



SCRIP NAME: SRGSFL; SCRIP CODE: 536710; ISIN NO: INE326P01019

Date: 21.08.2019

To,
Department of Corporate Affairs
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Dear Sir,

Subject: SUBMISSION OF ANNUAL REPORT FOR THE FINANCIAL YEAR 2018-19

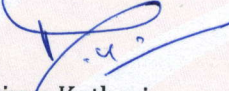
Ref: Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With respect to above mentioned subject, please find herewith enclosed Annual Report for the financial year 2018-19 in compliance with SEBI (LODR) Regulations.

Thanking You,

With Regards,

For S R G Securities Finance Limited


Divya Kothari
Company Secretary
M.No:- A57307



Enclosed: ANNUAL REPORT 2018-19

ANNUAL REPORT

2018-19



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FORWARD LOOKING STATEMENT

In this Annual Report, we have disclosed forward-looking information to enable stakeholders to comprehend our prospects and take relative decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated, or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

CORPORATE OVERVIEW

CORPORATE INFORMATION

BOARD OF DIRECTORS & THEIR BRIEF PROFILE

Mr. Vinod K. Jain, Managing Director

(DIN: 00248843)

Mr. Vinod Kumar Jain is the Managing Director and promoter of the Company. He has experience of more than two decades in driving operational growth, maximizing business opportunities. He has immense experience in the financial services space. With his deep financial prowess and effective team management capabilities, he has pioneered the growth of Company with utmost honesty and integrity.

Mrs. Seema Jain, Whole Time Director

(DIN: 00248706)

Mrs. Seema Jain actively involved as Director of S R G Securities Finance Limited with the strong business acumen and rich experience into the field of loan and advances will lead to great success in Finance Industry. A very understanding person who creates an environment that meets employee's need and enables them to excel. She has excellent leadership, management and organisational skills.

Mr. Arjun Lal Jain, Independent Director

(DIN: 00147912)

Mr. Arjun Lal Jain is a non-executive independent director of the Company. He holds bachelor of commerce. He is engaged in the business of manufacturing and mining of Soap Stone, Dolomite and other minerals. He has over a decade experience in the field of manufacturing and mining business of Soap Stone, dolomite etc. He has a quality of leadership and achieves excellence through efficiency in execution of work. He has a positive and proactive approach.

Mr. Nishant Badala, Independent Director

(DIN: 06611795)

Mr. Nishant Badala is a non-executive independent director of the Company. He is a Chartered Accountant & Company Secretary by profession. He is having expertise in the field of accounting legal and taxation. Looking to his expertise in the field of legal, taxation, finance, audit and accounts he is appointed as Chairman of Audit committee and Stakeholder's Relationship Committee. He was appointed as an Independent Director of our Company on June 24, 2013.

Ms. Richa Bhandari, Non- Executive Director

(DIN: 08797563)

Ms. Richa Bhandari is the Non- executive director of our Company. She holds a Master's degree in Commerce (Business Administration). She has over 9 years' experience in the Finance industry.

CFO

Mr. Kartik Singh Mehta
(Resigned from the post of CFO w.e.f. 31.07.2019)

COMPANY SECRETARY

Ms. Divya Kothari

STATUTORY AUDITOR

M/s PKJ & Co.
Chartered Accountants

SECRETARIAL AUDITOR

M/s Deepak Vijaywarghey & Associates
Practicing Company Secretary

INTERNAL AUDITOR

M/s Ketan & Co.
Chartered Accountants

LISTED ON

BSE SME (Bombay Stock Exchange Ltd.)

PRINCIPAL BANKER

State Bank of India, SME Udaipur

REGISTERED OFFICE

322, S.M. Lodha Complex, Near Shastri Circle, Udaipur
Rajasthan- 313001
Phone: 0294-2561882, 2412609
Email: srgsecurities@gmail.com
Website: www.srgfin.com

CIN

L67120RJ1995PLC009631

RBI REGISTRATION NO.

10.00097

REGISTRAR & SHARE TRANSFER AGENT

M/s. Sharex Dynamic (India) Pvt. Ltd.
Address:- C 101, 247 Park, LBS Marg, Vikhroli West
Mumbai 400083
Email Id:- support@sharexindia.com
Website : www.sharexindia.com
Tel No:- +91 22 28515644/5606
Fax: +91 22 8512885
CIN: U67190MH1994PTC077176

BOARD COMMITTEES

AUDIT COMMITTEE

Mr. Nishant Badala	Chairman
Mr. Arjun Lal Jain	Member
Mr. Vinod K. Jain	Member

STAKEHOLDER'S RELATIONSHIP COMMITTEE

Mr. Nishant Badala	Chairman
Mr. Arjun Lal Jain	Member
Mrs. Seema Jain	Member

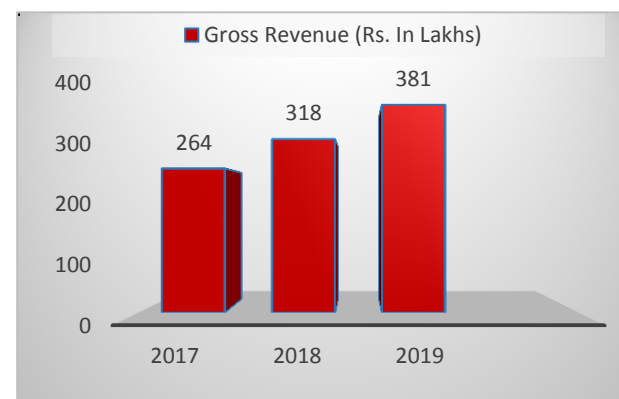
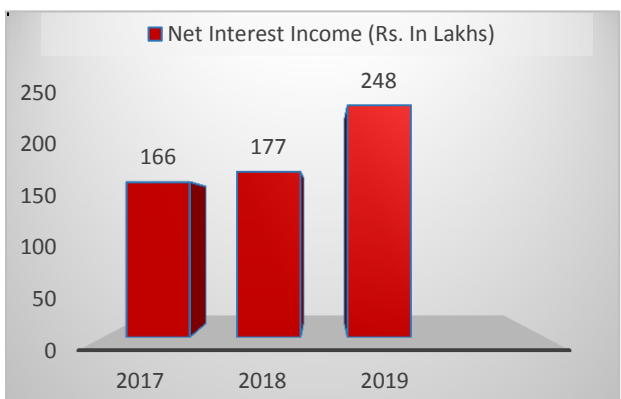
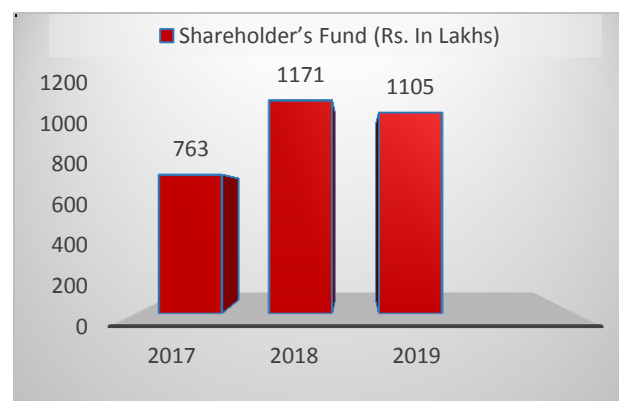
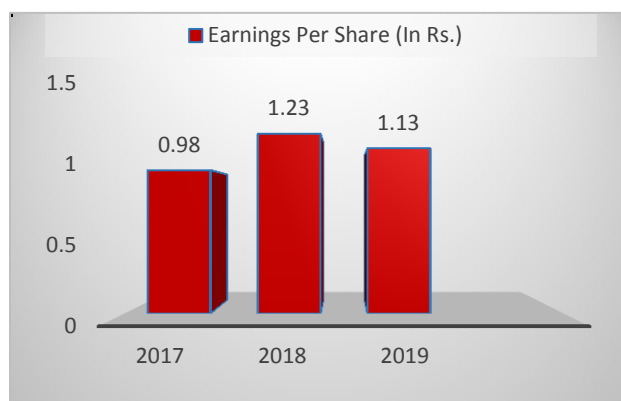
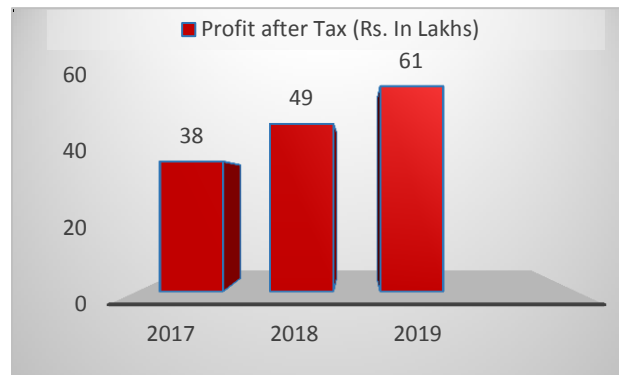
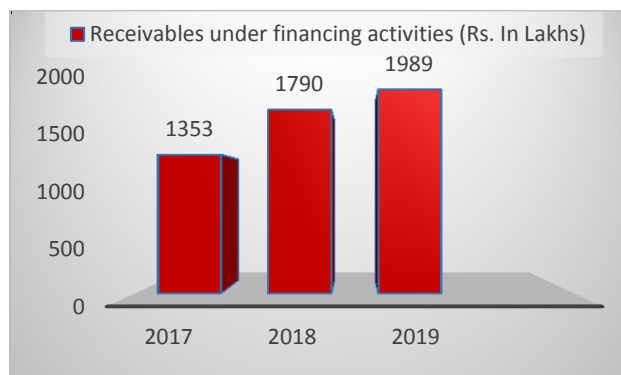
NOMINATION & REMUNERATION COMMITTEE

Mr. Arjun Lal Jain	Chairman
Mr. Nishant Badala	Member
Ms. Richa Bhandari	Member

RISK MANAGEMENT COMMITTEE

Mr. Vinod K. Jain	Chairman
Mr. Arjun Lal Jain	Member
Mr. Nishant Badala	Member

PERFORMANCE HIGHLIGHTS



FINANCIAL HIGHLIGHTS

Rs. in Lakhs

	2016-17	2017-18	2018-19
Share Capital	388	537.54	537.54
Reserve and Surplus	375	633	567
Borrowings from Banks	849	1175	991
Receivables under financing activities	1353	1790	1989
Disbursements during the period	378	1064	456
GNPA%	1.65	9.59	8.41%
NNPA%	0.98	8.35	0.88%
Gross Interest Income	262	288	369
Interest Cost	96	111	122
Net Interest Income(NII)	166	177	248
Net Interest Margin To Average Asset %	10.70	8.77	13.11
Yield on Portfolio %	13.33	11.29	20.07
PBT	54	65	81
PAT	38	49	61
Earnings Per Share	0.98	1.23	1.13
Capital Adequacy Ratio %	48.69	51.26	51.38
Return on Assets %	2.44	2.44	2.60
Return on Equity %	5.09	5.10	5.35

S R G SECURITIES FINANCE LIMITED

AT A GLANCE

OVERVIEW

S R G Securities Finance Limited is a BSE SME listed Non-Banking Finance Company (NBFC), incorporated on 6th March, 1995. The Company started its operations after getting registered with RBI in year 1999. It has completed its 20 years of journey as a fastest growing NBFC.

S R G Securities Finance Limited is a part of SRG Group of Companies, one of the most respected organizations in South Rajasthan with over 20 Years of robust customer focused approach and a continuous quest for being the most preferred when it comes to financial assistance.

The Company is engaged in providing financial assistance to people through various loan products like Business Loans- Micro Finance and Enterprise Loans, Vehicle finance, equipment finance.

VISION

We aim to be the most respected financial services provider that reaches out to the millions of people pan-India. We aspire to live up the expectations of our clients, our people, our investors, and the society.

“TO BE UNIVERSALLY RESPECTED FINANCIAL SERVICE ORGANISATION”

STRENGTHS

- | | |
|--|--|
| • High Capital Adequacy Ratio | • Convenient repayment of loans with easy EMIs |
| • Diversified Product & Customer Profile | • Our Loan plans allow you to choose a plan that suits your needs |
| • Adequate Internal Control System | • Competitive Interest rates for all loan products |
| • Experienced Promoters | • Hassle-free documentation process offering you maximum flexibility |
| • Brand Name of SRG Group in Rural Sector | • Dealings are transparent |
| • Flexible repayment options | |
| • Speedy processing and sanctioning of loan | |
| • Loan eligibility for the widest range of customer profiles | |

BUSINESS STRATEGY

The Company has been operating as a NBFC since past 20 years and has a large market base. The Company has created brand name over the years in Rajasthan. The management has decided to expand the size of the Company. The business strategy proposed by management for expansion contains:

- Increase in scale of operations and expanding branch network.
- Fund base to be expanded by arranging term loans from number of banks / financial institutions.
- Stringent credit policy & other policies for faster collections.
- Digital Initiatives to be introduced.

CORPORATE HISTORY

- 1995 : Incorporation of our Company
- 1999: Change in management- Company acquired by current Promoters.
- 1999: Company obtained the NBFC License from the Reserve Bank of India (RBI) to function as a NBFC ND NSI.
- 1999: Our Company approved and disbursed its first vehicle loan.
- 2000: Introduction of new loan products- Construction and Equipment Financing.
- 2009: Introduction of new loan products- Business Loan.
- 2013: Listed on BSE SME Platform with an IPO of Rs. 501.60 Lacs.
- 2018: Private Placement Issue of Rs. 3.75 Cr by way of issue of Equity Shares to Promoter and Non-Promoters.

BUSINESS MODEL

- Loan amounts range from Rs.50 thousand – Rs. 150 Lacs
- Maximum loan size Rs.150.00 Lacs
- No hidden cost
- Loan tenure 1-15 years
- Reasonable amount up to 80% of realizable value as per the merit of the case
- The Realizable value shall be as arrived by the approved panel valuer of the Company

ACHIEVEMENTS

2015: AUM crossed Rs.10 Crore

2016: Credit Rating Assigned CARE BB (CARE Double B): Outlook: Stableby CARE Ratings

2016: Credit Rating Assigned by Brickwork Ratings as BWR BB Outlook: Stable

2016: Got Sanctioned Credit Facilities from SBI worth Rs. 9 Crore

2017: AUM crossed Rs.13 Crores

2018: Raised Rs. 3.75 Crores from issue of Equity Shares on Private Placement basis

2018: AUM crossed Rs.17 Crores

2019: AUM crossed Rs.19 Crore

CHAIRMAN'S MESSAGE



VINOD K. JAIN

Managing Director | DIN: 00248843

Dear Shareholders,

It gives me immense pleasure to present the Annual Report for the financial year ending 31st March, 2019 along with the Board's Report, Audited Annual Accounts and the Auditor's Report of your Company.

GDP moderated to 6.8 per cent in 2018-19 from 7.2 per cent in 2017-18. However, India was still the fastest growing major economy. The 'Financial, real estate and professional services' sector grew at 7.4 per cent in 2018-19, higher as compared to 6.2 per cent in 2017-18. The industry we operate in, witnessed tough scenario in borrowing and lending which led to severe liquidity crunch and slowdown in financing but in spite of this, with our conservative approach your company remained profitable and continued to grow. Your Company has consistently shown its performance.

We are making our efforts to meet the financing needs of the under-served segments of society such as small enterprises. We are also leading in providing small ticket personal loans, financing for working capital requirements along with Business Loans- Micro Finance and Enterprise Loans etc. Our belief in living by strong values, fair practices and processes helped us to reach out to various sections of society and to becoming a helping hand in their progress.

Your Company's performance for the F.Y. ended March 31, 2019 is as under:-

- ❖ Profit After tax grew by 23.41% from Rs. 49.34 Lacs in previous year to Rs. 60.89 Lacs in year 2019.
- ❖ Profit Before Tax rose by 23.84% from Rs. 65.27 Lacs in previous year to Rs. 80.83 Lacs in year 2019.
- ❖ Loan Portfolio grew by 11.12% from Rs. 1790 Lacs in previous year to Rs. 1989 Lacs in year 2019.
- ❖ Gross Revenue grew by 19.81% from Rs. 318 Lacs in previous year to Rs. 381 Lacs in 2019.
- ❖ Capital Adequacy Ratio of the Company reached at 51.38% as on March 31st, 2019.
- ❖ Earnings per share was Rs. 1.13 in 2018-19 while in year 2017-18 it was Rs. 1.23 due to Equity was raised in year 2017-18.
- ❖ EBIT grew by 13.33% to Rs. 203 Lacs in 2018-19 from Rs. 178 Lacs in 2017-18.

I am warmly thankful to our shareholders, all employees, bankers, regulatory bodies, governmental administration, business associates, customers and all other stakeholders for being firm partners in the Company's support. I am convinced that with your continued support, the Company can confidently lookforward to another bright year ahead.

Yours sincerely,

Sd/-
Vinod K. Jain
Managing Director
DIN: 00248843

Place: Udaipur
Date: 30.05.2019

STATUTORY REPORTS

BOARD'S REPORT

To
The Members,

The Board of Directors of your Company take pleasure in presenting before you the 24th Annual Report of the Company together with the Audited Financial Statements for the financial year ended March 31, 2019.

FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS & STATE OF AFFAIRS:

(Rs. In Lakhs)		
Particulars	2018-19	2017-18
Gross Income	381.31	318.68
Less: Finance Cost	121.72	113.46
Overheads	172.91	131.77
Depreciation	5.85	8.18
Profit before Tax & Exceptional Items	80.83	65.27
Add : Exceptional Items	0.00	0.00
Profit Before Tax	80.83	65.27
Less : Tax Expenses (Including Deferred Tax)	19.94	15.94
Profit After Tax	60.89	49.33
Add : Balance b/d from the previous year	106.23	83.06
Surplus available for Appropriations	167.12	132.39
Appropriations:		
Transferred to Special Reserve	12.30	9.90
Provision for Standard Assets	0.51	0.72
Provision for NPA	126.95	14.93
Additional Provision for Income Tax	0.02	0.61
Balance carried over to Balance Sheet	27.34	106.23

Note: Figures have been regrouped / reclassified / rearranged wherever necessary while preparing the above statement.

LENDING OPERATIONS & DISBURSEMENT OF LOANS:

Your Company registered a remarkable growth in its operations. The highlights of Company's Performance are as follows:

- As at 31st March, 2019, the loan portfolio stood at Rs. 1989.05 Lakhs as against Rs.

1790.28 Lakhs in the previous year representing an increase of 11.10%.

- Disbursements during the year amounted to Rs. 455.53 Lakhs as against Rs. 1064.08 Lakhs in previous year.
- The Operating Profit i.e. Profit before tax amounted to Rs. 80.83 Lakhs in the year 2018-19 as against Rs. 65.27 Lakhs in the

preceding year; representing a rise of 23.83%.

- Profit after Tax (PAT) before extraordinary items went up by 23.41% to Rs. 60.89 Lakhs in the year 2018-19 from Rs. 49.34 Lakhs in the previous year.

DIVIDEND:

Your Directors felt it prudent to retain the earnings for the year under review to be ploughed back in business, which shall result in further augmentation of the Company's growth and Shareholders' wealth.

CHANGES IN SHARE CAPITAL:

During the year under review, there is no change in share capital of the Company.

BORROWINGS:

Banks and Financial Institutions:

The Company did not avail fresh credit facilities during the year 2018-19. The outstanding credit facilities from Banks and Financial Institutions as at March 31, 2019 amounts to Rs. 991.16 lakhs.

Ratings:

The Bank loan facilities of the Company have been rated by Brickwork Ratings, the Credit Rating agency as BWR BB Outlook: Stable.

Further CARE Rating was Care BB, withdrawn with effect from March 8, 2019 on the voluntary request of the Company.

UNCLAIMED DIVIDEND AND UNCLAIMED SHARES:

Under the provisions of Section 124 and 125 of The Companies Act, 2013 and Rules framed thereunder and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto, dividends that remain unclaimed for a period of seven years from the date of declaration are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government.

Further as per the provisions of Section 124(6) of The Companies Act, 2013 read with the Investor Education & Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules 2016, the shares in respect of which the dividend has not been claimed for seven (7) consecutive years are required to be transferred by the Company to the designated Demat account of the IEPF Authority.

As at March 31, 2019 there is no unpaid/ unclaimed Dividend and the shares to be transferred to the Investor Education & Protection Fund.

MANAGEMENT DISCUSSION AND ANALYSIS:

Pursuant to SEBI (LODR) Regulations, 2015, and Circular/ Notifications/Directions issued by RBI from time to time, Report on Management Discussion and Analysis is annexed herewith as Annexure IV.

SUBSIDIARY COMPANIES:

The Company does not have any subsidiary company.

DIRECTOR'S RESPONSIBILITY STATEMENT:

In pursuance of Section 134 (3) (c) read with Section 134(5) of The Companies Act, 2013, and based on the information provided by the management, your Directors hereby confirm that:

a. In the preparation of the annual accounts, the applicable accounting standards have been followed;

b. Accounting policies selected were applied consistently. Reasonable and prudent judgments and estimates were made so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit of the Company for the year ended on that date;

c. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of The Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;

d. The annual accounts of the Company have been prepared on a going concern basis;

e. Internal Financial Controls have been laid down to be followed by the Company and such Internal Financial Controls were adequate and were operating effectively;

f. Systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

Your Company has taken adequate steps to adhere to all the stipulations laid down in the SEBI (LODR) Regulations, 2015, RBI Directions and the Companies Act, 2013 and Rules thereto, as amended from time to time.

Pursuant to the SEBI (LODR) Regulations, 2015, RBI Directions and disclosures as required under The Companies Act, 2013 and the Rules thereto, a separate Section titled 'Report on Corporate Governance' forms part of this Annual Report as Annexure V.

Certificate from the Statutory Auditors of the Company confirming the compliance with the conditions of Corporate Governance as stipulated under SEBI (LODR) Regulations, 2015 is attached to this report.

The said certificate for the financial year 2018-19 does not contain any qualification, reservation or adverse remarks.

In terms of Section 136 of The Companies Act, 2013, the reports and accounts are being sent to the members and others entitled thereto in the prescribed form.

RELATED PARTY TRANSACTIONS:

All contracts / arrangements / transactions entered by the Company with related parties are in the ordinary course of business and on an arm's length basis. Your Directors draw attention of the Members to Note no. 23 to the Financial Statements which sets out related party disclosures.

During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions, accordingly information is not given in Form AOC-2.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link (<http://srgfin.com/BestPracticesSub/26/Policy%20on%20Related%20Party>).

RISK MANAGEMENT POLICY:

Pursuant to Section 134 (3) (n) of The Companies Act, 2013 & SEBI (LODR) Regulations, 2015, the Company has in place a risk management framework approved by the Board of Directors.

SRGSFL's Risk Management framework provides the mechanism for risk assessment and mitigation. Company has in place Risk Management Committee. The details of the Committee and its terms of reference are set out in the Corporate Governance report forming part of the Boards report.

At present the Company has not identified any

element of risk which may threaten the existence of the Company.

CORPORATE SOCIAL RESPONSIBILITY POLICY:

Pursuant to the provisions of Section 135 and Schedule VII of The Companies Act, 2013, at present the CSR provisions are not applicable to the Company.

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined by board. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board and/or to the Managing Director.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

Based on the report of internal auditor, respective heads undertake corrective actions in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board and/or to the Managing Director.

DIRECTORS:

During the year, Ms. Richa Bhandari was appointed as Non-Executive Director of the company w.e.f. from 7th September, 2018 and she is liable to be retire by rotation.

During the year, Mrs. Seema Jain was re-appointed as Whole time Director with effect from 20th July, 2018 and subject to her re-appointment terms she is not liable to retire by rotation.

In accordance with the provisions of The Companies Act, 2013 and the Articles of Association of the Company Mrs. Richa Bhandari, Non-Executive Director who is liable to retire by rotation, retires by rotation and being eligible; offers herself for re-appointment at the ensuing 24th Annual General Meeting.

The tenure of Mr. Arjun Lal Jain and Mr. Nishant Badala, Independent Directors of the Company will come to end on the conclusion of ensuing 24th Annual General Meeting of the Company.

Considering their knowledge and expertise, the Nomination and Remuneration Committee proposed their reappointment for further period of 5 years i.e. upto the conclusion of 29th Annual General Meeting of the Company to be held in the Calendar year 2024, in terms of Section 149(10) of the Companies Act, 2013.

The necessary resolution for re-appointment of the aforesaid directors and their detailed profile has been included in the Notice conveying the ensuing 24th Annual General Meeting.

All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of Section 164 of the Companies Act, 2013 and all the Directors have filed their consents and declarations as required under the provisions of Companies Act, 2013, SEBI (LODR) Regulations, 2015.

During the year under review, Board of Directors of the Company in their meeting held on 22nd January, 2019 accepted resignation of Ms. Garima Soni from the post of Company Secretary and appointed Ms. Divya Kothari as the Company Secretary cum Compliance Officer of the Company with effect from 22nd January, 2019.

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of The Companies Act, 2013 and Regulation 25(8) of SEBI (LODR) Regulations, 2015 that the Independent Directors of the Company meet with the criteria of their Independence as laid down in Section 149(6) of The Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR), 2015.

AUDITORS:

STATUTORY AUDITOR:

Pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder, M/s. PKJ & Co., Chartered Accountants, (Registration No. 124115W) appointed by the members at the 22nd Annual General Meeting held on September 30, 2017 as the statutory Auditor of the Company for a period of five years upto the conclusion of 27th Annual General Meeting to be held in year 2022, will continue as the Statutory Auditors of the Company, on such terms and conditions as may be decided by the Board.

The requirement of placing the matter relating to such appointment for ratification by members at every annual general meeting has been dispensed with due to omission of the first proviso to Section 139(1) by the Companies (Amendment) Act, 2017 effective from May 07, 2018 as per the Notification issued by Ministry of Corporate Affairs, Govt. of India [File No.1/1/2018-CL.I dated May 07, 2018] and accordingly the approval of the Shareholders have been obtained in last year's 23rd Annual General Meeting for his term of five year till the conclusion of 27th Annual General Meeting of the Company to be held in year 2022 without ratification at every Annual General Meeting.

Accordingly, the notice convening the ensuing Annual General Meeting does not carry any resolution on ratification of the appointment of the Statutory Auditors.

The Statutory Auditors have audited the books of accounts of the Company for the financial year ended March 31, 2019 and have issued the Auditors' Report thereon.

SECRETARIAL AUDITOR:

M/s Deepak Vijaywarghey & Associates, Practicing Company Secretary, Udaipur was re-appointed as the Secretarial Auditor of the Company for the financial year 2018-19 by the Board of Directors pursuant to provisions of The Companies Act, 2013 and Rules there under. Secretarial audit report as provided by M/s Deepak Vijaywarghey & Associates, Practicing Company Secretary is annexed to this Report as "Annexure - I".

QUALIFICATIONS IN AUDIT REPORT:

There are no qualifications, reservations or adverse remarks or disclaimer made:

- (a) By the Statutory Auditor in his report; and
- (b) By the Company Secretary in Practice in his Secretarial Audit Report.

DISCLOSURES:

BOARD MEETINGS:

The Board of Directors met 11 (Eleven) times during the financial year 2018-19.

COMPOSITION OF BOARD COMMITTEES:

1. The Audit Committee consists of adequate

composition of Executive and Non- Executive Independent Directors. The details of which are mentioned in the Corporate Governance Report.

2. The Nomination & Remuneration Committee consists of composition of Non-Executive Directors. The details of which are mentioned in the Corporate Governance Report.

3. The Stakeholder's Relationship Committee consists of adequate composition of Executive and Non- Executive Independent Directors. The details of which are mentioned in the Corporate Governance Report.

MATTERS AS PRESCRIBED UNDER SUBSECTIONS (1) AND (3) OF SECTION 178 OF THE COMPANIES ACT, 2013:

The Nomination & Remuneration Committee consists of composition of Non- Executive Directors out of which two are Independent Director and one is Non-Executive Director. The copy of Nomination and Remuneration policy is available at the Website of the Company i.e.

<https://www.srghousing.com/DataImages/download/POLICY.pdf>

CRITERIA ADOPTED FOR EVALUATION:

Pursuant to the provisions of Section 134(3)(p) the Companies Act, 2013 the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

(i) Performance review of all the Non-Independent Directors of the company on the basis of the activities undertaken by them, expectation of board and level of participation;

(ii) Performance review of the Executive Directors of the company in terms of level of competence of in steering the company;

(iii) The review and assessment of the flow of information by the company to the board and manner in which the deliberations take place, the manner of placing the agenda and the contents therein;

(iv) The review of the performance of the directors individually, its own performance as well as

evaluation of working of its committees shall be carried out by the board;

PARTICULARS OF LOANS, GAURANTEES OR INVESTMENTS:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013, if any, apart from the loans made, guarantee given or security provided by the Company in the ordinary course of business, are given in the Notes to accounts forming part of the Audited Financial Statements for the year ended March 31, 2019.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

(A) Conservation of energy:

The Company's operations are not power intensive. Nevertheless, your Company is taking every step to conserve and minimize the use of energy wherever possible such as using energy efficient computer terminals, purchasing energy efficient equipment's etc.

(B) Technology absorption:

The Company has imported no technology. Indigenous technology available is continuously upgraded to improve overall performance.

(C) Expenditure incurred on research and development:

The Company has no formal research and development department but the Company is continuously making efforts to strengthen research and development activities to improve quality and reduce cost.

(D) Foreign exchange earnings and Outgo:

During the year under review there was no earnings and outgo in foreign exchange.

REQUIREMENT FOR MAINTENANCE OF COST RECORDS:

Since the Company is Non-Banking Finance Company (NBFC), the Company is not required to maintain cost records as specified by the Central Government under section 148 (1) of the Companies Act, 2013.

EXTRACT OF ANNUAL RETURN:

As required pursuant to Section 92(3) of The Companies Act, 2013 and Rule 12(1) of The Companies (Management and Administration) Rules, 2014, the details forming part of extract of annual

return in MGT-9 is annexed herewith as Annexure III and pursuant to Section 134 (3) (a) of the said Act, the same has also been placed on the website of the Company at www.srgfin.com.

PARTICULARS OF EMPLOYEES:

As at March 31, 2019, there was no employee employed throughout the year who was in receipt of remuneration of Rs. 1.02 Crores or more per annum or Rs. 8.50 Lakhs or more per month, if employed for the part of the year.

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

There are no material changes and commitments affecting financial position of the Company between March 31, 2019 and the date of Board's Report.

CHANGE IN THE NATURE OF BUSINESS:

There are no changes in the nature of Business.

DETAILS RELATING TO DEPOSITS:

Your Company has not accepted any deposits from the public during the year under review. The Company has been granted registration by the Reserve Bank of India, as a non-deposit taking NBFC. Being so, the Company has neither accepted in the past nor has any future plans to accept any public deposits.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

The Company has been following directions, guidelines, circulars issued by SEBI, BSE, MCA, RBI etc. from time to time relating to companies and that there are no significant & material orders passed by these regulators so far.

DISCLOSURES ON MANAGERIAL REMUNERATION:

Details of Managerial remuneration as required under Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with The Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 is given as "Annexure-VII" to this report.

LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the year 2018-19 to BSE SME where the Company's Shares are listed.

INVESTOR COMPLAINTS AND COMPLIANCE:

During the year company has not received any investor complaints and that as on date no complaints are pending.

EARNINGS PER SHARE (EPS): The Earnings Per Share (EPS) is Rs. 1.13 as at March 31st, 2019 as against Rs. 1.23 as at March 31st, 2018.

CAPITAL ADEQUACY:

Particulars as on 31 st March	2019	2018
Capital Adequacy Ratio	51.38%	51.26%

Your Company's capital adequacy ratio was 51.38% as on 31st March, 2019, which we believe provides an adequate cushion to withstand business risks.

NON-PERFORMING ASSETS AND PROVISIONS FOR CONTINGENCY:

Your Company adhered to the prudential guidelines for Non-performing Assets (NPAs), issued by Reserve Bank of India, as amended from time to time. As per the prudential norms, the income on such NPAs is not to be recognized if unrealized.

As per the prudential norms prescribed by the Reserve Bank of India, the Company has made provision for contingencies on standard as well as non-performing assets.

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

As required under the provision of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules framed thereunder, the Company has implemented a policy on Sexual Harassment of Women at Workplace. An internal complaint committee has been set up to receive complaints, investigate matter and report to the management.

An Internal Committee has been constituted to receive complaints, investigate matter and report to the management. Pursuant to the provisions of Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the complaints received thereunder and the details relating thereto are as follows:

(a) Number of complaints pending at the beginning of the year: Nil

(b) Number of complaints received during the year:
Nil

(c) Number of complaints disposed of during the year: Nil

(d) Number of cases pending at the end of the year:
Nil

Your Directors state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

A NOTE OF APPRECIATION:

Your Directors of the Company place on record their appreciation for the advice, guidance and support given by various regulatory authorities including the Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA), Stock Exchange (BSE), Depositories (NSDL & CDSL) and all the bankers and Lenders of the Company. The Directors would also like to

acknowledge the role of all its stakeholders – shareholders, borrowers, key partners and lenders for their continuing support to the Company. Directors also record their appreciation for the dedicated services of the employees and their contribution to the growth of the Company. The Board would also like to express its sincere appreciation to all the Company's valued Shareholders, Registrar & Share Transfer Agent, Rating agencies, local/ statutory authorities, Service Providers and Counselors for their continued support and patronage.

Best Wishes

sd/-
Vinod K. Jain
Managing Director
DIN: 00248843

sd/-
Seema Jain
Director
DIN: 00248706

Date: - 30.05.2019
Place: - Udaipur

Annexure- I

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2019

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

To,

The Members,
S R G Securities Finance Limited
322, S.M. Lodha Complex, Near Shastri Circle,
Udaipur-313001, Rajasthan, India

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by S R G Securities Finance Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by S R G Securities Finance Limited (CIN: L67120RJ1995PLC009631) ("the Company") having

its Registered Office at 322, S.M. Lodha Complex, Near Shastri Circle, Udaipur-313001, Rajasthan, India for the financial year ended on 31st March, 2019 according to the provisions of: The Companies Act, 2013 (the Act) and the rules made thereunder;

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the Audit Period);

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended till date;

The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended till date;

The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the Audit Period);

The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);

The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client;

The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period);

The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to

the Company during the Audit Period) and The Securities and Exchange Board of India Prohibition of Insider Trading) Regulations, 2015 as amended till date.

The Company has complied with the following specifically other applicable laws to the Company:

Reserve Bank of India Act, 1934 to the extent as applicable;

Master Directions: Non-Banking Financial Company- Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016, to the extent as applicable;

Non-Banking Companies Auditor's Report (Reserve Bank) Directions, 2016.

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

(i) Secretarial Standards issued by the Institute of Company Secretaries of India.

(ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that:

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

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

There were no dissenting views on any matter.

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

We further report that during the audit period the company has 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. except as follows:

1 The Members of the Company in the 23rd Annual General Meeting held on 07.09.2018 appointed Mrs. Richa Bhandari as a Non-Executive Director of the Company with effect from 7th September, 2018.

Udaipur
May 30, 2019

For M/s. Deepak Vijaywarghey and Associates,
Company Secretaries
sd/-
Deepak Vijaywarghey
Proprietor
ACS No: 18221
C P No: 6321

Annexure– II

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
S R G Securities Finance Limited,
322, S. M. Lodha Complex,
Near Shastri Circle Udaipur,
Rajasthan-313001, India.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **S R G Securities Finance Limited** having CIN L67120RJ1995PLC009631 and having registered office at 322, S. M. Lodha Complex, Near Shastri Circle Udaipur, Rajasthan-313001, India (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Arjun Lal Jain	00147912	24/06/2013
2.	Seema Jain	00248706	05/05/1999
3.	Vinod Kumar Jain	00248843	05/05/1999
4.	Nishant Badala	06611795	24/06/2013
5.	Richa Bhandari	08197563	07/09/2018

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Udaipur
May 30, 2019

For M/s. Deepak Vijaywarghey and Associates,
Company Secretaries
sd/-
Deepak Vijaywarghey
Proprietor
ACS No: 18221
C P No: 6321

Annexure– III

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

(As on the financial year ended on March 31st, 2019)

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

I. REGISTRATION AND OTHER DETAILS:

CIN	L67120RJ1995PLC009631
RegistrationDate:	06.03.1995
NameoftheCompany:	S R G Securities Finance Limited
Category/Sub-CategoryoftheCompany:	Public Company Limited by Shares
Addressoftheregisteredofficeand Contactdetails:	322, SM Lodha Complex, Near Shastri Circle, Udaipur, Rajasthan-313001; Phone: 0294-2561882, 2412609; Email srgsecurities@gmail.com; website-www.srgfin.com
Whetherlistedcompany:	Yes
Name,AddressandContactdetailsof Registrar and Transfer Agent, if any:	M/s. Sharex Dynamic (India) Pvt. Ltd. Address:- C 101, 247 Park, LBS Marg, Vikhroli West Mumbai 400083 Email Id:- support@sharexindia.com Website : www.sharexindia.com Tel No:- +91 22 28515644/5606 Fax: +91 22 8512885 CIN: U67190MH1994PTC077176

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sl.No.	NameandDescription of main products/ services	NIC Codeofthe Product/ service	% tototalturnoverofthe Company
1.	Financial Services	Section K – Group 649 – Other Financial Service activities, except insurance and pension funding activities	99.47

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The Company does not have any holding, subsidiary and associate companies as on 31st March, 2019.

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category code	Category of Shareholder	No. of Shares held at the beginning of the year 01/04/2018				No. of Shares held at the end of the year 31/03/2019				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
1	Indian									
a	Individual/HUF	3083150	-	3083150	57.36	3045650	-	3045650	56.66	-0.70
b	Central Govt./ State Govt.(s)	-	-	-	-	-	-	-	-	-
c	Fins / Banks	-	-	-	-	-	-	-	-	-
d	Any Other specify									
	Bodies Corporate	258000	-	258000	4.80	258000	-	258000	4.80	0.00
	Sub Total (A)(1)	3341150	-	3341150	62.16	3303650	-	3303650	61.46	-0.70
2	Foreign									
a	Individuals/ NRI/ Foreign Ind.	-	-	-	-	-	-	-	-	-
b	Government	-	-	-	-	-	-	-	-	-
c	Institutions	-	-	-	-	-	-	-	-	-
d	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
e	Any Other Specify	-	-	-	-	-	-	-	-	-
	Sub Total (A)(2)	-	-	-	-	-	-	-	-	-
(A)	Total Shareholding of Promoter and Promoter Group Total (A)= (A)(1)+(A)(2)	3341150	-	3341150	62.16	3303650	-	3303650	61.46	-0.70
(B)	Public shareholding									
1	Institutions									
a	Mutual Funds	-	-	-	-	-	-	-	-	-
b	Venture Capital Funds	-	-	-	-	-	-	-	-	-
c	Alternate Investment Funds	-	-	-	-	-	-	-	-	-
d	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
e	Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-
f	Fin Inst/ Banks	-	-	-	-	-	-	-	-	-
g	Insurance Companies	-	-	-	-	-	-	-	-	-
h	Provident Fund/ Pension Fund	-	-	-	-	-	-	-	-	-

i	Any Other Specify	-	-	-	-	-	-	-	-	-
		-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-	-	-	-	-	-
2	Central Government/State Government/ President of India									
	Sub-Total (B)(2)	-	-	-	-	-	-	-	-	-
3	Non-institutions									
a	Individuals									
	i) Individual shareholders holding nominal share capital up to Rs-1 lacs	280000	-	280000	5.21	280000	-	280000	5.21	0.00
	ii) Individual shareholders holding nominal share capital in excess of Rs-1 lacs	1198250	-	1198250	22.29	1235750	-	1235750	22.99	0.70
b	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-
c	Employee Trusts	-	-	-	-	-	-	-	-	-
d	Overseas Depositories (holdings DRs)(balancing figure)	-	-	-	-	-	-	-	-	-
e	Any Other (Specify)									
i.	Bodies Corporate	414000	-	414000	7.70	414000	-	414000	7.70	0.00
ii.	HUF	130000	-	130000	2.42	124000	-	124000	2.31	-0.11
iii.	NRI	12000	-	12000	0.22	18000	-	18000	0.33	0.11
	Sub-Total (B)(3)	2034250	-	2034250	37.84	2071750	-	2071750	38.54	0.70
(B)	Total (B)= (B)(1)+(B)(2)+(B)(3)	2034250	-	2034250	37.84	2071750	-	2071750	38.54	0.70
(C)	Non- Promoter Non- Public									
1	Custodian/ DR Holders	-	-	-	-	-	-	-	-	-
2	Employee Benefit Trust (under SEBI (Share Based Employee Benefit) Regulations, 2014	-	-	-	-	-	-	-	-	-
(C)	Total (C)= (C)(1)+(C)(2)	-	-	-	-	-	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	5375400	-	5375400	100.00	5375400	-	5375400	100.00	0.00

ii) Shareholding of Promoters

SI No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2018			Shareholding at the end of the year 31/03/2019			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Vinod Kumar Jain	838700	15.60	-	838700	15.60	-	0.00
2	Rajesh Jain	464200	8.64	-	464200	8.64	-	0.00
3	Seema Jain	534900	9.95	-	534900	9.95	-	0.00
4	Vinod Jain HUF	256750	4.78	-	256750	4.78	-	0.00
5	Genda Lal Jain	170200	3.17	-	170200	3.17	-	0.00
6	Aarti Prakash Jain	187500	3.49	-	187500	3.49	-	0.00
7	Pushpa Jain	143500	2.67	-	143500	2.67	-	0.00
8	Genda Lal Jain HUF	126250	2.35	-	126250	2.35	-	0.00
9	Jikisha Jain	125650	2.34	-	125650	2.34	-	0.00
10	Sulochana Devi Jain	37500	0.70	-	0	0.00	-	-0.70
11	Ravi Parasmal Jain	6000	0.11	-	6000	0.11	-	0.00
12	SRG Housing Finance Limited	150000	2.79	-	150000	2.79	-	0.00
13	Ambitious Associates Pvt. Ltd	60000	1.12	-	60000	1.12	-	0.00
14	Rhythm Consultants Private Limited	48000	0.89	-	48000	0.89	-	0.00
15	Archis Jain	132000	2.46	-	132000	2.46	-	0.00
16	Hriday Jain	60000	1.12	-	60000	1.12	-	0.00
	Total	3341150	62.16		3303650	61.46		-0.70

(iii) Change in Promoters' Shareholding

Sl No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2018			Shareholding at the end of the Year 31/03/2019			
		No. of Shares at the beginning (01-04-2018)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	% of total Shares of the company]
1	Vinod Kumar Jain	838700	15.60	-	-	-	838700	15.60
2	Rajesh Jain	464200	8.64	-	-	-	464200	8.64
3	Seema Jain	534900	9.95	-	-	-	534900	9.95
4	Vinod Jain HUF	256750	4.78	-	-	-	256750	4.78
5	Genda Lal Jain	170200	3.17	-	-	-	170200	3.17
6	Aarti Prakash Jain	187500	3.49	-	-	-	187500	3.49
7	Pushpa Jain	143500	2.67	-	-	-	143500	2.67
8	Genda Lal Jain HUF	126250	2.35	-	-	-	126250	2.35
9	Jikisha Jain	125650	2.34	-	-	-	125650	2.34
10	Sulochana Devi Jain	37500	0.70	10.04.2018	(37500)	Disposal	0	-0.70
11	Ravi Parasmal Jain	6000	0.11	-	-	-	6000	0.11
12	SRG Housing Finance Limited	150000	2.79	-	-	-	150000	2.79
13	Ambitious Associates Pvt. Ltd.	60000	1.11	-	-	-	60000	1.11
14	Rhythm Consultants Private Limited	48000	0.89	-	-	-	48000	0.89
15	Archis Jain	132000	2.46	-	-	-	132000	2.46
16	Hriday Jain	60000	1.11	-	-	-	60000	1.11

(iv) Shareholding Pattern of Top Ten Shareholders (Other Than Directors, Promoters and Holders of GDRs and ADRS):

sr.no	Name	No. of Shares at the beginning (01-04-2018)	% of total Shares of the company]	Date	Increasing / Decreasing in shareholding	Reason	Cumulative No. of Shares	% of total Shares of the company]
1	ARYAMAN CAPITAL MARKETS LIMITED	192000	3.57	-	-	-	192000	3.57
2	HRIDAY CREDIT COOPERATIVE SOCIETY L	162000	3.01	-	-	-	162000	3.01
3	DINESH JAIN	60000	1.12	-	-	-	60000	1.12
4	DHARMESH CHANDRA JAIN	48000	0.89	-	-	-	48000	0.89
5	REKHA NAWLAKHA	42000	0.78	-	-	-	42000	0.78
7	OVERSKUD MULTI ASSET MANAGEMENT PRIVATE LIMITED	60000	1.12	-	-	-	60000	1.12
8	MAINA N NAWELAKHA	72000	1.34	-	-	-	72000	1.34
9	NARENDRAKUMAR AMBALAL NAWLAKHA	72000	1.34	-	-	-	72000	1.34
10	MANOJ BISARTI	44000	0.82	-	-	-	44000	0.82
11	LATA BHANDARI	40000	0.74	-	-	-	40000	0.74
12	NARENDRA AMBALAL NAWELAKHA (HUF)	40000	0.74	-	-	-	40000	0.74
13	SANJAY KUMAR BHANDARI	40000	0.74	-	-	-	40000	0.74

(v) Shareholding of Directors and Key Managerial Personnel

1.	VINOD KUMAR JAIN	MANAGING DIRECTOR			
Sl.No.		Shareholding at the beginning of the year 01/04/2018		Cumulative Shareholding during the year 31/03/2019	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	838700	15.60	838700	15.60
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
		-	-	-	-
3(1+2)	At the End of the year	838700	15.60	838700	15.60

2.	SEEMA JAIN	DIRECTOR			
Sl.No.		Shareholding at the beginning of the year 01/04/2018		Cumulative Shareholding during the year 31/03/2019	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	534900	9.95	534900	9.95
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
		-	-	-	-
3(1+2)	At the End of the year	534900	9.95	534900	9.95

3.	RICHA BHANDARI	DIRECTOR			
Sl.No.		Shareholding at the beginning of the year 01/04/2018		Cumulative Shareholding during the year 31/03/2019	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	2000	0.04	2000	0.04
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
		-	-	-	-
3(1+2)	At the End of the year	2000	0.04	2000	0.04

4.	GARIMA SONI*	COMPANY SECRETARY			
Sl.No.		Shareholding at the beginning of the year 01/04/2018		Cumulative Shareholding during the year 31/03/2019	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	4000	0.07	4000	0.07
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
		-	-	-	-
3(1+2)	At the End of the year	4000	0.07	4000	0.07

*Note:- *Ms. Garima Soni resigned from the post of Company Secretary on 22.01.2019.*

5.	KARTIK SINGH MEHTA	CHIEF FINANCIAL OFFICER			
Sl.No.		Shareholding at the beginning of the year 01/04/2018		Cumulative Shareholding during the year 31/03/2019	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	2000	0.04	2000	0.04
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
		-	-	-	-
3(1+2)	At the End of the year	2000	0.04	2000	0.04

V. INDEBTEDNESS

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

	Secured Loans excluding Deposits (Rs. In crores)	Unsecured Loans	Deposits	Total Indebtedness (Rs. In crores)
Indebtedness at the beginning of the financial year				
i) Principal Amount	11.65	-	-	11.65
ii) Interest due but not paid	0.10	-	-	0.10
iii) Interest accrued but not due	0.00	-	-	0.00
Total (i+ii+iii)	11.75	-	-	11.75
Change in Indebtedness during the financial year				
• Addition	0.00	-	-	0.00
• Reduction	1.84	-	-	1.84
Net Change	1.84	-	-	1.84
Indebtedness at the end of the financial year				
i) Principal Amount	9.89	-	-	9.89
ii) Interest due but not paid	0.00	-	-	0.00
ii) Interest accrued but not due	0.02	-	-	0.02
Total (i+ii+iii)	9.91	-	-	9.91

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl.no	Particulars of Remuneration	Name of MD/WTD/ Manager (Rs. in Lacs)	Total Amount (Rs. in Lacs)
Mrs. Seema Jain (Whole Time Director)			
1.	Gross salary (a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b)Value of perquisites u/s 17(2) Income-tax Act, 1961 (c)Profits in lieu of salary under section17(3) Income- tax Act, 1961	36.00 ----- -----	36.00 ----- -----
2.	Stock Option	-----	-----
3.	Sweat Equity	-----	-----
4.	Commission - as % of profit - Others, specify...	-----	-----
5.	Others, please specify	-----	-----
	Total(A)	36.00	36.00
	CeilingaspertheAct	84.00*	84.00*

* Pursuant to Section II-A Part II Schedule V to the Companies Act, 2013.

B. Remuneration to other directors

Company does not pay any remuneration to other Directors except Whole Time Director.

C. Remuneration to key managerial personnel other than MD/Manager/WTD

Sl. no	Particulars of Remuneration	Key Managerial Personnel			
		Garima Soni* (Company Secretary) Rs. In Lacs	Divya Kothari** (Company Secretary) Rs. In Lacs	Kartik Singh Mehta (CFO) Rs. In Lacs	Total Amount (Rs in Lacs)
1.	Gross salary (a)Salary as per provisions contained in section17(1) of the Income-tax Act,1961 (b)Value of perquisites u/s17(2) Income-tax Act,1961 (c)Profits in lieu of salary under section 17(3)Income- tax Act,1961	4.44 ---- ----	0.45 ---- ----	4.27 ---- ----	---- ---- ----
2.	Stock Option	----	----	----	----
3.	Sweat Equity	----	----	----	----
4.	Commission - as% of profit - Others, specify...	----	----	----	----
5.	Others, please specify	----	----	----	----
	Total(A)	4.44	0.45	4.27	

Note: - *Ms. Garima Soni resigned from the post of Company Secretary on 22.01.2019.

**Ms. Divya Kothari appointed as a Company Secretary cum Compliance Officer W.e.f 22.01.2019.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OFFENCES:

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

ANNEXURE-IV

MANAGEMENT DISCUSSION & ANALYSIS REPORT

ECONOMIC OVERVIEW

For the global economy, the year 2018 was difficult, with the world output growth falling from 3.8 per cent in 2017 to 3.6 per cent in 2018. Growth rate of world output is projected to fall further to 3.3 per cent in 2019 as growth of both advanced economies and emerging & developing economies are expected to decline. Growth of the Indian economy moderated in 2018-19 with a growth of 6.8 per cent, slightly lower than 7.2 per cent in 2017-18.

INDUSTRY STRUCTURE AND DEVELOPMENT

Non-banking financial companies (NBFCs) continued to grow their share in the financial services industry. Data published by the RBI in its Financial Stability Report dated 31st December 2018 show that NBFCs have outperformed scheduled commercial banks (SCBs) on growth in advances, asset quality and profitability. This growth momentum of NBFCs should result in their share in the financial services sector increasing in the near future.

NBFCs have disproportionately increased their share of real-estate sector credit in the previous few years, owing to heightened risk aversion by banks; banks have been cutting exposure due to their own funding challenges that began in late 2018, which have become more acute in the previous few months; domestic bank exposures fell to 2.3% of loans in the financial year ending March 2019 from 2.8% in 2015-16.

NBFCs are now also shying away from refinancing maturing debt of even large, proven developers to limit concentration risk to the sector. This is pushing developers towards alternative funding channels, such as private equity. The availability of such funding could be more limited than the value of maturing debt and may only be available to established developers with sufficient unpledged assets. It would also come at a higher cost. We believe banks may still consider exposure to quality real estate, but overall exposure continues to decline.

OPPORTUNITIES & THREATS

SRGSFL has been able to explore new areas for its business. The major opportunity for the Company lies in grasping the new areas and niche markets which are untapped by Banks and other large NBFCs. Increasing trend in conversion of cash sales to financed sales also provide a boost to a business like ours.

With the continuous growth in the performance of the Company, along with effective risk management strategies, adequate corporate governance framework, consistent return to shareholders, innovative and customized product mix, experienced staff, adequate compliance with regulations and innovative marketing strategies, the Company is able to add new customers and retain existing clientele and mark growth in business.

The factors such as small size of business and increased cost of funds as compared to peers may pose barrier to the Company, which the Company is working upon to get increase the scale of business and avail the credits at competitive rates.

There has been increased competition from the scheduled banks and other NBFCs operating in the field of finance. Company has adequate risk management framework which identifies, analyses and implement the

risk mitigation process which helps prevent Company from any kind of risk such as credit risk, interest rate risk etc.

Company has always maintained sufficient liquid funds, so that its operations are not affected. Constantly sticking on to the traditional values and ethics and with the support of efficient and dedicated resources, we are able to phase out any difficulties in our area of operation.

SEGMENT REPORTING

The Company is exclusively engaged in the Finance business and revenues are mainly derived from this activity. Accounting Standard 17 regarding Segment-wise Reporting issued by the Institute of Chartered Accountants of India and notified under the Companies (Accounting Standards) Rules, 2006 does not apply to your Company since revenues are derived from only one segment i.e. From finance activity.

RISKS AND CONCERNS

Your Company is exposed to internal and external risks. The internal risks relates to the risks within the Company due to change in management, personnel and policies, lapses / inadequacy in existing infrastructure facilities, delinquencies on the part of employees, staff attrition, misfeasance etc. The external risks can be associated to those factors which are not within the control of the Company like change in interest rates, government regulations, competition from others operating in similar business, etc.

RISK MANAGEMENT

Comprehensive risk management practices form an integral part of the operations at SRGSFL. The nature of business the Company is engaged in exposes it to a slew of complex and variable risks. The rapid and continuous changes in the business environment have ensured that the organisation becomes increasingly risk focused to achieve its strategic objectives. SRGSFL's policies ensure timely identification, management and mitigation of relevant risks, such as credit Risk, liquidity risk, interest rate risk, operational risk, reputational and regulatory risks, which help the company move forward with vigour.

INTERNAL CONTROL SYSTEMS & ADEQUACY

SRGSFL has an adequate system of internal control in place which has been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliance with regulations and for ensuring reliability of financial reporting. SRGSFL has documented procedures covering all financial and operating functions.

SRGSFL has robust internal audit programme, where the internal auditors, an independent firm of chartered accountants, conduct a risk-based audit with a view to not only test adherence to laid down policies and procedures but also to suggest improvements in processes and systems. Internal audit observations and recommendations are reported to the Audit Committee, which monitors the implementation of such recommendations.

INFORMATION TECHNOLOGY

Pursuant to RBI Master Direction - Information Technology Framework for the NBFC Sector, the Company having asset size below 500 crores, adopted the measures as mentioned under Section-B of Master Direction - Information Technology Framework for the NBFC Sector. The board has approved the Information technology policy. The Company has adopted various measures for physical/ logical access controls, well-defined user role, a Maker-checker concept to reduce the risk of error and misuse and to ensure reliability of data/information, information security and cyber security, BCP Policy etc. Your Company is currently using in-house software for operations and accounting. Adequate arrangements have been made for backup of data.

DISCUSSION ON FINANCIAL PERFORMANCE AND OPERATIONAL HIGHLIGHTS

The financial and other operational performance of the Company for the year under review has been discussed in detail in the Board's Report. The Cash-Flow Statement and the Balance Sheet are annexed to this Annual Report.

KEY CHANGES IN FINANCIAL INDICATORS

The Key financial ratios of the company are as under:-

Sr. No.	Ratios	As on 31.03.2019	As on 31.03.2018	Growth %
1	Capital Adequacy Ratio %	51.38	51.26	0.23
2	Net Interest Margin (NIM) %	13.46	11.29	19.22
3	Cost to Income ratio %	69.64	68.55	1.59
4	Return on Asset %	2.60	2.44	6.55
5	Return on Equity %	5.34	5.10	4.70
6	Revenue (Rs. in Lakhs)	381	318	19.81
7	PAT (Rs. in Lakhs)	61	49	24.49

RETURN ON NET WORTH

Return on net worth as on 31st March 2019 is 5.57% as compared to 4.28% of previous year registered a growth of 30.14% owing to increase in profits.

HUMAN RESOURCES

Human resource development is considered vital for effective implementation of business plans. The Company aims to align HR practices with business goals, motivate people for higher performance and build a competitive working environment. Productive high performing employees are vital to the Company's success. The Board values and appreciates the contribution and commitment of the employees towards performance of your Company during the year. In pursuance of the Company's commitment to develop and retain the best available talent, the Company continued to offer in house training programme to staff members in executive development, leadership and management skills. The Company had organized various training programmes for upgrading the skill and knowledge of its employees in different operational areas. The Company also sponsored its employees at various levels to attend various seminars and programs conducted by various organizations and institutions so as to update their knowledge and to keep them abreast of all the developments in their respective fields. Employee relations remained cordial and the work atmosphere remained congenial during the year. SRGSFL's staff strength as at March 31, 2019 was 13.

RELATED PARTY TRANSACTIONS:

Transactions with related parties entered into by the Company in the normal course of business were placed before the Audit Committee. None of the transactions with any of the related parties were in conflict with the interests of the Company. The details of transactions with the Company and related parties are given for information under notes to accounts.

LOAN PRODUCTS AND PROCESS:

SRGSFL is primarily engaged in the business of providing Vehicles, construction and mining equipment's and Business Loan by offering: (i) Equipment Finance (ii) Vehicle Finance (iii) Business Loan and (iv) Loan Against Property. Entire operations of the Company are handled at the Registered Office in Udaipur, Rajasthan along with the branch/Satellite offices of Associate Companies.

Company has a well-established and streamlined credit appraisal process. The loan approval & Disbursement process mainly consists of four simple steps – (i) Appraisal (ii) Security Evaluation (iii) Loan Sanction (iv) Loan Disbursement.

MARKETING EFFORTS:

Company's objective behind venturing into this business is to meet the financing needs of all income segments by providing adequate financial resources to fulfill their finance requirements

Presently, it has a Head office in Udaipur, Rajasthan and works from its head office. Further, the Company is targeting to expand its market and open new satellite centers which are to be located in various states of the Country to cover the target market. SRGSFL has a strong marketing team, and is active in advertising and various marketing arrangements. The Company's marketing is totally strategic and policy driven.

DISBURSEMENTS:

Disbursements during the year amounted to Rs. 455.53 Lakhs as against Rs. 1064.08 Lakhs in previous year.

RBI DIRECTIONS:

SRGSFL has complied with the directions issued by RBI regarding accounting standards, prudential norms for asset classification, income recognition, provisioning, capital adequacy, concentration of credit, "Know Your Customer" (KYC), Fair Practices Code, grievance redressal mechanism, recovery of dues, etc.

SRGSFL's Capital Adequacy Ratio as at March 31st, 2019 was 51.38%.

ACCOUNTING STANDARDS:

Your Company has complied with the Accounting Standards issued by the ICAI, Accounting Standards and Schedule III of Companies Act, 2013.

OTHER COMPLIANCES:

As required under Section 215 of the Insolvency and Bankruptcy Code, 2016, the Company has registered itself with National e-governance Services Limited (NeSL) authorized by IBBI obtained and an agreement is executed with NESL.

The Company has complied with all the applicable Regulations of Companies Act, 2013 and related Rules thereunder, SEBI (LODR) Regulations and circulars, notifications etc. issued by SEBI.

Other related statutory Guidelines/ Directions as applicable to the Company from time to time have also been strictly adhered to. Compliance of all Regulatory guidelines of RBI/other statutes is periodically reviewed at Audit Committee/Board.

CAUTIONARY STATEMENT:

Statements in this Directors' Report and Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the

meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. These statements are based on certain assumptions and expectations of future events over which the Company has no direct control. Important factors that could make a difference to the Company's operations include performance of the overall economy; rate of interest position in the economy; performance of the real estate market and other relevant external and internal factors.

Statements in this report, describing the company's objectives, estimations, projections, expectations are "forward looking statements" based on the management's current expectations and beliefs concerning future developments and their potential effect upon the Company. Several factors could make significant difference to the company's operations. These include economic conditions affecting demand and supply, Government regulations and taxation, natural calamities, etc. over which the company does not have any direct control. SRGSFL assumes no responsibility in case the actual results differ materially due to change in internal or external factors

Place: - Udaipur

Date: - May 30, 2019

For and on behalf of the Board of Directors

sd/-

Vinod K. Jain

Managing Director

DIN: 00248843

sd/-

Seema Jain

Director

DIN: 00248706

ANNEXURE- V

REPORT ON CORPORATE GOVERNANCE

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the report containing the details of Corporate Governance systems and processes at S R G Securities Finance Limited is as follows:

At S R G Securities Finance Limited (SRGSFL), Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success, and we remain committed to maximizing stakeholders' value, be it shareholders, employees, customers, investors or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all. We have a defined policy framework for ethical conduct of businesses.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company is committed to ensure high standards of transparency and accountability in all its activities. The best management practices and high levels of integrity in decision making are followed to ensure long term wealth generation and creation of value for all the stakeholders. The Company's Board follows ethical standards of Corporate Governance and adheres to the norms and disclosure requirements mentioned under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter collectively referred to as "Listing Regulations") as applicable and looks at corporate governance as a part of its business.

2. BOARD OF DIRECTORS

A. COMPOSITION & CATEGORY OF DIRECTORS:

The board comprises of 5 Directors; out of which 2 are Executive Director and 3 are Non-Executive Directors which includes 2 Independent Directors. All the Directors bring a wide range of skills and experience to the board. The Independent Directors have confirmed that they satisfy the criteria prescribed for an Independent Director as stipulated under the provisions of Section 149(6) of the Companies Act, 2013. All directors are appointed by the members of the Company. Brief profiles of the directors, are set out in this report.

The composition of the Board is in conformity with Listing Regulations. No director can be a member in more than 10 committees or act as chairman of more than 5 committees across all public companies in which he is a director. The Composition of the Board of Directors of the Company as on March 31, 2019 is as under:-

Details of the Board of Directors in terms of their directorships/memberships in committees of listed public companies are as under:

Directors	DIN	No. of Directorship (including SRGSFL)	Name of the Listed Companies	No. of Committees		Category of Director
				Member (Including SRGSFL)	Chairman (Including SRGSFL)	
Mr. Vinod K. Jain	00248843	2	SRG Housing Finance Limited	0	0	Promoter - Managing Director
			S R G Securities Finance Limited	1	0	Promoter - Managing Director
Mrs. Seema Jain	00248706	2	SRG Housing Finance Limited	1	0	Promoter - Non-Executive Director
			S R G Securities Finance Limited	0	1	Promoter – Whole Time Director
Mr. Nishant Badala	06611795	2	SRG Housing Finance Limited	1	1	Independent Director
			S R G Securities Finance Limited	0	2	Independent Director
Mr. Arjun Lal Jain	00147912	1	S R G Securities Finance Limited	2	0	Independent Director
Ms. Richa Bhandari	08336081	1	SRG Securities Finance Limited	0	0	Non-Executive Director

Notes:

- Other directorships exclude foreign companies, private limited companies and Companies under Section 8.
- In accordance with SEBI (LODR) Regulations, 2015 membership/ Chairpersonship of only Audit Committee and Stakeholders' Relationship Committee have been reckoned in all other public limited Companies.

- Mrs. Richa Bhandari has been appointed as Non-Executive Director with effect from 7th September, 2018.
- None of the directors are members of more than ten committees or chairman of more than five committees in public limited companies in which they are directors. Necessary disclosures have been obtained from all the directors regarding their directorship and have been taken on record by the Board.

DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTORS INTER-SE:

Director	Related To	Relation
Mr. Vinod K. Jain	Mrs. Seema Jain	Spouse
Mrs. Seema Jain	Mr. Vinod K. Jain	Spouse

No other directors, except as mentioned above, are related to each other.

Details of Shareholding of Directors as on 31st March, 2019:

The shareholding details of the directors as at March 31st, 2019 are included under Extract of Annual Return (MGT-9) forming part to this Report.

B. Board Expertise and Attributes

The Board members are committed to ensure that the Company's Board is in compliance with the highest standards of corporate governance. The table below summarizes the list of core skills/expertise/competencies identified by the board of directors as required in the context of business and sector for it to function effectively and those actually available with the board :-

Sr.No.	Specific skills/ expertise/ competency
1	Knowledge on Company's businesses, policies, major risks / threats and potential opportunities and knowledge of the industry in which the Company operates.
2	Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.
3	Business Strategy, Governance, Administration, Decision Making.
4	Financial and Management skills.
5	Technical / Professional skills and specialized knowledge in relation to Company's business.
6	Experience in finance, risk management, legal, compliance and corporate governance.

C. RESPONSIBILITIES OF BOARD:

The board of directors represents the interest of the Company's shareholders, in optimizing long-term value by providing the management with guidance and strategic direction on the shareholders' behalf. The board has a formal schedule of matters reserved for its consideration and decision, which includes reviewing corporate performance, ensuring adequate availability of financial resources, regulatory compliance, safeguard interest of shareholders and reporting to shareholders.

D. INDEPENDENT DIRECTORS

Board confirms that in the opinion of the board, the independent directors fulfill the conditions specified in the Listing Regulations and Companies Act, 2013 and are independent of the management.

➤ Role of Independent Directors:

Independent directors play an important role in deliberations at the board meetings and bring to the Company their wide experience in the fields of finance, Marketing and accountancy. This wide knowledge of both, their field of expertise and boardroom practices helps foster varied, unbiased, independent and experienced perspectives. The Company benefits immensely from their inputs in achieving its strategic direction. The Audit Committee, the Nomination & Remuneration Committee and the Stakeholder's Relationship Committee have a majority of independent directors. These committees function within the defined terms of reference in accordance with The Companies Act, 2013, The SEBI (LODR) Regulations, 2015 and as approved by the board, from time to time. Board members ensure that their work in other capacities do not impinge on their fiduciary responsibilities as directors of the Company.

➤ APPOINTMENT OF INDEPENDENT DIRECTORS:

The Company has Two Independent Directors on its Board. Both Independent Directors are not liable to retire by rotation. Formal letters of appointment were issued to the independent directors in terms of the provisions of The Companies Act, 2013. A copy of the letter detailing the terms and conditions of appointment of the independent directors is placed on the Company's website- www.srgfin.com

All Independent Directors of the Company, at the time of their first appointment to the Board and thereafter at the first meeting of the Board in every financial year, give a declaration that they meet with the criteria of independence as provided in Section 149 of The Companies Act, 2013. In the opinion of the Board, each independent director possesses appropriate balance of skills, experience and knowledge, as required.

➤ FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The objective of a familiarisation programme is to ensure that the non-executive directors are updated on the business environment and overall operations of the Company. This enables the non-executive directors to make better informed decisions in the interest of the Company and its stakeholders. A familiarisation programme was conducted for Independent directors on areas such as the core functions of the Company, overview of the industry, financials and the performance of the Company. An overview of the familiarisation programme is placed on the Company's website: www.srgfin.com

➤ Meetings of independent directors:

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. The Independent Directors of the Company met once during the year on March 15th, 2019 to review the performance of Non-Independent Directors and the Board as a whole, review the performance of the Chairperson of the Company and access the quality, quantity and timeliness of flow of information between the Company management and the Board.

E. EVALUATION OF DIRECTORS AND BOARD:

With the objective of enhancing the effectiveness of the board, the Nomination & Remuneration Committee formulated the methodology and criteria to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee and review its implementation and compliance. The evaluation of the performance of the board is based on the approved criteria such as the board composition, strategic planning, role of the Chairman, non-executive directors and other senior management, assessment of the timeliness and quality of the flow of information by the Company to the board and adherence to compliance and other regulatory issues.

In terms of Regulation 17(10) of the SEBI (LODR) Regulations, 2015 read with the SEBI Circular No. SEBI/HO/CFD/ CMD/ CIR/P/2017/004 dated January 05, 2017, your Company has put in place the 'Board and Director's Evaluation Policy' laying down a framework for evaluation of the Board, its Committees and of the individual directors with defined attributes for evaluation.

During the year, the Nomination and Remuneration Committee has evaluated the performance of the board as a whole and of its committees and the performance of the directors. The Independent Directors also held a separate meeting to review the performance of the non-executive directors, the Chairman of the Company and the overall performance of the board.

F. CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND THE SENIOR MANAGEMENT:

The standards for business conduct provide that the directors and the senior management will uphold ethical values and legal standards as the company pursues its objectives, and that honesty and personal integrity will not be compromised under any circumstances. A copy of the said code of conduct is available on the website at <http://www.srgfin.com/BestPracticesSub/22/Code%20of%20Conduct>.

As provided under Regulation 5 of SEBI (LODR) Regulations, 2015, the Board members and senior management personnel have affirmed compliance with the code of conduct for the financial year 2018-2019.

A declaration signed by the Company's Managing Director is published in this Report.

The Senior Management of the Company have made disclosures to the Board confirming that there are no material financial and/or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

3. BOARD MEETINGS, BOARD COMMITTEE MEETINGS AND PROCEDURES

NUMBER OF BOARD MEETINGS ALONG WITH DATES:

The meetings of the Board of Directors are generally held at the Registered Office of the Company. During the year, Board met 11 (Eleven) times. The Board of Directors of the Company had met with a maximum time gap of one hundred and twenty days.

The details of Board meetings are given below:

Date	Board Strength	No. of Directors present
13.04.2018	4	4
28.05.2018	4	4
13.07.2018	4	4
09.08.2018	4	4
29.09.2018	5	5
13.10.2018	5	4
14.11.2018	5	5
10.01.2019	5	5
22.01.2019	5	5
22.03.2019	5	5
25.03.2019	5	5

****Due to Reappointment of Mrs. Richa Bhandari in 23rd Annual General Meeting of the Company dated 07.09.2019 Board strength increased from 4 to 5.***

The Company places before the Board all those details as considered necessary under SEBI (LODR) Regulations, 2015 and other applicable laws. The dates for the board meetings are fixed after taking into account the convenience of all the directors and sufficient notice is given to them. Detailed agenda notes are sent to the directors. All the information required for decision making are incorporated in the agenda. Those that cannot be included in the agenda are tabled at the meeting. The Board takes on record the actions taken by the Company on all its decisions periodically.

Attendance of each Director at Board Meetings and at the previous Annual General Meeting (AGM) and the details of other chairmanship / directorship / committee membership of each Director as on 31st March 2019 are given below:

Name of Director	No. of Board Meetings held	No. of Board Meetings attended	Attendance at the last AGM	Number of Directorships in other companies	Number of Committee Memberships in other companies	
					Chairman	Member
Mr. Vinod K. Jain	11	11	Yes	1	0	0
Mrs. Seema Jain	11	11	Yes	1	0	1
Mr. Arjun Lal Jain	11	10	Yes	0	0	0
Mr. Nishant Badala	11	11	Yes	1	1	0
Ms. Richa Bhandari*	11	7	No	0	0	0

****Ms. Richa Bhandari appointed on the post of Non-Executive Director w.e.f. 7th September, 2018.***

Notes:

Other directorships exclude foreign companies, private limited companies and Companies under Section 8. In accordance with SEBI (LODR) Regulations, 2015 membership/ Chairpersonship of only Audit Committee and Stakeholders' Relationship Committee have been reckoned in all other public limited Companies.

None of the directors are members of more than ten committees or chairman of more than five committees in public limited companies in which they are directors. Necessary disclosures have been obtained from all the directors regarding their directorship and have been taken on record by the Board.

BOARD COMMITTEES:

AUDIT COMMITTEE

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirement), Regulations, 2015. Members of the Audit Committee are financially literate and have relevant finance / audit exposure. Chairman of the Audit Committee was present at the previous Annual General Meeting of the Company held on 07th September, 2018.

Powers and Roles of the Committee:

The Audit Committee assists the board in the dissemination of financial information and in overseeing the financial and accounting processes in the Company. The terms of reference of the audit committee covers all matters specified in SEBI (LODR) Regulations, 2015 and also those specified in section 177 of the Companies Act, 2013. The terms of reference broadly include review of internal audit reports and action taken reports, assessment of the efficacy of the internal control systems/ financial reporting systems and reviewing the adequacy of the financial policies and practices followed by the Company. The audit committee reviews the compliance with legal and statutory requirements, the half yearly and annual financial statements and related party transactions and reports its findings to the Board. The committee also recommends the appointment of internal auditor, statutory auditor. The committee also looks into those matters specifically referred to it by the Board.

Meetings:

The audit committee met Four (4) times during the year on 28.05.2018, 09.08.2018, 14.11.2018 and 22.03.2019.

The Composition of Audit Committee and attendance is as mentioned below:-

Name of Members	Number of Meetings attended
Mr. Nishant Badala – Chairman	4
Mr. Vinod K. Jain - Member	4
Mr. Arjun Lal Jain – Member	4

NOMINATION AND REMUNERATION COMMITTEE

The Committee's composition meets with the provisions of The Companies Act, 2013 and Regulation 19 of The SEBI (LODR), Regulations, 2015.

The role of the Nomination and Remuneration Committee inter alia, includes, Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal; Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees; Evaluate and approve the adequacy of the compensation plans, policies and programs for Company's Executive Directors, KMP and Senior Management; Recommend appointment and removal of Directors, for approval at the general meeting of shareholders; Carry out evaluation of the performance of

the Board and review the evaluation's implementation and compliance; Devise a policy on diversity of Board; Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and monitor compliance with regard to the same. The role and responsibilities of the committee shall include such other items as may be prescribed by the Board in compliance with applicable law from time to time.

Meetings:

During the financial year 2018-2019, the committee met 3(Three) times on 13.04.2018, 22.01.2019 and 22.03.2019.

The details of composition and attendance at the Nomination and Remuneration Committee-

Name of Members	No. of Meeting attended
Mr. Arjun Lal Jain- Chairman	3
Mr. Nishant Badala – Member	3
Ms. Richa Bhandari– Member	2

Mrs. Richa Bhandari has been appointed as the Member of the Committee with effect from 29th September, 2018.

Performance evaluation criteria for independent directors:

The criteria for performance evaluation cover the areas relevant to the functioning as Independent Directors such as preparation, participation, conduct and effectiveness. The performance evaluation of Independent Directors was done by the entire Board and in the evaluation process, the Directors who are subject to evaluation had not participated.

REMUNERATION POLICY:

The remuneration policy, including the criteria for remunerating non-executive directors is recommended by the nomination and remuneration Committee and approved by the board. The key objective of the remuneration policy is to ensure that it is aligned to the overall performance of the Company. The Company's remuneration policy is directed towards rewarding performance based on review of achievements periodically.

The Company's remuneration policy is directed towards rewarding performance based on review of achievements periodically. The remuneration policy is in consonance with the existing industry practice. A copy of the said policy is available at the link: <http://www.srgfin.com/BestPractices/7/Miscellaneous>.

The remuneration Paid to the directors is in line with the remuneration policy of the company.

DIRECTOR'S REMUNERATION

NON-EXECUTIVE DIRECTORS:

During the financial year 2018-19, no payment is made to Non-Executive Directors.

TRANSACTIONS WITH NON-EXECUTIVE DIRECTORS:

There was no pecuniary relationship or transactions of the non-executive director's vis-à-vis the Company during the Financial Year ended 31st March, 2019.

EXECUTIVE DIRECTOR:

Detail of the remuneration paid to the executive director during the year is provided in Extract of Annual Return (MGT-9) attached to this Report. Disclosures with respect to remuneration of executive Directors:-

(i) **All elements of remuneration package of individual directors are summarized under major groups, such as salary, benefits, bonus, pension etc.** Remuneration of Whole Time Director – Mrs. Seema Jain is totally comprises as Salary, the details of the same under Extract of Annual Return (MGT-9).

(ii) **Details of fixed component and performance linked incentives, along with the performance criteria:** The Remuneration of Whole Time Director includes Yearly remuneration of Rs. 36 Lakhs.

(iii) **Service contracts, notice period, severance fee:** Not applicable.

(iv) **Stock option details, if any, and whether issued at a discount as well as the period over which accrued and over which exercisable:** Not applicable.

STAKEHOLDER'S RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee has been constituted by the Board in compliance with the requirements of Section 178 (5) of the Act and Regulation 20 of the SEBI (LODR) Regulations.

Terms of reference of the Committee:

The committee met regularly to redress investor grievances like non receipt of dividend warrants, non-receipt of share certificates, etc. The terms of reference of the committee meet with the requirements of SEBI (LODR) Regulations, 2015 and provisions of The Companies Act, 2013.

The chairman of the committee was present at the 23rd AGM to answer shareholder queries.

Investor Grievance Redressal:

SEBI vide Circular Ref: CIR/OIAE/2/2011 dated June 3, 2011 informed the Company that they had commenced processing of investor complaints in a web based complaints redress system "SCORES". Under this system, all complaints pertaining to companies are electronically sent through SCORES and the companies are required to view the complaints pending against them and submit Action Taken Report (ATRs) along with supporting documents electronically in SCORES. During the year company did not receive any complaints from investors.

Meetings: The committee met 4 (Four) times during the year 2018-19 on 13.04.2018, 13.07.2018, 13.10.2018 and 10.01.2019.

The composition of the committee and details of attendance is as below:-

Name of Members	No. of Meeting attended
Mr. Nishant Badala- Chairman	4
Mr. Arjun Lal Jain- Member	4
Mrs. Seema Jain – Member	4

There are no investor complaint received during the year and no complaint is pending as on 31st March, 2019.

RISK MANAGEMENT COMMITTEE:

The Committee's composition meets with the requirements of Regulation 21 SEBI (LODR) Regulations, 2015 and provisions of the Companies Act, 2013.

Periodic assessments to identify the risk areas are carried out and management is briefed on the risks in advance to enable the company to control risk through a properly defined plan. The Board is also periodically informed of the business risks and the actions taken to manage them. The Company has also formulated a policy for Risk management of the Company.

The composition of the committee and details of attendance is as below:-

Mr. Vinod K. Jain- Chairman of the Committee
Mr. Arjun Lal Jain- Member
Mr. Nishant Badala- Member

PROCEEDS FROM PRIVATE PLACEMENT ISSUE:

During the previous financial year 2017-18, the Company issued Equity Shares on private placement basis. As specified in the respective offer document, the funds were fully utilized for the purpose for which raised i.e. to meet the short term and long term requirements of the existing business operations and to meet the projected growth of business.

CODES AND STANDARDS:

VIGIL MECHANISM /WHISTLE BLOWER :

Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and as per Regulation 22 of SEBI (LODR) Regulations, 2015, Company have made a formal Vigil Mechanism Policy which provides detailed procedure to protect the interest of employees of the company. The Audit Committee oversees the vigil mechanism. No employee has been denied access to the Audit Committee. The same can be read from the link (<http://srgfin.com/BestPracticesSub/20/Vigil%20Mechanism%20Policy>).

PREVENTION OF INSIDER TRADING:

Consequent to the amendment of the SEBI (Prohibition of Insider Trading) Regulations, 2015 effective April 1, 2019, the Company's Share Dealing Code was revised to align the same with the regulations.

These identified persons as mentioned under the code are prohibited from trading in the securities of SRGSFL during the restricted trading periods notified by the Company, from time to time and while in possession of any unpublished price sensitive information relating to SRGSFL. The same can be read from the link: <http://www.srgfin.com/BestPracticesSub/19/Insider%20Trading%20Policy>.

FAIR PRACTICE CODE:

Your Company has in place a Fair Practice Code (FPC), which includes guidelines on appropriate staff conduct when dealing with customers and on the organization's policies vis-à-vis client protection. The FPC captures

the spirit of the RBI's guidelines on fair practices for NBFC Code of Conduct.

FEES PAID TO STATUTORY AUDITORS:

During the year, the total fees incurred by the Company, for services rendered by statutory auditors are given below:

Particulars	Amount (Rs.in lakhs)
Audit Fees	0.50
Tax Audit Fees	0.10
Certification Fees	0.00
Total	0.60

DECLARATION BY BOARD:

Board hereby confirms that Company has devised proper systems to ensure compliance of all laws applicable to the Company.

DISCLOSURES:

RELATED PARTY TRANSACTION:

There have been no materially significant related party transactions with the Company's promoters, directors, the management, their subsidiaries or relatives which may have potential conflict with the interests of the Company at large. The necessary disclosures regarding the transactions are given in the notes to accounts. The Company has also formulated a policy on dealing with the Related Party Transactions and necessary approval of the audit committee and Board of directors were taken wherever required in accordance with the Policy.

<http://www.srgfin.com/BestPracticesSub/26/Policy%20on%20Related%20Party>.

The Company has also formulated a policy for determining the Material RPT and the details of such policies for dealing with RPT and the Related Party Transactions Policy are disseminated on the website of the Company (www.srgfin.com).

ACCOUNTING STANDARDS/ TREATMENT:

There has been no difference in the Accounting treatment from that of Accounting Standards. The financial statements for the year have been prepared in accordance with and in compliance of Schedule III notified by the Ministry of Corporate Affairs (MCA).

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report forms part of the Board's Report

GENERAL MEETINGS:

The details of the Annual General Meetings / Extraordinary General Meeting held in the last three years are as follows:

Annual General Meetings of the Company:

Venue	Financial Year	Date & Time
Hotel Ambience Plot No. 8, Near Mahila Police Thana, 100 Feet Road, Roop Nagar, Bhuwana Opposite The Occasion Wedding & Special Event Garden, Udaipur, Rajasthan 313001	2015-2016	22/08/2016 at 10:00 AM
Udaipur Chamber of Commerce & industry, Chamber Bhawan, Chamber Marg, M.I.A., Udaipur-313001	2016-2017	30/09/2017 at 12:25 PM
Registered Office, 322, S.M. Lodha Complex, Near Shastri Circle, Udaipur (Rajasthan)-313001.	2017-2018	07/09/2018 at 12:15 PM

The details of special resolutions passed in AGM/EGM in the last 3 years are as follows:

AGM/EGM	Subject
21st Annual General Meeting held on 22/08/2016	Re-appointment of Managing Director Approval of Related Party Transaction
22nd Annual General Meeting held on 30/09/2017	Increase in Authorized Share Capital of the Company Adoption of new set of Memorandum of Association
23rd Annual General Meeting held on 07/09/2018	Re-appointment of Mrs. Seema Jain as the Whole Time Director of the Company Appointment of Ms. Richa Bhandari, as a Non-Executive Director of the Company

POSTAL BALLOT:

During the year under review, there was no resolution passed through postal ballot.

DEMATERIALISATION OF SHARES:

SRGSFL's shares are available for trading with National Securities Depository Ltd. (NSDL) and with Central Depository Services (India) Limited (CDSL). The ISIN allotted to SRGSFL's equity shares is INE326P01019.

As at March 31st, 2019, 100 % of equity shares of SRGSFL have been dematerialised by members through NSDL and CDSL.

MEANS OF COMMUNICATION:

The main source of information for the shareholders is the Annual Report that includes inter alia, the Board's Report, the shareholder's information and the audited financial results. SRGSFL recognizes the importance of regular dialogue with its shareholders to ensure that the Company's strategy is clearly understood.

Half yearly performance and financial results of the Company are intimated to the Shareholders through the website of Bombay Stock Exchange (BSE) i.e. on www.bseindia.com, SRGSFL's website i.e. www.srgfin.com of the Company. As the Company is SME Listed there is no requirement of publishing results in newspaper. Shareholders have an opportunity to attend the Annual General Meeting at which the business outlook is presented and relevant aspects of the Company's operations are discussed. In addition, the registered office as well as the Registrar's Office (RTA), serves as a contact point for shareholders on issues such as share

transfers, dividends and announcements. Along with the financial results, other information as per the listing regulations such as Annual Report and Shareholding Pattern, are being uploaded on BSE website.

The Ministry of Corporate Affairs (MCA) and the Companies Act, 2013, has taken a “Green Initiative” in corporate governance by allowing paperless compliances by the Companies through electronic mode. The SEBI (LODR) Regulations, 2015 and the Companies Act, 2013 permits companies to send soft copies of the annual report to all those shareholders who has registered their e-mail addresses with the Company/Depository participant. The Company has been requesting the shareholders holding shares in demat form to register/update their e-mail addresses to the company/depository participants. Accordingly, the annual report for 2018-19, notice for AGM etc., are being sent in electronic mode to shareholders who have registered their e-mail addresses with the Company/depository participants. For those shareholders who have not opted for the above, the same are being sent in the prescribed form.

The annual report also contains a section on “Shareholder’s Information” which inter alia provides information relating to the AGM date, time and venue, shareholding pattern, distribution of shareholding, top shareholders, monthly high and low quotations of the equity share during the year and other corporate governance information as required under SEBI (LODR) Regulations, 2015, The Company has designated the e-mail id srgsecurities@gmail.com to enable the shareholders to register their grievances.

MD AND CFO CERTIFICATION:

The Managing Director / Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of SEBI (LODR) Regulations, 2015. The annual certificate given by the Managing Director and the Chief Financial Officer is published in this Report. (Annexure- VI)

SUBSIDIARY COMPANIES:

The company has no Subsidiary Companies.

GENERAL SHAREHOLDER INFORMATION:

Outstanding ADRs/GDRs/ Warrants:

The company does not have any GDRs/ ADRs/ Warrants or any convertible instruments.

COMMODITY PRICE RISK/ FOREIGN EXCHANGE RISK/ HEDGING ACTIVITIES:

Company does not have any Commodity Price Risk or Foreign Exchange Risk and Hedging activities.

ANNUAL GENERAL MEETING:

Date and time:	September 14 th 2019 at 11:15 AM
Venue:	322, S.M. Lodha Complex, Near Shastri Circle, Udaipur Rajasthan 313001
Book Closure Date:	07.09.2019 to 14.09.2019
Financial Year:	1 st April to 31 st March

FINANCIAL CALENDAR 2019-20 (TENTATIVE):

FINANCIAL RESULTS WILL BE ANNOUNCED AS PER THE FOLLOWING TENTATIVE SCHEDULE:

Half Year ending September, 2019	By 15 November, 2019
Half Year/ Year ending March, 2020	Within 60 Days from 31 st March, 2020
Annual General Meeting	By September, 2020

PARTICULARS OF DIVIDEND FOR THE YEAR ENDED 31.03.2019:

No dividend has been declared by the Company during the financial year 2018-19.

INFORMATION TO SHAREHOLDERS:

LISTING OF SHARES:

Name of the Stock Exchange	Stock Code
Bombay Stock Exchange Limited, Mumbai (BSE- SME)	536710
ISIN allotted by Depositories (Company ID Number)	INE326P01019

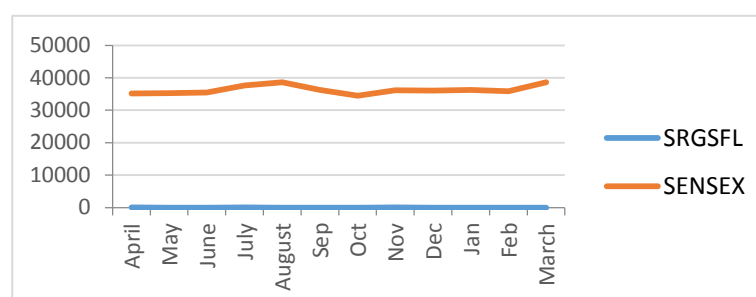
(Note: Annual Listing fees for the year 2019-20 was duly paid to the above stock exchange)

STOCK MARKET DATA:

THE BOMBAY STOCK EXCHANGE LIMITED

Month	Open Price	High Price	Low Price	Close Price	BSE Sensex (Monthly Close)
Apr-18	46.75	46.75	46.75	46.75	35160.36
May-18	-	-	-	-	35322.38
Jun-18	-	-	-	-	35423.48
Jul-18	37.40	44.00	35.20	35.20	37606.58
Aug-18	-	-	-	-	38645.07
Sep-18	-	-	-	-	36227.14
Oct-18	-	-	-	-	34442.05
Nov-18	41.95	41.95	41.95	41.95	36194.30
Dec-18	-	-	-	-	36068.33
Jan-19	-	-	-	-	36256.69
Feb-19	-	-	-	-	35867.44
Mar-19	-	-	-	-	38672.91

**No Trading during the month of May, Jun, Aug, Sep, Oct, Dec, Jan, Feb, Mar- 2018-19*



SHAREHOLDING PATTERN AS ON 31ST MARCH 2019:

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered		
					As a percentage of (A+B) ¹	As a percentage of (A+B+C)	Number of shares	As % of Total No. of Shares	a of
(A)	Shareholding of Promoter and Promoter Group								
1	Indian								
a	Individual/HUF	12	3045650	3045650	56.66	56.66	-	-	-
b	Central/State Gov	-	-	-	-	-	-	-	-
c	Fins / Banks	-	-	-	-	-	-	-	-
d	Any Other specify-Bodies Corporates	3	258000	258000	4.80	4.80	-	-	-
	Sub Total(A)(1)	15	3303650	3303650	61.46	61.46	-	-	-
2	Foreign								
a	Indv NRI/For Ind	-	-	-	-	-	-	-	-
b	Government	-	-	-	-	-	-	-	-
c	Institutions	-	-	-	-	-	-	-	-
d	Foreign Portfolio Investor	-	-	-	-	-	-	-	-
e	Any Other Specify	-	-	-	-	-	-	-	-
	Sub Total(A)(2)	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group Total (A)= (A)(1)+(A)(2)	15	3303650	3303650	61.46	61.46	-	-	-
(B)	Public shareholding								
1	Institutions								
a	Mutual Funds	-	-	-	-	-	-	-	-
b	Venture Capital Funds	-	-	-	-	-	-	-	-
c	Alternate Investment Funds	-	-	-	-	-	-	-	-

d	Foreign Venture Capital Investors	-	-	-	-	-	-	-
e	Foreign Portfolio Investors	-	-	-	-	-	-	-
f	Financial Institutions/ Banks	-	-	-	-	-	-	-
g	Insurance Companies	-	-	-	-	-	-	-
h	Provident Funds/ Pension Funds	-	-	-	-	-	-	-
i	Any Other - Specify	-	-	-	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-	-	-	-
2	Central Government/ State Government (s)/President of India	-	-	-	-	-	-	-
	Sub-Total (B)(2)	-	-	-	-	-	-	-
B 3	Non-institutions							
a	Individuals						-	-
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	90	826250	826250	15.37	15.37	-	-
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	18	689500	689500	12.83	12.83	-	-
b	NBFCs registered with RBI	-	-	-	-	-	-	-
c	Employee Trusts	-	-	-	-	-	-	-
d	Overseas Depositories holding DRs) (balancing figure)	-	-	-	-	-	-	-
	Any Other - (specify)							
i.	Bodies Corporates	3	414000	414000	7.70	7.70	-	-

ii.	Clearing Member	-	-	-	-	-	-	-
iii.	HUF	6	124000	124000	2.31	2.31	-	-
iv.	NRI	1	18000	18000	0.33	0.33	-	-
	Sub-Total (B)(3)	118	2071750	2071750	38.54	38.54	-	-
(B)	Total (B)= (B)(1)+(B)(2) + (B)(3)	118	2071750	2071750	38.54	38.54	-	-
	TOTAL (A)+(B)	133	5375400	5375400	100.00	100.00	-	-
(C)	Non- Promoter Non- Public							
1	Custodian/ DR Holders	-	-	-	-	-	-	-
2	Employee Benefit Trust (under SEBI (Share Based Employee Benefit) Regulations, 2014	-	-	-	-	-	-	-
(C)	Total (C)= (C)(1)+(C)(2)	-	-	-	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	133	5375400	5375400	100.00	100.00	-	-

DISTRIBUTION OF SHAREHOLDING AS ON 31STMARCH 2019:

Number of Equity Shares held	Number of Share holders	Number of Shares	% of Capital
UPTO TO 100	-	-	-
101 TO 200	-	-	-
201 TO 500	-	-	-
501 TO 1000	-	-	-
1001 TO 5000	20	46000	0.86
5001 TO 10000	39	246000	4.58
10001 TO 100000	61	1599750	29.76
100001 TO ABOVE	13	3483650	64.81
Total	133	5375400	100.00

REGISTRAR AND SHARE TRANSFER AGENTS:

M/s. Sharex Dynamic (India) Pvt. Ltd. having its registered office at C 101, 247 Park, LBS Marg, Vikhroli, West Mumbai- 400083 are the Registrars for the demat segment and also the share transfer agents of the company, to whom communications regarding share transfer and dematerialization requests must be addressed. All matters connected with share transfer, transmission, dividend payment is handled by the share transfer agent. Share transfers are processed within 15 days of lodgment.

CORPORATE BENEFITS TO INVESTORS:

Dividend Declared: NIL

BONUS ISSUE OF FULLY PAID UP EQUITY SHARES:

Financial Year	Ratio
2013-14	1: 2

INFORMATION IN RESPECT OF UNCLAIMED DIVIDENDSDUE FOR REMITTANCE INTO INVESTOR EDUCATION AND PROTECTION FUND (IEPF) IS GIVEN BELOW:

Under the provisions of the Companies Act, 2013 dividends that remain unclaimed for a period of seven years from the date of declaration are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. There are no Unpaid/ Unclaimed Dividend as on 31.03.2019.

Shareholders holding shares in electronic form are requested to deal only with their Depository Participant in respect of change of address, nomination facility and furnishing bank account number, etc.

UNCLAIMED SHARES:

In terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as ammended, the Company will be arranging to transfer the corresponding shares to IEPF, where the dividends for the last seven consecutive years have not been claimed by the concerned shareholders. The concerned shareholders however may claim the dividend and shares from IEPF.

REQUEST TO INVESTORS:

Shareholders are requested to follow the general safeguards/procedures as detailed hereunder in order to avoid risks while dealing in the securities of the company.

As required by SEBI, it is advised that the shareholders furnish details of their bank account number and name and address of their bank for incorporating the same in the dividend warrants/Cheques etc. This would avoid wrong credits being obtained by unauthorized persons.

RECONCILIATION OF SHARE CAPITAL:

A quarterly audit was conducted by a practicing company secretary, reconciling the issued and listed capital of the company with the aggregate of the number of shares held by investors in physical form and in the depositories and the said certificates were submitted to the stock exchanges within the prescribed time limit. As on 31st March 2019, there was no difference between the issued and listed capital and the aggregate of shares held by investors in both physical form and in electronic form with the depositories. 5375400 equity shares representing 100% of the paid up equity capital have been dematerialized as on 31st March 2019.

REAPPOINTMENT OF DIRECTORS:

A brief resume of the director reappointed together with the nature of his experience and details of the other directorships held by him is annexed to the Notice convening the Annual General Meeting.

NOMINATION FACILITY:

Since all the shares of the Company are in demat for, shareholders are requested to contact their Depository Participants for availing nomination facility.

PLANT LOCATIONS:

Not Applicable being an NBFC registered with RBI.

ADDRESS FOR CORRESPONDENCE:

To contact Registrars & Share Transfer Agents for matters relating to shares	M/s. Sharex Dynamic (India) Pvt. Ltd. Address:- C 101, 247 Park, LBS Marg, Vikhroli West Mumbai 400083 Email Id:- support@sharexindia.com Website : www.sharexindia.com Tel No:- +91 22 28515644/5606 Fax: +91 22 8512885 CIN: U67190MH1994PTC077176
For any other general matters or in case of any difficulties / grievance	Ms. Divya Kothari Company Secretary and Compliance Officer S R G Securities Finance Limited 322, SM Lodha Complex, Near Shastri Circle, Udaipur, Rajasthan-313001 Tel No. : 0294-2412609 E-mail : srgsecurities@gmail.com

LIST OF ALL CREDIT RATINGS OBTAINED BY THE ENTITY:

Sr. No.	Instrument	Rating Agency	Rating	Rating Action	Date of Rating
1	Long-Term Bank Facilities	CARE Ratings*	CARE Stable BB;	Withdrawn	30.01.2017 withdrawn with effect from 8th March, 2019)
2	Long-Term Bank Facilities	Brickwork Ratings	BWR Stable BB;	Reaffirmed	06.07.2018

*the CARE Ratings has been withdrawn with effect from 8th March, 2019 on voluntary request of the Company.

WEBSITE LINKS:

As required under the various provisions of the companies act, 2013 and SEBI (LODR) regulations, 2015, the web link of some of the important documents placed on the website of the Company www.srgfin.com.

1. Policy on determination of materiality
2. Archival Policy

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE:

Certificate from the Company's Secretarial Auditor M/s. Deepak Vijaywargey and Associates confirming compliance with conditions of Corporate Governance as stipulated under SEBI (LODR) Regulations, 2015, is attached to this Report. "**Annexure VIII**".

NON MANDATORY REQUIREMENTS:

The Company is moving towards a regime of unqualified financial statements. There were no qualifications on financial statements by the Auditors. The Company shall endeavour to adopt the non-mandatory requirements as and when necessary.

CERTIFICATE UNDER REGULATION 34(3) OF SEBI LISTING REGULATIONS:

The Company has obtained a Certificate pursuant to the Regulation 34(3) read with Schedule V of the Listing Regulations, from M/s. Deepak Vijaywargey and Associates, a firm of Company Secretary in practice, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Companies either by Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other Statutory Authority. The said certificate forms part of this report as "**Annexure II**".

COMPLIANCE:

The Company has complied with the mandatory requirements as stipulated under Regulation 34(3) of SEBI (LODR) Regulations, 2015.

GOING CONCERN:

The directors are satisfied that the Company has adequate resources to continue its business for the foreseeable future and consequently consider it appropriate to adopt the going concern basis in preparing the financial statements.

THE BOARD:

Independent Directors possess the requisite qualification and experience to contribute effectively to the company in their capacity as independent director.

NOMINATION & REMUNERATION COMMITTEE:

A Nomination & remuneration committee has been set up under the chairmanship of Mr. Arjun Lal Jain and the other members of the committee are Mr. Nishant Badala and Ms. Richa Bhandari. Mr. Arjun Lal Jain, Mr. Nishant Badala and Ms. Richa Bhandari are Non-Executive directors with Chairman being Independent Director.

AUDIT QUALIFICATIONS:

The statutory financial statements of the company are unqualified.

SEPARATE POSTS OF CHAIRMAN AND MANAGING DIRECTOR:

The Company has appointed only Managing Director of the Company.

REPORTING OF INTERNAL AUDITOR:

The Internal Auditor of the company directly reports to the Audit Committee and/or Managing Director.

DECLARATION BY MANAGING DIRECTOR ON CODE OF CONDUCT UNDER PARA D OF SCHEDULE V OF SEBI (LODR) REGULATIONS, 2015

To
The Members

I, hereby declare that to the best of my knowledge and information, all the Board Members and Senior Management Personnel have affirmed compliance with the code of conduct for the year ended March 31st, 2019.

Date: 30.05.2019

Place: Udaipur

Best Wishes

sd/-
Vinod K. Jain
Managing Director
DIN: 00248843

ANNEXURE- VI

Certificate by Managing Director (MD) and Chief Financial Officer (CFO) to the Board

We, Vinod K. Jain, Managing Director and Kartik Singh Mehta, Chief Financial Officer of S R G Securities Finance Limited, certify that:

1. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

b) These statements together present a true and fair view of the state of affairs of the company and are in compliance with existing accounting standards, applicable laws and regulations.

2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

3. We accept overall responsibility for establishing and maintaining internal control for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and that we have disclosed to the statutory auditors and the audit committee, deficiencies in the design or operations of such internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these of the Board. The auditors and audit committee are appraised of any corrective action taken with regard to significant deficiencies in the design or operation of internal controls.

4. We indicate to the auditors and to the audit committee:

a) Significant changes in internal control over financial reporting during the year;

b) Significant changes in accounting policies during the year; and that the same have been disclosed in the notes to the financial statements; and

c) Instances of significant fraud of which we have become aware of and which involve management or other employees having significant role in the company's internal control system and financial reporting. However, during the year there was no such instance.

Place : Udaipur
Date : 30.05.2019
sd/-
Vinod K. Jain
Managing Director
DIN: 00248843

sd/-
Kartik Singh Mehta
Chief Financial Officer

Details of Managerial Remuneration

(i)	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year 2018-19.	<u>Executive Director</u> Mrs. Seema Jain- Whole Time Director- 15x
(ii)	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year.	<u>Executive Director</u> No percentage increase.
		<u>KMPs(Other than Managing Director)</u>
		Mr. Kartik Singh Mehta (CFO) 16.67%
		Ms. Garima Soni* - 34.55%
		Ms. Divya Kothari* - NA
(iii)	The percentage increase in the median remuneration of employees in the financial year	14.29 percentage increase in median remuneration of the employees in the financial year.
(iv)	The number of permanent employees on the rolls of company	There were 13 permanent employees on the rolls of the Company, as on March 31, 2019.
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Average increase in the remuneration of all employees other than Managerial Personnel: 17.97% Average increase in the remuneration of Managerial Personnel: 13.87% Justification: Managerial Personnel salary increases are decided based on the Company's performance, individual performance, inflation, prevailing industry trends and benchmarks.
(vi)	Affirmation that the remuneration is as per the remuneration policy of the company.	It is hereby confirmed that the remuneration is as per the Remuneration Policy of the Company.

**Ms. Garima Soni resigned from the post of Company Secretary w.e.f 22.01.2019 and Ms. Divya Kothari appointed as a Company Secretary cum Compliance Officer w.e.f 22.01.2019.*

ANNEXURE- VIII

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
S R G SECURITIES FINANCE LIMITED,

We have examined the compliance of conditions of Corporate Governance by S R G Securities Finance Limited ("the Company"), for the year ended on 31st March, 2019, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

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

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

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

Udaipur
May 30, 2019

For M/s. Deepak Vijaywargey and Associates,
Company Secretaries
sd/-
Deepak Vijaywargey
Proprietor
ACS No: 18221
C P No: 6321

FINANCIAL STATEMENT

INDEPENDENT AUDITOR'S REPORT

To
The Members
S R G Securities Finance Limited

Report on the Financial Statements

We have audited the accompanying financial statements of S R G Securities Finance Limited ("the Company") which comprise the Balance Sheet as at 31st March 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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 the financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting the 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 objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to

fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as issued by Central Government of India in terms of Sub Section (11) of Section 143 of the Act, we hereby give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of accounts 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 accounts;
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards referred to in Section 133 of the Act read with Rule 7 of The Companies (Accounts) Rules, 2014;
 - e. On the basis of written representations received from the Directors and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March 2019, from being appointed as a Director in terms of Section 164(2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule

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

- i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
 - iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid to Mrs. Seema Jain, Whole Time Director of the Company is in accordance with the provisions of Section 197 along with Schedule V of Companies Act, 2013 and the remuneration limit is in accordance with Section 197 and Schedule V of Companies Act, 2013 and approved with Shareholder's Resolution dated 7th September, 2018 except this no remuneration was paid to any other directors.

For **PKJ & Co.**
Chartered Accountants
FRN: 124115W

sd/-
Rishabh Jain
Partner
Membership No. 176309
Place: Udaipur
Date: 30.05.2019

Annexure A to the Independent Auditors' Report

(Referred to in para 1 under "Report on other Legal and Regulatory Requirement" of our report of even date)

1. According to the information and explanations given to us, in respect of the 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 during the year and no discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
 - (c) We report that the Company does not have any immovable property as at the balance sheet date.
2. The Company does not have any inventory and hence reporting under clause (ii) of paragraph 3 of the Order is not applicable.
3. According to the information and explanations given to us, the Company has not granted any loans secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of The Companies Act, 2013 and therefore clause (iii) of paragraph 3 of the Order is not applicable.
4. The Company has not advanced any loan or given any guarantee or provided any security or made any investment covered under Section 185 and 186 of the Act. Therefore, clause (iv) of paragraph 3 of the Order is not applicable.
5. As per the Ministry of Corporate Affairs notification dated March 31, 2014 the provisions of Sections 73 to 76 or any other relevant provisions of The Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014, as amended, with regard to the deposits accepted are not applicable to the Company. According to information and explanations given to us, the Company has not accepted any deposits during the year.
6. According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under Sub-Section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.
7. According to the information and explanations given to us:
 - a) The Company is regular in depositing undisputed statutory dues including Employees State Insurance, Income Tax, Cess, Goods and Service Tax and any other material statutory dues as applicable with the appropriate authorities.
 - b) There are no undisputed statutory dues payable in respect of Employees' State Insurance, Income-tax, Cess, Goods and Service Tax and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
 - c) There were no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Value Added Tax, Goods and Service Tax as at 31st March 2019, which has not been deposited on account of dispute.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to Financial Institutions and Banks. The Company has not taken loans or borrowings from Government or by way of Debentures.
9. The Company has not raised moneys by way of Initial Public Offer or Further Public Offer during the year. The Company has not raised funds by way of Term loans during the year.
10. According to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.

11. According to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to The Companies Act, 2013.
12. The Company is not a Nidhi Company; hence reporting under clause (xii) of paragraph 3 of the Order is not applicable to the Company.
13. According to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of The Companies Act, 2013, wherever applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the notes on Financial Statements as required by the applicable accounting standards
14. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, provision of clause (xiv) of paragraph 3 of the Order is not applicable to the Company.
15. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with Directors or persons connected with him under provisions of Section 192 of The Companies Act, 2013.
16. According to the information and explanations given to us, we report that the Company has registered as required under section 45-IA of the Reserve Bank of India Act, 1934.

For **PKJ & Co.**
Chartered Accountants
FRN: 124115W

sd/-
Rishabh Jain
Partner
Membership No. 176309
Place: Udaipur
Date: 30.05.2019

Annexure-B to the Independent Auditor's Report

(Referred to in para 2(f) under "Report on other Legal and Regulatory Requirement" of our report of even date

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 S R G Securities Finance Limited ("the Company") as of March 31, 2019 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 (the "Guidance Note") issued by The Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and prescribed under Section 143(10) of the Act, 2013 to the extent applicable, to an audit of internal financial controls both issued by The Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate

internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For **PKJ & Co.**
Chartered Accountants
FRN: 124115W
Sd/-

Rishabh Jain
Partner
Membership No. 176309
Place: Udaipur
Date: 30.05.2019

BALANCE SHEET AS AT 31ST MARCH, 2019

(Amount in Rs.)			
Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	53,754,000	53,754,000
(b) Reserves and Surplus	3	56,663,865	63,322,906
Total Shareholder's Funds		110,417,865	117,076,906
(2) Non-Current Liabilities			
(a) Long Term Borrowing	4	48,242,509	76,859,427
Total Non-Current Liabilities		48,242,509	76,859,427
(3) Current Liabilities			
(a) Short-term borrowings	5	22,060,508	11,383,223
(b) Trade Payables	6		
Total outstanding due to Micro Enterprises and Small Enterprises		-	-
Total outstanding dues of creditors other than Micro Enterprises and small enterprises		144,445	201,273
(c) Other current liabilities	7	29,907,994	29,814,056
(d) Short-term Provisions	9	17,656,827	4,470,624
Total Current Liabilities		69,769,774	45,869,176
Total		228,430,148	239,805,509
II. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment			
(i) Tangible Assets	8	1,283,299	1,943,025
(ii) Intangible Assets			
(b) Deferred tax assets (net)	11	617,056	581,512
(c) Long Term Loans and Advances			
(i) Receivables under Financing Activity		162,504,153	153,639,753
(ii) Others		902,160	2,402,160
(d) Other non-current assets	13	-	8,807,258
Total Non-current assets		165,306,668	167,373,708
(2) Current assets			
(a) Current Investment	10	9,373,064	39,591,999
(b) Short Term Loans & Advances	14		
(i) Receivables under Financing Activity		36,400,607	25,388,647
(c) Cash and cash equivalents	15	12,896,715	2,479,218
(d) Other current assets	16	4,453,094	4,971,937
Total Current Assets		63,123,480	72,431,801
Total		228,430,148	239,805,509

The accompanying notes are an integral part of these financial statements
 In terms of our report attached
 As per Our Report of even date
 For PKJ & CO.
 Chartered Accountants
 FRN : 124115W

1 to 33

For & On Behalf of the Board

sd/-
 Vinod K. Jain
 Managing Director
 (DIN:00248843)

sd/-
 Seema Jain
 Director
 (DIN:00248706)

sd/-
 Rishabh Jain
 Partner
 Membership No. 176309

sd/-
 Divya Kothari
 Company Secretary
 (M.No. A57307)

sd/-
 Kartik Singh Mehta
 CFO

Place : Udaipur
 Date : 30.05.2019

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

<i>(Amount in Rs.)</i>			
Particulars	Note No.	For the Year ended 31st March 2019	For the Year ended 31st March, 2018
I. Revenue from operations	17	37,930,129	31,648,977
II. Other Income	18	200,908	218,935
III Total Revenue		38,131,037	31,867,912
IV. Expenses:			
Employee benefit expenses	19	7,548,304	6,680,359
Financial costs	20	12,171,822	11,345,428
Depreciation and amortization expenses	8	584,737	817,659
Other expenses	21	9,742,798	6,497,012
V Total Expenses		30,047,661	25,340,458
VI. Profit before tax (III-V)		8,083,376	6,527,454
VII. Tax expense:			
(1) Current tax		2,030,360	1,652,007
(2) Deferred tax		(35,544)	(58,135)
VIII. Profit/(Loss) for the period (VI-VII)		6,088,560	4,933,582
IX. Earning per equity share:			
Basic & diluted		1.13	1.23

The accompanying notes are an integral part of these financial statements

In terms of our report attached
As per Our Report of even date
For PKJ & CO.
Chartered Accountants
FRN : 124115W

sd/-
Rishabh Jain
Partner
Membership No. 176309

Place : Udaipur
Date : 30.05.2019

1 to 33

For & On Behalf of the Board

sd/-
Vinod K. Jain
Managing Director
(DIN:00248843)

sd/-
Divya Kothari
Company Secretary
(M.No. A57307)

sd/-
Seema Jain
Director
(DIN:00248706)

sd/-
Kartik Singh Mehta
CFO

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

<i>(Amount in Rs.)</i>				
Particulars	Figures as at end of the current reporting period		Figures as at end of the previous reporting period	
A. Cash flow from operating activities				
Net Profit before tax		8,083,376		6,527,454
<u>Adjustments for:</u>				
Depreciation	19,304		817,659	
Provision for NPA	(12,694,696)		(1,492,971)	
Provision for Standard Assets	(50,801)		(71,935)	
Other Provision	(2,104)	(12,728,297)	(61,031)	(808,278)
Operating profit / (loss) before working capital changes		(4,644,922)		5,719,176
<u>Changes in working capital:</u>				
<u>Adjustments for (increase) / decrease in operating assets:</u>				
Loans and Advances	(18,376,360)		(43,703,618)	
Other current assets	518,843		184,433	
Other non-current assets	2,067,040	(15,790,477)	(519,415)	(44,038,600)
<u>Adjustments for increase / (decrease) in operating liabilities:</u>				
Other current liabilities	37,109		12,511,306	
Short-term provisions	13,186,203	13,223,312	1,488,858	14,000,164
Cash generated from operations		(7,212,087)		(24,319,260)
Net income tax (paid) / refunds		(2,030,360)		(1,652,007)
Net cash flow from / (used in) operating activities (A)		(9,242,447)		(25,971,266)
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances	640,422	640,422	(363,783)	(363,783)
Net Addition/Deletion from Investment	30,218,935	30,218,935	(30,218,935)	(30,218,935)
Net cash flow from / (used in) investing activities (B)		30,859,357		(30,582,718)
C. Cash flow from financing activities				
Proceeds from issue of equity shares			15,000,000	
Security Premium from issue of equity shares			22,500,000	
Proceeds from long-term borrowings	(28,616,918)		12,254,744	
Proceeds from Short-term borrowings	10,677,285	(17,939,633)	7,831,984	57,586,728
Net cash flow from / (used in) financing activities (C)		(17,939,633)		57,586,728

Particulars	Figures as at end of the current reporting period	Figures as at end of the previous reporting period
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	3,677,277	1,032,744
Cash and cash equivalents at the beginning of the year	2,479,218	1,446,475
Cash and cash equivalents at the end of the year	6,156,495.41	2,479,218.30

The accompanying notes are an integral part of these financial statements

In terms of our report attached 1 to 33

As per Our Report of even date

For PKJ & CO.

Chartered Accountants

FRN : 124115W

For & On Behalf of the Board

sd/-

Vinod K. Jain
Managing Director
(DIN:00248843)

sd/-

Seema Jain
Director
(DIN:00248706)

sd/-

Rishabh Jain
Partner
Membership No. 176309

sd/-

Divya Kothari
Company Secretary
(M.No. A57307)

sd/-

Kartik Singh Mehta
CFO

Place : Udaipur

Date : 30.05.2019

Notes forming part of Financial Statements For the year ended 31st March 2019

1. SIGNIFICANT ACCOUNTING POLICIES:

a) Basis of Preparation

The Financial Statements are prepared and presented under the historical cost convention in accordance with the Generally Accepted Accounting Principles (GAAP), and provisions referred to in Section 133 of The Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions of The Companies Act, 2013 and accounting standards issued by The Institute of Chartered Accountants of India (ICAI) as applicable. The Company also follows the directions prescribed by the Reserve Bank of India (RBI) for Non-Banking Finance Companies to the extent applicable.

b) Income Recognition

Interest income on loans are accounted on accrual basis. Loans are classified into "Performing and Non- Performing Assets in terms of the directions issued by the RBI from time to time". Income recognition on non-performing advances are made in accordance with the RBI guidelines. Additional Finance Charges, Cheque bounce charges, Field visit charges and other penal / servicing charges are recognised as income on realization due to uncertainty in their collection.

c) Interest on Loans

Repayment of the Loans are by way of equated monthly installments (EMIs) comprising principal and interest. The interest is calculated on the outstanding balances at monthly rests. EMIs commence once the entire loan is disbursed. Pending commencement of EMI, pre-equated monthly installment interest (PEMI) is payable every month. Interest on loan assets classified as "Non-Performing" is recognized only on actual receipt.

d) Income from Investment

Interest income from investment is accounted on an accrual basis. Dividend Income on investments is recognized when the right to receive the same is established.

e) Segment Reporting

The Company is primarily engaged in the business of financing. All the activities of the Company revolve around the main business. Accordingly, there are no separate Business and geographical reportable segment, as per the Accounting Standard on 'Segment Reporting' (AS 17) issued by The Institute of Chartered Accountants of India notified under The Companies (Accounting Standards) Amendment Rules, 2011.

f) Property, Plant and Equipment

Property, Plant and Equipment (PPE) are stated at cost less accumulated depreciation and impaired losses, if any.

Depreciation on PPE is provided on pro-rata basis on "Written Down Value Method" from the date of installation based on life assigned to each asset in accordance with Schedule II of The Companies Act, 2013.

g) Intangible Assets & Amortization:-

The Company does not have any intangible Asset.

h) Impairment of Assets

Impairment losses (if any) on Assets are recognised in accordance with the Accounting Standard on 'Impairment of Assets' (AS 28). The Company assesses at each Balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the assets. An asset is treated as

impaired when the carrying cost of assets exceeds its recoverable value.

i) Leases

In accordance with the Accounting Standard on Leases (AS 19), the following disclosures in respect of operating leases are made:

The Company has taken office premises under operating leases which are generally cancellable and have no specific obligation for renewal. The total lease payments are recognised as per lease terms in the Statement of Profit and Loss under 'Rent Expenses' under note 21.

j) Provision on Non-Performing Assets & for diminution in Investment value

Non-performing assets are identified and categorized into Sub-standard, Doubtful and Loss Category based on the guidelines and direction issued by RBI. Provisions for non-performing assets and for diminution in investment value are made in the accordance with the RBI guidelines.

k) Contingent Liabilities

No Contingent Liabilities were recognised by the management during the year.

l) Investments

In accordance with Accounting Standard (AS 13) on "Accounting for Investments" and the guidelines issued by the Reserve Bank of India, Current Investments are stated at lower of cost and fair value. However Provision for diminution in value of investment is made to recognize a decline in value other than temporary in nature. On sale of an investment, the difference between its carrying value and net sale proceeds is charged or credited in the statement of profit and loss. Unquoted investments in the units of mutual funds in the nature of current investments are valued

at the net asset value declared by mutual funds in respect of each particular scheme.

m) Employment benefit :-

i. Gratuity:-

Gratuity is a post-employment benefit. During the year 2018-19, the Company has made provision for gratuity and the detail of the same in under note no. 9 of the notes on Financial Statements for the year ended 31st March 2019.

ii. Provident Fund :-

Pursuant to Employees' Provident Fund Act, the payment under Employees Provident Fund Act is not applicable to the Company.

iii. Employee state Insurance:-

The Company contributes amount to Employee state Insurance as per the provisions of the Employee State Insurance Act and is recognised as an expense in the period in which the services are rendered.

iv. Short Term Employee Benefits:-

Short Term Employee Benefits are recognized during the period when the services are rendered. These Short term benefits include Bonus, Incentive and other benefits which fall due within twelve months after the end of the period in which services are rendered.

n) Accounting For Taxes On Income

The accounting treatment for the Income Tax in respect of Company's Income is based on the Accounting Standard on "Accounting for taxes on Income" (AS 22). Income tax expenses is the aggregate amount of current tax and deferred tax charge, Taxes on income are accrued in the same period as the revenue and expenses to which they relate. Current Tax is determined in accordance with the Income Tax Act 1961, on the amount of tax payable in respect of income for the year.

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences arising between the carrying value of assets and liabilities. Deferred tax assets are recognized only after giving due consideration to prudence. Deferred tax assets and liabilities are measured using tax returns and tax laws that have been enacted (or) substantially enacted by the balance sheet date.

o) Earnings Per Share

The Company reports basic and diluted earnings per equity share in accordance with (AS) 20, Earnings per share issued by the Institute of Chartered accountants of India. Basic earnings share have been computed by dividing net income by the weighted average number of equity shares outstanding for the period. Diluted earnings per equity shares have been computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the period.

Earnings per share (EPS) are calculated as follows: (Amount in Rs.)		
Particulars	2018-19	2017-18
Net profit after tax	6,088,560	4,933,582
Weighted Average Number of Equity Shares (No's)	53,75,400	40,11,016
Earnings Per Share-Basic and Diluted	1.13	1.23

p) Goods and Service Tax Input Credit

Goods and Service Tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing /utilising the credits.

q) Net Profit

The Company calculates Net Profit or Loss for the Period and Changes in Accounting Policies, if any, in accordance with (AS) 5, issued by the Institute of Chartered accountants of India and other applicable laws.

NOTES ON FINANCIAL STATEMENTS FOR YEAR ENDED 31ST MARCH 2019

2. SHARE CAPITAL

	As at 31 st March, 2019	As at 31 st March, 2018
Authorised Share Capital :		
1,20,00,000 Equity Shares of Rs. 10 /- Each	120,000,000	120,000,000
(Previous year 1,20,00,000 Equity Shares of Rs. 10/- Each)		
Issued , Subscribed & Paid up Share Capital :		
53,75,400 Equity shares of Rs. 10 /- Each	53,754,000	53,754,000
(Previous year 53,75,400 Equity Shares of Rs. 10/- Each)		
Total	53,754,000	53,754,000

The reconciliation of the number of share outstanding is set out below:

Particulars	As at 31st March 2019		As at 31st March, 2018	
	Number	Amount	Number	Amount
Share outstanding at the beginning of the year	5,375,400.00	53,754,000.00	3,875,400.00	38,754,000.00
Share issued during the year :	-	-	1,500,000.00	15,000,000.00
Bonus share issurd during the year	-	-	-	-
Initial Public Offering (IPO)	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	5,375,400.00	53,754,000.00	5,375,400.00	53,754,000.00

Aggregate number of shares allotted as fully paid-up by way of Bonus Shares : During the year 2013-14, pursuant to approval of shareholders at the Extra-Ordinary General Meeting (EOGM) of S R G Securities During the year 2013-14, pursuant to approval of shareholders at the Extra-Ordinary General Meeting (EOGM) of S R G Securities Finance Limited held on May 30, 2013, the Company allotted 4,55,800 Bonus Equity Shares of Rs. 10/- each fully paid up shares in the proportion of 1:2 i.e. one share for every two shares held.

The details of Shareholding more than 5% shares

Name of the shareholder	As at 31st March 2019		As at 31st March, 2018	
	No. of Shares Held	%	No. of Shares Held	%
Shri Vinod K.Jain	838,700	15.60%	838,700	15.60%
Smt. Seema Jain	534,900	9.95%	534,900	9.95%
Shri Rajesh Jain	464,200	8.64%	464,200	8.64%

Terms/Rights attached to Equity Shares

The Company has one class of share referred to as equity shares having at par value of Rs.10 each. Each shareholder is entitled to one vote per share held.

	As at 31 st March, 2019	As at 31 st March, 2018
3. RESERVE AND SURPLUS :		
Special Reserve (in terms of section 45IC(1) of the Reserve Bank of India Act,1934)		
As per Last Balance Sheet	5,119,500	4,129,500
Add : Transferred from Profit and Loss Statement	1,230,000	990,000
Total	6,349,500	5,119,500
Securities Premium		
As per Last Balance Sheet	47,580,000	25,080,000
Add: Received during the year	-	22,500,000
Less: Utilized for issue of Bonus Share	-	-
Total	47,580,000	47,580,000
Surplus		
As per last Balance Sheet	10,623,406	8,305,761
Add : Profit for the period	6,088,560	4,933,582
Add: Excess provision for Income Tax	-	-
Total	16,711,966	13,239,343
Less : Appropriations		
Transfer to Special Reserve	1,230,000	990,000
Provision for Standard Assets	50,801	71,935
Provision for NPA	12,694,696	1,492,971
Additional Provision for Income Tax	2,104	61,031
	13,977,601	2,615,937
	2,734,365	10,623,406
Total	56,663,865	63,322,906

4. LONG TERM BORROWINGS :

	Non Current Portion		Current Portion	
Secured	31.03.2019	31.03.2018	31.03.2019	31.03.2018
Term Loan From State Bank of India	48,242,509	76,725,272	28,706,078	28,988,779
Term Loan From Volkswagen Finance Private Ltd.	0	134,154	106,911	293,696
Total	48,242,509	76,859,426	28812989	29282475

(Secured against Hypothecation of specific Book-Debts, an irrevocable power of attorney in favor of bank to create mortgage / hypothecation charge in favor of bank over the specific assets and to collect the book debts directly from individual borrowers in the event of default by the company and personal guarantee of Mr. Vinod K. Jain, Managing Director and Mrs. Seema Jain, Director and third party guarantee of Mr. Rajesh Jain and Mrs. Aarti Jain)

Term Loan Rs 600.00 Lacs -Repayable in 24 Quarters @ Rs.25.00 lacs per quarter w.e.f. 1st Dec. 2015

Term Loan Rs 900.00 Lacs -Repayable in 60 Months @ of Rs.15.00 lacs per month w.e.f. 1st July. 2017

Term loan from Volkswagen Finance Limited (Secured against Hypothecation of Car repayable in 48 EMIs of Rs.27769 PM w.e.f. Sep.2015)

5. SHORT TERM BORROWINGS

Secured

From : State Bank of India

Working Capital Loans	22,060,508	11,383,223
Total	22,060,508	11,383,223

(Secured against Hypothecation of Advances (Book-Debts) an irrevocable power of attorney in favor of bank to create mortgage / hypothecation charge in favor of bank over the specific assets and to collect the book debts directly from individual borrowers in the event of default by the company and personal guarantees of Mr. Vinod K. Jain, Managing Director and Mrs. Seema Jain, Director and third party guarantee of Mr. Rajesh Jain and Mrs. Aarti Jain)

6. TRADE PAYABLES :

	As at 31 st March, 2019	As at 31 st March, 2018
Trade payable due to "Suppliers" registered under the Micro, Small and Medium Enterprises Development Act. 2006	-	-
Trade payable due to Creditors other than Micro, Small and Medium Enterprises Development Act. 2006	144,445	201,273
Total	144,445	201,273

Trade Payables of Rs.1.45 Lakhs (Previous Year Rs.2.01 Lakhs) includes Rs. NIL (Previous Year Rs.NIL) payable to suppliers registered under the Micro,Small& Medium Enterprises and Development Act,2006 which has been determined to the extent such parties have been identified on the basis of information available with the Company. No interest has been paid/payable by the Company during the year to the suppliers covered under Micro,Small and Medium Enterprises and Development Act,2006 .

7. OTHER CURRENT LIABILITIES :

	31 st March, 2019	31 st March, 2018
Current Maturity of Long-Term Borrowings(Refer note no. 4)	28,812,989	29,282,475
Expenses Payable	560,596	308,600
Other Current Liabilities	60,739	126,034
Interest accrued but not due on Borrowings	457,657	-
Duties and Taxes	16,013	96,948
Total	29,907,994	29,814,056

8. PROPERTY, PLANT AND EQUIPMENT

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	AS AT 01.04.18	ADDITIO N	DELETI ON	TRANSF ER	AS AT 31.03.20 19	AS AT 01.04.18	FOR THE YEAR	DEDUCT ION	AS AT 31.03.201 9	AS AT 31.03.201 9	AS AT 31.03.18
TANGIBLE ASSETS											
Computers	327730	0	0	0	327730	284230	26350	0	310580	17150	43500
Furniture and Fixtures	2051328	0	0	0	2051328	1038618	258786	0	1297404	753924	1012710
Cars*	1995422		640422	0	1355000	1401643	171988	565433	1008198	346802	593779
Scooter	39702	0	0	0	39702	39701	0	0	39701	1	1
Kinetic Deo	52946	0	0	0	52946	34530	4768	0	39298	13648	18416
Office Equipments	1290554	0	0	0	1290554	1015935	122845	0	1138780	151774	274619
Total	5757682	0	640422	0	5117260	3814657	584737	565433	3833961	1283299	1943025
Previous Year	5393899	363783	0	0	5757682	2996998	817659	0	3814657	1943025	2396901

*Specific Car hypothecated under Car Loan from Volkswagen Finance Private Ltd.

9. SHORT TERM PROVISIONS :

	31 st March, 2019	31 st March, 2018
Provision for Taxation AY 18-19	-	1,652,007
Provision for Taxation AY 19-20	2,030,360	-
Provision for NPA	15,108,651	2,413,955
Provision for Standard Assets	455,464	404,663
Provision for gratuity	62,352	-
Total	17,656,827	4,470,624

10. INVESTMENT:

CURRENT INVESTMENT:	As at		As at	
Trade Investment	31st March 2019		31 st March, 2018	
Investment in Equity Instruments-Quoted	Nos.	Amount	Nos.	Amount
SRG Housing Finance Ltd. Face Value of Rs. 10/- each	200,000	9,373,064	200,000	9,373,064
Investment in Mutual Funds – unquoted (at Net Asset Value)				
Kotak Mahindra Mutual Fund Collection- Plan (Kotak Low Duration Fund Standard Growth - Regular Plan)	-	-		30,218,935
Total		9,373,064		39,591,999
Aggregated Market Value of Quoted Investment				
Equity Shares SRG Housing Finance Ltd.		50,600,000.00		24,320,000

11. DEFERRED TAX ASSETS :

	31 st March, 2019	31 st March, 2018
Opening Balance	581,512	523,377
Add: For the Year	35,544	58,135
Total	617,056	581,512

12. LONG TERM LOANS & ADVANCES

(i) Receivables under Financing Activity (Secured Considered good)	162,504,153	153,639,753
(ii) Others (Unsecured Considered Good)		
- Security Deposits	902,160	902,160
- Advance against office Booking	0	1,500,000
Total	162,504,153	156,041,913

13. OTHER NON CURRENT ASSETS :

Non current Portion of Balances with Bank in Deposit Accounts(Refer Note No.15)	-	8,807,258
Total	-	8,807,258

14. SHORT TERM LOANS & ADVANCES

(i) Receivables under Financing Activity (Secured Considered good)	36,400,607	25,388,647
Total	36,400,607	25,388,647

15. CASH & CASH EQUIVALENTS :

Cash on Hand	520,894	951,522
Balance With Banks		
A. In Current Account	3,048,334	1,527,696
B. Deposits having balance maturity upto 12 months	9,327,487	-
C. Deposits having balance maturity of more than 12 months	-	8,807,258

{Deposits amounting to 92.91 Lakhs(Previous Year 87.73) provided as cash collateral towards Borrowings with State Bank of India}		
TOTAL CASH AND BANK BALANCES	12,896,715	11,286,476
LESS: AMOUNTS DISCLOSED UNDER NON CURRENT ASSETS (Refer Note No.13)	-	8,807,258
Total	12,896,715	2,479,218
16. OTHER CURRENT ASSETS :		
Prepaid Expenses	53,924	36,850
Advance Tax and TDS	2,187,612	2,296,536
Deferred Expenses		
Prepaid Expenses	1,029,621	1,701,672
Interest Accrued But Not Due	1,164,536	935,799
GST Input receivable	17,401	1,080
Total	4,453,094	4,971,937
17. REVENUE FROM OPERATIONS		
Interest Received on Advances	36,363,810	28,279,710
Processing Charges	618,000	1,713,901
FDR Interest	577,793	576,870
Other Income	370,526	1,078,497
Total	37,930,129	31,648,977
18. OTHER INCOME		
Profit on sale of Car	11	-
Interest on Mutual Funds	200,897	218,935
Total	200,908	218,935
19. EMPLOYEE BENEFIT EXPENSES :		
Salaries and other Benefits to Employees	3,864,134	3,080,359
Directors Remuneration	3,600,000	3,600,000
Contribution to ESIC	84,170	-
Total	7,548,304	6,680,359
20. FINANCIAL COST :		
Interest on working Capital loan	1,273,984	444,048
Interest on Term Loan	10,207,455	10,614,366

Interest on Car loan	26,897	55,245
Other Interest	250	-
Bank Charges	663,236	231,769
Total	12,171,822	11,345,428

21.OTHER EXPENSES :

Advertisement Expenses	182,123	226,200
CIBIL Expenses	-	82,885
Conveyance Expenses	64,838	95,785
Auditors Remuneration	60,000	55,000
Internal Audit Fees	30,000	30,000
Annual Fees	124,977	66,100
Business Promotion	166,500	108,548
Insurance Expenses	24,655	24,724
Legal & Professional Fees	527,320	389,000
Satellite Centre Expenses	286,500	348,240
Office Expenses	335,863	218,070
Printing and Stationery	131,560	180,580
Rent Expenses	1,121,676	1,019,700
Telephone Expenses	31,697	103,934
Electricity Expenses	67,058	50,772
Vehicle Running & Maintenance	615,892	358,770
Commission Expenses	95,600	544,065
Miscellaneous Exp.Written Off	672,051	1,353,987
Inspection Charges	309,000	239,236
Recovery Expenses	411,700	204,830
Travelling Expense	326,159	264,792
Other Expenses	1,858,373	478,095
Valuation Expenses	28,356	22,520
Search Expenses	37,350	31,180
Bad Debts	2,233,551	-
Total	9,742,798	6,497,012

22. AUDITORS REMUNERATION INCLUDES:**(Rs. In Lakhs)**

Particulars	31.03.2019	31.03.2018
Audit Fees	0.50	0.45
Taxation Fees	0.10	0.10
R.O.C. Matters & Certification	0.00	0.00
Total	0.60	0.55

23. RELATED PARTY DISCLOSURES : Disclosures as required by the Accounting Standard 18 of ICAI in respect of Related Party Transactions for the year ended on 31-03-2019 :-

The related parties of the Company with whom the Company had carried out transactions are as follows.

A. List of Related Parties and relationships

Name of Related Party	Nature of Relationship
Vinod Kumar Jain	Managing Director (KMP)
Seema Jain	Whole Time Director (KMP)
Genda Lal Jain HUF	HUF of Relative of KMP
Aarti Jain	Relative of KMP
Meenakshi Jain	Relative of KMP

B. Transactions carried out with the related parties in the ordinary course of business for the year ended March 31, 2019 are as follows:

Item/ Related Party	Transaction Amount Key Management Personnel	Transaction Amount Relative of Key Management Personnel
Remuneration /Salary	Seema Jain - 36.00 Lakhs	Meenakshi Jain - 4.08 Lakhs
Rent Paid	Nil	1. Genda Lal Jain HUF - 3.59 Lakhs 2. Aarti Prakash Jain - 7.62 Lakhs

Terms and condition of transactions with related parties:-

All the related party transactions are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions.

24. In the opinion of management the current assets and advances are approximately of the value as stated if realized in the ordinary course of business unless otherwise stated. The provisions for all liabilities are adequate and not in excess / shortage of the amount reasonably necessary.

25. During the year, there was no employee employed throughout the year who was in receipt of remuneration of Rs. 1.02 Crores or more per annum or Rs. 8.50 Lakhs or more per month, if employed for the part of the year.

26. The previous year figures have been regrouped /rearranged/ reclassified wherever necessary to correspond with current year's disclosure.

27. The Company have complied all the applicable prudential norms prescribed by Reserve Bank of India on income recognition , accounting standards, assets classification , provisions for Bad & doubtful debts , capital adequacy and credit / investment concentration.

28. The Company has written off irrecoverable debts amounting to Rs. 22.34 Lakhs in financial year 2018-19 (Previous Year Nil).

29. The company does not have any exposure in foreign currency at the year end.

30. CAPITAL ADEQUACY RATIO:

	Items	31 st March , 2019	31 st March , 2018
i)	CRAR (%)	51.38	51.26

31. Classification of Loans and Provisions made for Non-Performing Assets are as under:

(Rs. In Lakhs)

	For the year ended 31-3-2019					For the year ended 31-3-2018				
Particulars	Standard	Sub Standard	Doubtful	Loss	Total	Standard	Sub Standard	Doubtful	Loss	Total
Loans	1821.86	17.89	149.30	0	1989.05	1618.65	149.30	19.61	2.72	1790.28
Provision	4.55	1.79	149.30	0	155.64	4.05	14.93	6.48	2.72	28.18

32. Details of movement in provisions

(Rs in Lakhs)

Particulars	Opening as on 01.04.2018	Provisions made during the year	Provisions reversed/adjusted	Closing as on 31.03.2019
Bad & Doubtful Debts	24.13	151.09	24.13	151.09
Taxation	16.52	20.30	16.52	20.30
Standard Assets	4.05	4.55	4.05	4.55

33. In terms of Paragraph 18 of Non-Banking Financial Company- Non Systemically Important (Non- Deposit taking Company (Reserve Bank) Directions, 2016.

(Rs. in Lakhs)

Particulars		
Liabilities side	Amount Outstanding 31.03.2019	Amount overdue

(i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (please specify) <i>Long-Term investments :</i> 1. Quoted : (i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (please specify) 2. Unquoted : (i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (please specify)	
--	--

(6) Borrower group-wise classification of assets financed as in (3) and (4) above:

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties			
(a) Subsidiaries	0.00	0.00	0.00
(b) Companies in the same group	0.00	0.00	0.00
(c) Other related parties	0.00	0.00	0.00
2. Other than related parties	1833.41	0.00	1833.41
Total	1833.41	0.00	1833.41

(7) Investor group-wise classification of all investments (current and long-term) in shares and securities (both quoted and unquoted) :

Amt. In Lakhs

Category	Market Value /Break Up or fair value or NAV	Book Value (net of Provisions)
1. Related Parties		
(a) Subsidiaries	0.00	0.00
(b) Companies in the same group	506.00	93.73
(c) Other related parties	0.00	0.00

2. Other than related parties	0.00	0.00
Total	506.00	93.73
As per Accounting Standard of ICAI		
(8)Other Information		
Particulars	Amount	
(i) Gross Non-Performing Assets		
(a) Related parties	0.00	
(b) Other than related parties	167.19	
(ii) Net Non-Performing Assets	-	
(a) Related parties	0.00	
(b) Other than related parties	16.10	
(iii) Assets acquired in satisfaction of debt	0.00	

Notes on Financial statements 1 to 33 are annexed and forming part of the Balance Sheet and Statement of Profit & Loss.

For PKJ & Co.
Chartered Accountant
ICAI Firm Reg. No.: 124115W

sd/-
Rishabh Jain
Partner
M.No. 176309

Place: Udaipur
Date: 30-05-2019

For & on behalf of the Board

sd/-
Vinod K. Jain
Managing Director
DIN: 00248843

sd/-
Divya Kothari
Company Secretary
M. No: A57307

sd/-
Seema Jain
Director
DIN: 00248706

sd/-
Kartik Singh Mehta
CFO

Book Post

IF UNDELIVERED PLEASE RETURN TO:

S R G SECURITIES FINANCE LIMITED

322, S. M. LODHA COMPLEX,
NEAR SHASTRI CIRCLE UDAIPUR,
RAJASTHAN-313 001
CIN: L67120RJ1995PLC009631