

i FIRST FINANCIAL SERVICES LTD

Regd Office: 52,F-3,1ST Floor,Diamond Block,Gandhi Main Road,Sri Krishna Vatika Appt.,Puzhul,Thiruvallur,Chennai-600066
Phone :+91 9176898788, E-mail: firstfinancialserviceslimited@gmail.com; Website: www.ffslonline.com
CIN NO:L85100TN1984PLCO11231

Date: 13/09/2019

To,
The Manager,
Department of Corporate Services,
Bombay Stock Exchange Limited,
PhirozeeJeejeeboyTowers,
Dalal Street, Fort,
Mumbai – 400 001

Dear Sir / Madam,

Sub: Annual Report of 34th Annual General Meeting of the Company

Scrip Code: 511369 – First Financial Services Limited

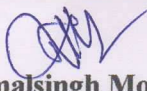
Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, enclosed is 34th Annual Report for the year ended March 31, 2019 along with the Notice of the Annual General Meeting to be held on Monday, the 30th day of September 2019 at 10.00 A.M. at ICSA Programme Centre,107, Pantheon Road, Egmore, Chennai – 600008.

This is for your information and records.

Kindly acknowledge the receipt.

Yours faithfully,

For First Financial Services Limited


Nirmalsingh Moolsingh Mertia
Whole Time Director
(DIN: 03584434)



**34th ANNUAL REPORT
2018-2019**

FIRST FINANCIAL SERVICES LIMITED

BOARD OF DIRECTORS:

Mr. Nirmal Singh Mertia : Whole Time Director
 Ms. Chandrika Girish Panchal : Director
 Mr. Girishkumar Panchal : Director
 Mr. Selvaraj Selvam Arumai : Additional Director

CIN: L85100TN1984PLC011231

STATUTORY AUDITORS:

M/s Singhal & Sewak,
 Chartered Accountants,
 8/9, B wing, Divya Smruti,
 Opp. Toyota Showroom,
 New Link Road, Chincholi Bunder,
 Malad (west), Mumbai – 400064.
 Tel: 022 4012 2502
 Email: caabhishek.sewak@gmail.com

REGISTRAR AND SHARE TRANSFER AGENTS:**Bigshare Services Pvt. Ltd.**

1st Floor, Bharat Tin Works Building,
 Opp. Vasant Oasis, Makwana Road,
 Marol, Andheri (East), Mumbai-400059.
 Phone No.: 022- 40430200/62638200,
 Fax No. : 022-28475207/62638299
 Email id.:investor@bigshareonline.com
[Website: www.bigshareonline.com](http://www.bigshareonline.com)

BANKERS:

Indian Bank, Mumbai-400064.

REGISTERED OFFICE:

Flat No. 52, F3, 1st Floor, Diamond Block, Gandhi
 Main Road, Sri Krishna Vatika Appt, Puzhal,
 Thiruvallur, Chennai-600066, Tamil Nadu.
 Email: firstfinancialserviceslimited@gmail.com
 Website: www.ffslonline.com
 Contact no. +91-9176898788

COMPLIANCE OFFICER:

Mr. Nirmal Singh Mertia

Contents	Page No.
Notice	1
Director's Report and Annexures	8
Auditors' Report on Corporate Governance	22
Management Discussion & Analysis.....	23
Corporate Governance Report.....	25
CEO/CFO Certification.....	35
Independent Auditor's Report	37
Balance Sheet.....	41
Profit & Loss Account.....	42
Cash Flow Statement.....	43
Significant Accounting Policies.....	45
Notes to Financial Statements.....	51
Attendance Slip	59
Proxy Form	61
Map.....	65

NOTICE

Notice is hereby given that the 34th Annual General Meeting of First Financial Services Limited will be held on Monday, 30th September, 2019 at 10.00 A.M. at the ICOSA Programme Centre, 107, Pantheon Road, Egmore, Chennai - 600008, to transact the following business:

ORDINARY BUSINESS:

1. To consider, approve and adopt the Audited Balance Sheet as on 31st March, 2019 and the Profit & Loss Account of the Company for the year ended on that date together with the Directors' Report, Auditor's Report and annexure thereto.

SPECIAL BUSINESS:

2. **Re-appointment of Mr. Nirmal Singh Mertia (DIN: 03584434) as the Whole Time Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and actions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities in granting such approvals, permissions and sanctions, the consent of the members be and is hereby accorded for the reappointment of Mr. Nirmal Singh Mertia as the Whole Time Director of the Company for a period of three years with effect from July 27, 2019 on the terms and conditions as specified in the agreement entered into between the Company and the said appointee inter-alia covering the following basic features:

- i) Tenure of appointment: For 3 Years w.e.f. July 27, 2019 till July 26, 2022.
- ii) Functions: Mr. Nirmal Singh Mertia shall be responsible for looking after the day-to-day business and affairs related to Activities of the company.
- iii) Remuneration: Mr. Nirmal Singh Mertia shall be paid up to a limit of Rs. 35,000/- per month as the remuneration.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorised to vary, alter, increase, enhance or widen the scope of remuneration and perquisites with the requisite approvals as may be required.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any director of the Company be authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

3. To appoint Mr. Selvaraj Selvam Arumai (DIN: [08268028](#)) as an Independent Director of the Company for a term of 5 years.

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

“RESOLVED THAT pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Selvaraj Selvam Arumai (DIN: [08268028](#)) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28th October, 2018 and who holds office until the date of the Annual General Meeting, in terms of Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Selvaraj Selvam Arumai as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for the period of five years commencing from this Annual General Meeting up to 39th Annual General Meeting, not liable to retire by rotation.”

On behalf of the Board
For First Financial Services Limited

Place: Mumbai
Date: 31st August, 2019

Sd/-
Mr. Nirmal Singh Mertia
Whole Time Director
DIN-[03584434](#)

Important Communique to Members-Green Initiative in Corporate Governance:

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the Companies and has issued a circular stating that service of all documents including Annual Reports can be sent by e-mail to its Members. Your Company believes that this is a remarkable and environment friendly initiative by MCA and requests all members to support in this noble cause.

The Members who hold shares in physical form are requested to intimate/update their email address to the Company / RTA while Members holding shares in demat form can intimate / update their email address to their respective Depository Participants.

Members are requested to further note that they will be entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail, upon receipt of a requisition from them, any time, as a Member of the Company.

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy / proxies to attend and vote and vote instead of himself / herself and such proxy / proxies need not be a member of the Company. Person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
 2. 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.
 3. Proxy form and attendance slip are enclosed, proxies in order to be valid must reach at the Registered office/Corporate Office of the Company not less than 48 hours before the commencement of the meeting.
 4. The Register of Members and Share Transfer Books of the Company will remain closed from 26th September, 2019 to 30th September, 2019 (both the days inclusive) for the purpose of AGM.
 5. Members who hold shares in the Dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the 34th Annual General Meeting. Also they are required to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Bigshare Services Pvt. Ltd to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the RTA.
 6. The Company has made necessary arrangements for the Members to hold their shares in dematerialized form. Those members who are holding shares in physical form are requested to dematerialize the same by approaching any of the Depository Participants (Dps). In case any member wishes to dematerialize his/her shares and needs any assistance, he/she may write to the Company at the Registered Office/ Corporate office of the Company.
 7. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
 8. Members / Proxies should bring their copy of the Annual Report and also the attendance slip duly filled in for attending the meeting.
 9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
 10. The route map showing directions to reach the venue of the Thirty-Fourth AGM is annexed to the Annual Report.
 11. Copies of Annual Report 2019 are being sent to the members in the permitted mode.
 12. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants(s). Members holding shares in physical form shall submit their PAN details to the Company / RTA.
 13. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, the Company is pleased to provide members facility to exercise their right to vote at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) limited (CDSL). The Company has signed an agreement with CDSL for facilitating such e-voting by the Members.
 14. As per SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 for the purpose of strengthening the guidelines and raising industry standards for RTA, Issuer Companies and Bankers to the Issue, the securities holders holding securities in physical form are required to provide/update their PAN and bank details. The physical securities holders are requested to take note of the same.
 15. The amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only. Accordingly, Listed Companies and their Registrars and Transfer Agents (RTAs) are hereby advised that, with effect from December 5, 2018, it should be ensured that shares which are lodged for transfer shall be in dematerialized form only. The physical securities holders are requested to take note of the same.
- The instructions for shareholders voting electronically are as under:
- (i) The voting period begins on Friday, 27th September, 2019 at 9.00 A.M. till Sunday, 29th September, 2019 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image verification as displayed and click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant First Financial Services Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) **Note for Non – Individual Shareholders and Custodians.**
 - Non-Individual 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 to verify the same.
- (xx) 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.

ANNEXURE-1 TO THE NOTICE:

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACTS, 2013.

The following Explanatory Statement sets out the material facts relating to the business under item No. 2 and 3 of the accompanying Notice:

Item No. 2.

Mr. Nirmal Singh Mertia was re-appointed as the Whole-Time Director of the Company for the next 3 (Three) years in the meeting of the Board of Directors held on 5th August 2019. Mr. Nirmal Singh Mertia is a Post graduate by qualification. He is holding the office of Executive Director of our Company for Seven years. He has experience in financial services and looks after our Company's financial activities.

The approval of the members is being sought to the terms of Remuneration as revised at the board meeting held on 05th August, 2019 as under:

- (a) Salary: Upto Rs. 35,000/— per month.
- (b) Other benefits as per the policy of the Company.

In view of the provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, the Board recommends the Ordinary Resolution set out at Item No. 2 of the accompanying Notice for the approval of the members.

Mr. Nirmal Singh Mertia is interested in the resolution as it relates to his terms of Remuneration.

None of the other Directors of the Company are, in any way, connected or interested in the resolution.

Disclosure in terms of Schedule V of Companies Act, 2013 to be provided to the shareholders:-

I. General information:

- (1) Nature of industry: The Company is mainly engaged in providing Financial Service Activity and Consultancy Business.
- (2) Date or expected date of commencement of commercial production- N.A. since the Company has already commenced its business activities.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus- Not applicable
- (4) Financial performance based on given indicators- The Financial and operating performance of the Company during last three financial years is as under:

PARTICULARS	2018-19	2017-18	2016-17
Total Revenue	5,836,992.00	49,212,636.00	119,634,058.00
Profit/(Loss) before Taxation	(38,478,376.00)	(2,655,546.00)	(1,838,349.00)
Provision for Taxation	-	-	-
Current Tax	-	-	-
-Deferred Tax	-	3,437,814.00	1,856.00
Tax of earlier year	-	133,667.00	-
Profit/(Loss) After Tax	(38,478,376.00)	(6,227,027.00)	(1,840,205.00)

- (5) Foreign investments or collaborations, if any- Not applicable

II. Information about the appointee:

- (1) Background details: Mr. Nirmal Singh Mertia is an M.Com graduate and has more than 2 decades of experience in the field of Administration, Finance etc.
- (2) Past remuneration:

Financial Year	2017-18	2016-17	2015-16
Total Remuneration Paid	3,76,740/-	3,34,000/-	3,14,361/-

- (3) Recognition or awards: Not Applicable
- (4) Job profile and his suitability: Mr. Nirmal Singh Mertia is a Post graduate by qualification. He is holding the office of Executive Director of our Company for Seven years. He has experience in financial services and looks after our Company's financial activities.

- (5) Remuneration proposed: (a) Salary: Upto Rs. 35,000/— per month.
(b) Other benefits as per the policy of the Company.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):-

Mr. Nirmal Singh Mertia was appointed as a Whole-Time Director of the Company w.e.f. 27th July, 2014 for a period of 5 year and his appointment and remuneration was duly recommended by the Nomination & Remuneration Committee, and approved by the Board and Shareholders of the Company. Mr. Nirmal Singh Mertia have successfully proved his expertise in very effective manner and drove the Company towards the growth over the period of time. Hence, the Board of Directors considers that the remuneration proposed are justified and commensurate with other organizations of the similar type, size and nature in the Financial Industry.

- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: There exist no pecuniary relationship whether directly/indirectly with the managerial personnel

III. Other information:

- (1) Reasons of loss or inadequate profits: In the last few years, the financial services sector was under pressure due to many factors i.e. downtrends in global markets, changes in regulatory policies, changes in RBI Policies etc.
- (2) Steps taken or proposed to be taken for improvement: the Company has a vision to enhance its business in the coming years. The Company believes that it is well positioned to capture opportunities for growth and profitability, basis its principal competitive strengths and implementation of adequate steps.
- (3) Expected increase in productivity and profits in measurable terms: The Company is taking steps to improve its financial performance over years. The Company expect satisfactory performance in the coming years.

Other Disclosures: The details of remuneration payable to Mr. Nirmal Singh Mertia and the terms and conditions of the re-appointment are given below:

1. Elements of Salary/Remuneration: Basic Salary and Allowances: Upto a limit of Rs. 35,000/-
2. Variable components of Remuneration: Not Applicable
3. Service Contract, Notice Period, Severance fees: Mr. Nirmal Singh Mertia have been appointed as the Whole Time Director for a term of 3 years w.e.f 27th July, 2019. Other terms and conditions are as per the Agreement executed between company and the said director.
4. Stock Option Detail: Not Applicable

Item No. 3:

Mr. Selvaraj Selvam Arumai (DIN: [08268028](#)) was appointed as the Additional Director of the Company w.e.f. 28th October, 2018 up to ensuing Annual General Meeting. He is proposed to be re-appointed as a Independent Director for a period of Five (5) years from this Annual General Meeting upto 39th Annual General Meeting, not liable to retire by rotation based on the recommendations of the Nomination and Remuneration Committee. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of **Mr. Selvaraj Selvam Arumai (DIN: [08268028](#))** for the office of Director. In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, each as amended, the appointment of **Mr. Selvaraj Selvam Arumai (DIN: [08268028](#))** as an Independent Director of the Company for a period of five years is being placed before the Shareholders for their approval by way of a ordinary resolution.

None of the other Directors of the Company are, in any way, connected or interested in the resolution.

The Company received from **Mr. Selvaraj Selvam Arumai (DIN: [08268028](#))** :-

- 1) Consent in writing to act as Director of the Company in Form DIR-2;
- 2) Intimation in Form DIR-8 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013;
- 3) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations');
- 4) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

The profile and specific areas of expertise of **Mr. Selvaraj Selvam Arumai (DIN: [08268028](#))** are provided as Annexure 2 to this Notice.

The Board recommends the Resolution set forth in Item No. 3 for the approval of the Members.

On Behalf of Board
For First Financial Services Limited

Sd/-
Mr. Nirmal Singh Mertia
Whole Time Director
DIN- 0358443

Place: Mumbai
Date: 31st August, 2019

ANNEXURE-2 TO THE NOTICE:

Brief resume of the Directors appointed or re-appointed at the forthcoming AGM as per Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name of the Director	Mr. Nirmal Singh Mertia	Mr. Selvaraj Selvam Arumai
Date of Birth	12/03/1957	18/04/1975
Date of Appointment/ Re-appointment	27/07/2014	28/10/2018
Qualification and Experience	Mr. Nirmal Singh Mertia is an M.Com graduate and has more than 2 decades of experience in the field of Administration, Finance etc.	Business Man He has good experience in the field of Management.
Relationship with Directors	None	None
Directorships held in other Listed Entities	Nil	Nil
Memberships/ Chairmanships of committees of other Listed Entities	Nil	Nil
No. of shares held	Nil	Nil

**On Behalf of Board
For First Financial Services Limited**

**Sd/-
Mr. Nirmal Singh Mertia
Whole Time Director
DIN- 0358443**

**Place: Mumbai
Date: 31st August, 2019**

DIRECTORS' REPORT

To,
The Members,
FIRST FINANCIAL SERVICES LTD.,
(CIN: L85100TN1984PLC011231)
Chennai

Your Directors have great pleasure in presenting 34th ANNUAL REPORT on the business and operations of your Company with the Audited Accounts for the year ended 31st March, 2019. The financial results of the Company are summarized below:

1. FINANCIAL RESULTS

PARTICULARS	FINANCIAL YEAR ENDED 31 st MARCH 2019	FINANCIAL YEAR ENDED 31 st MARCH 2018
Total Revenue	5,836,992.00	49,212,636.00
Profit/(Loss) before Taxation	(38,478,376.00)	(2,655,546.00)
Provision for Taxation	-	-
Current Tax	-	-
-Deferred Tax	-	3,437,814.00
Tax of earlier year	-	133,667.00
Profit/(Loss) After Tax	(38,478,376.00)	(6,227,027.00)

FINANCIAL HIGHLIGHTS

- Profit/(Loss) before taxes for fiscal 2019 was Rs.(38,478,376).
- Profit/(Loss) after taxes for fiscal 2019 was Rs. (38,478,376).
- Basic Earning Per Share for fiscal 2019 was Rs. (0.48) per share.
- Net Worth of Company stood at Rs. 140,153,211.00

2. RESERVES

The Company does not propose to carry any amount to reserves.

3. CAPITAL STRUCTURE

There was no change in the Authorized and Paid-up Share Capital of the Company during the year.

The Authorized Share Capital of the Company is Rs. 160,000,000/- (Rupees Sixteen Crores only) divided into 160,000,000 (Sixteen Crores) Equity Shares of Rs. 1/- (Rupee One) each.

The Paid-up Share Capital of the Company is Rs. 80,747,600/- (Rupees Eight Crores Seven Lacs Forty Seven Thousand and Six Hundred only) divided into 80,747,600 (Eight Crores Seven Lacs Forty Seven Thousand and Six Hundred) Equity Shares of Rs. 1/- (Rupee One) each.

4. DIVIDEND

The directors do not recommend any dividend for the year under consideration.

5. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There are no material changes and commitments affecting the financial position of the Company.

6. CHANGE IN NATURE OF BUSINESS

There is no change in nature of business carried on by the Company.

7. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report is enclosed as a part of this report.

8. CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION

Your Company has taken adequate steps to adhere to all the stipulations laid down in Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on Corporate Governance is included as a part of this Annual Report. A Certificate from the Statutory Auditors M/s. Singhal & Sewak., Practicing Chartered Accountants, Mumbai of the Company confirming the compliance with the conditions of Corporate Governance as stipulated of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as a part of this report in **Annexure-4**.

9. LISTING WITH STOCK EXCHANGE

The Company's shares are listed on BSE Limited. However the Company has been suspended from BSE Limited due to surveillance measures w.e.f 31st December, 2014.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL**i) CHANGES IN DIRECTORS**

- a) Mr. Selvaraj Selvam Arumai (DIN: [08268028](#)) was appointed as the Additional Director of the Company w.e.f. 28th October, 2018.

ii) DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors have given a declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there has been no change in the circumstances which may affect their status as Independent Directors during the year.

iii) CHANGES IN KEY MANAGERIAL PERSONNEL

There are no changes in the composition of the Key Managerial Personnel.

iv) MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company have met Ten times during the year on 30th May 2018, 8th June, 2018, 26th June, 2018, 14th August 2018, 22nd August 2018, 1st September 2018, 28th October, 2018, 14th November 2018, 31st December, 2018, and 8th February 2019 in respect of which proper notices were given and proceedings were properly recorded, signed and maintained in the Minutes Book kept by the Company for the purpose. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

v) COMMITTEES OF THE BOARD

The Company has constituted an Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A detailed note on the Board and its Committees are provided under the Corporate Governance Section in this Annual Report. The composition of the Committees, as per the applicable provisions of the Act and Rules, are as follows:

Name of the Committee	Composition of the Committee
Audit Committee	Mrs. Chandrika Panchal (Chairperson) Mr. Nirmal Singh Mertia (Member) Mr. Girishkumar Panchal (Member)
Nomination and Remuneration Committee	Mrs. Chandrika Panchal (Chairperson) Mr. Girishkumar Panchal (Member) Mr. Selvaraj Selvam Arumai (Member)
Stakeholders Relationship Committee	Mr. Girishkumar Panchal (Chairman) Mr. Nirmal Singh Mertia (Member) Mrs. Chandrika Panchal (Member)

vi) BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Whole Time Director was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as Stakeholders Relationship Committee. The Directors expressed their satisfaction with the evaluation process.

11. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on Directors' Appointment and Remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report.

12. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The details in respect of internal financial control and their adequacy are included in Management Discussion and Analysis, which forms part of this Report.

13. DISCLOSURE OF REMUNERATION OF EMPLOYEES COVERED UNDER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:-

The information required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

i. The percentage increase in Remuneration of each Director and ratio of the Remuneration of each Director to the median Remuneration of the employees of the Company for the financial year:

Sr No	Director's Name	Designation	Remuneration 2018-2019	Remuneration 2017-2018	Increase/Ratio/Decrease	Times per Median of employee Remuneration
1.	Nirmal Singh Mertia	Whole Time Director	3,91,723	3,76,740	14,983	3.119

Sr No	Director's Name	Designation	Remuneration 2018-2019	Remuneration 2017-2018	Increase/Ratio/Decrease	Percentage Increase/Decrease in Remuneration
1.	Nirmal Singh Mertia	Whole Time Director	3,91,723	3,76,740	14,983	3.977%

iii. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms that the remuneration is as per the remuneration policy of the Company.

No employee of the Company is falling under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

14. AUDITORS**i) Statutory Auditors**

The Company in its 33rd Annual General Meeting (AGM) held on 30th September, 2018 appointed M/s Singhal & Sewak, (Firm Registration No. 011501C), Chartered Accountants, Mumbai, as its Statutory Auditors to hold office for the period of five consecutive years from the conclusion of the 33rd Annual General Meeting until the conclusion of 38th Annual General Meeting of the Company.

ii) Secretarial Auditor

According to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report submitted by Secretarial Auditor – Somani & Associates (Company Secretaries) (M. No. F9364, COP No. 8642), is enclosed as a part of this report in Annexure-1.

iii) Internal Auditors

M/s Rahul Drolia, Chartered Accountant, Mumbai performs the duties of Internal Auditors of the Company and their report is reviewed by the Audit Committee from time to time.

15. COMMENT ON AUDITOR'S REPORT**Statutory Auditors**

The Statutory Auditor's report is self explanatory in nature.

Secretarial Auditor

The Company is in the process of appointing a Company Secretary and Chief Financial Officer required under section 203 of the Companies Act, 2013 and making all necessary efforts for the same.

With regards to SEBI's Ex Parte Ad Interim Order dated 19th December, 2014, final order of the SEBI was passed on April 2, 2018, which prohibited the Company from accessing the securities market for a period of further three years with effect from 2nd April, 2018.

Your Company believes in best investor relation practices. Hence, Management of the Company ensures to be more careful /proactive and dedicated in all of the compliances henceforth.

16. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- i) That in the preparation of the annual accounts for the financial year ended 31st March, 2019 the applicable accounting standard had been followed along with proper explanation relating to material departures.
- ii) That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year under review.
- iii) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the directors had prepared the accounts for the financial year ended 31st March, 2019 on a going concern basis.
- v) That the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi) That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of energy and technology absorption information pursuant to section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is not applicable to the Company. There are no Foreign Exchange Earnings and Outgoes during the year.

18. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at <http://ffslonline.com/whistle-blower-policy/>

19. RELATED PARTY TRANSACTIONS

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee and the particulars of contracts entered during the year as per Form AOC2 is enclosed as Annexure2.

The Board of Directors of the Company have, on the recommendation of the Audit Committee, adopted a policy to regulate 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Policy was considered and approved by the Board and has been uploaded on the website of the Company at <http://ffslonline.com/related-party-transaction/>

20. EXTRACT OF ANNUAL RETURN

As per amendment section 23 of the Companies (Amendment) Act, 2017, extract of the Annual Return in Form MGT-9 is annexed herewith as Annexure-3 as well as available on the website of the Company at <http://ffslonline.com>

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013, if any, are given in the notes to the Financial Statements.

22. DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY

The Company has been addressing various risks impacting the Company and the policy of the Company on risk management is provided elsewhere in this annual report in Management Discussion and Analysis.

23. DEPOSITS

The Company has not accepted or invited any deposits during the financial year 2018-2019.

24. DISCLOSURE OF MAINTENANCE OF COST RECORDS

Maintenance of Cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 is not applicable to the Company.

25. CASH FLOW STATEMENT

In conformity with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and requirements of Companies Act, 2013, the Cash flow Statement for the financial year ended 31.03.2019 is annexed here to as a part of the Financial Statements.

26. LEGAL

SEBI: The SEBI passed an ex-parte ad interim order dated 19th December, 2014 to the Company under Section 11 (1), 11 (4) and 11 (B) of the Securities Exchange Board of India Act, 1992 for your Company for not accessing the capital market. Further,

SEBI passed final order in the same matter on 02 April, 2018, and prohibited the Company from accessing the securities market and further prohibit them from buying, selling or otherwise dealing in securities, directly or indirectly, or being associated with the securities market in any manner, whatsoever, for a period of three years from the date of said order i.e. 02nd April, 2018.

HIGH COURT: An Execution petition No. EXP. 240/2015 is pending for hearing before High Court (Delhi) in the matter of MS Shoe East Ltd v/S First Financial services Limited as on 31st March, 2019.

27. POSTAL BALLOT

During the year, no postal ballots were held.

28. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

There was no case filed during the year, under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Further, the Company ensures that there is a healthy and safe atmosphere for every women employee at the workplace and have made necessary policies for safe and secure environment for women employees. The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. The Company affirms that during the Year under review, no complaints were received by the Committee for redressal.

29. ACKNOWLEDGMENT

The Directors wish to thank and deeply acknowledge the cooperation and assistance received from the Bankers and Shareholders. The Director also wishes to place on record their appreciation of the devoted services of employees of the Company.

Place: Mumbai
Date: 31st August, 2019

On behalf of the Board
For First Financial Services Limited

Sd/-
Mr. Nirmal Singh Mertia
Whole Time Director
(DIN: 03584434)

Sd/-
Mr. Girishkumar Panchal
Director
(DIN: 07227360)

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2019

Annexure 1

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

To,

The Members,
First Financial Services Limited
(CIN: L85100TN1984PLC011231)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by First Financial Services Limited (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 First Financial Services Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I, hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by First Financial Services Limited ("the Company") for the financial year ended on 31st March 2019, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations;
- 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;
 - (c) 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.
- vi. I have relied on the representation made by the company and its officers for the systems and mechanisms formed by the company for compliances under the other applicable Acts, Laws and Regulations as mentioned by the company in its Management Representation letter.

I have also examined compliance with the applicable clauses:

- a) Secretarial Standards issued by the Institute of Company Secretaries of India.
- b) SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 entered into by the company with the BSE Limited.

During the period under review the Company has generally complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following specific observations:

1. **SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 has not been fully complied with. Some specific observation are as Non Compliance of Regulation 6(1), Regulation 19 till 28/10/2018, and small delay in compliance of Regulation 30, 33, 40 and 44. Audited Financial Results for the f.y. ended 31st March, 2018 were revised and re-approved on 22/08/2018(No newspaper publication). No soft copy of Annual Report was sent to shareholders. Annual Listing Fees were not paid for financial year 2018-19.**

2. The Company has not appointed Key Managerial Personnel i.e. "Company Secretary" & "Chief Financial Officer" as per provisions of Section 203 of the Companies Act, 2013. Further Company has been observed non-compliant of section 152, 178, 203, 197 of the Companies Act, 2013. Company has delayed in filing certain eforms with the ROC which were filed with the additional fees. The Company has not filed Form INC-22A Active (KYC for Registered office) Company Tagging Identities and Verification (ACTIVE).
3. Trading in the Shares of Company are suspended on BSE Ltd due to surveillance measure.
4. During the year under review, we found that some of the charges are being shown on the MCA Portal. However, they are not standing in the books of the company and company contends that those charges have been satisfied long before.

I further report that

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors subject to observations/ Remarks given above. 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.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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.
- c) As per the minutes of the Board duly recorded and signed by Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

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.

We further report that in the financial year 2014-15, SEBI (Securities Exchange Board of India) has issued a Ex Parte ad Interim Order dated 19th December, 2014 exercising its power under section 19 read with section 11(1), 11(4) and 11B SEBI Act, 1992, Whereby it restrained First Financial Services Limited and others from accessing the securities market till further directions of SEBI. In the final order passed on 02 April, 2018, SEBI has prohibited First Financial Services Limited from accessing the securities market and further prohibit them from buying, selling or otherwise dealing in securities, directly or indirectly, or being associated with the securities market in any manner, whatsoever, for a period of three years from the date of said order i.e. 02nd April, 2018.

We further report that there is a Execution petition No. EXP. 240/2015 is pending in the High Court Delhi.

This Report is to be read with our letter of even date which is annexed as Annexure- A and forms an integral part of this Report.

Place: Mumbai

Date: 31st August, 2019

For Somani & Associates
(Practising Company Secretaries)

Sd/-
Poonam Somani
FCS No. F9364
C P No. 8642

To,
The Members,
First Financial Services Ltd
(L85100TN1984PLC011231)

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company my responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. The compliance by the Company of the applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit, since the same have been subject to review by the other designated professionals.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: 31st August, 2019

For Somani & Associates
(Practising Company Secretaries)

Sd/-
Poonam Somani
FCS No. F9364
C P No. 8642

Annexure-2

Form No. AOC 2 – RELATED PARTY DISCLOSURE

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

There is no such Transaction which is not on arm's length basis.

2. Details of contracts or arrangements or transactions at Arm's length basis.

Sr. No	Particulars	
a)	Name (s) of the related party	Mr. Nirmal Singh Mertia Mr. Girish Kumar Panchal Mrs.ChandrikaGirishPanchal Mr. SelvarajSelvamArumai
b)	Nature of relationship	KMP and Directors
c)	Nature of contracts/arrangements/transaction	Remuneration, Sitting Fees & Rent
d)	Duration of the contracts/arrangements/transaction	Yearly
e)	Salient terms of the contracts or arrangements or transaction including the value, if any	1. Remuneration of Mr. Nirmal Singh Mertia is Rs.3,91,723/- p.a. 2. Director Sitting Fees of Mr. Girish Kumar Panchal is Rs. 18,000/- 3. Director Sitting Fees of Mrs. Chandrika Girish Panchal is Rs. 18,000/- 4. Rent paid to Mr. Selvaraj Selvam Arumai is Rs. 27,000/-
f)	Justification for entering into such contracts or arrangements or transactions'	In the normal course of business
g)	Date of approval by the Board	13/02/2018
h)	Amount paid as advances, if any	-
i)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	-

Place: Mumbai
Date: 31st August, 2019

On behalf of the Board
For First Financial Services Limited

Sd/-
Mr. Nirmal Singh Mertia
Whole Time Director
(DIN: 03584434)

Sd/-
Mr. Girishkumar Panchal
Director
(DIN: 07227360)

**ANNEXURE- 3
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

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

I REGISTRATION & OTHER DETAILS:

i	CIN	L85100TN1984PLC011231
ii	Registration Date	17/10/1984
iii	Name of the Company	FIRST FINANCIAL SERVICES LTD
iv	Category/Sub-category of the Company	Company Limited by Shares
v	Address of the Registered office & contact details	52, F3, 1st Floor, Diamond Block, Gandhi Main Road, Shri Krishna Vatika Appt, Puzhal, Thiruvallur, Chennai-600066, Tamil Nadu. Email-firstfinancialserviceslimited@gmail.com Website: www.ffslonline.com Contact no. +91-9176898788
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	BIGSHARE SERVICES PRIVATE LIMITED. 1st Floor, Bharat Tin Works Building, Opp. Vasant oasis, Makwana Road, Marol, Andheri (E), Mumbai-400059. Phone No. : 022- 40430200, Fax No. : 022-28475207. Email id.: info@bigshareonline.com Website: www.bigshareonline.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

The Company has been in the business of providing financial services.

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sr No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Nil	Nil	Nil	Nil	Nil

IV (i) STATEMENT SHOWING SHAREHOLDING PATTERN

I. Category-wise Share Holding:

C.	Category of Shareholder	No. of Shares held at the beginning of the year: 01/04/2018				No. of Shares held at the end of the year : 31/03/2019			
		Demat	Physical	Total Shares	Total %	Demat	Physical	Total Shares	Total %
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(IX)
(a)	INDIVIDUAL / HUF	0	0	0	0.00	0	0	0	0.00
(b)	CENTRAL / STATE GOVERNMENT(S)	0	0	0	0.00	0	0	0	0.00
(c)	BODIES CORPORATE	0	0	0	0.00	0	0	0	0.00
(d)	FINANCIAL INSTITUTIONS / BANKS	0	0	0	0.00	0	0	0	0.00
(e)	ANY OTHERS (Specify)	0	0	0	0.00	0	0	0	0.00
(i)	DIRECTORS RELATIVES	0	0	0	0.00	0	0	0	0.00
(ii)	GROUP COMPANIES	0	0	0	0.00	0	0	0	0.00
(iii)	TRUSTS	0	0	0	0.00	0	0	0	0.00
	SUB TOTAL (A)(1) :	0	0	0	0.00	0	0	0	0.00
(a)	INDIVIDUAL	0	0	0	0.00	0	0	0	0.00
(b)	BODIES CORPORATE	0	0	0	0.00	0	0	0	63.20
(c)	INSTITUTIONS	0	0	0	0.00	0	0	0	0.00
(d)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00
(e)	ANY OTHERS (Specify)	0	0	0	0.00	0	0	0	0.00
	SUB TOTAL (A)(2) :	0	0	0	0.00	0	0	0	0.00
	Total holding for promoters								
	(A)=(A)(1) + (A)(2)	0	0	0	0.00	0	0	0	0.00
	Total (A) + (B) :	0	0	0	0.00	0	0	0	0.00
(a)	MUTUAL FUNDS / UTI	0	0	0	0.00	0	0	0	0.00
(b)	FINANCIAL INSTITUTIONS / BANKS	0	0	0	0.00	0	0	0	0.00
(c)	CENTRAL / STATE GOVERNMENT(S)	0	0	0	0.00	0	0	0	0.00
(d)	VENTURE CAPITAL FUNDS	0	0	0	0.00	0	0	0	0.00
(e)	INSURANCE COMPANIES	0	0	0	0.00	0	0	0	0.00
(f)	FII'S	0	0	0	0.00	0	0	0	0.00
(g)	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.00	0	0	0	0.00
(h)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00
(i)	ANY OTHERS (Specify)	0	0	0	0.00	0	0	0	0.00
	SUB TOTAL (B)(1) :	0	0	0	0.00	0	0	0	0.00
(a)	BODIES CORPORATE	50377096	20600	50397696	62.41	51011096	20600	51031696	63.20
(b)	INDIVIDUAL	0	0	0	0.00	0	0	0	0.00
(I)	(CAPITAL UPTO TO Rs. 1 Lakh)	437584	1044350	1481934	1.84	441784	1040150	1481934	1.84
(ii)	(CAPITAL GREATER THAN Rs. 1 Lakh)	21118520	106900	21225420	26.29	20484520	106900	20591420	25.50
(c)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00
(d)	ANY OTHERS (Specify)	0	0	0	0.00	0	0	0	0.00
(I)	TRUSTS	0	0	0	0.00	0	0	0	0.00
(ii)	CLEARING MEMBER	7635348	0	7635348	9.46	7635348	0	7635348	9.46
(iii)	DIRECTORS RELATIVES	0	0	0	0.00	0	0	0	0.00
(iv)	EMPLOYEE	0	0	0	0.00	0	0	0	0.00
(v)	NON RESIDENT INDIANS (NRI)	6702	500	7202	0.01	6702	500	7202	0.01
(vi)	OVERSEAS BODIES CORPORATES	0	0	0	0.00	0	0	0	0.00
(vii)	UNCLAIMED SUSPENSE ACCOUNT	0	0	0	0.00	0	0	0	0.00
	SUB TOTAL (B)(2) :	79575250	1172350	80747600	100.00	79579450	1168150	80747600	100.00
	Total Public Shareholding								
	(B)=(B)(1) + (B)(2)	79575250	1172350	80747600	100.00	79579450	1168150	80747600	100.00
	Total (A) + (B) :	79575250	1172350	80747600	100.00	79579450	1168150	80747600	100.00
(a)	SHARES HELD BY CUSTODIANS	0	0	0	0.00	0	0	0	0.00
(i)	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00
(ii)	Public	0	0	0	0.00	0	0	0	0.00
	SUB TOTAL (C)(1) :	0	0	0	0.00	0	0	0	0.00
	(C)=(C)(1)		0		0.00	0	0	0	0.00
	Total (A) + (B) :	79575250	1172350	80747600	100.00	79579450	1168150	80747600	100.00
	Grand Total (A) + (B) + (c)	79575250	1172350	80747600	100.00	79579450	1168150	80747600	100.00

NOTE :

1) NAME, NUMBER OF SHARES HELD & PERCENTAGE OF ENTITIE / PERSONS HOLDING MORE THAN 1% OF THE TOTAL SHARES OF THE COMPANY IS AS PER ANNEXURE

(ii) SHAREHOLDING OF PROMOTERS

Sr.No	NAME	Shareholding at the beginning of the year 01/04/2018			Shareholding at the end of the year 31/03/2019			% Change in shareholding during the year
		Number of Shares	% Shares of the Company	% of Shares Pledged/encumbered to total shares	Number of Shares	% Shares of the Company	% of Shares Pledged/encumbered to total shares	
1	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

(ii) CHANGE IN PROMOTERS SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

		Share holding at the beginning of the year 01/04/2018		Share holding at the end of the year 31/03/2019	
		Number of Shares	% of total shares of the company	Number of Shares	% of total shares of the company
	At the beginning of the year	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL

(iv) TOP TEN NON PROMOTERS MOVEMENT

Sr.No	NAME	No. of Shares at the beginning/End of the year	Date	Increase/Decrease in share-holding	Reason	Number of Shares	Percentage of total shares of the company
1	COMFORT SECURITIES LTD - COLLATERAL ACCOUNT	7034348 7034348	01-Apr-18 31-Mar-19	NA	NA	7034348	8.71 8.71
2	NARAYANI PRATISTHAN PRIVATE LIMITED	4255000 4255000	01-Apr-18 31-Mar-19	NA	NA	4255000	5.27 5.27
3	MINIMUM SHARES AND SECURITIES PVT. LTD	4083522 4083522	01-Apr-18 31-Mar-19	NA	NA	4083522	5.06 5.06
4	KIRIT VASUDEO DAVE	3933161 3933161	01-Apr-18 31-Mar-19	NA	NA	3933161	4.87 4.87
5	ONCEOVER DEALTRADE PRIVATE LIMITED	0 3766731	1-Apr-2018 13-Apr-2018	NA 3766731	NA Buy	0 3766731	0.00 4.66
6	MC PRIDE DISTILLERY PRIVATE LTD	3766731 0	01-Apr-18 13-Apr-2018	NA 3766731	NA Sell	3766731 0	4.66 0.00
7	RAJANI INVESTMENT PRIVATE LIMITED	3638327 3638327	01-Apr-18 31-Mar-19	NA	NA	3638327	4.51 4.51
8	MADHU DEVI SARAF	3500000 3500000	01-Apr-18 31-Mar-19	NA	NA	3500000	4.33 4.33
9	SUNITA MOTILAL SINHA	3421000 3421000	01-Apr-18 31-Mar-19	NA	NA	3421000	4.24 4.24
10	R K INVESTMENT PRIVATE LIMITED	3375051 3375051	01-Apr-18 31-Mar-19	NA	NA	3375051	4.18 4.18
11	VEENA MOHANLAL CHANDIRAMANI	3088030 3088030	01-Apr-18 31-Mar-19	NA	NA	3088030	3.82 3.82

(V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	3,66,657	-	-	3,66,657
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	3,66,657	-	-	3,66,657
Change in Indebtedness during the financial year				
Additions	14,32,753	-	-	14,32,753
Reduction	-	-	-	-
Net Change	14,32,753	-	-	14,32,753
Indebtedness at the end of the financial year				
i) Principal Amount	17,99,410	-	-	17,99,410
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	17,99,410	-	-	17,99,410

(VI) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

		Share holding at the beginning of the year 01/04/2018		Share holding at the end of the year 31/03/2019	
		Number of Shares	% of total shares of the company	Number of Shares	% of total shares of the company
	At the beginning of the year	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL

(VII) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
1	Gross salary	Mr Nirmal Singh Mertia		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	3,91,723	-	3,91,723
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission -as % of profit -others (specify)	-	-	-
5	Others, please specify	-	-	-
	Total (A)	3,91,723	-	3,91,723
	Ceiling as per the Act	The above remuneration is within the limits as per the Act		

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors		
1	Independent Directors	Chandrika Panchal	Girishkumar Panchal	Total Amount
	(a) Fee for attending board committee meetings	18,000	18,000	36,000
	(b) Commission	-	-	-
	(c) Others, please specify	-	-	-
	Total (1)	18,000	18,000	36,000
2	Other Non Executive Directors	-	-	-
	(a) Fee for attending board committee meetings	-	-	-
	(b) Commission	-	-	-
	(c) Others, please specify.	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	18,000	18,000	36,000
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act.	-	-	-

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	
1	Gross Salary		Total
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	None of the KMP's are in receipt of any remuneration from the Company	
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission - as % of profit - others, specify		
5	Others, please specify		
	Total		

VIII 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		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members,
FIRST FINANCIAL SERVICES LIMITED

We have examined the compliance of conditions of Corporate Governance by FIRST FINANCIAL SERVICES LIMITED for the year ended on 31st March, 2019, as stipulated in Para E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of 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, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations except with the following non compliances:

1. The Whole Time Company Secretary and Compliance officer have not been appointed by the company.
2. The Chief Financial Officer has not been appointed by company.

As required by the Guidance note issued by the Institute of Chartered Accountants of India, we have to state that as per the records maintained and certified by the Company/ Registrars and Transfer Agent of the company, there was no investor grievances remaining unattended/ pending for more than 30 days as at 31st March 2019.

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.

For M/s Singhal & Sewak
Chartered Accountants
Firm Registration No.: 011501c

Mr. Abhishek Sewak
Partner
Membership No. 410183

Place: Mumbai
Date: 31st August, 2019

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A) INDUSTRY STRUCTURE AND DEVELOPMENT:

The Company is engaged in Financial Service Activity and Consultancy Business.

B) PERFORMANCE AND OUTLOOK:

PARTICULARS	FINANCIAL YEAR ENDED 31 st MARCH 2019	FINANCIAL YEAR ENDED 31 st MARCH 2018
Total Revenue	5,836,992.00	49,212,636.00
Profit/(Loss) Before Tax	(38,478,376.00)	(2,655,546.00)
Provision for Taxation	-	-
Current Tax	-	-
Deferred Tax	-	3,437,814.00
Tax of earlier year	-	133,667.00
Profit/(Loss) After Tax	(38,478,376.00)	(6,227,027.00)

In the last few years, the financial services sector was under pressure due to many factors i.e. downtrends in global markets, changes in regulatory policies, changes in RBI Policies etc. However the Company has a vision to enhance its business in the coming years.

C) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

An appropriate and adequate system of internal controls exist in your Company to ensure that all assets are safeguarded and protected against loss or from misuse or disposition, and that the transactions are authorized, recorded and reported suitably. Internal control systems are ensuring effectiveness of operations, accuracy and promptness of financial reporting and observance with laws & regulations.

The internal control is supplemented on an ongoing basis, by an extensive program of internal audit being implemented throughout the year by independent Chartered Accountants firm of "Internal Auditors". The internal audit reports along with management comments thereon are reviewed by the Audit Committee of the Board comprising of independent and non-executive Directors, on a regular basis. Implementations of the suggestions are also monitored by the Audit Committee. The internal control is designed to ensure that the financial and other records of the Company are reliable for preparing financial statements and other data, and for maintaining accountability of assets.

D) HUMAN RESOURCES POLICIES:

It is your Company's belief that people are at the heart of corporate & constitute the primary source of sustainable competitive advantage. The trust of your Company's human resource development efforts therefore is to create a responsive and market driven organization. Your Company continues its focus on strengthening competitiveness in all its business. Your directors look forward to the future with confidence. The Company has followed a conscious policy of providing training to Management Staff through in-house and external programs, for upgrading personal and technical skills in relevant areas of functional disciplines.

E) RISK MANAGEMENT:

Although the Company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion.

Therefore, in accordance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the Company through Audit Committee.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities.

Business Risk, inter alia, further include financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps are taken to mitigate the same.

F) OPERATIONAL PERFORMANCE PARAMETERS

In order to avoid duplication between the Directors' Report and Management Discussion & Analysis, your Directors give a composite summary of the financial performance in the Directors Report.

H) DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREFORE.

In the past few years, the performance of the Company is inadequate and the Company is making loss. The Company is therefore, unable to calculate key financial ratios. Further, there are no significant changes occurred.

(J) DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF

The Company has incurred loss of Rs. 38,478,376/- for the Financial year 2018-19 as compared to Rs. 6,227,027/- for the previous financial year 2017-18.

G) CAUTIONARY STATEMENT:

The statements in report of the Board of Directors and the Management Discussion & Analysis Report describing the Company's outlook, estimates or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company takes no responsibility for keeping the members updated on changes in these factors except as may be statutorily required from time to time.

Place: Mumbai
Date: 31st August, 2019

On behalf of the Board
For First Financial Services Limited

Sd/-
Mr. Nirmal Singh Mertia
Whole Time Director
DIN-03584434

Sd/-
Mr. Girishkumar Panchal
Director
DIN-07227360

REPORT ON CORPORATE GOVERNANCE

1) OUR PHILOSOPHY ON CORPORATE GOVERNANCE:

Your Company has been practicing the principal of good corporate governance over the years. It is committed to follow sound systems to support healthy business growth. The Company has complied with the recommendations of the code of corporate governance and is also committed to adherence to highest standards of corporate governance both in letter and in spirit.

The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value, over a sustained period of time.

2) BOARD OF DIRECTORS

a) Composition and Category of Directors:

The composition of the board is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013. The Board of Directors of the Company consists of four members as on 31st March, 2019.

Mr. Nirmal Singh Mertia	-	Executive Director
Mrs. Chandrika Girish Panchal	-	Non-Executive & Independent Director
Mr. Girishkumar Dalshukhram Panchal	-	Non-Executive & Independent Director
Mr. Selvaraj Selvam Arumai	-	Non-Executive & Independent Director

Independent directors are non-executive directors as defined under Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with 149(6) of the Companies Act, 2013 ("Act"). The maximum tenure of the independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149(6) of the Act.

None of Directors has pecuniary or Business relationship with the Company except as mentioned elsewhere in the Annual Report. No Director of the Company is either member in more than ten committees and/or Chairman of more than five committees across all Companies in which he is Director.

b) Board Meetings, Attendance & committee Memberships:

During the year Ten Board Meetings were held on following date:

30th May 2018, 8th June 2018, 26th June 2018, 14th August 2018, 22nd August 2018, 1st September 2018, 28th October 2018, 14th November 2018, 31st December 2018, and 8th February 2019.

The time gap between the two meetings was not more than 120 days. All the information required to be furnished to the Board was made available to them along with detailed Agenda notes.

Sr.No.	Name of Director	No. of Board Meetings Attended	Attendance at Last AGM	No. of Directorships In other public companies	No. of Committee membership in the Company	
					Chairman	Member
1.	Mr. Nirmal Singh Mertia	10	Yes	-	-	2
2.	Mrs. Chandrika Girish Panchal	10	Yes	-	2	3
3.	Mr. Girishkumar Dalshukhram Panchal	10	Yes	-	1	3
*4.	Mr. Selvaraj Selvam Arumai	1	No	-	-	1

*Mr. Selvaraj Selvam Arumai (DIN: 08268028) was appointed as the Additional Director of the Company w.e.f. 28th October, 2018 and subsequently appointed as the member of the Nomination and Remuneration Committee on 28th October, 2018.

- The necessary quorum was present for all the meetings.
- During the year a separate meeting of the independent directors was held inter-alia to review the performance of non-independent directors and the board as a whole.
- Familiarisation Programme imparted to Independent Director is available on the website of the Company (URL: http://ffslonline.com/investor_relations.php)
- The Non-Executive Directors of the Company do not hold any shares during the year.

- The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company.
- The Directors of the Company do not hold any inter-se relationship amongst themselves.
- In the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

The Board has identified the following skills/ expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:

Sr.No.	Skill Area/Expertise/Competencies
1.	Leadership
2.	Strategy and planning
3.	Governance, Risk Management and Compliance
4.	Finance, Accounts & Audit Knowledge
5.	Relationship with Clients/ Customers

3) BOARD COMMITTEES:

The Board has constituted the following committees of Directors:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

I) AUDIT COMMITTEE:

A. Composition and attendance:

The Audit committee has 3 (three) members as on 31st March, 2019 i.e. Mrs. Chandrika Girish Panchal (Chairman), Mr. Nirmal Singh Mertia (Member) and Mr. Girishkumar Dalshukhram Panchal (Member). The Committee has met six (6) times during the financial year ended 31st March 2019 i.e. on 30th May 2018, 14th August 2018, 22nd August 2018, 1st September 2018, 14th November 2018, and 8th February 2019. The gap between two meetings did not exceed four months.

Details of attendance of each member at the Audit Committee Meetings are given below:-

Name of the Director	Position	Category	Meeting attendance
Mrs. Chandrika Girish Panchal	Chairman	Non- Executive & Independent Director	6
Mr. Nirmal Singh Mertia	Member	Executive Director	6
Mr. Girishkumar Dalshukhram Panchal	Member	Non-Executive &	6

B. Terms of reference:

The brief terms of reference of the Audit Committee include: –

- oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - 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) modified opinion(s) in the draft audit report;
- 5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- 7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- 8) approval or any subsequent modification of transactions of the listed entity with related parties;
- 9) scrutiny of inter-corporate loans and investments;
- 10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
- 11) evaluation of internal financial controls and risk management systems;
- 12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 14) discussion with internal auditors of any significant findings and follow up there on;
- 15) 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;
- 16) 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;
- 17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 18) to review the functioning of the whistle blower mechanism;
- 19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- 20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

II) NOMINATION AND REMUNERATION COMMITTEE

A. Composition and attendance:

The Nomination and Remuneration Committee has 3(Three) members as on 31st March, 2019 i.e. Mrs. Chandrika Girish Panchal (Chairman), Mr. Selvaraj Selvam Arumai and Mr. Girish kumar Dalshukhram Panchal. The Committee has met twice (2) during the financial year ended 1st September, 2018 and 28th October, 2018.

Details of attendance of each member at the Nomination and Remuneration Committee Meetings is given below:-
Independent Director

Name of the Director	Position	Category	Meeting attendance
Mrs. Chandrika Girish Panchal	Chairman	Non-Executive & Independent Director	2
*Mr. Selvaraj Selvam Arumai	Member	Non-Executive & Independent Director	1
Mr. Girish kumar Dalshukhram Panchal	Member	Non-Executive & Independent Director	2
**Mr. Nirmal Singh Mertia	Member	Executive Director	1

*Mr. Selvaraj Selvam Arumai (DIN: 08268028) was appointed as the Additional Director of the Company w.e.f. 28th October, 2018 and subsequently appointed as the member of the Nomination and Remuneration Committee on 28th October, 2018.

**Mr. Nirmal Singh Mertia subsequently ceased to be member of the Nomination and Remuneration Committee w.e.f. 28th October, 2018.

B. Terms of Reference:

- 1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- 2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- 3) devising a policy on diversity of board of directors;
- 4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- 5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

C. Remuneration Policy:

Subject to the approval of the Board of Directors and subsequent approval by the members at the General Meeting and such authorities as the case may be, remuneration of Executive Directors and Key managerial persons is fixed by the Nomination and Remuneration Committee. The remuneration is decided by the Nomination and Remuneration Committee taking into consideration various factors such as qualifications, experience, expertise, prevailing remuneration in the competitive industries, financial position of the Company etc.

Details of Remuneration to the directors for the year:

Name of the Director	Remuneration paid during the year 2018-2019 Amount (in Rs)
Mr. Nirmal Singh Mertia	Rs. 3,91,723 p.a.

Other Disclosures:

The details of remuneration payable to Mr. Nirmal Singh Mertia is given below:

1. Elements of Salary/Remuneration : Basic Salary- Rs. 3,91,723 p.a.
2. Fixed components of Remuneration and performance linked incentives along with performance criteria: NA
3. Service Contract, Notice Period, Severance fees: Mr. Nirmal Singh Mertia was appointed as the Whole Time Director of the Company for a term of 5 years w.e.f 27th July, 2014. Other terms and conditions are as per the Agreement executed between company and the said director.
4. Stock Option Details: NA

No remuneration has been paid to non-executive directors of the Company during the year other than sitting Fees.

The sitting fees to Directors is as follows:

Name of Director	Amount
Mrs. Chandrika Girish Panchal	Rs. 18,000/-
Mr. Girishkumar Dalshukhram Panchal	Rs. 18,000/-

D. Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for independent directors is determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

The criteria and remuneration policy are subject to review by the Nomination & Remuneration committee & the Board of Directors of the Company and has been uploaded on the Company's website- http://ffslonline.com/investor_relations.php.

III) STAKEHOLDERS RELATIONSHIP COMMITTEE:

A. Composition:

The Stakeholders Relationship Committee has 3(Three) members as on 31st March, 2019 i.e., Mr. Girishkumar Dalshukhram Panchal(Chairman), Mrs. Chandrika Girish Panchal and Mr. Nirmal Singh Mertia. The Committee has met once (1) time during the financial year ended 31st March, 2019. i.e on 30th May, 2018.

Details of attendance of each member at the Stakeholders Relationship Committee Meetings is given below:-

Name of the Director	Position	Category	Meeting attendance
Mr. Girishkumar Dalshukhram Panchal	Chairman	Non-Executive & Independent Director	1
Mrs. Chandrika Girish Panchal	Member	Non-Executive & Independent Director	1
Mr. Nirmal Singh Mertia	Member	Executive Director	1

B. Terms of Reference:

The Stakeholders Relationship Committee shall consider and resolve the grievances of the security holders of the listed entity including complaints related to transfer of shares, non- receipt of annual report and non-receipt of declared dividends.

The committee deals with various matters relating to:

- Transfer / transmission of shares
- Issue of Share certificate in lieu of lost, sub-divided, consolidated, rematerialized or defaced Certificates.
- Consolidation / splitting of folios
- Review of shares dematerialized and all other related matters.
- Investors grievance and redressal mechanism and recommend measures to improve the level of investors services.

C. Information on Investor Grievances for the period from 1st April, 2018 to 31st March 2019:

There are no outstanding complaints at the close of financial year which were received from shareholders during the year. The Company has no transfers pending at the close of the financial year.

The total no.of complaints received and complied during the year were:

Opening: Nil
Complaints Received: 1
Complied: 1
Pending: Nil

The complaints had been attended to within seven days from the date of receipt of the compliant, as communicated by the Registrar and Transfer Agent i.e Bigshare Services Pvt. Ltd.

The Outstanding complaints as on 31st March 2019 – Nil

D. Compliance Officer:

Mr. Nirmal Singh Mertia is the Compliance Officer for complying with the requirements of SEBI (Prohibition of Insider Trading) Regulation, 1992 and the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

5) GENERAL BODY MEETINGS:

A. PARTICULARS OF GENERAL MEETINGS HELD DURING LAST THREE YEARS:

Year	Location	Date	Time
2015-2016	ICSA Programme Centre, 107, Pantheon Road, Egmore, Chennai – 600008.	30th September, 2016	01.00 P.M
2016-2017	ICSA Programme Centre, 107, Pantheon Road, Egmore, Chennai – 600008.	29th September, 2017	10.00 A.M.
2017-2018	ICSA Programme Centre, 107, Pantheon Road, Egmore, Chennai – 600008.	29th September, 2018	10.00 A.M

B. EXTRAORDINARY GENERAL MEETINGS HELD DURING THE YEAR:

There were no Extraordinary General Meetings conducted during the financial year 2018-2019.

C. SPECIAL RESOLUTION:

The following Special Resolutions were passed in the previous Three Annual General Meetings (AGM):

- i) Appointment of M/s Singhal & Sewak, Chartered Accountants, Mumbai, (Firm Registration No. 011501C), as the Statutory Auditors of the Company, due to the vacancy caused by resignation of M/s S A R A & Associates, Chartered Accountants, Mumbai, (Firm Registration No. 120927W).

D. POSTAL BALLOT:

There was no Postal Ballot conducted during the financial year 2018-19.

Whether any special resolution is proposed to be conducted through Postal Ballot:

No resolutions are proposed to be conducted.

6) DISCLOSURES:**a. Related Party transactions**

During the period under review, besides the transactions reported in the Notes to Accounts to the Financial Statements, there were no other related party transactions of material nature with the promoters, Directors, the management or their subsidiaries or relatives during the year that may have potential conflict with the interest of the Company at large.

The board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link- http://ffslonline.com/investor_relations.php

b. Details of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

SEBI: The SEBI passed an ex-parte ad interim order dated 19th December, 2014 to the Company under Section 11 (1), 11 (4) and 11 (B) of the Securities Exchange Board of India Act, 1992 for your Company for not accessing the capital market.

Further, SEBI passed final order in the same matter on 02 April, 2018, and prohibited the Company from accessing the securities market and further prohibit them from buying, selling or otherwise dealing in securities, directly or indirectly, or being associated with the securities market in any manner, whatsoever, for a period of three years from the date of said order i.e. 02nd April, 2018.

HIGH COURT: An Execution petition No. EXP. 240/2015 is pending for hearing before High Court (Delhi) in the matter of MS Shoe East Ltd v/S First Financial services Limited as on 31st March, 2019.

c. Accounting treatment in preparation of Financial Statements

The guidelines/ accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) and prescribed under Section 133 of the Companies Act, 2013 have been followed in preparation of the financial statements of the Company in all material respects.

d. Establishment of Whistle Blower Policy

The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior. No person has been denied access to the chairman of the audit committee. The said policy has been also put up on the website of the Company at the following link- www.ffslonline.com

e. Reconciliation of share capital audit:

A Qualified Practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

f. Code of Conduct

Your Company has laid down a Code of Conduct ("Code") for all the Board Members and Senior Management Personnel of the Company. The Code is available on the website of the Company at the following link- www.ffslonline.com

All Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended 31st March, 2019.

- g. Familiarisation Programme imparted to Independent Directors is available on the website of the Company (URL: www.ffsonline.com)
- h. The Company has adopted a Policy on Determination of 'Materiality for Disclosures' as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (URL: www.ffsonline.com) and a 'Policy for Preservation of Documents' as per Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (URL: www.ffsonline.com)

- i. Compliance with Discretionary requirements under Listing Regulations:

The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with most of the mandatory requirements of Listing Regulations. Evaluating the relations with Stakeholders, your Company will start complying non mandatory compliance also in coming years.

- j. Details of total fees paid to Statutory Auditors of the Company

The details of total fees for all services paid by the Company to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part are as follows:-

Amount In Rs.

Services	2018-19	2017-18
Statutory Audit	50,000/-	90,000/-

- k. **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

- a. number of complaints filed during the financial year- Nil
b. number of complaints disposed of during the financial year- Nil
c. number of complaints pending as on end of the financial year- Nil

7) LISTING:

The Company's shares are listed on BSE Limited, However Trading in the shares of the company has been suspended due to surveillance measure w.e.f. 31/12/2014

8) MEANS OF COMMUNICATION:

A. Financial Results were published during the financial year as follows.

Financial Results	Un-Audited / Audited	Newspaper
First Quarter	Unaudited	Trinity Mirror and MakkalKural
Second Quarter	Unaudited	Trinity Mirror and MakkalKural
Third Quarter	Unaudited	Trinity Mirror and MakkalKural
Fourth Quarter	Audited	Trinity Mirror and MakkalKural

- (i) The Board of Directors of the Company approved and took on record the Un-Audited / Audited financial results within 45 days of quarter / half year and communicated the result to the Stock Exchange where the shares of the Company is listed and also put on Company's website: www.ffsonline.com

Note: The Un-audited Financial Results were intimated to Stock Exchanges within 45 days of first three quarters and Audited Financial Results for the last quarter / financial year ending within 60 days of close of financial year.

- (ii) Whether the Company also displays official News Releases- Not Applicable
(iii) Presentations made to the institutional investors or to the analysts- Not Applicable

9) GENERAL SHAREHOLDERS INFORMATION:

(i) Annual General Meeting

Day, Date & Time: Monday, 30th September, 2019 at 10.00 A.M.
Venue : ICSA Programme Centre, 107, Pantheon Road, Egmore, Chennai - 600008.

(ii) Financial Year

Year Ending : 31st March, 2019
AGM in : September

(iii) Financial Calendar 2019-20 (Tentative)

Tentative calendar for the year 2019-20 is as per following:-

Results for the quarter ending on 30 th June, 2019	:	Second week of August 2019.
Results for the quarter ending on 30 th September, 2019	:	Second Week of November 2019.
Results for the quarter ending on 31 st December, 2019	:	Second Week of February 2020.
Results for the quarter ending on 31 st March 2020	:	Last Week of May 2020.

(iv) Book Closure dates

26th September, 2019 to 30th September, 2019 (both days inclusive).

(v) Registered Office/Corporate Office

Registered Office: 52, F3, 1st Floor, Diamond Block, Gandhi Main Road, Sri Krishna VatikaAppt, Puzhal Chennai, Thiruvallur – 600066.

(vi) Equity Shares listed on Stock Exchanges at

BSE Limited, Mumbai
P. J. Towers, Dalal Street, Mumbai 400 001

Note: Our Company has been suspended from BSE in equity trading w.e.f 31st December, 2014.

(vii) Company Registration Details

The Corporate Identity Number (CIN)	:	L85100TN1984PLC011231
Trading Symbol at	:	BSE Limited (Physical Segment) 511369 FIRFIN
Demat ISIN Number in NSDL & CDSL	:	Equity Shares INE141N01025

(viii) Stock Market data from April 2018 to March 2019. (In Rs. / Per Share)

Period	High	Low
April 2018	-	-
May 2018	-	-
June 2018	-	-
July 2018	-	-
August 2018	-	-
September 2018	-	-
October 2018	-	-
November 2018	-	-
December 2018	-	-
January 2019	-	-
February 2019	-	-
March 2019	-	-

Note: Our Company has been suspended from BSE in equity trading w.e.f 31st December, 2014.

(ix) Performance in comparison to broad based indices such as BSE Sensex, CRISIL INDEX etc-Our Company has been suspended from BSE in equity trading w.e.f 31st December, 2014.

(x) Reason for suspension of securities- The Company has been suspended from BSE due to surveillance measures w.e.f 31st December, 2014.

(xi) Distribution of Shareholdings as on 31st March 2019:

Shares Holding of nominal value of		Shares Holders		Share amount	
Rs.	Rs.	Number	% total	(In Rs.)	% of total
1	500	5160	93.1240	780928	0.9671
501	1000	206	3.7177	171650	0.2126
1001	2000	55	0.9926	82587	0.1023
2001	3000	9	0.1624	23600	0.0292
3001	4000	4	0.0722	13375	0.0166
4001	5000	10	0.1805	47199	0.0585
5001	10000	7	0.1263	62027	0.0768
10001	999999999	90	1.6243	79566234	98.5370
Total		5541	100.00	80747600	100.00

(xii) Share Transfer System

Share transfer in physical form are presently registered and returned within a period of 15 days from the date of lodgment, in case the documents are complete in all respects.

(xiii) Registrar and Transfer Agent

Bigshare Services Pvt. Ltd.
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai-400059.
Phone No. : 022-40430200, Fax No. : 022-28475207/62638299
Email: investor@bigshareonline.com/sandeep@bigshareonline.com

(xiv) Shareholding Pattern (Category Wise) as on 31st March, 2019:

Category	No. of Shares	Percentage
Promoters	NIL	NIL
Mutual Funds / UTI & Banks	NIL	NIL
Bodies Corporate	51031696	63.20
Resident Individuals	22073354	27.34
NRIs / FIIs	7202	0.01
Clearing Members	7635348	9.46
TOTAL	80747600	100.00

(xiii) List of the Top 10 Shareholders of the Company (Excluding Promoter group) as on 31st March, 2019.

Sr. No.	Name of shareholder	No. Of shares held	Percentage
1	Comfort Securities Ltd	7034348	8.71
2	Narayani Pratisthan Private Limited	4255000	5.27
3	Minimum Shares and Securities Pvt. Ltd	4083522	5.06
4	Kirit Vasudeo Dave	3933161	4.87
5	Onceover Dealtrade Private limited	3766731	4.66
6	MC Pride Distillery Pvt Ltd	3766731	4.66
7	Rajani Investment Private Limited	3638327	4.51
8	Madhu Devi Saraf	3500000	4.33
9	Sunita Motilal Sinha	3421000	4.24
10	R K Investment Pvt Ltd	3375051	4.18
11	Veena Mohanlal Chandiramani	3088030	3.82
	Total	43861901	54.31

(xiii) Dematerialisation of Shares

Approximately 98.55% of the Equity Shares have been dematerialized for the year ended 31st March, 2019.

(xiv) Liquidity

Relevant data of the average daily working days turnover for the financial year 2018-2019 is given below:

BSE LIMITED

Shares (in lacs) : NA*

Amount (in Rslacs) : NA*

*The Company has been suspended from BSE in equity trading w.e.f 31st December, 2014.

(xv) Outstanding GDRs/ADRs/Warrants etc or any convertible instruments, conversion date and likely impact on equity

The Company did not issue any GDRs/ADRs/Warrants or any convertible instruments.

(xvi) Commodity price risk or foreign exchange risk and hedging activities- Not Applicable**(xvii) Investor correspondence for transfer/ dematerialization of shares and any other query relating to the shares of the Company**

For Shares held in Physical form	For Shares held in Demat Form
BIGSHARE SERVICES PVT. LTD. 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai-400059. Phone No. : 022-40430200/62638200,	To Depository Participant or BIGSHARE SERVICES PVT. LTD. 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai-400059.

Fax No.:02228475207/62638299.	Phone No. : 022-40430200/62638200, Fax No.:02228475207/62638299
Any query on Annual Report	First Financial Services Limited. Reg Off: 52, F3, 1st Floor, Diamond Block, Gandhi Main Road, Sri Krishna Vatika Appt, Puzhal, Chennai, Thiruvallur - 600066. Email: firstfinancialserviceslimited@gmail.com

xviii) Address for Correspondence:

52, F3, 1st Floor, Diamond Block, Gandhi Main Road, Sri Krishna Vatika Appt, Puzhal, Chennai, Thiruvallur-600066.

10. Disclosures on compliance with corporate governance requirements

The Company has complied with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 to the extent applicable to the Company.

10) Certificate under Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Company has obtained Certificate from, Practicing Company Secretary confirming that Directors have not been debarred or not been disqualified from being appointed or continuing as Directors by SEBI/MCA or any other authority forming part of this Annual Report as Annexure 5.

11) DECLARATION REGARDING COMPLIANCE WITH CODE OF CONDUCT AS PER REGULATION 17 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 with the Stock Exchanges, I hereby confirm that, all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended March 31, 2019.

Place: Mumbai
Date: 31st August, 2019

On behalf of the Board
For First Financial Services Limited

Sd/-
Mr. Nirmal Singh Mertia
Whole Time Director
DIN- 03584434

CEO/CFO CERTIFICATION

To,
The Board of Directors
First Financial Services Limited

Dear Sirs,

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March 2019 and to the best of our knowledge and belief that:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of the our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the 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 the Audit committee
- (1) significant changes in internal control over financial reporting during the year;
 - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Place: Mumbai
Date: 31st August, 2019

On behalf of the Board
For First Financial Services Limited

Sd/-
Mr. Nirmal Singh Mertia
Whole Time Director
DIN- 03584434

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
First Financial Services Limited
52, F3, 1st Floor, Diamond Block,
Gandhi Main Road Sri Krishna Vatika Appt,
Puzhal, Thiruvallur
Chennai -600066, Tamil Nadu.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of First Financial Services Limited having CIN: L85100TN1984PLC011231 and having registered office at 52, F3, 1st Floor, Diamond Block, Gandhi Main Road Sri Krishna Vatika Appt, Puzhal, Thiruvallur, Chennai -600066, Tamil Nadu. (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with the Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

Sd/-

Practising Company Secretary

Place: Mumbai
Date: 31st August, 2019

INDEPENDENT AUDITOR'S REPORT

To the Members of First Financial Services Limited.

Report on the audit of the financial statements

Opinion

We have audited the accompanying financial statements of First Financial Services Limited, which comprise the balance sheet as at March 31, 2019, and the Statement of Profit and Loss and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of my information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profits and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. 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 (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

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

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. We based on the work we have performed, determined that there are no key audit matters to communicate in our report.

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

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion & Analysis, Board's Report including annexure thereto, but does not include the financial statements and our auditor's report thereon.

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

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

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

Responsibility of Management & Those Charged with Governance for the Financial Statements

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

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.

Those 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 responsibility is to express an opinion on these standalone financial based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and of the standalone financial statements, that give true and fair view, in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the standalone financial statements.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, I give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant 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 March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
 - 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 my information and according to the explanations given to us:
 - i The Company does not have any pending litigations which would impact its financial position.
 - ii The Company did not have any long-term contracts including 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 **M/sSinghal&Sewak**
Chartered Accountant
Firm Reg. No. 011501C

CAAbhishekSewak
Partner
M.N. 410183

Place: Mumbai
Date: 29th May 2019

Annexure A to the Independent Auditor's Report

(Referred to in paragraph 1 under the 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) All the assets have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable: according to the information and explanations given to us, 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 record of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii) Since the company is a service company. Accordingly, it does not hold any physical inventories except shares. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- iii) According to the information and explanation given to me, the Company had not granted loan to any of the companies, firms and other parties covered in the register maintained under section 189 and hence provisions of Clause 3(iii) of the Order are not applicable to the Company.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respects to the grant of loans, making investment and providing guarantees and securities, as applicable.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified. Thus provisions of the Clause 3(v) of the Order are not applicable to the Company.
- vi) On the basis of available information and explanation provided to us, maintenance of cost records has not been specified by the Central Government under sub-section (1) of the Section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under Clause 3(vi) of the Order is not applicable to the Company.
- vii) According to the information and explanations given to us, in respect of statutory dues:
 - a) The Company is generally regular in depositing statutory dues including provident fund, employees' state insurance, income-tax and other statutory dues applicable to it with the appropriate authorities.
 - b) There were no undisputed amount payable in respect of provident fund, income-tax, and other statutory dues in arrear as at March 31, 2019 for a period more than six months from the date they became payable.
- viii) According to the information and explanations given to us, the company has not accepted any loans or borrowings from financial institutions, bank and government or has not issued any debentures during the year. Hence, reporting under Clause 3(viii) of the Order is not applicable to the Company.
- ix) The Company did not raised any money by way of initial public offer or further public offer including debt instruments) and term loans during the year. Accordingly, reporting under Clause 3(ix) of the Order is not applicable to the Company.
- x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi) The Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provision of the Section 197 read with Schedule V of the Act.
- xii) The Company is not a Nidhi Company and hence, reporting under Clause 3(xii) of the Order is not applicable to the Company.
- xiii) The Company has entered into the transaction with the related parties in compliance with the provisions of the Section 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence, reporting under Clause 3(xiv) of the Order is not applicable to the Company.
- xv) The Company has not entered into any non-cash transactions with its directors or the persons connected with directors and hence reporting under Clause 3(xv) of the Order is not applicable to the Company.
- xvi) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **M/sSinghal&Sewak**
Chartered Accountant
Firm Reg. No. 011501C

CA Abhishek Sewak
Partner
M.N. 410183

Place: Mumbai
Date: 29th May 2019

Annexure B to the Independent Auditor's Report

(Referred to in paragraph 2(f) under the 'Report on Other Legal and Regulatory Requirements' section of my report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-Section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of First Financial Services Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company 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 Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note"). These responsibilities includes design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and Guidance note require that we comply with ethical requirements and plan and perform 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 procedure 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 controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide a reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purpose 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 the transactions are recorded as necessary to permit preparation of financial statements in accordance with the generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial control 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, to the best of my information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **M/sSinghal&Sewak**

Chartered Accountant
Firm Reg. No. 011501C

CA Abhishek Sewak
Partner
M.N. 410183

Place: Mumbai
Date: 29th May 2019

FIRST FINANCIAL SERVICES LIMITED					
Balance Sheet as at March 31st, 2019					
(Amount in INR)					
Particulars	Note No.	Figures as at the end of current reporting period 31.03.2019		Figures as at the end of previous reporting period 31.03.2018	
(1) ASSETS					
Non-current assets					
(a) Property, Plant and Equipment		-		-	
(b) Tangible Assets	2	32,391		38,328	
(c) Capital work-in-progress		-		-	
(d) Investment Property		-		-	
(e) Goodwill		-		-	
(f) Other Intangible assets		-		-	
(g) Intangible assets under development		-		-	
(h) Biological Assets other than bearer plants		-		-	
			32,391		38,328
(i) Financial Assets					
(i) Investments		-		-	
(ii) Trade receivables		-		-	
(iii) Loans & Advances	3	55,535,011		53,315,393	
(iv) Others (to be specified)		-		-	
			55,535,011		53,315,393
(j) Deferred tax assets (net)		-		-	
(k) Other non-current assets	4		972,471		824,567
(2) CURRENT ASSETS					
(a) Inventories		-		-	
(b) Financial Assets					
(i) Investments	5	72,538,842		129,096,508	
(ii) Trade receivables	6	81,687		-	
(iii) Cash and cash equivalents	7	28,345,372		8,145,792	
(iv) Bank balances other than (iii) above		-		-	
(v) Loans	8	18,500		150,000	
(vi) Others (to be specified)		-		-	
			100,984,401		137,392,300
(c) Current Tax Assets (Net)		-		-	
(d) Other current assets		-		-	
TOTAL ASSETS			157,524,274		191,570,588
EQUITY AND LIABILITIES					
Equity					
(a) Equity Share capital	9	80,747,600		80,747,600	
(b) Other Equity	10	59,405,611		97,883,987	
			140,153,211		178,631,587
LIABILITIES					
Non-current liabilities					
(a) Financial Liabilities					
(i) Borrowings		-		-	
(ii) Trade payables		-		-	
(iii) Other financial liabilities (other than those specified in item (b), to be specified)		-		-	
			-		-
(b) Deferred tax liabilities (Net)	11		12,090,493		12,090,493
Current liabilities					
(a) Financial Liabilities					
(i) Borrowings	12	1,799,410		366,657	
(ii) Trade payables	13	-		137,276	
				-	
(iii) Other financial liabilities (other than those specified in item)		-		-	
			1,799,410		503,933
(b) Other current liabilities	14		3,481,161		344,575
(c) Provisions		-		-	
(d) Current Tax Liabilities (Net)		-		-	
TOTAL EQUITY AND LIABILITIES			157,524,274		191,570,588
See accompanying notes to the financial statements	1				
As per our report of even date attached					
For Singhal & Sewak		For FIRST FINANCIAL SERVICES LIMITED			
Chartered Accountants					
FRN:011501C					
Sd/-		Sd/-		Sd/-	
CA. Abhishek Sewak		Nirmal Singh Mertia		Girish Kumar Panchal	
(Partner)		(Director)		(Director)	
M No.: 410183		DIN: 03584434		DIN: 07227360	
Place: Chennai		Place: Chennai		Place: Chennai	
Date: 29th May,2019		Date: 29th May,2019		Date: 29th May,2019	

FIRST FINANCIAL SERVICES LIMITED					
Statement of Profit and Loss for the year ended March 31st, 2019					
(Amount in INR)					
	Particulars	Note No.	Figures for the current reporting period 31.03.2019		Figures for the previous reporting period 31.03.2018
I	Revenue from Operations	15	-		47,028,972
	Closing Stock		-		-
II	Other Income	16	5,836,992		2,183,664
III	Total Revenue (I + II)			5,836,992	49,212,636
IV	Expenses				
	Opening Stock		-		-
	Purchases	17	-		3,403,774
	Changes in fair value of Equity Instrument	18	38,557,666		43,137,642
	Employee benefits expense	19	684,874		1,921,355
	Finance costs	20	108,108		167,987
	Depreciation and amortization expense	2	16,437		19,998
	Other Expenses	21	4,948,284		3,217,426
	Total Expenses (IV)			44,315,368	51,868,182
V	Profit/(loss) before exceptional items and Tax (III-IV)			(38,478,376)	(2,655,546)
VI	Exceptional Items			-	-
VII	Profit/(loss) before tax (V-VI)			(38,478,376)	(2,655,546)
VIII	Tax Expense:				
	(a) Current Tax		-		-
	(b) Deferred Tax		-		3,437,814
	(c) I.Tax of earlier years w/off		-		133,667
				-	3,571,481
IX	Profit (Loss) for the period from continuing operations (VII-VIII)			(38,478,376)	(6,227,027)
X	Profit/(loss) from discontinued operations			-	-
XI	Tax expense of discontinued operations			-	-
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)			-	-
XIII	Profit/(loss) for the period (IX+XII)			(38,478,376)	(6,227,027)
XIV	Other Comprehensive Income				
	A Items that will not be reclassified to profit or loss				
	(i) Fair value changes of equity instruments through other comprehensive income		-		-
	(ii) Income tax relating to items that will not be reclassified to profit or loss			-	-
				-	-
	Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit (Loss) and Other Comprehensive Income for the period)			(38,478,376)	(6,227,027)
XV	Earnings Per Equity Share	22			
	(Face Value Rs. 1/- Per Share):				
	Basic & Diluted (Rs.)			(0.48)	(0.08)
	See accompanying notes to the financial statements	1			

As per our report of even date attached

For Singhal & Sewak

Chartered Accountants

FRN:011501C

For FIRST FINANCIAL SERVICES LIMITED

Sd/-

CA. Abhishek Sewak

(Partner)

M No.: 410183

Place: Chennai

Date: 29th May, 2019

Sd/-

Nirmal Singh Mertia

(Director)

DIN: 03584434

Place: Chennai

Date: 29th May, 2019

Sd/-

Girish Kumar Panchal

(Director)

DIN: 07227360

Place: Chennai

Date: 29th May, 2019

FIRST FINANCIAL SERVICES LIMITED				
Cash Flow Statement for the year ended March 31st, 2019				
(Amount in INR)				
PARTICULARS	Figures as at the end of current reporting period 31.03.2019		Figures as at the end of previous reporting period 31.03.2018	
CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before Tax for the year		(38,478,376)		(2,655,546)
Adjustments for :				
Interest Paid	108,108		115,180	
Depreciation	16,437		19,998	
Income Tax of Earlier years	-		(133,667)	
Interest Received on Loans	(3,861,492)		(1,582,122)	
Profit on sale of Mutual Funds	(1,509,504)		-	
Dividend Received	(236,704)		(421,542)	
Total	-	(5,483,155)	-	(2,002,153)
Operating Profit before Working Capital change		(43,961,531)		(4,657,699)
Adjustments for :				
<u>Adjustments for (increase) / decrease in operating assets:</u>				
Trade receivables	(81,687)		-	
Short-term loans, advances & Deposits	131,500		2,133,000	
Current Investments	56,557,666		6,637,642	
Other Current Assets	-		119,080	
Other Non-current Assets	(147,904)	56,459,575	(44,050)	8,845,672
<u>Adjustments for increase / (decrease) in operating liabilities:</u>				
Short-term Borrowings	1,432,753		(765,880)	
Trade payables	(137,276)		(318,325)	
Other Current Liabilities	3,136,586		(92,958)	
Short-term provisions	-		-	
Long-term provisions	-	4,432,062	-	(1,177,163)
Cash Generated From Operations		16,930,106		3,010,810
Income Tax paid		-		-
NET CASH FROM OPERATING ACTIVITIES Total (A)		16,930,106		3,010,810
CASH FLOW FROM INVESTING ACTIVITIES				
Loan taken / (Repaid) in Secured Loan	(2,219,618)		1,312,868	
Profit on sale of Mutual Funds	1,509,504		-	
Fixed Assets (Purchased)/Sold	(10,500)		(33,341)	
Dividend Received	236,704		421,542	
Interest Received	3,861,492		1,582,122	
NET CASH USED IN INVESTING ACTIVITIES Total (B)		3,377,582		3,283,191
CASH FLOW FROM FINANCING ACTIVITIES				
Interest paid	(108,108)		(115,180)	
NET CASH FROM FINANCING ACTIVITIES Total (C)		(108,108)		(115,180)
Net Increase/(Decrease) in Cash and Cash Equivalents Total (A+B+C)		20,199,580		6,178,821
Cash and Cash Equivalents -- Opening Balance		8,145,792		1,966,970
Cash and Cash Equivalents -- Closing Balance		28,345,372		8,145,792
		20,199,580		6,178,821
Note: Previous year's figures have been regrouped/rearranged wherever considered necessary.				
As per our report of even date attached				
For Singhal & Sewak		For FIRST FINANCIAL SERVICES LIMITED		
Chartered Accountants				
FRN:011501C				
Sd/-		Sd/-		Sd/-
CA. Abhishek Sewak		Nirmal Singh Mertia		Girish Kumar Panchal
(Partner)		(Director)		(Director)
M No.: 410183		DIN: 03584434		DIN: 07227360
Place: Chennai		Place: Chennai		Place: Chennai
Date: 29th May,2019		Date: 29th May,2019		Date: 29th May,2019

FIRST FINANCIAL SERVICES LIMITED
Statement of Changes in Equity for the year ended March 31st, 2019

A. EQUITY SHARE CAPITAL

Particulars	Note	Amount(Rs.)
As at 1 April, 2017		92,000,000
Changes in equity share capital		-
As at 31 March, 2018		92,000,000
Changes in equity share capital		-
As at 31 March, 2019		92,000,000

B. OTHER EQUITY

Particulars	Other Equity					
	Reserve and Surplus				Other Comprehensive Income	Total other Equity
	Securities Premium	Capital Reserve	General Reserve	Retained Earnings		
As at 1 April, 2017	77,000,000	4,840,000	1,722,000	20,549,014	-	104,111,014
Profit for the year	-	-	-	(6,227,027)	-	(6,227,027)
Other Comprehensive Income	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	-
As at 31st March, 2018	77,000,000	4,840,000	1,722,000	14,321,987	-	97,883,987
As at 1st April, 2018	77,000,000	4,840,000	1,722,000	14,321,987	-	97,883,987
Profit for the year	-	-	-	(38,478,376)	-	(38,478,376)
Other Comprehensive Income	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	59,405,611
As at 31st March, 2019	77,000,000	4,840,000	1,722,000	(24,156,389)	-	59,405,611

As per our report of even date attached

For Singhal & Sewak
Chartered Accountants
FRN:011501C

For FIRST FINANCIAL SERVICES LIMITED

Sd/-
CA. Abhishek Sewak
(Partner)
M No.: 410183

Sd/-
Nirmal Singh Mertia
(Director)
DIN: 03584434

Sd/-
Girish Kumar Panchal
(Director)
DIN: 07227360

Place: Chennai
Date: 29th May,2019

Place: Chennai
Date: 29th May,2019

Place: Chennai
Date: 29th May,2019

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

NOTE: 1 - SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2019:**1.1 Statement of Compliance**

The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) specified under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015.

1.2 Basis for preparation of financial statements

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

In estimating the fair value of an asset or liability, the company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purpose in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 Share-based Payment, leasing transactions that are within the scope of Ind AS 17 Leases, and measurements that have similarities with fair value but are not fair value, such as value in use in Ind AS 36 Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data

1.3 Use of Estimates

The preparation of financial statements requires management of the company 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 reported amount of income and expenses during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. These estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised.

Critical Accounting Estimates**a) Property, plant and equipment**

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed at the end of each reporting period. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life. The policy for the same has been explained under Note 1.4.

b) Income Taxes

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. The policy for the same has been explained under Note 1.14.

c) Impairment of investments

The Company reviews its carrying value of investments annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for. The policy for the same has been explained under Note 1.7.

d) Provisions

Provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. The policy for the same has been explained under Note 1.17.

e) Extraordinary and exceptional items

Income or expenses that arise from events or transactions that are clearly distinct from ordinary activities of the company are classified as extraordinary items. Specific disclosures of such events / transactions are made in the financial statements.

1.4 Property, plant and equipment

Property, Plant & Equipment and intangible assets are stated at actual cost less accumulated depreciation and net of impairment. The actual cost capitalized includes material cost, freight, installation cost, duties and taxes, eligible borrowing costs and other incidental expenses incurred during the construction / installation stage.

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation is charged based on straight line method on an estimated useful life as prescribed in Schedule II to the Companies Act, 2013

Sr. No.	Asset	Useful Life (Years)
1.	Computer Peripherals	3
2.	Computer Software	6

The estimated useful lives and residual values of the Property, Plant & Equipment and Intangible assets are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Assets costing up to Rs. 5,000 are fully depreciated in the year of purchase except when they are part of a larger capital investment programme.

An item of Property, Plant & Equipment and intangible assets is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant & Equipment and intangible assets are determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the profit or loss.

1.5 Investment Properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at cost model in accordance with Ind AS 16 Property, Plant and Equipment. An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from disposal.

Any gain or loss arising on de-recognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is de-recognized.

1.6 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

a) Finance Lease

Where the Company, as a lessor, leases assets under finance lease, such amounts are recognized as receivables at an amount equal to the net investment in the lease and the finance income is based on constant rate of return on the outstanding net investment.

Assets taken on finance lease are initially recognized as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance costs and reduction of outstanding liability. Finance costs are recognized as an expense in the statement of profit or loss over the period of lease, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with Company's general policy on borrowing costs.

b) Operating Lease

Lease arrangements under which all risks and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease rental under operating lease are recognized in the Statement of Profit and Loss on a straight line basis over the lease term.

1.3 Impairment of assets**a) Financial Assets**

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing

transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

b) Non-financial Assets

Property, Plant and Equipment and Other intangible assets with finite life are evaluated for recoverability when there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets.

In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognized in the profit or loss.

1.7 Revenue Recognition

All income and expenditure items having a material bearing on the financial statements are recognized on accrual basis except in the case of dividend income, debenture interest and interest on fixed deposits with non-banking companies & interest receivable from / payable to government on tax refunds / late payment of taxes, duties / levies which are accounted for on different basis.

Income from trading of Shares:

Quoted Shares - Profit/ (Loss) on sale of shares is accounted for on settlement day basis i.e. T+2 system.

Unquoted Shares - Profit/ (Loss) on sale of shares is accounted for at the time of right to receive shares arises.

Other Income:

Dividend income is recognized when the Company's right to receive the dividend is established. Interest income is recognized using effective interest rate method when there is reasonable certainty of recovery of such interest. Interest income already recognized in any of the previous year is de-recognized when there is doubt on recovery of the income. Income from services is recognized on accrual basis.

1.8 Government Grants

Government grants are recognized when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants will be received.

Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets are recognized as deferred revenue in the financial statements and transferred to profit or loss on a systematic and rational basis over the useful life of the related assets.

Grants related to revenue are accounted for as other income in the period in which the related costs which Government intend to compensate are accounted for to the extent there is no uncertainty in receiving the same. Incentives which are in the nature of subsidies given by the Government which are based on the performance of the Company are recognized in the year of performance / eligibility in accordance with the related scheme.

Government grants in the form of non-monetary assets, given at a concessional rate, are accounted for at their fair value.

1.9 Foreign Currency Transactions

The reporting currency of the Company is Indian Rupee.

Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated into the reporting currency using exchange rates prevailing on the dates of Balance Sheet. Gains and losses arising on settlement and restatement of foreign currency denominated monetary assets and liabilities are recognized in the profit or loss.

1.10 Financial Instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized in profit or loss.

1.11 Employee benefits

The Company is having a policy of giving fixed monetary benefits (Salaries and Compensated absences) to the employees subject to the satisfaction of certain conditions such as a fixed period and the same are recognized on accrual basis. Apart from these all the benefits are recognized in the books of accounts on payment basis.

1.12 Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to the Statement of Profit and Loss.

1.13 Taxation

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to / recovered from the tax authorities, based on estimated tax liability computed after taking credit for allowances and exemption in accordance with the local tax laws existing in the respective countries.

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the income taxes are recognized in other comprehensive income or directly in equity, respectively.

Advance taxes and provisions for current income taxes are presented in the statement of financial position after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

Deferred income tax asset are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred tax assets and liabilities are offset when it relates to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

1.14 Earnings Per Share

Basic earnings / (loss) per share are calculated by dividing the net profit / (loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the period and also after the Balance Sheet date but before the date the financial statements are approved by the Board of Directors.

For the purpose of calculating diluted earnings / (loss) per share, the net profit / (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.

The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

1.15 Segment reporting

The Company identifies primary business segment based on the different risks and returns, the organization structure and the internal reporting systems. Secondary segments are identified on the basis of geography in which sales have been affected.

1.16 Provision, Contingent Liabilities and Contingent Assets

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance costs.

Contingent liabilities and Contingent assets are not recognized in the financial statements

1.17 New Accounting Standards, Amendments to Existing Standards, Annual Improvements and Interpretations Effective Subsequent to March 31, 2017**Statement of Cash Flows**

Ind AS 7 Statement of Cash Flows was issued in February 2015. MCA on March 17, 2017 notified the Companies (Indian Accounting Standards) (Amendment) Rules, 2017, amending Ind AS 7.

The amendments made to Ind AS 7 require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes.

The amendments are to be applied prospectively for annual periods beginning on or after April 1, 2017. Earlier application is not permitted. When the amendments are first applied, entities are not required to present comparative information for earlier periods. The Company does not expect the adoption of these new and amended standards, annual improvements and interpretations to have a significant impact on its financial statements.

23. Contingent liabilities & Commitments

Particulars	2018-2019 (Rs.)	2017-2018 (Rs.)
i) Claims against the Company / Disputed Liabilities, not acknowledged as Debt	-	-
ii) Disputed Duties / Tax Demands (as appearing on the Income Tax Portal)	-	-

24. Foreign Currency Transactions:

Earning / Expenditure in foreign currency Rs. Nil (P.Y. Rs. Nil)

25. Balances of the Sundry Debtors, Loans and Advances and Sundry Creditors are subject to confirmation and resultant reconciliation, if any.
26. Based on the information available with the Company, there are no outstanding amount payables to creditors who have been identified as "suppliers" within the meaning of "Micro, Small and Medium Enterprises Development (MSMED) Act, 2006".
27. In accordance with Accounting standard 'AS -18' relating to Related Party Disclosures, information pertinent to related party transaction is given as under:-

Parties where control exists: Nil

Parties with whom transaction have taken place during the year.

A. Name of the related parties & description of relationship

- a) Key Managerial Personnel : Mr. Nirmal Singh Mertia
Mrs. Chandrika Girish Panchal
Mr. Girish Kumar Panchal

B. Transactions during the year with related parties:-

Sr. No.	Particulars	Key Managerial* Personnel	Relatives of Key Managerial Personnel*	Group Company*
1	Director Remuneration	3,91,723 (3,76,740)	- -	- -
2	Director Sitting Fees (a) Girish Kumar Panchal (b) Chandrika Girish Panchal	18,000/- 18,000/-		
3	Selvaraj Selvam Arumai	27,000/-		

*Figure in bracket relates to previous year.

28. Auditors Remuneration (excluding Service Tax) includes:

Particulars	March, 31 2019	March, 31 2018
Audit Fees (Statutory and tax audit fee)	50,000	90,000
In other Capacity (for other services)	-	-
Total	50,000	90,000

29. Segment Reporting

In the opinion of the Management, the Company is operating in a single segment only as per the provisions of the Ind AS-108: Operating Segments, as notified under the Companies (Indian Accounting Standard) Rules, 2015.

30. There are no Lease contracts entered into by the company during the year.
31. No grants have been received from the Government by the company during the year.
32. The company recognizes the employee benefits claims on payment basis.
33. The Previous year's figures have been regrouped / rearranged / reclassified wherever necessary. Amounts and other disclosures for the preceding financial year are included as an integral part of current year's financial statements

As per our report of even date

**For Singhal & Sewak
Chartered Accountants
Firm Reg. No. 011501C**

for First Financial Services Limited

**Sd/-
Abhishek Sewak
Partner
M. No. 410183**

**Sd/-
Nirmal Singh Mertia
Director
DIN: 03584434**

**Sd/-
Girish Kumar Panchal
Director
DIN: 07227360**

FIRST FINANCIAL SERVICES LIMITED

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

Note - 2 :- Property, Plant and Equipment

Particulars	Gross block			Accumulated depreciation and impairment					Net block	
	Balance as at 1 April, 2018	Additions	Disposals	Balance as at 31 March, 2019	Balance as at 1 April, 2018	Depreciation / amortisation expense for the year	Other adjustments	Balance as at 31 March, 2019	Balance as at 31 March, 2019	Balance as at 31 March, 2018
	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)
Computer	61,541	-	-	61,541	34,515	10,560	-	45,075	16,466	27,026
Printer	6,500	10,500	-	17,000	5,637	3,029	-	8,666	8,334	863
Software	18,000	-	-	18,000	7,561	2,848	-	10,409	7,591	10,439
Total	86,041	10,500	-	96,541	47,713	16,437	-	64,150	32,391	38,328
Previous year	52,700	33,341	-	86,041	27,715	19,998	-	47,713	38,328	24,985

FIRST FINANCIAL SERVICES LIMITED

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

Note 3 - Non - Current Loans & Advances

(Amount in INR)

Particulars	As at March 31, 2019	As at March 31, 2018
Loans and Advances	55,535,011	53,315,393
TOTAL	55,535,011	53,315,393

Note 4 - Other Non - Current assets

Particulars	As at March 31, 2019	As at March 31, 2018
Balance with Revenue Authorities	972,471	824,567
TOTAL	972,471	824,567

Note 5 - Current Investments

Particulars	As at March 31, 2019	As at March 31, 2018
In Mutual Funds	18,500,000	36,500,000
In Shares	54,038,842	92,596,508
TOTAL	72,538,842	129,096,508

Note 6 - Trade Receivables

Particulars	As at March 31, 2019	As at March 31, 2018
Less than 6 Months	81,687	-
Others	-	-
TOTAL	81,687	-

Note 7 - Cash & Bank Balances

Particulars	As at March 31, 2019	As at March 31, 2018
Cash & Bank Balances		
(i) Balances with Banks :		
- Current Accounts	35,126	345,442
- Deposit Accounts (Under lien with Banks)	28,237,885	7,710,893
(ii) Cash-in-hand	72,361	89,457
TOTAL	28,345,372	8,145,792

Note 8 - Current Loans & Advances

Particulars	As at March 31, 2019	As at March 31, 2018
(i) Security deposits	18,500	150,000
Secured, considered good	-	-
Unsecured, considered good	18,500	150,000
Doubtful	-	-
(ii) Others	-	-
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
TOTAL	18,500	150,000

FIRST FINANCIAL SERVICES LIMITED
Notes forming part of the Financial Statements for the year ended March 31st, 2019

Note 9 - Share Capital

Particulars	As at March 31, 2019	As at March 31, 2018
Authorised :		
16,00,00,000 Equity Shares of Re. 1/- each	160,000,000	160,000,000
TOTAL	160,000,000	160,000,000
Issued and Subscribed :		
9,20,00,000 Equity Shares of Re. 1/- each	92,000,000	92,000,000
TOTAL	92,000,000	92,000,000
Paid-up share capital :		
8,07,47,600 Equity Shares of Re. 1/- each fully paid up	80,747,600	80,747,600
TOTAL	80,747,600	80,747,600

(a) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2019	As at March 31, 2018
Number of shares at the beginning of the year	80,747,600	80,747,600
Add: Number of Shares allotted fully paid up during the year		
Less: Number of Shares bought back during the year		
Number of shares outstanding as at the end of the year	80,747,600	80,747,600

(b) Terms / Rights attached to Equity Shares.

- i) The Company has only one class of Equity Shares having a par value of Rs. 1/- per share. Each holder of Equity Share is entitled to one vote per share.
- ii) During the year ended 31st March 2019, the amount of per share dividend recognized as distribution to shareholders was Rs. Nil (Rs. 0.00) per share. The Company has not proposed any dividend during the year.
- iii) In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity shares held by the shareholders.

(c) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period					
Particulars	As at March 31, 2019		As at March 31, 2018		
No. of shares at the beginning of the year		80,747,600		80,747,600	
Less: Reduction of Shares during the year					
Share Capital Reduction	-	-	-	-	
No. of Shares after Capital Reduction		80,747,600		80,747,600	
Add: Issue of Shares during the year					
Subscriber to the Memorandum	-	-	-	-	
Private Placement	-	-	-	-	
		-		-	
No. of shares at the end of the year		80,747,600		80,747,600	

(d) Name of the Shareholders	As at March 31, 2019		As at March 31, 2018	
	Nos. of Shares	% held	Nos. of Shares	% held
Narayani Pratisthan Pvt Ltd	4,255,000	5.27%	4,255,000	5.27%
Minimum Shares and Securities Pvt Ltd	4,083,522	5.06%	4,083,522	5.06%

FIRST FINANCIAL SERVICES LIMITED
Notes forming part of the Financial Statements for the year ended March 31st, 2019

(e)	Detailed note on shares reserved to be issued under options and contracts / commitment for the sale of shares / divestments including the terms and conditions.
	The Company does not have any such contract / commitment as on reporting date.
(f)	Detailed terms of any securities convertible into shares, e.g. in the case of convertible warrants, debentures, bonds etc.
	The Company does not have any securities convertible into shares as on reporting date.

Note 10 - Other Equity

Particulars	As at March 31, 2019	As at March 31, 2018
(i) Securities Premium		
As per last Balance Sheet	77,000,000	77,000,000
Add: Transferred from Profit and Loss Account	-	-
Less: Transferred to Profit and Loss Account	-	-
	77,000,000	77,000,000
(ii) General Reserve		
As per last Balance Sheet	1,722,000	1,722,000
Add: On Issue on Shares	-	-
	1,722,000	1,722,000
(iii) Capital Reserve		
As per last Balance Sheet	4,840,000	4,840,000
Add: On Issue on Shares	-	-
	4,840,000	4,840,000
(iv) Retained Earnings		
As per last Balance Sheet	14,321,987	20,549,014
Add: Profit for the year	(38,478,376)	(6,227,027)
Amount available for appropriations	(24,156,389)	14,321,987
	-	-
	(24,156,389)	14,321,987
TOTAL	59,405,611	97,883,987

Note 11 - Deferred Tax Liabilities

Particulars	As at March 31, 2019	As at March 31, 2018
As per the Last Balance Sheet	12,090,493	8,652,679
Add / Less: During the Year	-	3,437,814
TOTAL	12,090,493	12,090,493

Note 12 - Short Term Borrowings

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Loans repayable on demand		
From banks		
Secured *	1,799,410	366,657
Unsecured	-	-
	1,799,410	366,657
TOTAL	1,799,410	366,657

* Bank Overdraft from Indian Bank is secured by Hypothecation of the Fixed Deposits with the same Bank amounting to Rs 24,00,000/-.

FIRST FINANCIAL SERVICES LIMITED

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

Note 13 - Trade Payables

Particulars	As at March 31, 2019	As at March 31, 2018
Current payables (including acceptances) outstanding for less than 12 months	-	137,276
TOTAL	-	137,276

Note 14 - Other Current Liabilities

Particulars	As at March 31, 2019	As at March 31, 2018
Outstanding Liabilities for Expenses	476,723	344,575
Other Payables	3,004,438	
TOTAL	3,481,161	344,575

NOTE 5 : Investments

Particulars	As at 31.03.2019		As at 31.03.2018	
	Qty	Amount	Qty	Amount
	Nos.	(in Rs)	Nos.	(in Rs)
Quoted Shares				
Arihant Super	369,675	19,999,418	369,675	41,606,921
MTNL	149,900	1,792,804	149,900	2,825,615
RPP Infra Projects Ltd.	-	-	-	-
Vikas Ecotech Limited	745,000	8,470,650	745,000	21,903,000
Vikas Multicorp Limited	745,000	-	-	-
Ravi Kumar Distilleries Ltd.	785,301	6,942,061	785,301	9,894,793
Luharuka Media & Infra Ltd.	1,461,659	1,242,410	1,461,659	774,679
Total [A]	4,256,535	38,447,342	3,511,535	77,005,008
Unquoted Shares				
JMD Sounds Ltd	4,500	2,300,000	4,500	2,300,000
Marsh Steel trading Pvt. Ltd.	40,000	10,000,000	40,000	10,000,000
Righteous Global Logistics Pvt. Ltd.	10,000	1,000,000	10,000	1,000,000
Vinmay Virgo Private Limited	6,915	691,500	6,915	691,500
Vision Steel Ltd	6,400	1,600,000	6,400	1,600,000
Total [B]	67,815	15,591,500	67,815	15,591,500
TOTAL [A+B]	4,324,350	54,038,842	3,579,350	92,596,508

Note: During the year, the equity shareholders of Vikas Ecotech Limited {VEL} who shall be entitled to received the equity shares of Vikas Multicorp Limited {VML} in consideration for the demerger of High Volume Recycled Compounds and Trading Division (Demerged undertaking as defined under Scheme) of VEL and transfer and vesting of the same into VML as provided in Part B of the Approved Scheme, in the following ratio: "1 (One) Equity Shares of Re. 1 (Rupee One) each at par in the Resulting Company for every 1 (One) Equity Shares of Re. 1 (Rupee One) each held by them in the Demerged Company". The New Shares to be issued and allotted in terms of the scheme approved by Hon"ble NCLT will be subject to the Memorandum and Articles of Association of the Resulting Company. The listing of the said shares is subject to the approval of the BSE Limited / National Stock Exchange of India Limited/ Securities Exchange Board of India. But fair market value of the shares of Vikas Multicorp Limited {VML} has not available because such shares has been listed on stoke oxchange on 08/05/2019.

FIRST FINANCIAL SERVICES LIMITED

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

Note 15 - Revenue from Operations

(Amount in INR)

	Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
(a)	<u>Income from Operation</u>		
	Sales of Shares	-	44,572,972
	Sales of Goods	-	2,456,000
	TOTAL	-	47,028,972

Note 16 - Other Income

	Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
	Interest received	3,861,492	1,582,122
	Dividend Income	236,704	421,542
	Interest on Income Tax Refund	792	-
	Profit on sale of Mutual Fund	1,509,504	-
	Sundry bal w/back	228,500	180,000
	TOTAL	5,836,992	2,183,664

Note 17 - Purchases

	Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
	Purchase of Shares	-	974,974
	Purchase of Goods	-	2,428,800
	TOTAL	-	3,403,774

Note 18 - Changes in fair value of Equity Instrument

	Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
	Inventories at the end of the year		
	Goods	-	-
	Properties (including transfer form Fixed Asset)	-	-
	Shares	77,005,008	120,142,652
	Inventories at the beginning of the year		
	Goods	-	-
	Properties (including transfer form Fixed Asset)	-	-
	Shares	38,447,342	77,005,010
	Net (Increase) / Decrease in Inventories	38,557,666	43,137,642

FIRST FINANCIAL SERVICES LIMITED

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

Note 19 - Employment Benefit Expenses

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Salaries , Bonus & Allowances	210,575	1,450,000
Staff Welfare Expenses	82,576	94,615
Director Remuneration	391,723	376,740
TOTAL	684,874	1,921,355

Note 20 - Financial Costs

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Interest Expenses	108,108	115,180
Delayed Payment Charges	-	52,807
TOTAL	108,108	167,987

Note 21 - Other Expenses

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Advertisement Expenses	60,712	70,376
Audit fees	106,200	90,000
Bad Debts	-	433,553
Bank Charges	14,268	8,498
Conveyance Expenses	113,615	207,210
Demat Charges	-	1,038
Depository Processing Fees	63,480	45,226
Rates & Taxes	-	46,974
Director sitting fees	36,000	25,025
E Voting Charges	24,244	5,549
Electricity Expenses	3,320	5,850
Legal Expenses	415,000	835,000
Custody Charges	-	51,793
Office Expenses	151,608	210,096
Postage & Courier	141,216	25,209
Printing & Stationery	50,696	83,862
Professional Fees	483,810	533,369
Misc Expenses	3,000,000	-
Profession Tax	2,500	4,850
Repairs & Maintenance	7,500	7,500
Rent paid	175,500	214,000
Share Trading Expenses	4,893	67,405
Sundry bal w/off	-	134,778
Telephone Expenses	78,993	101,926
Travelling Expenses	14,729	8,340
TOTAL	4,948,284	3,217,426

FIRST FINANCIAL SERVICES LIMITED

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

Note 22 - Earnings Per Equity Share

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
(a) Net profit after tax attributable to equity shareholders for		
Basic EPS	(38,478,376)	(6,227,027)
Add/Less: Adjustment relating to potential equity shares	-	-
Net profit after tax attributable to equity shareholders for	(38,478,376)	(6,227,027)
Diluted EPS		
(b) Weighted average no. of equity shares outstanding during the year		
For Basic EPS	80,747,600	80,747,600
(c) Face Value per Equity Share (Rs.)	1.00	1.00
Basic EPS	-0.48	-0.08

NOTE 5 : Investments

Particulars	As at 31.03.2019		As at 31.03.2018	
	Qty	Amount	Qty	Amount
	Nos.	(in Rs)	Nos.	(in Rs)
Quoted Shares				
Arihant Super	369,675	19,999,418	369,675	41,606,921
MTNL	149,900	1,792,804	149,900	2,825,615
RPP Infra Projects Ltd.	-	-	-	-
Vikas Ecotech Limited	745,000	8,470,650	745,000	21,903,000
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TOTAL [A+B]	4,324,350	54,038,842	3,579,350	92,596,508

Note: During the year, the equity shareholders of Vikas Ecotech Limited {VEL} who shall be entitled to received the equity shares of Vikas Multicorp Limited {VML} in consideration for the demerger of High Volume Recycled Compounds and Trading Division (Demerged undertaking as defined under Scheme) of VEL and transfer and vesting of the same into VML as provided in Part B of the Approved Scheme, in the following ratio: "1 (One) Equity Shares of Re. 1 (Rupee One) each at par in the Resulting Company for every 1 (One) Equity Shares of Re. 1 (Rupee One) each held by them in the Demerged Company". The New Shares to be issued and allotted in terms of the scheme approved by Hon^{ble} NCLT will be subject to the Memorandum and Articles of Association of the Resulting Company. The listing of the said shares is subject to the approval of the BSE Limited / National Stock Exchange of India Limited/ Securities Exchange Board of India. But fair market value of the shares of Vikas Multicorp Limited {VML} has not available because such shares has been listed on stoke oexchange on 08/05/2019.

FIRST FINANCIAL SERVICES LIMITED

CIN: L85100TN1984PLC011231

Regd Office: 52, F3, 1st Floor, Diamond Block, Gandhi Main Road, Sri Krishna Vatika Appt, Puzhal,
Thiruvallur, Chennai -600066

Contact no. 9176898788 **Email:** firstfinancialserviceslimited@gmail.com **Website:** www.ffsonline.com

ATTENDANCE SLIP

34th ANNUAL GENERAL MEETING

(To be handed over at the entrance of the Meeting Hall)

I hereby record my presence at the 34th Annual General Meeting of the Company held on Monday, 30th September, 2019 at 10.00 A.M. at ICSA Programme Centre. 107. Pantheon Road, Egmore, Chennai - 600008.

Full Name of the Member (IN BLOCK LETTERS) _____

DP ID: _____ Client ID: _____ Folio no: _____ No of shares held:- _____

Full Name of Proxy (in BLOCK LETTERS) _____

Member's Proxy Signature _____

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

FIRST FINANCIAL SERVICES LIMITED

CIN: L85100TN1984PLC011231

Regd Office: 52, F3, 1st Floor, Diamond Block, Gandhi Main Road, Sri Krishna Vatika Appt, Puzhal,
Thiruvallur, Chennai -600066

Contact no. 9176898788 **Email:** firstfinancialserviceslimited@gmail.com **Website:** www.ffsonline.com

PROXY FORM

34th ANNUAL GENERAL MEETING

Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014

Name of the member: _____

Registered Office: _____

Email: _____

DP ID: _____ Client ID: _____ Folio no. _____ No. of shares held. _____

I/We being member(s) of _____ Shares of First Financial Services Limited, hereby
Appoint

1. Name: _____

Email ID: _____

Address: _____

Signature: _____

Or falling him

2. Name: _____

Email ID: _____

Address: _____

Signature: _____

As my/our proxy to vote for me /us on my/our behalf at the 34th Annual General Meeting of the Company to be held on Monday, 30th September, 2019 at 10.00 a.m. at ICSA Programme Centre. 107. Pantheon Road, Egmore, Chennai – 600008 or at any adjournment thereof in respect of such resolution as are indicated below:

Resolution no.	Resolution Ordinary Business	For	Against
1	To consider, approve and adopt the Audited Balance Sheet as at 31 st March, 2019, the Profit and Loss Account of the Company for the year ended on that date and the reports of the Directors and auditors thereon		
	Special Business		
2	To Re-appoint Mr. Nirmal Singh Mertia (DIN: 03584434) as the Whole Time Director of the Company.		
3	To Appoint Mr. Selvaraj Selvam Arumai (DIN: 08268028) as an Independent Director of the Company for a term of 5 years.		

Signed this _____ day of _____ 2019

Signature of member: _____

Signature of Proxy holder(s) _____

Affix 1/-
Revenue
Stamp

Notes:

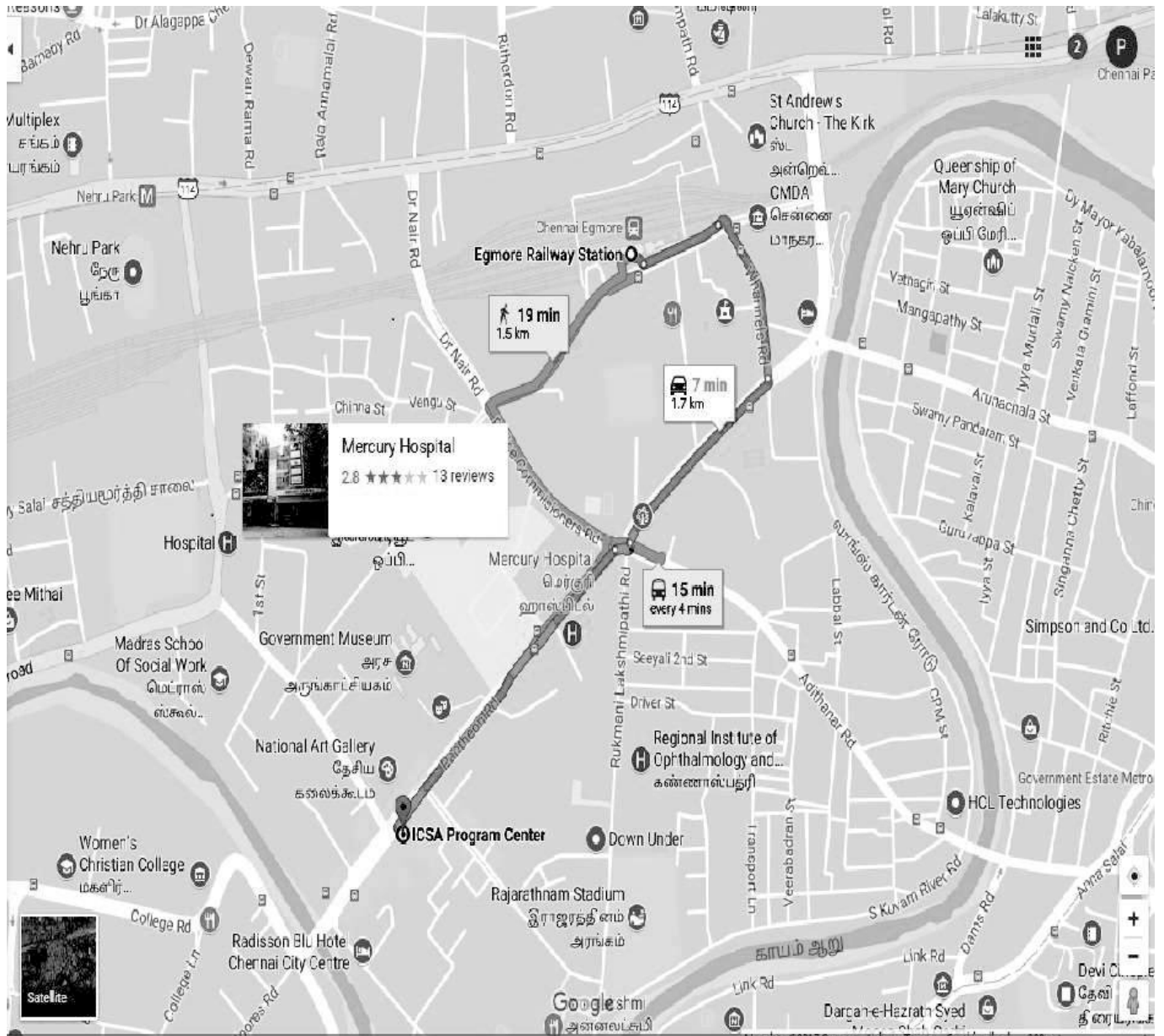
1. This proxy form in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the notice of Annual General Meeting.
3. It is optional to put "X" in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entered to vote in the manner as he/ she think appropriate.
4. Those Members who have multiple folios with different joint holders may use copies of this attendance slip/ proxy.

[illegible]

[illegible]

First Financial Services Ltd.

ICSA Programme Centre,
107, Pantheon Road,
Egmore, Chennai - 600008

Route Map for Venue of 34th AGM

Book - Post

If, undelivered please return to:

First Financial Services Limited

Regd Office: 52, F3, 1st Floor, Diamond Block, Gandhi Main Road,
Sri Krishna Vatika Appt, Puzhal Chennai Thiruvallur, 600066