

SANTOSH INDUSTRIES LIMITED

**SANTOSH INDUSTRIES
LIMITED**

**ANNUAL REPORT
2018-19**

SANTOSH INDUSTRIES LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Surendra Kumar Dugar
Managing Director
Mr. Umang Lodha
Chairman & Independent Director
Mr. Ajit Kumar Bachhawat
Independent Director
Mr. Kamal Kumar Dugar
Non-Executive Director
Mrs. Madhu Dugar
Non- Executive Woman Director
Mr. Tulsi Kumar Dugar
Non-Executive Director

CHIEF FINANCIAL OFFICER

Mr. Rishabh Dugar

BANKERS

HDFC BANK LIMITED
IOBI BANK
CANARA BANK

REGISTERED OFFICE

Suite No. 3A,
3A, Auckland Place,
Kolkata – 700 017
Tele fax : 033-22902277,
033-22903377
Email: sil@bmd.net.in
W: www.santoshindustrieslimited.in
CIN: L51909WB1960PLC024531

AUDITORS

STATUTORY AUDITORS

Bahety & Goenka
Chartered Accountants
310, Mangalam –A,
24 Hemanta Basu Sarani
Kolkata-700 001

COMPANY SECRETARY

Mrs. Jyoti Bhartia

SECRETARIAL AUDITOR

Mr.Premjeet Singh
Company Secretary
85/222 S.N.Roy,
Kolkata – 700 038

INTERNAL AUDITOR

M/s .Narendra & Narendra

SANTOSH INDUSTRIES LIMITED

NOTICE

Notice is hereby given that the 58th Annual General Meeting(AGM) of the Members of Santosh Industries Limited will be held on Monday, the 30th day of September, 2019 at 10:00 a.m. at "The Spring Club", Business Centre at 5 JBS Halden Avenue (EM Bypass) Tangra Kolkata – 700 105, to transact the following business:

Ordinary business

Item no.1- Adoption of financial Statements

To consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors ("the Board") and Auditors thereon.

Item no.2- Declaration of dividend

To declare dividend of Rs.1 /-per equity share for the year ended March 31, 2019.

Item no.3- Appointment of Mr.Kamal Kumar Dugar as a director liable to retire by rotation

To appoint a director in place of Mr.Kamal Kumar Dugar (DIN: 01250976), who retires by rotation and, being eligible, seeks re-appointment.

Registered Office:
Suite No 3A, 3rd Floor, 3A,
Auckland Place
Kolkata- 700017

By order of the Board
For Santosh Industries Limited

Sd/-
Jyoti Bhartia
Company Secretary
Membership No.A46327

Place: Kolkata
Dated: Tuesday, September 3, 2019

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NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be received at the registered office of the Company not less than 48 hours before the commencement of the meeting. The proxy form is enclosed herewith.

In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules 2014 a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person and such person shall not act as proxy for any other person or shareholder.

2. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, the 24th September, 2019 to Monday, the 30th September, 2019 (both days inclusive) for the purpose of AGM and declaration of dividend.

3. Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the meeting, will be paid within 30 days from the date of declaration, to those members whose names appear on the Register of Members as on September 23, 2019.

4. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents as mentioned above, or the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, be transferred to the Investor Education and protection Fund (IEPF) as per section 124 of the Act, and the applicable rules.

5. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on 18th September, 2017.

6. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

7. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

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8. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
9. Members are requested to:
- a) Bring their copy of Annual Report in the meeting.
 - b) Bring duly filled attendance slips sent herewith for attending the meeting.
 - c) Members holding shares in identical order of names in more than one folio is requested to write to the Company's Registrar & Share Transfer Agent, Maheshwari Datamatics Pvt. Ltd. enclosing their shares certificates for consolidation of all such shareholdings into one folio for better investor service. Maheshwari Datamatics Pvt. Ltd. is the Share Transfer Agent for shares in physical as well as dematerialized form.
 - d) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advice any change in their address or bank mandates immediately to the Company/ Maheshwari Datamatics Pvt. Ltd.
 - e) Provide their e-mail address to the Registrar.
10. Members seeking any information or clarification on the Accounts are requested to send in written queries to the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries at the meeting only.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
12. Instruction for e-voting, along with the Attendance Slip and Proxy Form, is attached to this Notice of the 58th Annual General Meeting for the convenience of the shareholders.
13. The Annual Report for the financial year 2018-19, the Notice of the 58th AGM and instructions for e-voting, along with the attendance slip and proxy form, are sent by electronic mode to members whose email addresses are registered with the Company/depository participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies will be sent by the permitted mode.

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14. Non-resident Indian Members are requested to inform Maheshwari Datamatics Pvt. Ltd. immediately of:

- a) change in their residential status on return to India for permanent settlement.
- b) notify immediately any change in their address to the Company.
- c) Write to the Company's Registrar & Share Transfer Agent, Maheshwari Datamatics Pvt. Ltd. enclosing their share certificates for consolidation into one folio for better investor service, if they have more than one folio in identical order of name(s).

15. Mr. Premjeet Singh, Practicing Company Secretary (Certificate of Practice Number 31903) practicing under the name & style of M/s. Premjeet Singh, Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, within 48 hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

16. Voting through electronic means:

- I. In compliance with provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI(Listing Obligations And Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 58th Annual General Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting) will be provided by Central Depository (India) Services Limited (CDSL).
- II. Members of the Company instead of casting their votes by the aforesaid 'Remote E-Voting' may cast their votes at the venue of the Annual General Meeting through physical ballot papers, which shall be made available at the venue of the meeting and only such members attending the meeting who have not cast their vote by Remote E-Voting, shall be able to exercise their vote at the Meeting.
- III. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.

The remote E-voting period begins on Friday, 27th September 2019 (9.00 a.m IST.) and ends on Sunday, 29th September 2019 (5.00 p.m. IST). During this period a person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 23rd September 2019 only shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting. The remote E-voting

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module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently or cast the vote again.

The process and manner for remote e-voting are as under:

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

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the Company records for your folio in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account Number as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none">• Please Enter the DOB or Dividend Bank Details in order to login.• If both the details are not recorded with the depository or company please enter the member id / folio number in the Bank Account Number field as mentioned in instruction (iv).

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- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant < Santosh Industries Limited > on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- (xvi) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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(xviii) Note for Institutional Shareholders and Custodians:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer through e-mail at premjeetjs@gmail.com to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 18002005533.

17. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at premjeetjs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 26th September, 2019, upto 5:00 pm without which the vote shall not be treated as valid.
18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2019. A person who is not a member as on cut-off date should treat this notice for information purpose only.
19. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members /beneficial owners' position list provided by depositories as at closing hours of business, on 23rd August, 2019.
20. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd September, 2019. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
21. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2019 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

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22. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
23. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 23rd September, 2019 are requested to send the written / email communication to the Company at sil@bmd.net.in by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
24. The Results declared along with the Scrutinizer's Report shall be displayed on the website of the Company and on the website of CDSL. The same will be communicated to the stock exchanges where the company's shares are listed viz. The BSE Limited and The Calcutta Stock Exchange.

Place: Kolkata

Date: Tuesday, September 3, 2019

**By Order of the Board
For Santosh Industries Limited**

**Sd/-
Jyoti Bhartiya
(Company Secretary)
Membership No.A46327**

SANTOSH INDUSTRIES LIMITED

Details of Directors seeking Re-Appointment/Appointment at the forthcoming Annual General Meeting (As on 31st March, 2019)

Name of the Director	Mr.Kamal Kumar Dugar
Date of Birth	12.11.1968
Disclosure of relationship with the Directors inter-se	1.Mr.Surandra Kumar Dugar (MD), and Mr.Tulsi Kumar Dugar are brothers of Mr.Kamal Kumar Dugar(Director) of the Company 2.Mrs Madhu Dugar is wife of Mr Kamal Kumar Dugar(Director) of the Company
Nationality	Indian
Date of appointment on the Board	16/12/2015
Qualifications	B.Com
Expertise	Wide Experience in Stock Market, Trading & Finance Business
Number of shares held in the Company	860700
List of directorships held in other Companies	<ul style="list-style-type: none"> ▪Ambition Tracom Pvt. Ltd. ▪Pratibha Vinimay Pvt. Ltd. ▪AmritamPublicity and media Private Ltd. ▪Elgin Vinimay Pvt. Ltd. ▪Auckland Nirman Pvt. Ltd. ▪BMD Vantjya Pvt. Ltd. ▪BMD Global Advisory Services Pvt. Ltd. ▪Kunthu Builders Pvt. Ltd. ▪Suvidhi Enclave Pvt. Ltd. ▪Galaxy Commoddeal Pvt. Ltd. ▪Upward Agency Pvt. Ltd. ▪Denimagic Merchandise Pvt. Ltd. ▪Brabourne Developers Pvt. Ltd. ▪Picadally Agency Pvt. Ltd. ▪Lifeline Sales Pvt. Ltd. ▪Glaxo Finance Pvt. Ltd. ▪Graphitech India Ltd.
Chairmanship/Memberships of the Committees of other listed entities (Includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil

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ATTENDANCE SLIP
(To be handed over at the entrance of the meeting Hall)
ANNUAL GENERAL MEETING ON 30th, SEPTEMBER, 2019

Regd. Folio /DP-ID & Client ID	
Name & Address of the Shareholder	
Joint Holder(s)	
No. of Shares held	

- 1) I hereby record my presence at the Annual General Meeting of the Company being held on Monday, 30th September, 2019 at "The Spring Club", Business Centre at 5 JBS Halden Avenue (EM Bypass) Tangra, Kolkata - 700 105.

- 2) Signature of the Shareholder / Proxy Present

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- 3) Shareholder / Proxy wishing to attend the meeting must bring the Attendance Slip, duly signed, to the meeting and hand it over at the entrance.
- 4) Shareholder / Proxy desiring to attend the meeting may bring his / her copy of the Annual Report for the financial year ended 31/03/2019 for reference at the meeting.

Note: Please complete the Folio / DP ID - Client ID and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the Meeting Hall.

ELECTRONIC VOTING PARTICULARS

E-voting Sequence Number	User ID	Password
190904011		

Note: The e-Voting period starts from September 27, 2019 (9:00 a.m.) to September 29, 2019 (5:00 p.m.). At the end of the e-Voting period, the portal where the votes are cast shall forthwith be blocked by CDSL.

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SANTOSH INDUSTRIES LIMITED

Regd Off: Suite No 3A, 3rd Floor, 3A, Auckland Place Kolkata- 700017 (WB)

Tel No.033 2290 2277, email:sil@bmd.net.in

CIN: L51909WB1960PLC024531

(58th Annual General Meeting –30th September, 2019)

FORM NO. MGT-11

PROXY FORM

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

CIN : L51909WB1960PLC024531
Name of the Company : SANTOSH INDUSTRIES LIMITED
Regd office : Suite No 3A, 3rd Floor, 3A, Auckland Place Kolkata 700017

Name of the Members :
Registered Address :
E- Mail Id :
Folio No. / Client no :
DP ID :

I/ We, being the member(s) ofShares of the above company, hereby appoint.

1. Name..... Address
E-mail Id:..... Signature..... or failing him
2. Name..... Address
E-mail Id... Signature..... or failing him
3. Name..... Address.....
E-mail Id:..... Signature.....or failing him

As my proxy to attend and vote (on a poll) for me/ us on my/ our behalf at the AGM of the Company, to be held on Monday of 30th September,2019 at 10 A.M. at The Spring Club", Business Centre at 5 JBS Halden Avenue (EM Bypass) Tangra Kolkata – 700 105 and at any adjournment thereof in respect of such resolution(s) as are indicated below.

Resolution No.	Resolution Proposed	Please tick
1	Adoption of financial Statements	
2	Declaration of dividend	
3	Appointment of Mr.Kamal Kumar Dugar as a director liable to retire by rotation	

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Signed thisDay of 2019

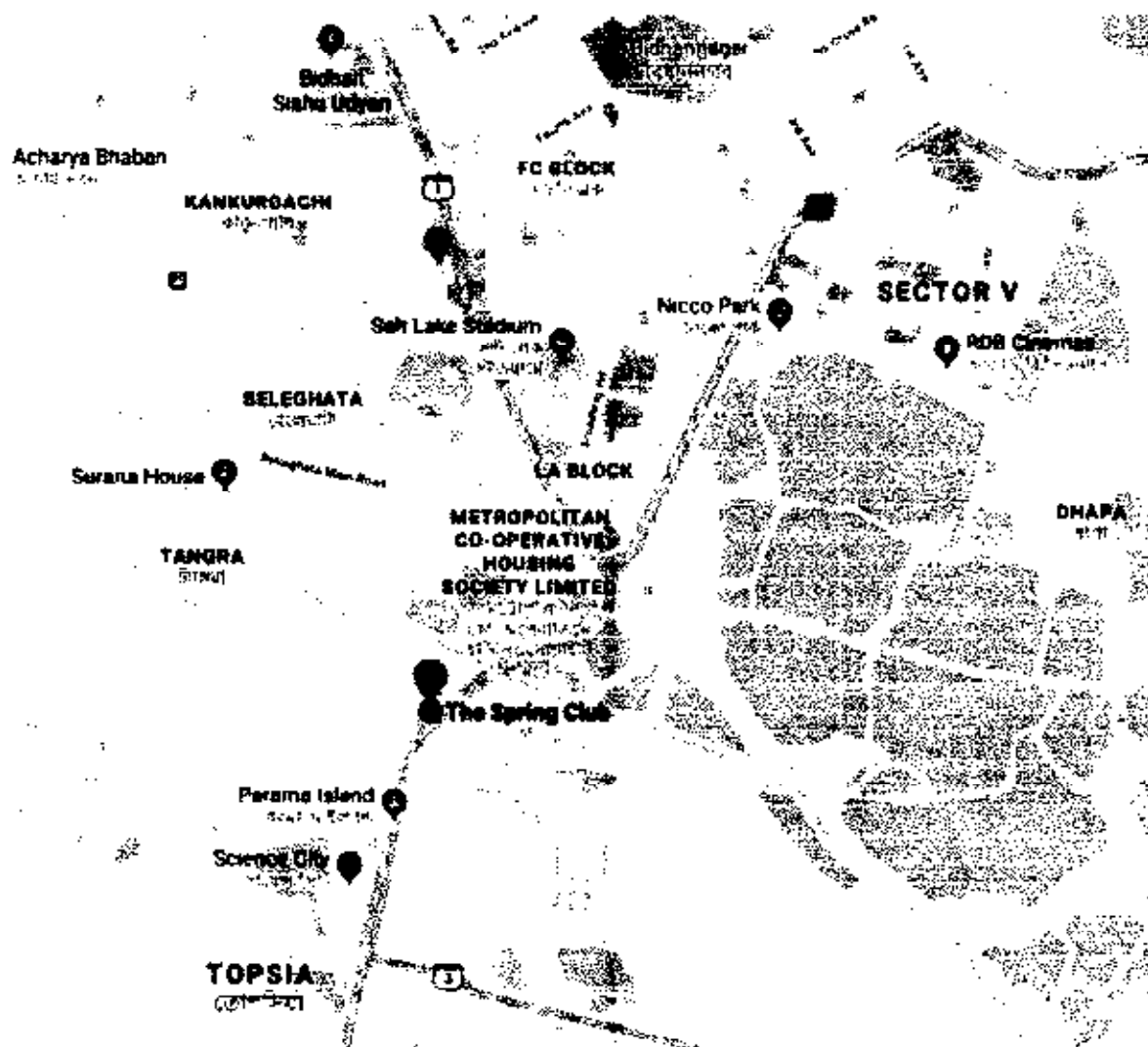
Signature of the Shareholder(s)..... Signature of Proxy(s).....

<p>Affix Revenue Stamp</p>

NOTES: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

SANTOSH INDUSTRIES LIMITED

ROUTE MAP



AGM VENUE
THE SPRING CLUB (BUSINESS CENTRE)
5, JBS HALDER AVENUE (EM BY PASS)
TANGRA, KOLKATA - 700105

SANTOSH INDUSTRIES LIMITED

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting the 58th Annual Report together with the Audited Accounts of the Company for the financial year ended March 31, 2019.

FINANCIAL PERFORMANCE:

(Rs In lakhs)

<u>Particulars</u>	Standalone	
	Year ended 31 st March, 2019	Year ended 31 st March 2018
Profit before Tax and Exceptional Items	1343.83	2160.79
Exceptional Items	500.00	-
Profit before Tax	843.83	2160.79
Less: Tax Expenses		
Current Year	85.00	270.00
Earlier Year	(2.25)	(5.39)
Deferred Tax	(2.02)	(0.34)
Profit after taxation	763.10	1896.52
Less: Transfer to Special Reserve (As per RBI Guidelines)	254.00	383.00
Less: Transfer to CSR Fund	49.20	52.00
Add: Post Acquisition share of profit till 31.03.2018	-	-
Add: Excess Provision for Earlier Years	-	-
Add: Balance brought forward from previous year	19349.83	17888.31
Balance Carried forward to Balance Sheet	19751.69	19349.83

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DIVIDEND

The Board in its meeting held on 27th May, 2019 has recommended a dividend on Equity Shares @ 10% i.e. Re. 1/- per Equity Share of the face value of 10/- each. The proposal is subject to the approval of shareholders at the ensuing Annual General Meeting (AGM) to be held on 30th September, 2019.

The Dividend, if approved at the ensuing AGM, would be paid to those Members whose name appears in the Register of Members/ Beneficial Owners as stated in Notice of the ensuing AGM.

OPERATIONAL REVIEW

During the year under review, the Company recorded profit after tax of Rs. 763.10 Lakhs for the year ended 31st March, 2019 as compared to Rs. 1,896.52 Lakhs for the previous year.

APPROPRIATIONS

The Company proposes to transfer of Rs. 254 Lakhs (previous year Rs. 383 lakhs) to Special Reserve created u/s 45-1C of the Reserve Bank of India Act, 1934.

DEPOSITS

The Company being a Non Deposit Accepting NBFC, has not accepted any deposit from the public during the year under review and shall not accept any deposits from the public without obtaining prior approval of the Reserve Bank of India.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statement of the Company and its Associate Companies are prepared in accordance with the provisions of the Companies Act, 2013 (the Act) and applicable accounting standards along with all the relevant documents and the Auditors' Report thereon forms the part of this Annual Report. The Consolidated Financial Statement of the Company includes the Financial Statement of its Associate Companies also.

INDIAN ACCOUNTING STANDARDS (IND AS)

Your Company has not adopted Indian Accounting Standards ("Ind AS") for the financial period 2018-19 as it is not applicable for the Company; since NBFC Companies are specifically exempted vide MCA notification dated 16/02/2015.

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MATERIAL CHANGES AND COMMITMENTS

"DELISTING OF EQUITY SHARES OF THE COMPANY ON NATIONWIDE TRADING PLATFORM- BSE LIMITED:

During the Financial Year 2018- 2019, the Company has initiated the steps for delisting of equity shares of the Company from both the BSE Limited and The Calcutta Stock Exchange Limited and outcome of Board Meeting held on 29.03.2019 has already been submitted with both Stock Exchanges on 29.03.2019 only.

SHARE CAPITAL

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal control procedures commensurate with its size and nature of business. The objective of these procedures is to ensure efficient use and protection of the Company's resources, accuracy in financial reporting and due compliance of statutes and corporate policies and procedures.

Internal Audit is conducted periodically by the Internal Auditor who verifies and reports on the efficiency and effectiveness of internal controls. The adequacy of internal control systems are reviewed by the Audit Committee of the Board in its periodical meetings.

INTERNAL FINANCIAL CONTROL SYSTEM

The Company has a comprehensive Internal Financial Control system commensurate with the size, scale and complexity of its operations. The system encompasses the major processes to ensure reliability of financial reporting, compliances with policies, procedures, laws, regulations, safeguarding of assets and efficient use of resources.

The policies and procedures adopted by the company ensures the orderly and efficient conduct of its business and adherence to the Company's policies, prevention and detection of frauds and errors, accuracy and completeness of records and the timely preparation of reliable financial information.

The Internal Auditor continuously monitors the efficiency of Internal Financial Control system with the objective of providing to the Audit Committee and the Board of Directors, an independent, objective and reasonable assurance on the adequacy and effectiveness of the organization's risk management with regard to the Internal Financial Control system.

The Audit Committee meets regularly to review reports submitted by the Internal Auditor. The Audit Committee also consults with the Company's Statutory Auditors to ascertain their views on the financial statements, including the financial reporting system and compliance to accounting policies and procedures followed by the Company.

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SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES COMPANIES

As on 31st March, 2019, the company has 3 (three) associate companies. Neither the Company has any subsidiaries nor has it entered in any joint venture with other companies during the financial year 2018-19. Details of such Associate Companies are given in AOC-1 (as Annexure A).

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9 as required under section 92 of the Companies Act, 2013 is marked as (Annexure B) which is annexed hereto and forms part of the Directors' Report.

AUDITOR & AUDITORS' REPORT

Statutory Auditor:

The members of the Company at the last Annual General Meeting (AGM) had appointed Bahety & Goenka, Chartered Accountants (Firm Registration No.31711E) as Statutory Auditors of the Company to hold office from the conclusion of 56th AGM until the conclusion of the 61th AGM of the Company to be held in the year 2022, subject to ratification by the Members at every AGM till the 56th Annual General Meeting.

The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on 18th September, 2017.

Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Premjeet Singh, Practicing Company Secretary (Certificate of Practice No.16452), Kolkata as Secretarial Auditor to conduct the Secretarial Audit for the financial year ended 31st March, 2019. The Secretarial Audit Report for the financial ended 31st March, 2019 is appended to this Report as Annexure C. The Secretarial Audit Report does not contain any material qualification, reservation or adverse remark.

INFORMATION PURSUANT TO SEC. 134(3)(m) OF THE COMPANIES ACT, 2013

Being an Investment Company these provisions are not applicable to the company.

COMMENTS ON FOREIGN EXCHANGE EARNING AND OUTGO

There was no foreign exchange earnings and outgo during the year.

SANTOSH INDUSTRIES LIMITED

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In view of the provisions of Section 203 of the Companies Act, 2013, Sri Surendra Kumar Dugar, Managing Director, Sri Rishabh Dugar, Chief Financial Officer and Smt Jyoti Bhartiya, Company Secretary were identified and appointed as Key Managerial Personnel of the Company.

As per the provisions of the Companies Act, 2013, Mr. Kamal Kumar Dugar retires by rotation at the ensuing AGM and being eligible offers himself for re- appointment. The Board recommends his re- appointment.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013 that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

BOARD EVALUATION

According to Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013, a meeting of the Independent Directors was held to review the performance of the Non-Independent Directors and the Board as a whole. Accordingly, a meeting of Independent Directors was held on 14th January, 2019 wherein the performance of the Non-Independent Directors and the Board as a whole was evaluated.

Further the same was discussed in the Board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual Directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

CRITERIA FOR EVALUATION OF DIRECTORS

For the purpose of proper evaluation, the Directors of the Company have been divided into 2 (two) categories i.e. Independent and Board consisting of Non-Independent & Non- Executive and Executive Directors.

- The criteria for evaluation includes factors such as engagement, strategic planning and vision, team spirit and consensus building, effective leadership, domain knowledge, management qualities, teamwork abilities, result/achievements, understanding and awareness, motivation/commitment/ diligence, integrity/ethics/values and openness/receptivity.

NUMBER OF MEETINGS OF THE BOARD

The details of the number of meetings of the Board held during the financial year 2018-19 forms part of the Corporate Governance Report.

The Company is in compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Act.

SANTOSH INDUSTRIES LIMITED

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Vigil Mechanism as envisaged in the Companies Act, 2013, the Rules prescribed there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is implemented through the Company's Whistle Blower Policy to enable the Directors, employees and all Stakeholders of the Company to report genuine concerns, to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee. The Vigil Mechanism/Whistle Blower Policy has also been uploaded on the website of the Company and may be accessed at the link <http://www.santoshindustrieslimited.in>.

SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a 'Policy for Prevention of Sexual Harassment' to prohibit, prevent or deter any acts of sexual harassment at workplace and to provide the procedure for the redressal of complaints pertaining to sexual harassment, thereby providing a safe and healthy work environment, in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and the rules there under. During the year under review, no case of sexual harassment was reported.

COMPANIES POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company Pursuant to the provisions of Section 178 of the Companies Act, 2013 and under SEBI (Listing Obligations and Requirements) Regulations, 2015, the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee has formulated a Nomination & Remuneration Policy.

The Nomination & Remuneration Policy of the Company inter alia includes the objectives, principles of remuneration, guidelines for remuneration to Executive Directors and KMPs and Non- Executive Directors, criteria for identification, selection and appointment of Board and KMPs and the terms of reference and role of the Nomination & Remuneration Committee.

The criteria for identification of the Board members including that for determining qualification, positive attributes, independence etc. are summarily given hereunder:

- The Board member shall possess appropriate skills, qualification, characteristics and experience. The object is to have a Board with diverse background and experience in business, government, academics, technology, social responsibilities, finance, law etc. and in such other areas as may be considered relevant or desirable to conduct the Company's business in a holistic manner.
- Independent Director shall be person of integrity and possess expertise and experience and/or someone who the Committee/Board believes could contribute to the growth/philosophy/strategy of the Company.

SANTOSH INDUSTRIES LIMITED

- In evaluating the suitability of individual Board Members, the Committee take into account many factors, including general understanding of the Company's business dynamics, social perspective, educational and professional background and personal achievements.
- Director should possess high level of personal and professional ethics, integrity and values and he must be willing to devote sufficient time and energy in carrying out their duties and responsibilities effectively. He must have the aptitude to critically evaluate management's working as part of a team In an environment of collegiality and trust.
- The Committee evaluates each individual with the objective of having a group that best enables the success of the Company's business and achieves its objectives.

RELATED PARTY TRANSACTIONS

All transactions entered with Related Parties during the year under review were on an arm's length basis and in the ordinary course of business and the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in Form AOC-2 is not required.

Further, there are no materially related party transactions during the year under review made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate the transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act, 2013, the Rules there under and the Listing Agreement. This policy was considered and approved by the Board and has been uploaded on the Company's website and may be accessed at the link <http://www.santoshindustrieslimited.in>

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Pursuant to Section 186(11) of the Companies Act, 2013 loans made, guarantees given or securities provided or acquisition of securities in the ordinary course of its business by non-banking financial companies are exempted. Therefore no such disclosure in this regard is required to be given in the Annual Report.

PARTICULARS OF EMPLOYEES:

There were no employees within the purview of Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during the year ended 31st March 2019. None of the employees of the Company was in receipt of remuneration for that year/part of the year which was not less than Rs. 8.5 lakhs per month.

DETAILS RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is marked as Annexure D which is annexed hereto and forms part of the Director' Report.

SANTOSH INDUSTRIES LIMITED

RISK MANAGEMENT

Risk Management is the process of identification, assessment, and prioritization of risks followed by co-ordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. Since your Company is a NBFC Company, the Risk Management Process is also focused towards better management of the affairs of the Company and to bring about transparency in the transaction and to ensure that there is no bad investment in securities and loans.

In this regard a Risk Management Committee has been constituted by the Board of Directors of the Company consisting of three members, two of whom are independent directors.

The Risk Management Committee conducts quarterly review of all Loan & Investment proposals and make recommendations to the Board. The guidelines in respect of Risk Management have been laid down by the Risk Management Committee in respect of Loans & Investments.

The Risk Management Policy has been uploaded on the Company's website and may be accessed at the link [http:// www.santoshindustrieslimited.in](http://www.santoshindustrieslimited.in)

DIRECTORS' RESPONSIBILITY STATEMENT:

In compliance with Section 134(3)(c) of the Companies Act, 2013 the Board of Directors of your Company confirm that:

- i) in the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) the directors had selected such accounting policies and applied them consistently and make judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affair of the company at the end of the financial year ended 31st March 2019 and of the profit and loss of the company for that period;
- iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) the directors had prepared annual accounts for the year ended 31st March, 2019 on a going concern basis ;
- v) the directors had laid down internal financial controls to be followed by the Company and such internal financial controls were adequate and were operating effectively; and
- vi) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws were In place and were adequate and operating effectively.

SANTOSH INDUSTRIES LIMITED

CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility (CSR) forms an integral part of your Company's business activities. Your Company is a responsible corporate citizen, supporting activities related to the benefit of the Society as a whole.

In compliance with section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility policy) Rules, 2014, the company has adopted a CSR policy which is available at <http://www.santoshindustrieslimited.in>

The Annual Report on CSR expenditures for the financial year 2018-19 is annexed herewith and forms part of this report (Annexure E).

CORPORATE GOVERNANCE

Your Company complies with the provisions laid down in Corporate Governance laws. It believes in and practices good corporate governance. The Company maintains transparency and also enhances corporate accountability. A report on Corporate Governance along with a Certificate from the Auditors of the Company regarding the compliance with the conditions of Corporate Governance as stipulated under regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 forms part of this Annual Report.

ACKNOWLEDGEMENT

Your Directors wish to place on records their sincere appreciation to the Bankers of the Company, Company's customers, vendors and investors for their continued support during the year.

The directors also wish to place their appreciation for the dedication and contribution made by employees at all levels and look forward to their support in future as well.

FOR AND ON BEHALF OF THE BOARD

Registered Office:

Suite No 3A, 3rd Floor,
3A, Auckland Place
Kolkata – 700 017.

Dated: 27th May, 2019

Sd/-
UMANG LODHA
CHAIRMAN
DIN: 06646876

SANTOSH INDUSTRIES LIMITED

ANNEXURE -A

Form AOC-I

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

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

Part "A": Subsidiaries-Not Applicable as the Company does not have any subsidiaries

Part "B": Associates and Joint Ventures

SN	1	2	3
Name of Associates	BRABOURNE DEVELOPERS PRIVATE LIMITED	EZRA DEVELOPERS PRIVATE LIMITED	BMD TECHNOLOGY PRIVATE LIMITED
1. Latest audited Balance Sheet Date	31/03/2019	31/03/2019	31/03/2019
2. Shares of Associate / Joint Ventures held by the company on the year end			
No.	275000	275000	500000
Amount of investment in Associates/Joint Venture (In Rs.)	81,50,000	75,50,000	50,00,000
Extent of Holding %	30.02%	30.02%	31.29%
3. Description of how there is significant influence	Holding more than 20%	Holding more than 20%	Holding more than 20%
4. Reason why the associate/joint venture is not consolidated	-	-	-
5. Networth attributable to Shareholding as per latest audited Balance Sheet (In Rs.)	2,96,88,169	1,21,80,871	53,268,179
6. Profit / Loss for the year	1,50,92,772	2,76,25,05	76,85,673
i. Considered in	45,30,850	8,29,304	24,04,847

SANTOSH INDUSTRIES LIMITED

Consolidation			
I. Not Considered in Consolidation			

FOR AND ON BEHALF OF THE BOARD

Registered Office:
Suite No 3A, 3rd Floor,
3A, Auckland Place
Kolkata – 700 017

Sd/-
UMANG LODHA
CHAIRMAN
DIN: 06646876

Dated: 27th May, 2019

SANTOSH INDUSTRIES LIMITED

ANNEXURE – B

EXTRACT OF ANNUAL RETURN

FORM NO. MGT-9

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L51909WB1960PLC024531
2.	Registration Date	25th day of January, 1960
3.	Name of the Company	SANTOSH INDUSTRIES LIMITED
4.	Category / Sub-Category of the Company	Public Company Limited by Shares
5.	Address of the Registered office and contact details	Sulte No. 3A, 3rd Floor, 3A, Auckland Place, Kolkata – 700017 Telephone : 033 2290 2277 / 3377 Fax Number : 033 2290 3377 Email : sil@bmd.net.in Website : www.santoshindustrieslimited.in
6.	Whether listed company	Yes
7.	Name, Address and Contact Details of Registrar & Transfer Agents (RTA)	Maheshwari Datamatics Private Limited, 23,R.N.Mukherjee Road,5 th Floor Kolkata -700 001 Telephone : 033 22482248 Fax Number : 033 22484787 Email : mdpldc@yahoo.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

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

SN	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Financial Activities	64990	99.89 %

SANTOSH INDUSTRIES LIMITED

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

[No. of Companies for which information is being filled = 3]

SN	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	BRABOURNE DEVELOPERS PRIVATE LIMITED	U45201WB2003PTC095722	Associate	30.02	Sec 2(6)
2	EZRA DEVELOPERS PRIVATE LIMITED	U45201WB2003PTC095721	Associate	30.02	Sec 2(6)
3	BMD TECHNOLOGY PRIVATE LIMITED	U74140WB2006PTC109776	Associate	31.29	Sec 2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) :

A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	3341575	0	3341575	69.41	3561010	0	3561010	73.96	4.5577
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (1):-	3341575	0	3341575	69.41	3561010	0	3561010	73.96	4.5577
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2):-	0	0	0	0.00	0	0	0	0.00	0.00

SANTOSH INDUSTRIES LIMITED

Total shareholding of Promoter (A) = (A)(1)+(A)(2)	3341575	0	3341575	69.41	3561010	0	3561010	73.96	4.5577
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	807970	0	807970	16.78	1107701	0	1107701	23.01	6.2254
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	131980	0	131980	2.74	40938	0	40938	0.85	-1.8909
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh"	527050	0	527050	10.95	99800	0	99800	2.073	-8.8741
c) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Non Resident Indians	0	0	0	0.00	0	0	0	0.00	0.00
Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
Custodian of Enemy Property	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Members	6000	0	6000	0.125	5126	0	5126	0.107	-0.0181
Trusts	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Bodies-D R	0	0	0	0.00	0	0	0	0.00	0.00

SANTOSH INDUSTRIES LIMITED

Foreign Portfolio Investors	0	0	0	0.00	0	0	0	0.00	0.00
NBFCs registered with RBI	0	0	0	0.00	0	0	0	0.00	0.00
Employee Trusts	0	0	0	0.00	0	0	0	0.00	0.00
Domestic Corporate Unclaimed Shares Account	0	0	0	0.00	0	0	0	0.00	0.00
Investor Education and Protection Fund Authority	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2)-	1473000	0	1473000	30.59	1253565	0	1253565	26.04	-4.5577
Total Public Shareholding (B)=(B)(1)+(B)(2)	1473000	0	1473000	30.59	1253565	0	1253565	26.04	-4.5577
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	4814575	0	4814575	100.00	4814575	0	4814575	100.00	0.00

B. Shareholding of Promoters

SN	Shareholder's Name	Shareholding at the beginning of the year[As on 01/04/2018]			Share holding at the end of the year[As on 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	KAMAL KUMAR DUGAR	860700	17.88	NIL	860700	17.88	NIL	0.00
2	TULSI KUMAR DUGAR	817000	16.97	NIL	817000	16.97	NIL	0.00
3	SURENDRA KUMAR DUGAR	642700	13.35	NIL	642700	13.35	NIL	0.00
4	MADHU DUGAR	180000	3.74	NIL	250000	5.19	NIL	0.00
5	SURENDRA KUMAR DUGAR HUF	188000	3.91	NIL	188000	3.91	NIL	0.00
6	PRATIBHA DUGAR	130000	2.70	NIL	130000	2.70	NIL	0.00
7	SANYAM DUGAR	125000	2.60	NIL	125000	2.60	NIL	0.00
8	RISHABH DUGAR	50000	1.04	NIL	124435	2.58	NIL	1.55

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9	SHREYANS DUGAR	108700	2.26	NIL	108700	2.26	NIL	0.00
10	VINITA DUGAR	100000	2.08	NIL	100000	2.08	NIL	0.00
11	ANANT DUGAR	0	0.00	NIL	75000	1.56	NIL	1.56
12	KAMAL KUMAR DUGAR HUF	70000	1.45	NIL	70000	1.45	NIL	0.00
13	TULSI KUMAR DUGAR HUF	50000	1.04	NIL	50000	1.04	NIL	0.00
14	SAYAR BOTHRA	18675	0.39	NIL	18675	0.39	NIL	0.00
15	BUDHAMALL DUGAR	500	0.01	NIL	500	0.01	NIL	0.00
16	Lt.SOHANI DEVI DUGAR	300	0.01	NIL	300	0.01	NIL	0.00
TOTAL		3341575	69.41	NIL	3561010	73.96	NIL	4.56

C. Change in Promoter's Shareholding

SN	Particulars	Shareholding at the beginning [01/04/2017] end of the year[31/03/2018]		Cumulative Shareholding during the year[01/04/2017 to 31/03/2018]	
		Name		% of total Shares of the company	
		No. of Shares			
1.	TULSI KUMAR DUGAR				
	01.04.2018	50000	1.0385		
	31.03.2019	50000	1.0385	50000	1.0385
2.	SURENDRA KUMAR DUGAR HUF				
	01.04.2018	188000	3.9048		
	31.03.2019	188000	3.9048	188000	3.9048
3.	KAMAL KUMAR DUGAR				
	01.04.2018	70000	1.4539		
	31.03.2019	70000	1.4539	70000	1.4539
4.	SAYAR BOTHRA				
	01.04.2018	18675	0.3879		
	31.03.2019	18675	0.3879	18675	0.3879
5.	VINITA DUGAR				
	01.04.2018	100000	2.0770		
	31.03.2019	100000	2.0770	100000	2.0770
6.	SURENDRA KUMAR DUGAR				
	01.04.2018	642700	13.3490		
	31.03.2019	642700	13.3490	642700	13.3490

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7.	KAMAL KUMAR DUGAR				
	01.04.2018	860700	17.8870		
	31.03.2019	860700	17.8770	860700	17.8770
8.	MADHU DUGAR				
	01.04.2018	180000	3.7386		
	15/06/2018-TRANSFER	70000	1.4539	250000	5.1926
	31.03.2019	250000	5.1926	250000	5.1926
9.	TULSI KUMAR DUGAR				
	01.04.2018	817000	16.9693		
	31.03.2019	817000	16.9693	817000	16.9693
10.	PRATIBHA DUGAR				
	01.04.2018	130000	2.7001		
	31.03.2019	130000	2.7001	130000	2.7001
11.	SOHANI DEVI DUGAR				
	01.04.2018	300	0.0062		
	31.03.2019	300	0.0062	300	0.0062
12.	BUDHAMALL DUGAR				
	01.04.2018	500	0.0104		
	31.03.2019	500	0.0104	500	0.0104
13.	RISHABH DUGAR				
	01.04.2018	50000	1.0385		
	15/06/2018-TRANSFER	74435	1.5460	124435	2.5845
	31.03.2019	124435	2.5845	124435	2.5845
14.	ANANT DUGAR				
	01.04.2018	0	0.00		
	15/06/2018-TRANSFER	75000	1.5578	75000	1.5578
	31.03.2019	75000	1.5578	75000	1.5578
15.	SHREYANS DUGAR				
	01.04.2017	108700	2.2577		
	31.03.2018	108700	2.2577	108700	2.2577
16.	SANYAM DUGAR				
	01.04.2017	125000	2.5963		
	31.03.2018	125000	2.5963	125000	2.5963

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

SN	Name	Particulars	Shareholding at the beginning[01/04/2018 end of the year[31/03/2019]		Cumulative Shareholding during the year[01.04.2018 to 31.03.2019]	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	ARCH FINANCE LIMITED	BODY CORPORATE				
	01.04.2018		0	0.0000		

SANTOSH INDUSTRIES LIMITED

	06/04/2018 - Transfer		154000	3.1986	154000	3.1986
	13/04/2018 - Transfer		-154000	3.1986	0	0.0000
	31-03-2019		0	0.0000	0	0.0000
2	FORUM TRADING PVT. LTD.	BODY CORPORATE				
	01-04-2018		90000	1.8693		
	31-03-2019		90000	1.8693	90000	1.8693
3	HARIDARSHAN SALES PVT. LTD. *	BODY CORPORATE				
	01-04-2018		0	0.0000		
	13/04/2018 - Transfer		42550	0.8838	42550	0.8838
	31-03-2019		42550	0.8838	42550	0.8838
4	IVORY CONSULTANTS PVT. LTD. *	BODY CORPORATE				
	01-04-2018		0	0.0000		
	13/04/2018 - Transfer		235000	4.8810	235000	4.8810
	31-03-2019		235000	4.8810	235000	4.8810
5	OPULENT AGENTS PVT.LTD.	BODY CORPORATE				
	01-04-2018		115000	2.3886		
	31-03-2019		115000	2.3886	115000	2.3886
6	BINDAL MERCANTILE PRIVATE LIMITED	BODY CORPORATE				
	01-04-2018		70000	1.4539		
	15/02/2019 - Transfer		-10200	0.2119	59800	1.2421
	31-03-2019		59800	1.2421	59800	1.2421
7	BINDAL FINVEST PRIVATE LIMITED	BODY CORPORATE				
	01-04-2018		60000	1.2462		
	17/08/2018 - Transfer		20000	0.4154	80000	1.6616
	07/09/2018 - Transfer		109895	2.2825	189895	3.9442
	29/03/2019 - Transfer		-5000	0.1039	184895	3.8403
	31-03-2019		184895	3.8403	184895	3.8403
8	BINDAL BROTHERS PVT LTD	BODY CORPORATE				
	01-04-2018		50000	1.0385		
	07/09/2018 - Transfer		-50000	1.0385	0	0.0000
	31-03-2019		0	0.0000	0	0.0000

SANTOSH INDUSTRIES LIMITED

9	CORE RESOURCE FINANCE LIMITED #	BODY CORPORATE				
	01-04-2018		175000	3.6348	0	0.0000
	08/06/2018 - Transfer		-175000	3.6348	0	0.0000
	31-03-2019		00	00		
10	ARINDAM TRADERS PVT LTD #	BODY CORPORATE				
	01-04-2018		59895	1.2440		
	07/09/2018 - Transfer		-59895	1.2440	0	0.0000
	31-03-2019		0	0.0000	0	0.0000
11	ASHIKA STOCK BROKING LTD.	BODY CORPORATE				
	01-04-2018		0	0.0000		
	08/06/2018 - Transfer		52500	1.0904	52500	1.0904
	15/06/2018 - Transfer		-52500	1.0904	0	0.0000
	27/07/2018 - Transfer		400	0.0083	400	0.0083
	03/08/2018 - Transfer		-400	0.0083	0	0.0000
	31-03-2019		0	0.0000	0	0.0000
12	BRIDHAM COMMODITIES PRIVATE LIMITED	BODY CORPORATE				
	01-04-2018		60000	1.2462		
	31-03-2019		60000	1.2462	60000	1.2462
13	JMS MINING PRIVATE LIMITED *	BODY CORPORATE				
	01-04-2018		0	0.0000		
	13/04/2018 - Transfer		100000	2.0770	100000	2.0770
	22/06/2018 - Transfer		152700	3.1716	252700	5.2486
	31-03-2019		252700	5.2486	252700	5.2486
14	NINE STAR BROKING PRIVATE LIMITED	BODY CORPORATE				
	01-04-2018		0	0.0000		
	06/04/2018 - Transfer		121750	2.5288	121750	2.5288
	13/04/2018 - Transfer		-121750	2.5288	0	0.0000
	31-03-2019		0	0.0000	0	0.0000
15	SHREE VIKASH FINVEST PRIVATE LIMITED #	BODY CORPORATE				
	01-04-2018		60000	1.2462		
	08/06/2018 - Transfer		-60000	1.2462	0	0.0000
	31-03-2019		0	0.0000	0	0.0000
16	SKP SECURITIES LTD.	BODY CORPORATE				
	01-04-2018		0	0.0000		
	06/04/2018 - Transfer		20000	0.4154	20000	0.4154
	13/04/2018 - Transfer		-20000	0.4154	0	0.0000
	08/06/2018 - Transfer		296440	6.1571	296440	6.1571
	15/06/2018 - Transfer		-142940	2.9689	153500	3.1882
	22/06/2018 - Transfer		-153500	3.1882	0	0.0000
	10/08/2018 - Transfer		2	0.0000	2	0.0000
	17/08/2018 - Transfer		3	0.0001	5	0.0001
	31/08/2018 - Transfer		2	0.0000	7	0.0001
	07/09/2018 - Transfer		-2	0.0000	5	0.0001

SANTOSH INDUSTRIES LIMITED

	05/10/2018 - Transfer		6	0.0001	11	0.0002
	12/10/2018 - Transfer		-6	0.0001	5	0.0001
	16/11/2018 - Transfer		-5	0.0001	0	0.0000
	01/02/2019 - Transfer		1	0.0000	1	0.0000
	22/02/2019 - Transfer		-1	0.0000	0	0.0000
	31-03-2019		0	0.0000	0	0.0000
17	RAJ KUMAR JAJODIA [HUF] #					
	01-04-2018		52500	1.0904		
	08/06/2018 - Transfer		-52500	1.0904	0	0.0000
	31-03-2019		0	0.0000	0	0.0000
18	SANJAY KUMAR JAIN HUF #					
	01-04-2018		154250	3.2038		
	06/04/2018 - Transfer		-154000	3.1986	250	0.0052
	31-03-2019		250	0.0052	250	0.0052
19.	DIPAK ANCHALIA . *					
	01-04-2018		31000	0.6439		
	31-03-2019		31000	0.6439	31000	0.6439
20	ANANT DUGAR *					
	01-04-2018		0	0.0000		
	15/06/2018 - Transfer		75000	1.5578	75000	1.5578
	31-03-2019		75000	1.5578	75000	1.5578
21	RISHAV SURANA *					
	01-04-2018		48800	1.0136		
	06/04/2018 - Transfer		-48700	1.0115	100	0.0021
	27/04/2018 - Transfer		48700	1.0115	48800	1.0136
	31-03-2019		48800	1.0136	48800	1.0136
*	Not in the list of Top 10 Shareholders as on 01/04/2018. The same has been reflected above since the Shareholder was one of the Top Shareholders as on 31/03/2019.					
#	Ceased to be in the list of Top Shareholders as on 31/03/2018. The same is reflected above since the shareholder was one of the Top 10 Shareholders as on 01/04/2018					

E. Shareholding of Directors and Key Managerial Personnel

SR	Name	Particular	Reason	Shareholding at the beginning [01.04.2018] end of the year [31/03/2019]		Cumulative Shareholding during the year [01.04.2018 to 31.03.2019]	
				No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
1	TULSI KUMAR DUGAR	DIRECTOR		817000	16.97	817000	16.97
2	SURENDRA KUMAR DUGAR	M. D.		642700	13.35	642700	13.35
3	KAMAL KUMAR DUGAR	DIRECTOR		860700	17.88	860700	17.88
4	MADHU DUGAR	WOMEN DIRECTOR		180000	3.74	250000	5.19

SANTOSH INDUSTRIES LIMITED

5	RISHABH DUGAR	C F O		50000	1.04	124435	2.58
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V. INDEBTEDNESS :

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	0	0	0	0
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year	0	0	0	0
Addition	0	0	0	0
Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year	0	0	0	0
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

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

SN	Name of MD/WTD /Manager	Gross salary			Stock Option	Sweat Equity	Commission		Others	Total	Ceiling as per the Act
		(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			as % of profit	others			
1	SURENDRA KUMAR DUGAR	42,00,000	-	-	-	-	-	-	-	42,00,000	

SANTOSH INDUSTRIES LIMITED

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :

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

FOR AND ON BEHALF OF THE BOARD

Sd/-
UMANG LODHA
CHAIRMAN
DIN: 06646876

SANTOSH INDUSTRIES LIMITED

ANNEXURE -C

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 & Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Santosh Industries Ltd.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Santosh Industries Ltd** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by **Santosh Industries Ltd** and also based on the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Santosh Industries Ltd** ("the Company") for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

SANTOSH INDUSTRIES LIMITED

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

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the period under review)
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 2014; (Not Applicable to the Company during the period under review)
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the period under review)
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable to the Company during the period under review);
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the period under review), and
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(vi) Other applicable laws generally applicable to the Industry/Company:

- a) Factories Act, 1948;
- b) The Payment of Wages Act, 1936;
- c) The Minimum Wages Act, 1948;
- d) The Payment of Gratuity Act, 1972;
- e) The Child Labour (Prohibition & Regulations) Act, 1986;
- f) The Environment (Protection) Act, 1986, read with the Environment (Protection) Rules, 1986;
- g) The Water (Prevention & Control of Pollution) Act, 1974, read with Water (Prevention & Control of Pollution) Rules, 1975;
- h) The Air (Prevention & Control of Pollution) Act, 1981 read with Air (Prevention & Control of Pollution) Rules, 1982;

(vii) Other applicable laws specifically applicable to the Industry/Company:

- a) Reserve Bank of India Directions, Guidelines and Circulars applicable to the non-banking financial companies;

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

- (i) Secretarial Standard-I and II issued by the Institute of Company Secretaries of India.
- (ii) The Listing regulations entered into by the Company with The BSE Limited and Calcutta Stock Exchange Limited;

I further report that

The Board of Directors of the Company are 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.

SANTOSH INDUSTRIES LIMITED

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

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

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

I further report that during the audit period there are no events or actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc, referred to above for example.

- i) Public/ Right/ Preferential issue of shares/ debentures/ sweat equity
- ii) Redemption/ buy back of securities
- iii) Merger/ amalgamation/ reconstruction, etc
- iv) Foreign technical collaborations

Place: Kolkata

Date: 27/05/2019

Premjeet Singh
Company Secretary

Sd/-

Membership No.: A31903
C.P. No.:16452

SANTOSH INDUSTRIES LIMITED

ANNEXURE – D

(A) DETAILS PURSUANT TO THE PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

Relevant clause u/r 5(1)	Prescribed Requirement	Particulars
(i)	Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	Sri Surendra Kumar Dugar, Managing Director – 14.77%
(ii)	Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Sri Rishabh Dugar, Chief Financial Officer -16.67 % Smt. Jyoti Bhartia, Company Secretary -30.93%
(iii)	Percentage increase in the median remuneration of employees in the financial year	9.10 %
(iv)	Number of permanent employees on the rolls of the company	8
(V)	Key parameters for any variable component of remuneration availed by the directors	<ul style="list-style-type: none">• Financial and operating performance of the Company• Industry / sector trends for the remuneration paid to executive directors

SANTOSH INDUSTRIES LIMITED

(B) STATEMENT SHOWING PARTICULARS OF EMPLOYEES PURSUANT TO THE PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

- (i) Persons employed throughout the financial year ended March 31st, 2019 who were in receipt of the remuneration which in the aggregate was not less than Rs. 1,02,00,000/- p.a :- None of the Employees.
- (ii) Persons employed for a part of the financial year ended March 31st, 2019 who were in receipt of remuneration for any part of that year, at a rate which, in the aggregate was not less than Rs. 8,50,000/- p.m :- None of the Employees.
- (iii) No persons employed throughout the financial year or part thereof, were in receipt of remuneration which, in the aggregate, or as the case may be, at the rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than 2% of the equity shares of the Company.

FOR AND ON BEHALF OF THE BOARD

Registered Office:
Suite No 3A, 3rd Floor,
3A, Auckland Place
Kolkata – 700 017.

Sd/-
UMANG LODHA
CHAIRMAN
DIN: 06646876

Dated: 27th May, 2019

SANTOSH INDUSTRIES LIMITED

ANNEXURE – E

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

A brief outline of the policy for undertaking the CSR activities of the company includes promoting education and Enhancing Vocational Skills, Livelihood enhancement.

This project is in accordance with Schedule VII of the Companies Act, 2013. The aforesaid projects have been carried out by the Company directly and /or through implementing agencies.

Composition of CSR Committee:

Shri Ajit Kumar Bachhawat,	Chairman
Shri Surendra Kumar Dugar,	Member
Shri Umang Lodha,	Member

Average Net Profit for the three previous Financial Years: 2459.32.00 Lacs

Prescribed CSR Expenditure: 49.20 lacs

Add previous year Provision: 53.26 lac

Total Prescribed CSR Expenditure: 102.46 lacs

Total Amount Spent in the financial year 2018-19: 63.18 lac

Amount unspent: 39.28 lac

Details of Amount spent on CSR activities for the Financial Year 2018-19

(Amount in lakhs)

SL · N O	CSR Project or Activity (Identified)	Sector which the project is covere d#	Amount spent on Projects or programs (1)Local area or other (2)Specify the state and District where projects or program was undertaken	Amount outlay (budget) Project or Program s wise	Amount spent on the projects or progra ms 1)Direct expendi ture on projects or Progra m 2)Overh eads	Cumulativ e Expenditu re upto the reporting period	Direct or through implementin g agency
1	Promoting Education & Enhancing Vocational Skills, Liveliho od enhancement projects	Promot ing Educati on	Newtown (Kolkata)	61.0	61.0	61.0	(Through implementin g Agency viz. Acharya Mahapragya Mahashrama n Education and Research Foundation)

SANTOSH INDUSTRIES LIMITED

2.	Gardening and environment sustainability	Ensuring environmental sustainability and Ecological Balance	Deshpriya Park(Kolkata)	1.07	1.07	1.07	(Through Implementing Agency viz. Lions Club)
3.	Setting up old age homes, day care centres and such other facilities for senior citizens	setting up old age homes , day care centres and such other facilities for senior citizens	Rajasthan	1.11	1.11	1.11	(Through Implementing Agency viz. Chief Executive Officer Zila Parishad Churu)

RESPONSIBILITY STATEMENT

The Implementation and monitors of Corporate Social Responsibility (CSR) policy is in compliance and policy of the company.

Sd/-
UMANG LODHA
CHAIRMAN
DIN: 06646876

SANTOSH INDUSTRIES LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The financial statements are prepared under historical cost convention, on accrual basis of accounting and in compliance with the requirements of the Companies Act, 2013 and Accounting Standards issued by the Institute of Chartered Accountants of India.

Statements in this Management Discussion and Analysis of Financial Condition and Results of Operations of the company describing the company's objectives, expectations or predictions are based on the current beliefs, assumptions, expectations, estimates and projections of the directors and management of the company about the business, industry and markets in which the company operates. These statements are not guarantees of future performance, and are subject to known and unknown risks, uncertainties, and other factors, many of which beyond the Company's control and difficult to predict, that could cause actual results, performance or achievements to differ materially from those in the forward looking statements. Such statements are not, and should not be regarded as a projection of future performance of the company. It should be noted that the actual performance or achievement of the Company may vary significantly from such statements. However, readers are cautioned that this discussion may contain "forward - looking statements" by the Company.

Economic Outlook

The Economic survey of the Government of India advocates broad based reforms to unleash economic dynamism and social justice. The Reserve Bank of India forecasts India's GDP to grow at 7.2% in FY 2019-20 based on factors such as sustained revival in investment activity and robust consumption, with risks evenly balanced. The RBI is forecasting CPI inflation for FY'19 at below 4%. According to the International Monetary Fund, India has made significant progress on structural reforms in the recent past. GST is leading to formalization and expansion of the economy with increasing compliance and tax collection, Jan-Dhan accounts has strengthened the liability side of PSU Banks and will lead to plethora of opportunities to market products for Banks, Insolvency and Bankruptcy Code has brought a discipline into the workings of companies resulting in reduction of excess debt in balance sheets. A trend which is now catching favor globally is Industry consolidation. This is slowly becoming visible with consolidation in a few industries namely, airlines, telecom and real estate developers leading to the emergence of strong leaders in such industries. For FY 2019-20, assuming a normal monsoon, continuation of the cyclical upturn in a supportive policy environment, and no major structural change, supply shocks or global slowdown, the projected growth numbers are expected to be achieved. The Government's continuous focus on economic reforms and three-pronged strategy of promoting manufacturing and competition, investing in health and education and increasing investment in the agriculture and rural sector will help India to achieve its long-term potential growth rate of over 8% in the coming years. However, the possible headwinds to such promising prospects for the Indian economy emanate from factors like Global Volatility, slowdown in the Global economy mainly due to Trade Wars, Geo-political tensions affecting crude oil prices leading to higher inflation & interest rates, NBFC liquidity crisis and a weak domestic currency

NBFC

The Company is a Non-Banking Financial Company (NBFC) governed by Chapter III-B of the Reserve Bank of India Act, 1934 (RBI) which, with its regulatory and supervisory framework, ensures strong and healthy functioning of NBFCs by limiting excessive risk taking practices and protecting the interest of deposit holders. The Company does not accept Public Deposits and as required by the RBI, the Board of Directors have passed necessary resolution not to accept Public Deposits without prior approval of RBI.

SANTOSH INDUSTRIES LIMITED

Your Company is a Non-Banking Finance Company dealing and making investment in shares & securities and mutual funds. The Performance of the Company depends upon market conditions with proper market strategy.

We are looking ahead with the same philosophy and strategy of investment.

Opportunities and Threats

The Reserve Bank of India (RBI) has projected India's GDP growth for 2019-20 at 7.2%. The growth projections are supported by a continued recovery of investment and robust consumption amid a more expansionary stance of monetary policy and some expected impetus from fiscal policy. The path of CPI inflation is revised downwards by RBI to 2.9 - 3.0% in H1 and 3.5 - 3.8% in H2 of FY 2019-20, with risks broadly balanced.

However, the Indian macroeconomic and business scenario is perhaps not as buoyant and healthy as the markets are discounting. GDP growth has softened, companies are reporting tepid growth, NPAs are still rising, lower Auto and FMCG demand, all weigh upon sentiment and valuations and thus the lack of breadth in equity performance. Another area of concern is the fall in household savings which have fallen to two decade low to 17.2% of GDP in FY18 vs. 25.2% of GDP in FY10.

On a brighter note, it was heartening to see that GST collection has finally moved up and crossed ` 1.1 lac crores for the month of April 2019.

In the years gone by, your company has rationalized its portfolio and remains invested in leaders based on review and analysis of the potential of growth. We remain invested in high quality companies and funds which will record competitive revenue and earnings growth. In the year to come, your company will keep evaluating business opportunities on a continuous basis and identify opportunities across sectors, both in the listed and unlisted space. However, any slowdown in the Global and/or Indian economy or volatility in the financial and/or Capital markets could adversely affect the performance of the company.

Segment wise performance

The Company being a non-banking financial company operates under a single segment viz providing loans and investments in shares and securities.

Risks & concerns

The Company being a Non-Banking Financial Company is mainly engaged in the business of providing Loans and making investment in Shares and Securities and therefore it is exposed to various financial risks such as credit, market, interest rate and liquidity risks associated with financial products.

However, the Company has a robust financial risk management system in place to identify, evaluate, manage and mitigate various risks associated with financial products and ensure that the Company accomplishes its desired financial objectives. The Company has a Risk Management Policy in accordance with the provisions of the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank)

SANTOSH INDUSTRIES LIMITED

Internal Control System and Adequacy

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly. The internal control is exercised through documented policies, guidelines and procedures. It is supported by an extensive program of internal audits conducted by the Internal Auditor and tested by the Statutory Auditors of the Company. The Audit observations and corrective action taken thereon are periodically reviewed by the audit committee to ensure effectiveness of the internal control system. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of persons

Financial and operational performance:

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles in India. Please refer to the Directors' Report in this respected.

Cautionary statement

Statements in this management discussion and analysis describing the Company's objectives, projections and expectations may be forward looking statements within the meaning of applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a downtrend in the industry- global or domestic or both, significant changes in political and economic environment in India, applicable statutes, litigations etc.

FOR AND ON BEHALF OF THE BOARD

Registered Office:

Suite No 3A, 3rd Floor,
3A, Auckland Place
Kolkata – 700 017.

Sd/-
UMANG LODHA
CHAIRMAN
DIN: 06646876

Dated: 27th May, 2019

SANTOSH INDUSTRIES LIMITED

CORPORATE GOVERNANCE REPORT

1. Company's Philosophy

Corporate Governance pertains to systems, by which companies are directed and controlled, keeping in mind long-term interest of stakeholders. It aims to align interest of company with its stakeholders. The incentive for company and those who own and manage them to adopt global governance standards help them to achieve a long-term sustainable partnership with its stakeholders efficiently. The Company aims to achieve this through proper & full disclosure of material facts and achievement of the highest level of transparency and accountability in all aspects of its operations.

2. Board of Directors

The strength of the Board of Directors as on 31st March 2019 is six (6) out of which two (2) are independent. The composition of the Board of Directors is in conformity with the Corporate Governance Code.

None of the Directors is a member of more than 10 Committees and Chairman of more than 5 Committees (as specified in regulation 26 of SEBI (LODR) Regulations, 2015), across all the companies in which he/she is a Director.

Brief resumes of Directors are as follows:

Sri. Umang Lodha aged about 31 years is a Chartered Accountant having good knowledge of finance and accounts & taxation.

Sri. Ajit Kumar Bachhawat aged about 54 Years is a commerce graduate and has around 20 years of working experience in Investment Business.

Sri. Surendra Kumar Dugar, Managing Director aged about 61 years has wide experience of Stock Market, Trading, Finance, Investment and Taxation.

Sri. Tulsi Kumar Dugar, Director aged about 54 years has wide experience of Stock Market, Trading, Finance, Investment .

Sri. Kamal Kumar Dugar, Director aged about 51 years has wide experience of Stock Market, Trading, Finance, Investment and Taxation.

Smt. Madhu Dugar aged about 48 years has a wide experience in the Capital market being a commerce graduate. She is regular investor in the market and has been doing so for more than 22 years. She has diversified portfolio of Investment which include Investment in quoted shares, unquoted shares, Mutual funds, Bonds, Preference shares etc

Directors' Induction, Familiarization and Training

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company shall provide suitable training to Independent Directors to familiarize them with the Company, their role, nature of the industry in which the Company operates, business model of the Company etc. The details of such training imparted are also required to be disclosed in the Annual Report.

SANTOSH INDUSTRIES LIMITED

The Company acknowledges the importance of continuous education and training of the Directors to enable effective discharge of their responsibility. The directors of the Company are also encouraged to participate in various seminars conducted by professional bodies to enhance and update their knowledge in the fields of accounts, finance, law and taxation. To enhance their skills and knowledge, the Directors are regularly updated on the changes in policies, laws and regulations, developments in the business environment etc.

Efforts are also made to familiarize the Directors about their roles, rights, responsibility in the Company, its business model and the environment in which the Company operates.

The details of such familiarization programmes have been placed in the website of the Company and may be accessed at the link [http:// www.santoshindustrieslimited.in](http://www.santoshindustrieslimited.in)

Board Meetings held during the year:

The Company has been following the practice of at least four Board meetings every year. During the Financial Year Seven Board Meetings were held on the following dates: 30th May 2018, 10th August 2018, 24th August 2018, 9th November 2018, 8th February 2019, 26th March 2019 and 29th March 2019.

Attendance of Directors at the Board Meetings and at the last Annual General Meeting (AGM)

Name of Director	No. of Board Meetings		Attended Last AGM
	Held	Attended	
Sri. Surendra Kr Dugar	7	7	Yes
Sri Tulsi Kr Dugar	7	7	Yes
Smt Madhu Dugar	7	4	Yes
Sri Ajit Kumar Bachhawat	7	7	Yes
Sri Kamal Kumar Dugar	7	7	Yes
Sri Umang Lodha	7	7	Yes

Composition of the Board of Directors, their Directorship in other Companies and Committee Membership in other Companies as on 31st March, 2019 as follows

Name of Director	Category	No. of other Directorship and Committee Membership/Chairmanship			No of Shares held
		Other Directorship	Committee Membership	Committee Chairmanship	
Smt Madhu Dugar	Promoter / Non-Executive Director	10	-	-	250000
Sri. Surendra Kr. Dugar	Promoter / Executive Director	16	-	-	642700 ^A
Sri Ajit Kumar Bachhawat	Non-Executive & Independent	0	-	-	-
Sri Umang Lodha	Non-Executive & Independent	1	-	-	-

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Sri Tulsi Kumar Dugar	Promoter /Non Executive Director	18	-	-	817000 [^]
Sri Kamal Kumar Dugar	Promoter /Non Executive Director	17	-	-	860700 [^]

Note: [^] Number of shares held as individual

Relationship between Directors inter-se

Sri Surendra Kumar Dugar (Managing Director), Sri Tulsi Kumar Dugar (Director) and Sri Kamal Kumar Dugar (Director) are brothers and Madhu Dugar is the wife of Sri Kamal Kumar Dugar.

CODE FOR PREVENTION OF INSIDER-TRADING PRACTICES

As per the SEBI (Prohibition of Insider Trading) Regulations 2015, the Company Secretary is the Compliance Officer and is responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of price-sensitive information, pre-clearance of trade, monitoring of trades and implementation of the Code of Conduct for trading in Company's securities under the overall supervision of the Board. The Company has adopted a Code of Conduct for Prevention of Insider Trading as well as a Code of Fair Disclosure Practices in accordance with said regulations. All the Directors on the Board, Senior Management at all locations and other employees who could be privy to unpublished price-sensitive information of the Company are governed by this Code.

Code of Conduct of Independent Directors

As per the provisions of Section 149(8) of the Companies Act, 2013, the company and independent directors shall abide by the provisions specified in Schedule IV. Further, Schedule IV lays down a code of conduct for Independent Directors of the Company. Pursuant to the said provisions of the Companies Act, 2013, the Company has drafted a Code of conduct for Independent Directors of the Company which forms part of the Letter of Appointment of Independent Director and the Letter of Appointment of Independent Director has been placed in the website of the company.

Audit Committee

The role & terms of reference of the Audit Committee are as per Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The role of the Audit Committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

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3. Reviewing, with the management the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to :
 - a. Matters required to be included in the Director's Responsibility Statement to be included in Board's Report in terms of clause(c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
4. Reviewing, with the management the quarterly financial statements before submission to the Board for approval;
5. Review and monitor the auditor's independence and performance and effectiveness of audit process;
6. Approval or any subsequent modification of transactions of the Company with related parties;
7. Scrutiny of inter-corporate loans and investments;
8. Valuations of undertakings or assets of the Company wherever it is necessary;
9. Evaluation of internal financial controls and risk management systems;
10. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
11. Reviewing the adequacy of internal audit function, if any, including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;
12. Discussion with internal auditors of any significant findings and follow up there on;
13. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
14. Discussion with statutory auditors before the audit commences about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
15. To review the functioning of the Whistle Blower Mechanism;
16. Approval of appointment of CFO after assessing the qualifications, experience, background, etc of the candidate;

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17. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

During the financial year ended 31.03.2019 the Committee met Four times under review on 30th May, 2018, 10th August 2018, 9th November, 2018 and 8th February 2019. The attendances of the members were as follows:

Sl. No.	Name of the Members	Category	Designation	No. of Meetings attended
1	Sri Umang Lodha	Independent	Chairman	4
5	Sri Ajit Kumar Bachhawat	Independent	Member	4
3	Sri Surendra Kumar Dugar	Executive, Non-Independent	Member	4

Mr. Umang Lodha acted as the Chairman of the Audit Committee. Mr. Umang Lodha is a Chartered Accountant having good knowledge of finance, accounts and company law. The Audit Committee as on 31.03.2019 comprises of two Non-Executive Independent Directors and one Executive Director.

The Managing Director, Chief Financial Officer and representatives of the Statutory Auditors are invitees to the Audit Committee Meetings.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall act in accordance with the prescribed provisions of Section 178 of the Companies Act, 2013 and shall be responsible for:

- i) Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- ii) Formulation of criteria for evaluation of Independent Directors and the Board;
- iii) Devising a policy on Board diversity;
- iv) Identifying 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 carry out evaluation of every director's performance.

During the year, 1 meeting of the Nomination and Remuneration Committee of the Company was held i.e. on 24th August, 2018. The Composition and attendance of Directors at these meetings are as under:

Sl. No.	Name of the Members	Category	Designation	No. of Meetings attended
1	Sri Ajit Kumar Bachhawat	Independent	Chairman	1
2	Sri Umang Lodha	Independent	Member	1
4	Sri Tulsi Kumar Dugar	Non-Executive	Member	1

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Remuneration Policy:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee has formulated a Nomination and Remuneration Policy for Directors and Key Managerial Personnel. The details of which forms part of the Directors' Report.

No remuneration was paid to any of the Non-Executive Directors during the financial year ended 31st March, 2019. The Managing Director, Sri Surendra Kumar Dugar, received Rs 42, 00,000/- as his remuneration for the financial year.

Asset Liability Management Committee

In compliance with the Reserve Bank of India Regulations as applicable to NBFCs, the Asset Liability Management Committee has been constituted for better management of the affairs of the Company by recommending to the Board of Directors prudent Asset Liability Management policies & procedures that enable the company to achieve its goals while operating in full compliance with all state and federal laws, rules and regulations.

The role of the Committee is to review the following:

- Local and national economic forecasts
- Interest rate forecasts
- Internal cost of funds
- Mismatches in the Balance Sheet
- Anticipated loan demands
- Liquidity Position
- Maturity Distribution
- Net Interest Margin / Interest Rate Risk Measures
- Tax Position
- Investment Portfolio
- Current loan investment and funding strategies

The Committee also takes note of the ALM returns filed by the Company within stipulated time period and analyses the Provisional Annual Balance Sheet w.r.t.

- Inclusion of Disclosures as required in terms of Paragraph 13 of NBFC (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
- Inclusion of Disclosures as required by Para 5 of Reserve Bank of India Circular No. RBI 2008-09/116 DNBS (PD), CC No. 125 / 03.05.002 / 2008-09

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During the year, 1 meeting of the Asset Liability Management Committee of the Company was held i.e. on 12th June 2018. The Composition and attendance of Directors at this meeting are as under:

Sl. No.	Name of the Members	Category	Designation	No. of Meetings attended
1	Sri Umang Lodha	Independent	Chairman	1
2	Sri Surendra Kumar Dugar	Executive, Non-Independent	Member	1

Risk Management Committee

The Company has a 'Risk Management Committee' to periodically review all Loan & Investment proposals and make recommendations to the Board. The guidelines in respect of Risk Management has been laid down by the Risk Management Committee in respect of Loans & Investments. During the year, 1 meeting of the Risk Management Committee was held on 20th December, 2018. The Composition and attendance of Directors at this meeting are as under:

Sl. No.	Name of the Members	Category	Designation	No. of Meetings attended
1	Sri Ajit Kumar Bachhawat	Independent	Chairman	1
2	Sri Surendra Kumar Dugar	Executive, Non-Independent	Member	1
3	Sri Umang Lodha	Independent	Member	1

Stakeholders Relationship Committee & Share Transfer Committee/ Investor Grievance Committee

The Company has a 'Share Transfer Committee' to approve transfer and transmission of securities, issue of duplicate certificates and deals with other shareholder related issues.

During the year no meeting of the Share Transfer Committee was held. The Composition of the committee is as under:

Sl. No.	Name of the Members	Category	Designation
1	Sri Ajit Kumar Bachhawat	Independent	Chairman
2	Sri Surendra Kumar Dugar	Non-Executive, Non-Independent	Member

The Transfer of Shares are processed by the Registrar and Transfer Agents viz. Maheshwari Datamatics Pvt. Ltd on behalf of the Company reports of which are placed before the Committee for approval.

The Company has a 'Stakeholder Relationship Committee' to specifically look into and redress the 'Shareholders and Investors' complaints and to improve investor relations.

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During the year 4 meetings of the Shareholders/Investors Grievance Committee were held on 3rd April 2018, 4th July 2018, 5th October, 2018 and 7th January, 2019. The Composition and attendance of Directors at these meetings are as under:

Sl. No.	Name of the Members	Category	Designation	No. of Meetings attended
1	Sri Umang Lodha	Independent	Chairman	4
2	Sri Surendra Kumar Dugar	Executive, Non-Independent	Member	4

No Complaints have been received from the Shareholders during the year as per the report of the Registrar and Transfer Agents viz. Maheshwari Datamatics Pvt. Ltd.

Corporate Social Responsibility (CSR) Committee

The Corporate Social Responsibility (CSR) Committee has been constituted by the Board of Directors of the Company on 30.01.2015 as per the provisions of Section 135 of the Companies Act, 2013 and Corporate Social Responsibility (CSR) Rules, 2014.

During the year one meeting of the CSR Committee was held on 8th January, 2019. The Composition and attendance of Directors at this meeting are as under:

Sl. No.	Name of the Members	Category	Designation	No. of Meetings attended
2	Sri Ajit Kumar Bachhawat	Independent	Chairman	1
3	Sri Umang Lodha	Independent	Member	1
4	Sri Surendra Kumar Dugar	Executive, Non-Independent	Member	1

Independent Directors' Meeting

During the year under review the Independent Directors met on 14th January, 2019 inter-alia to discuss:

1. Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole.
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
3. Evaluation of the quality, content and timeliness flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The composition and attendances of Directors at this meeting is as under:

Name	No. of meetings attended
Sri Umang Lodha*	1
Sri Ajit Kumar Bachhawat	1

* Sri Umang Lodha was unanimously elected as the Chairman of the meetings.

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Subsidiary Companies

The Company has no subsidiaries hence disclosure in this regard is not required.

General Body Meetings

1. Locations date and time where last three AGMs held:

Financial Year	Date of AGM	Time	Venue	Details of Special Resolution(s) passed if any
31.03.2016	22.09.2016	2.00 P.M.	Suit No 3A, 3 rd Floor,	
31.03.2017	18.09.2017	2.00 P.M.	3A, Auckland Place, Kolkata- 700017	1. Re-appointment of Ajit Kumar Bachhawat as Independent Director. 2. Re-appointment of Surendra Kumar Dugar as Managing Director of the Company. 3. Adoption of AOA and MOA of the Company
31.03.2018	28.09.2018	10:00 A.M.	The Spring Club", Business Centre at 5 JBS Haiden Avenue (EM Bypass) Tangra Kolkata - 700 105	

1. Extraordinary General Meeting

No Extraordinary General Meeting of the members was held during the year.

2. Postal Ballot

No Resolution has been passed through Postal Ballot during the year 2018-19.

Means of Communication

The quarterly results (including half-yearly and annual results) of the Company are usually published in The Business Standard (English Daily) and Sukhabar (Bengali Daily). The results are also promptly forwarded to BSE Limited and The Calcutta Stock Exchange Limited. The results are also displayed on the website of the Company at <http://www.santoshindustrieslimited.in>.

All material information about the Company is promptly sent through e-mail/ online portal upload to BSE limited and the Calcutta Stock Exchange Limited where the Company's shares are listed.

Management Discussion and Analysis Report has been included as part of this Report.

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Disclosures

During the year, the company has transactions with M/s BMD Securities Ltd (Stock Broker) for its dealing in stock market. Except this, no material financial and commercial transactions has been undertaken, where management had personal interest that may have a potential conflict with the interest of the company at large.

Address for Correspondence for Share Transfer and Related Matters

- | | |
|---|--|
| <p>1. Santosh Industries Limited
Secretarial Dept.
Suite No 3A, 3rd Floor,
3A, Auckland Place,
Kolkata -700 017.
Email Id – sil@bmd.net.in</p> | <p>2. Registrar and Share Transfer Agent
Maheshwari Datamatics Pvt. Ltd.
23, R.N.Mukherjee Road, 5th Floor
Kolkata- 700 001
Email Id – mdpldc@yahoo.com</p> |
|---|--|

General Shareholder Information

AGM:	Date Time Venue	30 th Day of September, 2019 10.00 a.m. The Spring Club”, Business Centre at 5 JBS Halden Avenue (EM Bypass) Tangra Kolkata – 700 105	
Financial Year	April 2018 to March 2019		
Financial Calendar	Financial Reporting For	Tentative Time Period	
	Quarter ending 30 th June, 2018	On or before August 15, 2018	
	Quarter ending 30 th September, 2018	On or before November 15, 2018	
	Quarter ending 31 st December, 2018	On or before February 15, 2019	
	Quarter ending 31 st March, 2019	On or before May 30, 2019	
Date of Book Closure	24 th September, 2019 to 30 th September, 2019 (both days inclusive)		
Dividend Payment Date	Declaration of dividend of Rs.1 per equity share for the year ended March 31, 2019 in the AGM dated 30 th September, 2019.		
Listing on Stock Exchanges	The BSE limited P.J.Towers, Dalal Street , Mumbai-400 001		
	The Calcutta Stock Exchange Ltd. [“CSE”] 7, Lyons Range Kolkata -700 001		
Stock Code / Symbol	Scrip Code: 540822 and CSEA – 10029243		
Demat ISIN Numbers in NSDL & CDSL for Equity Shares	ISIN No. : INE 576C01017		

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Market Price Data: High, Low during each month in the financial year 2017-18	The equity shares of the Company are listed in The BSE Limited and the Calcutta Stock Exchange. The High, Low during each month in the financial year 2018-19 on BSE Limited is detailed herein below (Table No. 1). There has been no trading in the equity shares of the CSE and the last traded price of the shares of the Company on the CSE was Rs. 10.10 per share.
Registrar and Share Transfer Agents	Maheshwari Datamatics Pvt. Ltd., 23, R.N. Mukherjee Road, 5 th Floor, Kolkata 700 001
Share Transfer System	100% of the equity shares of the Company are in electronic mode. Transfer of these shares is done through depositories. Share Transfers are registered and returned within a period of 30 days from the date of receipt, if the documents are proper in all respects. As per directives issued by SEBI, it is compulsory to trade in the Company's equity shares in dematerialized form. The Company offers the facility of transfer cum dematerialization to its shareholders.
Distribution of shareholding & Category-wise distribution	See Table No. 2 & 3 below
De-materialization of shares and liquidity	See Table No. 4
Address for correspondence	Registered Office: Suite No 3A, 3 rd Floor, 3A, Auckland Place, Kolkata – 700 017.

Table – 1 – MONTHLY STOCK PRICE DATA:

Month	BSE			
	High (Rs.)	Low (Rs.)	No. Of Shares Traded	No. Of Trades
April, 2018	174.95	151.20	3,77,901	19
May, 2018	-	-	-	-
June, 2018	298.85	183.65	3,76,916	27
July, 2018	478.55	313.75	4,732	53
August, 2018	488.10	411.60	616	24
September, 2018	404.00	397.00	6	2
October, 2018	390.00	383.10	7	3
November, 2018	364.10	345.90	10	2
December, 2017	363.15	363.15	2	1
January, 2019	379.35	327.75	59	7
February, 2019	361.00	285.00	18,908	14
March, 2019	345.20	313.0	5,109	10

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Table – 2 – Distribution of shareholding as on 31st March, 2019

No. of Equity Share held	No. of Share held	% of total shares	No. of Shareholders	% of total Shareholders
1 to 100	2652	0.0551	89	61.8056
101 to 500	3407	0.0708	12	8.3333
501 to 1000	501	0.0104	1	0.6944
1001 to 5000	10305	0.214	3	2.0833
5001 to 10000	30000	0.6231	3	2.0833
10001 to 100000	1272910	26.4387	23	15.9722
100001 and above	3494800	72.5879	13	9.0278
Total	48,14,575	100.000	144	100.00

Table 3 – Category-wise distribution of shareholding as on 31st March, 2019

Sl. No.	Category	No. of Shareholders	No. of shares held	% of total shares
1	Promoters	16	3561010	73.9631
2.	Bodies Corporate	16	1112827	23.1137
3.	Resident Individuals	101	140738	2.9232
	Total	133	4814575	100.00

Table – 4 – De-materialization of shares and liquidity

Mode	No. of Shareholders	% of total Shareholders	No. of shares	% of total shares
Physical	00	0.00	0.00	0.00
Electronic	133	100.00	4814575	100.00
Total	125	100.00	4814575	100.00

FOR AND ON BEHALF OF THE BOARD

Registered Office:

Suit No 3A, 3rd Floor
3A, Auckland Place,
Kolkata – 700 017.

Sd/-
UMANG LODHA
CHAIRMAN
DIN -06646876

Dated: 03.09.2019

SANTOSH INDUSTRIES LIMITED

Code of Conduct

The Company is consistently endeavoring to conduct its business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations. The Company believes that a good corporate governance structure would not only encourage value creation but also provide accountability and control systems commensurate with the risks involved. The Board of Directors has adopted the Code of Conduct for the Directors and Senior Management ("the Code").

A copy of the Code has been put on the Company's website www.santoshindustrieslimited.in. The Code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. A declaration signed by the Managing Director is given below.

"I hereby confirm that the Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct for Directors and Senior Management in respect of financial year 2018-19."

FOR AND ON BEHALF OF THE BOARD

Sd/-
UMANG LODHA
CHAIRMAN
DIN -06646876

SANTOSH INDUSTRIES LIMITED

Certification by Chief Financial Officer (CFO)

I, Rishabh Dugar, Chief Financial Officer of Santosh Industries Limited certify that:

a) We have reviewed the Financial Statements and the Cash Flow Statement for the year ended 31st March, 2019 and that to the best of our knowledge and belief:

i. The statements do not contain materially untrue statement, or omit any material fact or contain statements that might be misleading;

ii. The statements present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transaction entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.

c) We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d) We have indicated to the Auditors and Audit Committee:

- a. Significant changes in the internal controls over financial reporting during the year;
- b. Significant changes in accounting policies during the year and that the same have been disclosed in notes to the financial statements and
- c. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Santosh Industries Limited

Place: Kolkata
Date: 27th day of May, 2019

Sd/-
RISHABH DUGAR
CHIEF FINANCIAL OFFICER

SANTOSH INDUSTRIES LIMITED

Company Secretary Certificate on Corporate Governance

To
The Members of
Santosh Industries Ltd

We have examined the compliance of conditions of Corporate Governance by Santosh Industries Ltd, for the year ended on 31st March 2019, as per Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (LODR) Regulations, 2015.

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.

Place: Kolkata
Date: 27/05/2019

Premjeet Singh
Company Secretary

Sd/-
Membership No.: A31903
C.P. No.:16452

SANTOSH INDUSTRIES LIMITED

INDEPENDENT AUDITORS' REPORT

To the Members of
SANTOSH INDUSTRIES LTD

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of Santosh Industries Ltd CIN: L51909WB1960PLC024531 which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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

Basis for opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have not find any such matter to be the key audit matters to be communicated in our report.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

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

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

SANTOSH INDUSTRIES LIMITED

statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

Management's Responsibility for the Financial Statements

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these 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.

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

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

The board of directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standard of Auditing 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 Standard of Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

SANTOSH INDUSTRIES LIMITED

- 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.

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"), issued by the Central Government of India in terms of sub-Section (11) of Section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in clauses 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on 31st March, 2019 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.

SANTOSH INDUSTRIES LIMITED

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure 'B'.

- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company,

For BAHETY & GOENKA
Chartered Accountants
Firm Registration No. 317111E

Place : Kolkata
Date : 27-05-2019

R.K.BAHETY
Partner
Membership No.053255

SANTOSH INDUSTRIES LIMITED

To the Members of SANTOSH INDUSTRIES LIMITED

Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2019, we report that :

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (b) The fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties included in Non-Current Investments are held in the name of the Company.
- (ii) As explained to us physical verification of the inventories (held Physically and Demat Form) have been conducted at reasonable intervals by the management, which in our opinion is reasonable, having regard to the size of the Company and nature of its inventories. No material discrepancies were noticed on such physical verification.
- (iii) The Company has granted loans to bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
 - a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the bodies corporate listed in the register maintained under section 189 of the Act were not, prima facie, prejudicial to the interest of the Company.
 - b) In the case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the principal and interest as stipulated.
 - c) There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under section 189 of the Act.
- (iv) The Company being NBFC and charging interest at a rate not less than the bank rate declared by the Reserve Bank of India, hence provisions of Section 185 & 186 of the Companies Act, 2013 is not applicable. Accordingly, the provisions of clause (iv) of paragraph 3 of the Order are not applicable to the Company.
- (v) In our opinion and according to the information given to us, the Company has not accepted any deposits from public, within the meaning of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 of the Act and the rules framed there under.
- (vi) In our opinion maintenance of cost records has not been prescribed by the Central Government under sub-section (i) of Section 148 of the Act.
- (vii) (a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service tax, duty of Custom, duty of Excise, value added tax, cess and other material statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues, were outstanding as at March 31st, 2019 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of Income Tax/ Sales Tax/ Service Tax / duty of Custom/ duty of Excise, value added tax or cess which have not been deposited on account of any dispute.

SANTOSH INDUSTRIES LIMITED

- (viii) The Company has not defaulted in the repayment of dues to any financial institutions or banks as at the balance sheet date.
- (ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instrument) or term loans. Accordingly, the provisions of clause (ix) of paragraph 3 of the Order are not applicable to the Company.
- (x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company. Accordingly, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.
- (xiii) The Company has complied with Section 177 and 188 of Companies Act, 2013 for all transactions with the related parties and the details have been disclosed in the Financial Statements, as required under Accounting Standards – 18 related party disclosures specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause (xiv) of paragraph 3 of the Order are not applicable to the Company.
- (xv) The Company has not entered into any non-cash transactions with the directors or persons connected with him during the year under review. Accordingly, the provisions of clause (xv) of paragraph 3 of the Order are not applicable to the Company.
- (xvi) According to the information and explanations given to us the company is already registered under section 45-IA of the Reserve Bank of India Act, 1934.

For BAHETY & GOENKA
Chartered Accountants
Firm Registration No. 317111E

Place : Kolkata - 700 001.
Dated : 27.05.2019

R. K. BAHETY
Partner
Membership No. 053255

SANTOSH INDUSTRIES LIMITED

TO THE MEMBERS OF: SANTOSH INDUSTRIES LIMITED

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (f) 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 Santosh Industries Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the 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.

SANTOSH INDUSTRIES LIMITED

Meaning of Internal Financial Controls over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

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 31 March 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 BAHETY & GOENKA
Chartered Accountants
Firm Registration No. 317111E

Place : Kolkata - 700 001.
Dated : 27.05.2019

R. K. BAHETY
Partner
Membership No. 053255

SANTOSH INDUSTRIES LIMITED

Balance Sheet as at 31st March, 2019

Amount in Rs.

Particulars	Note No	As at 31-03-2019	As at 31-03-2018
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2.1	48,145,750	48,145,750
(b) Reserves and Surplus	2.2	3,544,876,693	3,480,669,069
		3,593,022,443	3,528,834,819
(2) Current Liabilities			
(a) Trade payables	2.3	-	50,224,983
(b) Other Current Liabilities	2.4	550,728	314,552
(c) Short Term Provisions	2.5	1,020,000	1,020,000
		1,570,728	51,559,535
TOTAL(1) + (2)		3,594,593,171	3,580,394,354
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	2.6	6,946,957	6,537,008
(b) Non-current investments	2.7	3,217,388,948	3,054,965,318
(c) Deferred Tax Asset (Net)	2.8	769,529	567,410
(d) Other Non-current assets	2.9	389,798	335,348
		3,225,495,232	3,062,405,084
(2) Current assets			
(a) Inventories	2.10	53,028,110	106,330,509
(b) Trade Receivable	2.11	5,557,627	-
(c) Cash and Bank Balances	2.12	107,854,173	6,940,931
(d) Short-term loans and advances	2.13	159,703,510	355,497,007
(e) Other current assets	2.14	42,954,519	49,220,823
		369,097,939	517,989,270
TOTAL(1) + (2)		3,594,593,171	3,580,394,354
Significant Accounting Policies and notes to financial statements	1-2.33		

As per our report of even date attached

For and on behalf of Board of Directors

For Bahety & Goenka
CHARTERED ACCOUNTANTS
 Firm Regn. No-317111E

SURENDRA KUMAR DUGAR
 (Managing Director)
 DIN - 00638608

UMANG LODHA
 (Chairman &
 Independent Director)
 DIN - 06646876

(R.K.Bahety)
 PARTNER
 Membership No. - 053255

RISHABH DUGAR
 (Chief Financial Officer)

JYOTI BHARTIA
 (Company Secretary)

Place : Kolkata

Dated the 27th day of May 2019

SANTOSH INDUSTRIES LIMITED

Statement of Profit & Loss for the year ended 31st March, 2019

Amount in Rs.

Particulars	Note No	For the year ended 31st March, 2019	For the year ended 31st March, 2018
REVENUE FROM OPERATIONS	2.15	203,955,465	121,535,459
OTHER INCOME	2.16	12,247,594	120,839,730
TOTAL REVENUE		216,203,059	242,375,189
EXPENSES			
(a) Purchase of Traded Goods (Shares & MF Units)			-
(b) Changes in inventories (Shares & MF Units)	2.17	53,302,399	(184,050)
(c) Employee benefit expenses	2.18	8,705,427	7,436,904
(d) Depreciation & Amortisation Expenses	2.6	2,196,837	1,043,625
(e) Other expenses	2.19	17,615,303	17,499,954
(f) Provision for Standard Assets			500,000
Total Expenses		81,819,956	26,296,433
Profit before exceptional and extraordinary items and tax		134,383,093	216,078,756
Exceptional Items		50,000,000	-
PROFIT BEFORE TAX		84,383,093	216,078,756
TAX EXPENSES			
(a) Current Tax		8,500,000	27,000,000
(b) Relating to earlier year		(224,529)	(539,288)
(c) Deferred Tax	2.8	(202,119)	(34,410)
PROFIT / (LOSS) FOR THE PERIOD		76,309,741	189,652,454
EARNING PER SHARE			
Basic & Diluted Earning per Share of Rs. 10/- each	2.20	15.85	39.39
Significant Accounting Policies and notes to financial statements	1-2.33		

As per our report of even date attached

For and on behalf of Board of Directors

For Bahety & Goenka
CHARTERED ACCOUNTANTS
 Firm Regn. No-317111E

SURENDRA KUMAR DUGAR
 (Managing Director)
 DIN - 00638608

UMANG LOOHA
 (Chairman &
 Independent Director)
 DIN - 06646876

(R.K.Bahety)
PARTNER
 Membership No. - 053255

RISHABH DUGAR
 (Chief Financial Officer)

JYOTI BHARTIA
 (Company Secretary)

Place : Kolkata
 Dated the

SANTOSH INDUSTRIES LIMITED
CIN: L51909WB1960PLC024531
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

PARTICULARS	For the Year Ended 31.03.2019		For the Year Ended 31.03.2018	
Cash Flows From Operating Activities				
Net Profit Before Tax and Extraordinary Items		134,383,093		216,078,756
Adjustments For:				
Depreciation	2,196,837		1,043,625	
Dividend	(11,657,576)		(6,789,692)	
Interest on I.T. Refund	(297,158)		-	
Provision for Standard Asset	-		500,000	
(Profit)/Loss on Sale of Investment	1,425,276		(113,827,378)	
(Profit)/Loss on Sale of Fixed Assets	(238,482)	(8,571,108)	(177,860)	(119,251,305)
Operating Profit Before Working Capital Changes		125,811,969		96,827,451
Adjustments For:				
Change in Inventory	53,302,399		(184,050)	
Change in Trade Receivables	(5,557,627)		6,724,197	
Loans, Advances & Other Current & Non-Current Assets	201,372,854		(126,262,526)	
Change in Trade payable	(50,224,983)		50,224,983	
Change in Current Liabilities	236,176	199,128,819	17,427	(69,479,969)
Cash Generated From Operations		324,940,809		27,347,482
Less: CSR Expense Paid		(6,317,889)		-
Less: Direct Taxes Paid (Net of refund)		(7,345,816)		(25,677,765)
Net Cash generated From Operating Activities (A)		311,277,104		1,669,717
Cash Flows From Investing Activities				
Sale of Investments	1,633,530,187		631,906,189	
Dividend	11,657,576		6,789,692	
Purchase of Investments	(1,847,379,093)		(625,527,332)	
Sale of Fixed Assets	400,000		271,300	
Purchase of Fixed Assets	(2,768,304)		(6,504,519)	
Net Cash generated from Investing Activities (B)		(204,559,634)		6,935,330
Cash Flow From Financing Activities				
Dividend including dividend tax	(5,804,227)	(5,804,227)	(5,794,710)	(5,794,710)
Net Cash Flow from Financing activities (C)		(5,804,227)		(5,794,710)
Net Increase/(Decrease) in Cash & Cash Equivalent (A+B+C)		100,913,243		2,810,337
Cash & Cash Equivalent At the Beginning of the Year		6,940,931		4,130,594
Cash & Cash Equivalent at the End of the Year		107,854,173		6,940,931

As per our report of even date
For Babety & Goenka
(Chartered Accountants)

For and on behalf of the Board of Directors

(R.K. Babety)
(PARTNER)
M.No: 053255
Firm Reg No: 327111E

SURENDRA KUMAR DUGAR
(Managing Director)
DIN - 00636406

UMANG LODHA
(Chairman & Independent Director)
DIN - 00644875

Place: Kolkata
Dated the 27th day of May, 2019

RISHABH DUGAR
(Chief Financial Officer)

JYOTI BHARTIA
(Company Secretary)

SANTOSH INDUSTRIES LTD

CIN NO L51909WB1960PLC024531

Significant Accounting Policies and Notes to Financial Statements.

1. Corporate Information

Santosh Industries Ltd ("the Company") is a public limited company domiciled in India and registered under the provisions of Companies Act, 1956. The Shares of the Company are listed on Bombay Stock Exchange and Calcutta Stock Exchange. The Company is a non-deposit taking Non Systemically Important Non Banking Finance Company ("NBFC") registered with Reserve Bank of India ("the RBI") and is engaged in the business of giving loans and making investment.

2. Significant Accounting Policies

a. Basis of preparation of Financial Statements

The financial statements have been prepared in conformity with generally accepted accounting principles (Indian GAAP) to comply in all material respects with the Accounting Standards ('AS') prescribed under relevant provisions of the Companies Act, 2013 ('the Act') and the guidelines issued by the Reserve Bank of India ('RBI') as applicable to a Non Banking Finance Company ('NBFC'). The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

b. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles (Indian GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end.

Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revisions to the accounting estimates are recognized prospectively in the current and future years.

c. Fixed Assets, Depreciation/Amortization and Impairment of assets

Fixed Assets

Fixed assets are stated at cost less accumulated depreciation/amortization and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Depreciation / Amortization

Pursuant to the enactment of Companies Act, 2013, the company has applied the estimated useful lives as specified in Schedule II. Accordingly the unamortized carrying value is being depreciated / amortized over the revised / remaining useful lives using WDV method.

Impairment of assets

The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

SANTOSH INDUSTRIES LTD

CIN NO L51909WB1960PLC024531

A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

d. Investments

Investments intended to be held for not more than a year are classified as current investments. All other investments are classified as non current (long-term) investments. The investments are stated at cost.

e. Inventories

inventories are valued at lower of cost or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated cost necessary to make sale.

f. Provisioning / Write-off of assets

- i. The Company makes provision for standard and Non-Performing Assets as per Master Directions- Non Banking Financial Company -Non Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 as amended from time to time.
- ii. Loans and advances which, as per management are not likely to be recovered, are considered as bad debts and written off.

g. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

- i. Interest on loan is recognized on accrual basis except in case of Non Performing Assets ("NPA") where interest is recognized upon realization, as per the Prudential Norms / Direction of RBI, applicable of NBFCs.
- ii. Interest Income on fixed deposits/ margin money, call money (CBLO), certificate of deposits and pass through certificates are recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
- iii. Revenue from trading in securities / intraday transactions are accounted for on trade date basis.
- iv. Dividend Income: Revenue is recognized when the shareholders/ units holders right to receive / payment of dividend is established.
- v. All other income is accounted for on accrual basis.

h. Income tax

Tax expense comprises of current tax [(net of Minimum Alternate Tax (MAT) credit entitlement)] and deferred tax.

Current tax is the amount of tax payable on the taxable income for the year determined in accordance with the provisions of the Income Tax Act, 1961. Deferred Tax reflects the impact of timing differences between taxable income and accounting income for the current reporting year and reversal of timing differences of earlier Years.

Deferred Tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred Tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities. The deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing taxation laws. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be

SANTOSH INDUSTRIES LTD

CIN NO L51909WB1960PLC024531

available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits. At each balance sheet date, the company re-assesses unrecognized deferred tax assets. It recognises unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in guidance note issued by The Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each Balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period.

i. Segment reporting

The Company's operating businesses are organized and managed in one segment only. The analysis of geographical segments is based on the areas in which major operation of the company exists.

j. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

k. Provisions

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

For and on behalf of the Board of Director

SURENDRA KUMAR DUGAR
(Managing Director)
DIN - 00638608

UMANG LODHA
(Chairman & Independent Director)
DIN - 06646876

RISHABH DUGAR
(Chief Financial Officer)

JYOTI BHARTIA
(Company Secretary)

SANTOSH INDUSTRIES LIMITED

2 NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2019		Amount in Rs.	
Particulars	As at 31.03.2019	As at 31.03.2018	
2.1 SHARE CAPITAL			
Authorised Share Capital			
4,850,000 (P.Y. 4,850,000) Equity Shares of Rs. 10/- each	48,500,000	48,500,000	
15,000 (P.Y 15,000) 7% Tax Free Redeemable Cumulative Preference Shares, Rs. 100/- per value	1,500,000	1,500,000	
	50,000,000	50,000,000	
Issued, Subscribed & Fully Paid Share Capital			
4,814,575 (P.Y. 4,814,575) Equity Shares of Rs.10/- each	48,145,750	48,145,750	
The reconciliation of number of the shares outstanding at the beginning and at the end of the year			
At the beginning of period	Number of Shares 4,814,575	Number of Shares 4,814,575	
Add : Issued during the year	-	-	
Outstanding at the end of period	4,814,575	4,814,575	
The Company has only one class of shares referred to as equity shares having a per value of Rs. 10/-, Each holder of equity shares is entitled to one vote per share			
Details of each shareholder holding more than 5% shares:			
	No. Of Shares %)	No. Of Shares %)	
Surendra Kumar Dugar	642700 (13.35%)	642700 (13.35%)	
Tulsi Kumar Dugar	817000 (16.97%)	817000 (16.97%)	
Kamal Kumar Dugar	860700 (17.88%)	860700 (17.88%)	
2.2 RESERVES & SURPLUS			
Capital Reserve as per last Balance Sheet	5,798,350	5,798,350	
Amalgamation Reserve as per last Balance Sheet	947,981,191	947,981,191	
General Reserve as per last Balance Sheet	63,000,000	63,000,000	
Special Reserve (u/s 45IC of RBI Act ,1934)			
As per last Balance Sheet	523,600,000	485,300,000	
Add : Transfer from Statement of Profit & Loss	25,400,000	38,300,000	
	549,000,000	523,600,000	
Corporate Social Responsibility Fund			
Opening Balance	5,326,500	126,500	
Add: Transfer during the year	4,920,000	5,200,000	
(Transfer from Statement of Profit & Loss)			
Less: Expenditure made during the year	6,317,889	-	
Closing Balance	3,928,611	5,326,500	
Surplus in the Statement of Profit & Loss			
As per last Balance Sheet	1,934,983,028	1,788,830,574	
Add : Net profit after tax transferred from Statement of Profit & Loss	76,309,741	189,652,454	
Amount available for appropriation	2,011,292,768	1,978,483,028	
Less : Appropriations			
Dividend on Equity Shares @ Re. 1 per share	(4,814,575)	-	
Tax on dividend paid during the year	(989,652)	-	
Amount transferred to Special Reserve u/s 45-IC of RBI Act, 1934	(25,400,000)	(38,300,000)	
Amount transferred to Corporate Social Responsibility Fund	(4,920,000)	(5,200,000)	
Surplus - Closing Balance	1,975,168,541	1,934,983,028	
	3,544,876,693	3,480,689,089	
2.3 TRADE PAYABLES			
Trade Payables (Other than to Micro Small & Medium Enterprises)	-	50,224,983	
	-	50,224,983	
2.4 OTHER CURRENT LIABILITIES			
Statutory Due	169,700	183,909	
Expenses Payable	381,028	130,643	
	550,728	314,552	
2.5 SHORT TERM PROVISIONS			
Provision for Standard Asset (as per RBI Guidelines)	1,020,000	1,020,000	
	1,020,000	1,020,000	

SANTOSH INDUSTRIES LIMITED

2.6 FIXED ASSETS										
Tangible Assets :										
Particulars	Gross Block				Depreciation				Net Block	Net Block
	As at 1st April, 2018	Additions	Disposal	As at 31st March, 2019	As at 1st April, 2018	For the period	Disposal	As at 31st March, 2019	As at 31st March, 2019	As at 31st March, 2019
Office Equipment	1,271,804	-		1,271,804	1,089,363	59,333	-	1,148,696	123,108	182,44
Computer	602,610	13,900		616,510	576,507	12,738	-	589,245	27,265	26,10
Furniture & Fixture	676,845	53,970		730,815	585,223	26,186	-	611,409	119,406	91,62
Motor Car	10,272,747	2,700,434	161,518	12,811,663	4,035,905	2,098,580	-	6,134,485	6,677,178	6,236,84
Total :-	12,824,006	2,768,304	161,518	15,430,792	6,286,998	2,196,837	-	8,483,835	6,946,957	6,537,00

Previous Year

FIXED ASSETS										
Tangible Assets :										
Particulars	Gross Block				Depreciation				Net Block	Net Block
	As at 1st April, 2017	Additions	Disposal	As at 31st March, 2018	As at 1st April, 2017	For the period	Disposal	As at 31st March, 2018	As at 31st March, 2018	As at 31st March, 2018
Office Equipment	1,203,180	68,644	-	1,271,804	990,526	98,837	-	1,089,363	182,441	212,63
Computer	586,109	16,501	-	602,610	567,835	8,672	-	576,507	26,103	18,27
Furniture & Fixture	676,845		-	676,845	548,593	36,630	-	585,223	91,622	128,25
Motor Car	3,946,813	6,419,374	93,440	10,272,747	3,136,419	899,486	-	4,035,905	6,236,842	810,39
Total :-	6,412,927	6,504,519	93,440	12,824,006	5,243,373	1,043,625	-	6,286,998	6,537,008	1,169,55

SANTOSH INDUSTRIES LIMITED

2.7 NON CURRENT INVESTMENTS (Non Trade, at Cost)					
Name of the Company	Face Value (Rs.)	As at 31.03.2019		As at 31.03.2018	
		No(s)	Amount (Rs.)	No(s)	Amount (Rs.)
A. In Equity Instruments (Quoted)					
Andhra Petro Ltd	10	3,600	85,174	5,400	127,761
Bhansali Engineering Ltd	1	200,000	37,236,321	225,000	40,799,987
Bharat Road Network Ltd	10	-	-	450,530	85,634,101
Central Depository Services Ltd	10	-	-	59,707	21,680,454
Chokai Laboratories Ltd	10	37,852	789,461	37,852	789,461
Container Corporation Of India Ltd	10	6,750	445,835	2,700	445,836
Electrosteel Steel Ltd	10	-	-	1,850,000	8,970,469
Electrosteel Steel Ltd	10	37,000	8,970,469	-	-
Escort Ltd	10	3,000	125,400	3,000	125,400
First Source Solution Ltd	10	-	-	100,000	5,312,574
Himachal Futuristic Communications Ltd	1	6,058,440	172,433,497	5,595,000	168,672,144
Hindustan Construction Co. Ltd	1	27,000	943,618	27,000	943,618
I.D.B.I. Ltd	10	3,375	447,997	3,375	447,997
Mehanager Telephone Nigam Ltd	10	13,500	494,877	13,500	494,877
Polylink Polymers India Ltd	5	21,000	218,568	21,000	218,568
Power Grid Ltd	10	300	54,244	300	54,244
Reliance Capital Ltd	10	-	-	35,000	21,123,939
Sintex Plastics Technology Ltd	1	-	-	250,000	14,517,689
Simplex Infrastructure Ltd	2	73,000	13,878,958	-	-
Singer India Ltd	2	266,000	14,594,599	-	-
SREI Infra	10	98,000	3,456,201	-	-
Star Cement Ltd	1	45,000	5,720,534	500,000	63,967,674
Stone India Ltd	10	15,000	933,965	15,000	933,965
Subex Ltd	10	-	-	500,000	6,339,774
Thirumala Chemicals Ltd	1	-	-	16,757	35,728,440
Zenotech Laboratories Ltd	10	-	-	150,761	6,953,546
			260,829,719		484,282,518
B. BONDS (Quoted)					
DEEP DISCOUNT BOND					
NABARD	20000	-	-	6,840	62,551,800
PERPETUAL BOND					
8.85% HDFC Bank Ltd	1000000	20	19,645,560	-	-
TAXFREE BONDS					
7.35% Naber Bank for Agriculture & Rural Development	1000	5,010	5,010,000	5,010	5,010,000
7.39% HUDCO	1000	7,007	7,007,000	7,007	7,007,000
8.10% HUDCO 05 Mar 22	1000	70,010	71,664,920	70,010	71,664,920
7.51% HUDCO	1000	97,500	98,033,343	97,500	98,033,343
8% Indian Railway Finance Corporation Ltd. 23 Feb 22	1000	52,420	52,991,955	52,420	52,991,955
8.20% National Highways Authority Of India. 08 25 Jan 22	1000	61,365	61,522,423	61,365	61,522,423
8.50% National Highways Authority Of India.	1000	50,000	50,000,000	50,000	50,000,000
7.39% National Highways Authority Of India.	1000	7,709	7,709,000	7,709	7,709,000
7.35% National Highways Authority Of India.	1000	28,570	28,570,000	28,570	28,570,000
8.63% National Housing Bank	5000	2,166	10,830,000	2,166	10,830,000
8.68% National Housing Bank	5000	6,384	31,920,000	6,384	31,920,000
8.76% National Housing Bank	5000	1,444	7,220,000	1,444	7,220,000
8.54% National Hydro Power Corporation	1000	16,105	16,105,000	16,105	16,105,000
8.48% National Thermal Power Corporation	1000	15,833	15,833,000	15,833	15,833,000
8.66% National Thermal Power Corporation	1000	15,832	15,832,000	15,832	15,832,000
8.20% Power Finance Corporation Ltd. SR-1	1000	3,500	3,594,778	3,500	3,594,778
8.16% Power Finance Corporation Ltd. SR80B	100000	400	40,000,000	400	40,000,000
8.46% Power Finance Corporation Ltd.	1000000	100	105,091,350	100	105,091,350
7.17% JREDA	1000000	50	50,010,000	50	50,010,000
7.49% JREDA	1000	8,515	8,515,000	8,515	8,515,000
7.18% IRFC Feb 2023	1000	19,300	19,799,388	-	-
6.70% Indian Railway Finance Corporation 08 Mar 20	100000	800	80,000,000	800	80,000,000
7.28% Indian Railway Finance Corporation	1000	18,120	18,120,000	18,120	18,120,000
8.26% India Infra Fin Co. Ltd. Tax Free Bond	1000000	50	50,005,000	50	50,005,000
8.55% India Infra Fin Co. Ltd. Tax Free Bond	1000	100,000	100,000,000	100,000	100,000,000
8.12% Rural Electrification Corporation Ltd SR-2	1000	39,499	39,499,000	39,499	39,499,000
8.46% Rural Electrification Corporation Ltd 30 Aug 2028	1000000	50	50,040,000	50	50,040,000
8.46% Rural Electrification Corporation Ltd 24 Sept 2028	1000	50,000	50,000,000	50,000	50,000,000
8.63% Rural Electrification Corporation Ltd 24 Mar 2029	1000	50,000	50,000,000	50,000	50,000,000
			1,164,868,718		1,187,875,569
Total			1,425,698,437		1,672,158,087

SANTOSH INDUSTRIES LIMITED

UNQUOTE INVESTMENTS A. In Equity Instruments (Unquoted) In Associate Companies	Face Value	As at 31.03.2019		As at 31.03.2018	
		No(s)	Amount (Rs.)	No(s)	Amount (Rs.)
BMD Technology Private Limited	10	500,000	5,000,000	500,000	5,000,000
Brabourne Developers Private Limited	10	275,000	8,150,000	275,000	8,150,000
Ezra Developers Private Limited	10	275,000	7,550,000	275,000	7,550,000
			20,700,000		20,700,000
Other Group Companies					
Auckland Nirman Pvt Ltd	10	12,500	776,938	12,500	776,938
Auckland Properties Pvt Ltd	10	25,000	1,453,625	25,000	1,453,625
BMD Vanijya Pvt Ltd	10	70,000	2,315,775	70,000	2,315,775
Glaxo Finance Private Limited (Carwin Mercantiles Pvt Ltd)	10	214,300	2,143,000	214,300	2,143,000
Pragya Merchantile Private Limited	10	1,160,000	17,400,000	1,160,000	17,400,000
			24,089,338		24,089,338
Other Companies					
Mial E Security Private Limited	10	1,209,852	13,501,949	1,209,852	13,501,949
Skyline Radio Network Ltd	10	1,000,000	10,000,000	1,000,000	10,000,000
			23,501,949		23,501,949
B. NON CONVERTIBLE DEBENTURES & TAXABLE BONDS					
10.25% Tata Capital Financial Services Limited	500000	102	51,006,450	102	51,006,450
N.T.P.C. Limited	12.50	4,500	56,250	4,500	56,250
9.95% State Bank of India	100000	650	7,249,284	650	7,249,284
			58,311,984		58,311,984
C. NON CUMULATIVE REDEMABLE PREFERENCE SHARES					
ILFS LTD	7,500	1,600	-	1,600	20,000,000
ILFS LTD	15,000	2,000	-	2,000	30,000,000
Tata Capital Ltd.	1,000	40,000	40,000,000	40,000	40,000,000
Tata Capital Ltd.	1,000	22,500	22,500,000	22,500	22,500,000
			62,500,000		112,500,000
D. MUTUAL FUNDS UNITS (DEBT FUND)					
Axis Fixed Term Plan Series 95 (1185 days)	10	1,000,000	10,000,000	-	-
Axis Liquid Fund -Growth	1,000	43,614	88,881,691	-	-
Birla Sunlife Cash Plus-Growth Regular	100	343,734	99,500,000	142,830	37,086,879
Canara Robeco Savings Plus	10	4,401,116	97,078,736	4,401,116	97,078,736
Canara Robeco Medium Term Fund	10	250,000	2,500,000	250,000	2,500,000
DSP Black Rock Ultra Short Term Fund	10	8,470,702	88,000,000	8,470,702	88,000,000
HDFC Low Duration Fund- Retail Growth	10	1,972,571	66,500,000	1,972,571	66,500,000
HDFC Charity Fund for Cancer	10	40,000	400,000	40,000	400,000
HDFC Cash Mgmt Treasury Advantage Plan Wholesale Growth	10	-	-	634,956	12,480,352
HDFC Liquid Fund - Regular Growth	1,000	12,057	43,500,000	-	-
HDFC Low Duration Wholesale Plan	10	634,954	12,480,353	-	-
ICICI Prudential Short Term Fund Growth	10	1,044,277	25,000,000	1,044,277	25,000,000
ICICI Prudential Liquid Plan	100	150,161	40,525,050	-	-
IDFC Dynamic Bond Fund Regular Growth	10	173,437	2,400,000	173,437	2,400,000
IDFC Dynamic Bond Fund Regular Growth	10	4,980,881	70,000,000	4,980,881	70,000,000
IDFC Monthly Income Plan Fund Of Fund Growth	10	500,000	5,000,000	500,000	5,000,000
IDFC Super Saver Income Fund -Medium Term	10	-	-	1,021,765	21,000,000
IDFC Ultra Short Term Fund	10	2,362,158	47,529,210	2,362,158	47,529,210
JM Liquid Fund	10	354,656	17,084,543	-	-
Kotak Liquid Regular Growth	1,000	13,407	50,000,000	-	-
Kotak Floater Long Term Growth	10	-	-	2,839,114	39,451,191
Kotak Saving Growth plan (Kotak Treasury Advantage)	10	5,313,697	97,464,426	2,617,561	60,000,000
L&T FMP Series XVII-Plan C (1114 DAYS)	10	2,000,000	20,000,000	-	-
Reliance Liquid Fund Treasury	1,000	-	-	7,116	30,000,000
Reliance Dynamic Bond Fund	10	-	-	638,525	10,000,000
Religare Invesco Ultra Short Term	1,000	28,482	56,900,000	28,482	56,900,000
Religare Liquid Fund Regular Growth	1,000	17,046	41,500,000	-	-
SBI Liquid Fund Regular Growth	1,000	31,041	88,500,000	-	-
SBI Magnum Low Duration Fund (SBI Ultra Short Term)	1,000	67,220	135,000,000	67,220	135,000,000
Sundaram Money Fund Regular Growth	10	1,492,768	55,500,000	-	-
TATA Treasury Advantage Regular growth (TATA Floater)	1,000	41,780	98,500,000	41,780	98,500,000
UTI Treasury Advantage	1,000	6,134	12,000,000	6,134	12,000,000
UTI Liquid Cash Plan Institutional growth Option	1,000	1,415	4,065,642	-	-
			1,378,809,850		918,826,348

SANTOSH INDUSTRIES LIMITED

Particulars	Face Value	As at 31.03.2019		As at 31.03.2018	
		No(s)	Amount (Rs.)	No(s)	Amount (Rs.)
E. MUTUAL FUNDS UNITS (EQUITY FUND)					
Birla Sunlife Dividend Yield Plus Growth	10	24,059	2,500,000	24,059	2,500,000
DSP Blackrock Tiger Fund	10	50,961	2,500,000	50,961	2,500,000
DSP Blackrock Equity Fund Regular Plan Growth	10	36,273	600,000	36,273	600,000
Franklin India Smaller Company	10	30,000	300,000	30,000	300,000
Franklin India Bluechip Fund Growth	10	15,055	600,000	15,055	600,000
Franklin India High Growth Fund	10	19,560	200,000	19,560	200,000
HDFC Equity Fund - Dividend	10	58,824	2,500,000	58,824	2,500,000
HDFC Top 200 Fund Growth	10	9,758	1,725,000	9,758	1,725,000
ICICI Value Discovery Fund	10	4,477	500,000	4,477	500,000
IDFC Premier Equity Fund	10	73,317	1,800,000	73,317	1,800,000
JM Basic Fund Growth Plan	10	16,374	225,802	16,374	225,802
Principal Large Capital Fund	10	39,887	850,000	39,887	850,000
SBI Emerging Business Fund	10	22,300	1,200,000	22,300	1,200,000
Sundaram BNP Financial Services Opp Regular Growth	10	97,800	1,000,000	97,800	1,000,000
			16,500,882		16,500,882
F. IMMOVABLE PROPERTIES					
Flats at Fort Legend (5B, 6B, 7B)		3	145,886,890	3	145,886,890
Flats at AMMEREF		4	44,089,900	4	44,089,900
Flat at Fort		1	20,600,000	1	20,600,000
			210,576,790		210,576,790
Total			1,791,990,513		1,383,007,231
GRAND TOTAL					
Aggregate Amount of Quoted Investments			3,217,388,948		3,054,988,318
Aggregate Amount of Unquoted Investments			1,425,398,435		1,671,958,087
Market Value of Quoted Investments			1,791,990,513		1,383,007,231
NAV of Equity Oriented Mutual Funds			1,360,201,951		1,682,965,642
NAV of Debt Oriented Mutual Funds			32,768,940		30,840,903
			1,685,348,482		1,149,336,586
2.8 DEFERRED TAX ASSETS (NET)					
Particulars			As at 31.03.2019		As at 31.03.2018
Opening Balance			567,410		533,000
Add: Recognised during the year			202,119		34,410
Less: Reversed during the year			-		-
Closing Balance			769,529		567,410
2.9 OTHER NON-CURRENT ASSETS					
Particulars			As at 31.03.2019		As at 31.03.2018
Security Deposit			389,798		335,348
			389,798		335,348
2.10 INVENTORIES					
Name of the Company	Face Value	As at 31.03.2019		As at 31.03.2018	
		No(s)	Amount (Rs.)	No(s)	Amount (Rs.)
In Equity Instruments (Quoted)					
Birla Corporation Limited	10	3,500	685,650	3,500	685,650
Co-Nick Alloys Limited	10	1,000	31,700	1,000	31,700
Milton Plastic Limited	10	1,900	8,282	1,900	8,282
N.T.P.C. Limited	10	4,500	730,350	4,500	763,650
Shree Add & Chemicals Limited	10	500	300	500	300
			1,456,282		1,489,582
MUTUAL FUND UNITS (DEBT), Unquoted					
Axis Treasury Advantage Fund	1,000	25,244	39,858,769	36,830	57,606,138
JM Short Term Fund Institutional Growth	10	-	-	2,502,515	35,521,731
Sundaram Ultra Short Term Fund	10	593,824	11,513,058	593,824	11,513,058
			51,371,827		104,640,927
MUTUAL FUND UNITS (EQUITY), Unquoted					
ICICI Value Discovery Fund	10	1,962	200,000	1,962	200,000
			200,000		200,000
GRAND TOTAL			53,028,110		106,330,809
2.11 TRADE RECEIVABLE					
Particulars			As at 31.03.2019		As at 31.03.2018
Sundry Debtors (Outstanding for Less than six months due from a concern in which directors are interested)			5,557,627		-
			5,557,627		-

SANTOSH INDUSTRIES LIMITED

Amount in Rs.

Note	Particulars	As at 31.03.2019	As at 31.03.2018
2.12	Cash & Bank Balances		
	Cash & Cash Equivalents		
	Balances with banks In Current Account	2,140,158	6,646,702
	Fixed Deposit with HDFC Bank	55,011,527	-
	Fixed Deposit with Bandhan Bank	50,572,548	-
	Cash on hand	129,940	294,229
		107,854,173	6,940,931
2.13	Short-Term Loans & Advances		
	Unsecured & Considered Good		
	- Income Tax refundable for earlier years	1,405,964	2,441,043
	- Income Tax & TDS & TCS (Net of Provision)	1,808,546	1,405,964
	- Margin Deposit In form of FDR	79,900,000	109,600,000
	- Loans to Bodies Corporate		
	Related Parties	76,400,000	104,500,000
	Other than Related Parties	-	137,500,000
	- Advance	180,000	-
	- Advance to staff	9,000	50,000
		159,703,510	355,497,007
2.14	Other Current Assets		
	Prepaid Expenses	130,754	71,934
	Interest Receivable on Margin Deposit	1,140,953	2,431,576
	Interest Receivable on Taxable Bonds	3,728,356	2,180,924
	Interest Receivable Tax Free Bonds	33,364,510	32,715,774
	Interest Receivable on Loan to Bodies Corporate		
	Related Parties	4,589,945	11,321,300
	Other than Related Parties	-	499,315
		42,954,519	49,220,823
	Particulars	For the year ended	For the year ended
		31.03.2019	31.03.2018
2.15	Revenue From Operation		
	Sale of Mutual Fund Units	84,033,175	-
	Sale of Shares	-	-
	Interest on Loan	15,623,634	18,941,393
	Interest on Fixed Deposits	648,972	-
	Interest on Margin Deposits	6,557,022	4,563,999
	Difference in Intra day trading	911,223	2,124,780
	Interest on Taxable Bonds	6,136,180	5,879,012
	Interest on Tax Free Bonds	90,045,259	90,026,275
		(203,955,465	121,535,459
2.16	Other Income		
	Dividend (Held on Inventories)	54,378	44,800
	Dividend (Held on Investments)	11,657,576	6,789,692
	Interest on I.T. Refund	297,158	-
	Profit on Sale of Motor Car (Fixed Asset)	238,482	177,860
	Profit on Sale of Investments	-	113,827,378
		12,247,594	120,839,730
2.17	Changes in Inventories		
	Opening Stock		
	-Shares	1,489,582	1,305,532
	-Mutual Fund Units	104,840,927	104,840,927
		106,330,509	106,146,459
	Closing Stock		
	-Shares	1,456,282	1,489,582
	-Mutual Fund Units	51,571,828	104,840,927
		53,028,110	106,330,509
	Changes in Inventories	53,302,399	(184,050)
2.18	Employee Benefits Expenses		
	Salary & Bonus	8,705,427	7,383,550
	Staff Welfare	-	29,982
	Transport Allowance	-	23,372
		8,705,427	7,436,904

SANTOSH INDUSTRIES LIMITED

Amount in Rs.

Note	Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
2.19	Other Expenses		
	Advertisement/Publicity & Business Promotion Expenses	78,126	76,867
	Auditor's Remuneration (Including GST) Audit Fee Tax Audit Fee	85,000	35,400 12,980
	Bank Charges	1,039	993
	Books & Periodicals	8,353	5,673
	Custodial Charges	34,417	24,240
	Demat Charges	16,429	5,164
	Difference in Share Trading (FNO)	12,083,967	8,656,389
	Donation	9,878	140,616
	Filing Fee	3,000	16,200
	Electricity Charges	155,910	143,923
	Entertainment Expenses	34,994	73,321
	General Expenses	50,517	64,970
	Professional Charges	-	610,310
	Secretarial Fee	121,200	
	Listing Fee	315,650	3,354,850
	Membership Fees - credit rating agencies	68,440	-
	Motor Car Expenses	340,958	256,766
	Motor Car Insurance	77,472	96,133
	Office Rent	600,000	600,000
	Postage & Telegram	-	9,887
	Printing & Stationery	18,990	82,039
	Professional Tax	2,500	2,500
	Rates & Taxes	147,862	2,150
	Service & Maintenance	373,416	45,848
	STT on Investment	1,305,008	2,878,817
	STT on Share Trading	30,772	56,029
	Director's Seating Fees	-	12,000
	Telephone Expenses	45,968	68,816
	Travelling & Conveyance Expenses	147,425	135,338
	Loss on sale of investments	1,425,276	-
	Interest on late payment of TDS	875	-
	Registrar Charges	31,861	31,735
		17,615,303	17,499,954
2.20	Earning per Equity Shares		
	Net profit after tax for the year	76309741	189652454
	Weighted average number of equity shares	4814575	4814575
	Basic and Diluted Earnings per share	15.85	39.39

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2.21 Related Party Disclosures

A) Name of the related parties and description of relationship

Relationship	Name of the related party
Key Managerial Personnel (KMP)	Surendra Kumar Dugar- Managing Director Rishabh Dugar – C F O Jyoti Bhartiya – C S
Enterprises over which key management personnel exercise significant influence	BMD Securities Limited Ezra Developers Private Limited Elgin Vinimay Private Limited Graphitech India Limited BMD Developers Private Limited Forum Merchandise Private Limited Brabourne Developers Private Limited Auckland Nirman Private Limited Sunview Suppliers Private Limited Arion vanijya Private Limited Maple Dealcom Private Limited

b) Transactions with related parties

Particulars	Year ended 31 March 2019	Year ended 31 March 2018
Loan given		
Ezra Developers Private Limited		65,00,000
Graphitech India Limited		1,00,00,000
Elgin Vinimay Private Limited		10,00,000
Forum Merchandise Private Limited		15,00,000
Sunview Suppliers Private Limited	5,00,00,000	30,00,000
BMD Developers Private Limited		1,15,00,000
Auckland Properties Private Limited		13,00,000
Auckland Nirman Private Limited		-
Brabourne Developers Private Limited		-
Loan Given refunded		
Ezra Developers Private Limited	1,40,00,000	7,00,000
Auckland Nirman Private Limited		85,00,000
Brabourne Developers Private Limited	2,31,00,000	1,03,00,000
Elgin Vinimay Private Limited		4,41,00,000
Forum Merchandise Private Limited		15,00,000
BMD Developers Private Limited		1,15,00,000
Arion Vanijya Private Limited		-
Maple Dealcom Private Limited		-
Sunview Suppliers Pvt Ltd	4,10,00,000	
Interest Income		
Ezra Developers Private Limited	12,91,068	14,12,285
Graphitech India Limited	11,17,759	9,22,192
Elgin Vinimay Private Limited		43,84,340
Forum Merchandise Private Limited		82,358
Sunview Suppliers Private Limited	23,78,109	48,89,096
BMD Developers Private Limited		3,781
Auckland Nirman Private Limited		9,92,055
Brabourne Developers Private Limited	38,31,496	53,55,649

SANTOSH INDUSTRIES LIMITED

Auckland Properties Private Limited		11,967
Margin Money Paid		
BMD Securities Limited	5,00,00,000	7,00,00,000
Rent Paid		
Ezra Developers Private Limited	6,00,000	6,00,000
Brokerage Paid		
BMD Securities Limited (Stock Broker)	5,97,780	14,94,699
Remuneration		
Surendra Kumar Dugar	42,00,000	42,00,000
Rishabh Dugar	28,00,000	24,00,000
Jyoti Bhartiya	3,79,220	2,91,692
Year end receivable		
(Loans given and interest accrued)		
Ezra Developers Private Limited	-	1,52,71,057
Graphitech India Limited	1,10,05,983	1,08,29,973
Elgin Vinimay Private Limited		-
Forum Merchandise Private Limited		-
Sunview Suppliers Private Limited	5,01,35,616	4,54,00,186
BMD Developers Private Limited		-
Auckland Nirman Private Limited		-
Brabourne Developers Private Limited	1,98,48,346	4,43,20,084
Year end receivables		
(Margin Money)		
BMD Securities Limited	7,99,00,000	10,96,00,000
Years end Payables		
(Trade Payable)		
BMD Securities Limited	-	5,02,24,983
Reimbursement to Director's		
Tulsi Kumar Dugar	6,000	2,000
Kamal Kumar Dugar	6,000	3,000
Madhu Dugar	3,000	2,000
Year-End Investment		
BMD Technology Private Limited	50,00,000	50,00,000
Brabourne Developers Private Limited	81,50,000	81,50,000
Ezra Developers Private Limited	75,50,000	75,50,000
Auckland Nirman Private Limited	7,76,938	7,76,938
Auckland Properties Private Limited	14,53,625	14,53,625
BMD Vanijya Private Limited	23,15,775	23,15,775
Glaxo Finance Private Limited	21,43,000	21,43,000
Pragya Mercantile Private Limited	1,74,00,000	1,74,00,000

2.22 Disclosures as per clause 34(3), clause 53 (f) and Schedule V of the Securities and Exchange board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Loans to Subsidiaries/Associates

Sl. No.	Name of the Company	Amount outstanding as at 31 st March, 2019	Maximum balance outstanding during the year ended 31 st March, 2019	Amount outstanding as at 31 st March, 2018	Maximum balance outstanding during the year ended 31 st March, 2018
	Ezra Developers Private Limited	-	1,52,71,056	1,52,71,056	1,52,71,056
	Brabourne Developers Private Limited	1,98,48,346	4,43,20,084	4,43,20,084	5,32,63,781

Loans to firms/companies in which directors are interested

Sl. No.	Name of the Company	Amount outstanding as at 31 st March, 2019	Maximum balance outstanding during the year ended 31 st March, 2019	Amount outstanding as at 31 st March, 2018	Maximum balance outstanding during the year ended 31 st March, 2018
	Graphitech India Ltd	1,10,05,983	1,10,05,983	1,08,29,973	1,08,29,973
	Elgin Vinimay Pvt Ltd	-	-	-	4,75,50,318
	Auckland Nirman Pvt. Ltd	-	-	-	85,02,795
	Maple Dealcom Pvt. Ltd	-	-	-	80,068

Investments by loanee (number of shares) in the Company and its subsidiaries

Sl. No.	Name of the Company (loanee)	Investment by loanee in	No. of shares held as on 31 st March, 2018	No. of shares held as on 31 st March, 2018
NIL				

2.23 Cash in hand is as certified by the management.

2.24 Particulars as per NBFC, as per Separate Schedule attached.

2.25 Margin Deposit of Rs. 7,99,00,000/- (P.Y. Rs. 10,96,00,000/-) is lying with a brokerage through whom the company carries out its securities investment & derivative business and are in form of Bank Deposit in the name of recognized stock exchanges and said brokerage. Interest thereon is received directly by the company from banks and shown as interest on margin deposit with brokerage.

2.26 The terms of employment doesn't provide for payment of gratuity, since the payment of Gratuity Act, 1972 is not applicable.

2.27 In light of Section 135 of the Companies Act, 2003, the Company has incurred following expenses on Corporate Social Responsibility :

Particulars	Year Ended 31 st March, 2019	Year Ended 31 st March, 2018
Amount transferred from Profit and Loss Account	49.20	52.00
Amount spent during the year	9.91	0.00
Amount transferred to special fund against unspent amount	39.29	52.00

2.28 Previous period figures have been regrouped/ reclassified wherever necessary to confirm to the current period presentation.

2.29 Contingent Liabilities – NIL (Previous year - NIL)

2.30 Earnings & Expenditure in Foreign Exchange – NIL (Previous Year Nil)

2.31 In the opinion of the Directors, Current assets, loans, advances and deposits are not having lower realizable value than the value at which they have been stated in the Balance Sheet.

2.32 Reduction in the Value of Quoted Equity Shares held as investments is considered temporary in nature by the management. Hence no provision for diminution in value of shares held as investments is made.

2.33 The Company has principal investments of 5 crore in the preference shares of Infrastructure Leasing and Financial Services Limited and IL&FS Financial Services Ltd (referred to as "IL&FS Group"). In August 2018, credit rating agencies downgraded IL&FS Group's credit rating to junk status. Accordingly, the Company has accounted exceptional loss of 5 crore during the year ended 31.03.2019.

For and on behalf of Board of Directors

For Bahety & Goenka
Chartered Accountants
Firm Regn No. – 317111E

SURENDRA KUMAR DUGAR
(Managing Director)
DIN - 00638608

UMANG LODHA
(Chairman & Independent Director)
DIN - 06646676

R.K. BAHETY
Partner
Membership No. - 053255

RISHABH DUGAR
(Chief Financial Officer)

JYOTI BHARTIA
(Company Secretary)

Place : Kolkata
Date : 27.05.19

SANTOSH INDUSTRIES LTD

CIN: L51909WB1960PLC0245341

ANNEXURE REFERRED TO IN NOTE NO. 2.24 OF NOTES ON FINANCIAL STATEMENTS

ANNEXED AS PER RESERVE BANK OF INDIA PRUDENTIAL NORMS.

Annexure to the Balance Sheet of a Non Banking Financial Company as on 31.3.2019

As required in terms of paragraph 18 of a Non-Banking Financial Non-Systemically Important (Non-Deposit Accepting or Holding) Companies

Particulars		(₹ In lacs)	
Liabilities side		Amount outstanding	Amount Overdue
1.	Loans and advances availed by the NBFCs inclusive of interest accrued		
(a)	Debtures Secured	NIL	NIL
	Unsecured	NIL	NIL
	(Other than falling within the meaning of public deposits)	NIL	NIL
(b)	Deferred Credits	NIL	NIL
(c)	Terms Loans	NIL	NIL
(d)	Inter-corporate loans and borrowing	NIL	NIL
(e)	Commercial Paper	NIL	NIL
(f)	Public Deposits*	NIL	NIL
(g)	Other loans	NIL	NIL
	Advance from body corporates	NIL	NIL
	* Please see Note 1 Below		
2.	Break-up of (1)(f) above(Outstanding public deposits inclusive of interest accrued thereon but not paid) :		
(a)	in the form of Unsecured debtures	N.A.	N. A.
(b)	in the form of partly secured debtures, i.e.,debtures where there is a shortfall in the value of security	N. A.	N. A.
(c)	Other public deposits	N. A.	N. A.
Assets Side:		Amount outstanding	
3.	Break-up of Loans and Advances Including bills receivables (other than those included in (4) below):		
(a)	Secured		NIL
(b)	Unsecured		1,563.00
4.	Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities :		
(i)	Lease assets including lease rentals under sundry debtors		
(a)	Financial Lease		NIL
(b)	Operating Lease		NIL
(ii)	Stock on hire including hire charges under sundry debtors:		
(a)	Assets on hire		NIL
(b)	Repossessed Assets		NIL
(iii)	other loans counting towards AFC activities		
(a)	Loan where assets have been repossessed		NIL
(b)	Loans other than (a) above		NIL

5. Break-up of Investments:		Amount outstanding
Current Investments		
1	Quoted:	
	(i) Shares : (a) Equity	14.56
	(b) Preference	NIL
	(ii) Debentures and Bonds	NIL
	(iii) Units of mutual funds	NIL
	(iv) Government Securities	NIL
(v) Others (Please Specify)	NIL	
2	Unquoted:	
	(i) Shares : (a) Equity	NIL
	(b) Preference	NIL
	(ii) Debentures and Bonds	NIL
	(iii) Units of mutual funds	515.72
	(iv) Government Securities	NIL
(v) Others (Please Specify)	NIL	

Long Term Investments:		
1	Quoted:	
	(i) Shares : (a) Equity	2,608.30
	(b) Preference	NIL
	(ii) Debentures and Bonds	11,645.69
	(iii) Units of mutual funds	NIL
	(iv) Government Securities	NIL
(v) Others (Please Specify)	NIL	
2	Unquoted:	
	(i) Shares : (a) Equity	682.91
	(b) Preference	625.00
	(ii) Debentures and Bonds	583.12
	(iii) Units of mutual funds	13,923.10
	(iv) Government Securities	NIL
(v) Others (Investment in properties -Flats)	2,105.77	

6. Borrower group-wise classification of assets financed as in (3) and (4) above :			
Please see note 2 below			
Category	Amount net of provisions		
	Secured	Unsecured	Total
1 Related Parties			
(a) Subsidiaries	NIL	NIL	NIL
(b) Companies in the same group	NIL	1,563.00	1,563.00
(c) Other related parties	NIL	NIL	NIL
2 Other than related parties	NIL	NIL	NIL
Total		1,563.00	1,563.00

7. Investor group-wise classification of all Investments(current and long-term) in shares and securities(both quoted and unquoted):		
Please see note 3 below		
Category	Market Value/Breakup or fair value or NAV	Book Value(Net of Provisions)
1 Related Parties**		

	(a) Subsidiaries	NIL	NIL
	(b) Companies in the same group	3,636.41	447.89
	(c) Other related parties	NIL	NIL
2	Other than related parties	34,332.10	32,256.28
	Total	37,968.51	32,704.17
** As per Accounting Standard of ICAI (Please see Note 3 below)			
B. Other information			
	Particulars	Amount (₹)	
(i)	Gross Non-Performing Assets		
	(a) Related Parties		NIL
	(b) Other than related parties		NIL
(ii)	Net Non-Performing Assets		NIL
	(a) Related Parties		NIL
	(b) Other than related parties		NIL
(iii)	Assets acquired in satisfaction of debt		NIL

Notes:

- 1 As defined in point(xix) of Paragraph 3 of Chapter 2 of the Non-Banking Financial, Non-Systemically Important (Non-Deposit Accepting or Holding) Companies (Reserve Bank) Directions, 2016
- 2 Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Non-Systemically Important (Non-Deposit Accepting or Holding) Companies (Reserve Bank) Directions, 2016
- 3 All Accounting Standards and Guidance Notes issued by The Institute of Chartered Accountants of India are applicable including for valuation of investments and other assets as also acquired in satisfaction of debt. However, Market value in respect of Quoted Investments and break up / fair value / NAV in respect of Unquoted Investments should be disclosed irrespective of whether they are classified as long term or current in column (5) above.

Signature for Identification
For BAHETY AND GOENKA
Chartered Accountants
(Firm Registration No.-317111E)

For and on behalf of the Board of Directors

(R. K. Bahety)
(Partner)
Membership No. 053255

Surendra Kumar Dugar
DIN-00638608 (Director)

Umang Lodha
DIN-06646876 (Director)

RISHABH DUGAR
(Chief Financial Officer)

JYOTI BHARTIA
(Company Secretary)

Place : Kolkata

Date : 27.05.19