85,435,698	85,435,698		
<b>Loans Taken</b>				
Associate Companies	902,136,818	1,691,084,876	468,504,926	961,020,499

**NOTE NO. 32**

Previous Year's figures have been regrouped / rearranged wherever necessary so as to conform with current year's figures and rounded off to the nearest rupee.

As Per our audit report of even Date

**FOR A K KOCCHAR & ASSOCIATES**  
 Chartered Accountants  
 FRN : 120410W

For and on behalf of the Board of Directors

**HITESH KUMAR S**  
 PARTNER  
 Mem No. - 134763  
 Place : MUMBAI

**Anupam Gupta**  
 (Managing Director)  
 (DIN-02294687)

**Abhay Gupta**  
 (Jt Managing Director)  
 (DIN-02294699)

Date : 24/07/2020  
 UDIN: 20134763AAAAAN7708

**Manav Kumar**  
 (Independent Director)  
 (DIN-08309105)

**Chhaya Joshalpal**  
 (Company Secretary)



**NOTE NO. 1****SIGNIFICANT ACCOUNTING POLICIES****ACCOUNTING CONVENTION**

The consolidated financial statements of the company are prepared under historical cost convention and in accordance with the Generally Accepted Accounting Principles (GAAP) in India and comply with the accounting standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013. The Consolidated financial statements are prepared on accrual basis under the historical cost

**USE OF ESTIMATES**

In preparing the accounts in accordance with generally accepted accounting principles, the management is required to make estimates and assumptions that effect the reported balances of assets and liabilities as at the date of consolidated financial statements and reported amounts of income and expenses during the period. Examples of such estimates include Provision For Income Tax, etc.

**BASIS OF ACCOUNTING**

The Company follows mercantile system of accounting in accordance with requirements of the Companies Act, 2013.

**REVENUE RECOGNITION**

a.) The company recognises interest income using effective interest rate on all financial assets. The company recognises interest income on accrual basis.

b.) Transactions in respect of Investments/ Dealing in Securities are recognised on settlement date.

c.) All other income are recognised on accrual basis.

**EXPENSES**

a.) Borrowing Costs on Financial Liabilities are accounted on accrual basis

b.) Expenses are accounted on accrual basis.

**FIXED ASSETS**

Fixed assets are stated at the cost of acquisition, net of Goods and Service Tax less accumulated depreciation and impairment loss, if any. All costs, including incidental costs related to acquisition and installation till the asset is put to use commercially or otherwise, attributable to fixed assets are capitalized.

**DEPRECIATION & AMORTISATION**

Depreciation on tangible fixed assets is provided at the written down value of assets based on the useful life of the assets as prescribed in schedule II of the companies Act 2013.

**Stock-In-Trade (Inventories)**

Quoted shares are valued at cost or Net realisable value whichever is lower as on balance sheet date.

**TAXATION**

a) Income tax comprises of the current tax provision and the net change in the deferred tax asset or liability in the year.

b) Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between carrying values of the assets and liabilities and their respective tax basis. Deferred tax assets are recognized subject to management's judgement that realization is more likely than not. Deferred Tax Assets or Liabilities are measured using substantially enacted tax rates as on the Balance Sheet date. The effect on deferred tax assets or liabilities of a change in tax rates is recognized in the period of enactment of the change.

**RETIREMENT BENEFITS**

Provisions of Employees Provident Fund and Miscellaneous Provisions Act, 1952 are charged to Profit & Loss account on accrual basis

All other contributions / employee benefits are charged to Profit and Loss account on accrual basis.

**IMPAIRMENT OF FIXED ASSETS**

An asset is treated as impaired, when carrying cost of assets exceeds its recoverable amount. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. Reversal of impairment loss recognized in prior year is recorded when there is an indication that impairment loss recognized earlier for the assets no longer exists or has decreased.

**PROVISIONS**

Provision is recognised when an enterprise has a present obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

**CONTINGENT LIABILITY**

No provision is made of liabilities, which are contingent in nature, but if material, the same has been disclosed by way of notes to accounts.

As Per our audit report of even Date

**For A K Kocchar & Associates**  
**Chartered Accountants**  
**FRN : 120410W**

**For and on behalf of the Board of Directors**

**Hitesh Kumar S**  
**PARTNER**  
**Mem No. - 134763**

**Anupam Gupta**  
**(Managing Director)**  
**(DIN-02294687)**

**Abhay Gupta**  
**(Jt Managing Director)**  
**(DIN-02294699)**

**Date : 24/07/2020**  
**Place: Mumbai**  
**UDIN: 20134763AAAAAN7708**

**Manav Kumar**  
**(Independent Director)**  
**(DIN-08309105)**

**Chhaya Joshalpal** |  
**(Company Secretary)**

**PRO FIN CAPITAL SERVICES LTD**

Regd Office : 503, WESTERN EDGE II, WESTERN EXPRESS HIGH WAY, BORIVALI EAST, MUMBAI 400050-400066, MAHARASHTRA

Contact No: 022-9892050006, Email: profin.capital1@gmail.com

**PROPERTY, PLANT AND EQUIPMENT**

Note 7:

Particulars	GROSS BLOCK			DEPRECIATION / AMORTIZATION					NET BLOCK		
	As at April 1,2019	Addition during the year	Ded/Adj during the year	As at March 31,2020	Upto March 31, 2019	For the year	Ded/Adj during the year	Effect on Deprn as per Co. Act,2013	Upto March 31, 2020	As at March 31,2020	As at March 31,2019
TANGIBLE ASSETS											
MOTOR VEHICLES	13,394,139.00	-	-	13,394,139.00	7,302,509.00	1,898,876.00	-	-	9,201,385.00	4,192,754.00	6,091,630.00
OFFICE EQUIPMENT	59,998.00	37,999.00	-	97,997.00	11,429.00	38,500.00	-	-	49,929.00	48,068.00	48,569.00
BUILDINGS	54,394,500.00	-	-	54,394,500.00	493,515.00	3,162,357.00	-	-	3,655,872.00	50,738,628.00	53,900,985.00
<b>Total :</b>	<b>67,848,636.00</b>	<b>37,999.00</b>	<b>-</b>	<b>67,886,635.00</b>	<b>7,807,453.00</b>	<b>5,099,733.00</b>	<b>-</b>	<b>-</b>	<b>12,907,186.00</b>	<b>54,979,450.00</b>	<b>60,041,184.00</b>
<b>Previous Year Total</b>	<b>9,479,423.00</b>	<b>58,369,214.00</b>	<b>-</b>	<b>67,848,637.00</b>	<b>5,238,167.00</b>	<b>2,569,286.00</b>	<b>-</b>	<b>-</b>	<b>7,807,453.00</b>	<b>60,041,184.00</b>	<b>4,241,256.00</b>