

PREM SOMANI FINANCIAL SERVICES LIMITED

Registered Office: 42, Jai Jawan Colony, Scheme No. 3 Durgapura, Jaipur-302018, Rajasthan

Contact No. 9829051268, Email Id: limitedpsfs@gmail.com

CIN: L67120RJ1991PLC006220

Website: www.psfs.co.in«fax»

To,

Date – 16/10/2018

The Manager
Listing Department,
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers, Dalal
Street, Fort, Mumbai- 400001, Maharashtra

Respected Sirs,

Sub:- Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") submission of Annual report of 27th Annual General Meeting.

Ref: Prem Somani Financial Services Limited ("The company"); Scrip Code: 530669


Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015. We enclose herewith Annual Report of 27th Annual General meeting.

Kindly take the above information on record and oblige.

Thanking You,.

Yours faithfully,

For PREM SOMANI FINANCIAL SERVICES LIMITED


KHUSHBOO JAIN
COMPANY SECRETARY
M. No. A53823


PREM SOMANI FINANCIAL SERVICES LTD.
25th FLOOR, PHIROZE JEEJEEBHROY TOWERS,
DALAL STREET, FORT, MUMBAI - 400001

PREM SOMANI

FINANCIAL SERVICES LIMITED



**27th ANNUAL REPORT
2017-18**

PREM SOMANI
FINANCIAL SERVICES LIMITED

❖ BOARD OF DIRECTORS	❖ MANAGEMENT EXECUTIVE
MR. NAWNEET SOMANI DIN: 00287532 CHIEF FINANCIAL OFFICER CUM MANAGING DIRECTOR (Till- 26.03.2018) DIRECTOR (W.e.f- 27.03.2018)	CS KAVITA SHARMA (Till - 16.03.2018)
MRS. PREM LATA SOMANI DIN: 00287433 NON-INDEPENDENT WOMAN DIRECTOR	CS & CFO KHUSHBOO JAIN (W.e.f. - 30.05.2018)
MR. NAWAL KUMAR SOMANI DIN: 08094850 ADDITIONAL DIRECTOR(W.e.f- 26.03.2018) MR. NAWAL KUMAR SOMANI DIN: 08094850 MANAGING DIRECTOR(W.e.f.-21.05.2018)	
MR. VISHNU KANT MUNDRA DIN: 00339710 INDEPENDENT DIRECTOR	
MR. VIKAS KHATOR DIN: 00740753 INDEPENDENT DIRECTOR (Till - 16.03.2018)	
Mr. OM PRAKAH BANSAL DIN: 00440540 INDEPENDENT DIRECTOR (W.e.f.- 21.05.2018)	

❖ SECRETARIAL AUDITOR	❖ STATUTORYAUDITOR
ARMS & ASSOCIATES LLP	M/S SAPRA AND ASSOCIATES,
COMPANY SECRETARIES	CHARTERED ACCOUNTANTS,
24-KA-1, JYOTI NAGAR,	6/389, SFS, MANSAROVAR,
JAIPUR-302004, RAJ.	JAIPUR-302020, RAJASTHAN

❖ REGISTRAR & SHARE TRANSFER AGENT	❖ BANKER
IN HOUSE	HDFC Bank Ltd.

BOARD COMMITTEES		
Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee
Mr. Vishnu Kant Mundhra (Chairman)	Mr. VikasKhator (Chairman) (Till 16.03.2018) Mr. Om PrakashBansal (Chairman) (W.e.f. – 21.05.2018)	Mr. Vikas Khator (Chairman) (Till 16.03.2018) Mr. Om PrakashBansal (Chairman) (W.e.f. – 21.05.2018)
Mr.VikasKhator (Till 16.03.2018)	Mrs.PremLataSomani	Mr. NawneetSomani
Mr.NawneetSomani	Mr. Vishnu Kant Mundhra	Vishnu Kant Mundra

**Registered Office: 42, Jai Jawan Colony,
Scheme No. 3 Durgapura,
Jaipur-302018, Rajasthan**



Symptom

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Route Map to the Venue of AGM

PREM SOMANI FINANCIAL SERVICES LIMITED

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CIN: L67120RJ1991PLC006220

Website: www.psfs.co.in

NOTICE OF AGM

Notice is hereby given that the 27th Annual General Meeting (“AGM/Meeting”) of members of PremSomani Financial Services Limited will be held on Saturday, 29th September 2018 at 02:00P.M at the registered office of the company situated at 42, Jai Jawan Colony, Scheme-3, Durgapura, Jaipur-302018, Rajasthan to transact the following business:

ORDINARY BUSINESS:**1. Adoption of Audited Financial Statements together with the report of the Board of Directors and Auditors thereon:**

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon.

2. Appointment of Mrs.PremLataSomani(DIN: 00287433) as a director liable to retire by rotation:

To appoint a Director in place of **Mrs.PremLataSomani (DIN: 00287433)**, who retires by rotation and, being eligible, seeks re-appointment.

3. Appointment of the Statutory Auditors and in this regard, to consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee, M/s. Sapra & Company, Chartered Accountants (FRN 003208C), be and are, hereby appointed as Statutory Auditor of the company to hold office for a period of 5 years commencing from the conclusion of this AGM till the conclusion of the 32nd AGM, at the remuneration to be determined by the Board of Directors of the Company upon recommendation of Audit Committee.”

By the order of the Board
For Prem Somani Financial Services Limited

Nawal Kumar Somani
Managing Director
DIN: 08094850

Date: 14.08.2018

Place: Jaipur

Notes:

1. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company (a copy of proxy form is attached). The instrument appointing the proxy in order to be effective, should be duly stamped, filled, signed and must, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution or Power of Authority authorising their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Register of Member & Share Transfer Book of the company will remain closed from 23rd September, 2018 to 29th September, 2018 (both days inclusive) for the purpose of AGM.
5. Members/ Proxies / Authorized representative should bring the attendance slips duly filled-in for attending the meeting and deliver the same at the entrance of the meeting place.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members can submit their PAN details to the Company.
7. Members seeking further information or clarifications on the Annual report or accounts are requested to send in their written queries to the company at least 7 days before the date of the meeting to enable the company to compile the information and provide replies at the meeting.
8. The Ministry of Corporate Affairs has taken a “Green Initiative in Corporate” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including annual report can be sent by e-mail to its members. To Support this green initiative of the government in full measure, members are requested to register their e-mail addresses to the following:

limitedpsfs@gmail.com

Members may also note that the aforesaid documents can be downloaded from the company website: www.psfs.co.in and Central Depository Services (India) Ltd (CDSL).

9. Members are requested to inform the Company's Registrar and Share Transfer Agent i.e. (In house RTA) about the changes, if any, in their registered address along with the Pin Code, quoting their Folio Number. All correspondence relating to transfer of shares shall be sent to the aforesaid In-house RTA.
10. The Register of Directors and Key Managerial Personnel ("KMP") and their shareholding and Register of Contracts or Arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 respectively will be available for inspection by the members at AGM.
11. Relevant documents referred to in accompanying Notice are open for inspection by the Members at the Registered Office of the company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours upto the date of AGM.
12. A copy of Audited Financial Statements for the year ended 31st March, 2018 together with the Board's and Auditor's Report thereon are enclosed herewith.
13. Voting through electronic means
 - a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Securities And Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote e-voting facility to the members of the Company to exercise their right to vote electronically from a place other than the venue of the AGM ('remote e-voting') in respect of the resolutions to be passed at the 27th AGM. The facility of casting the votes by the members using an electronic voting system will be provided by Central Depository Services (India) Limited (CDSL).
 - b. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2018.**
 - c. The remote e-voting period will commence on Tuesday, 25th September, 2018 at 10.00 A.M. and ends on Friday, 28th September, 2018 at 5.00 P.M. During this period, shareholders' of the Company, holding shares, as on the cut-off date **22nd September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - d. The facility for voting through ballot paper shall also be made available at the Venue of AGM and the members who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - e. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - f. The process and manner for remote e-voting are as under:
 - i. The shareholders should log on to the e-voting website www.evotingindia.com.
 - ii. Click on Shareholders.
 - iii. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - iv. Next enter the Image Verification as displayed and Click on Login.

- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

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

- vii. After entering these details appropriately, click on “SUBMIT” tab
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant Company Name i.e. “**PREM SOMANI FINANCIAL SERVICES LIMITED**” on which you choose to vote.
- xi. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. 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 Corporate.
 - 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.

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.

- 14. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members as at closing hours of business.
- 15. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company .
- 16. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 22nd September 2018 are requested to send the written / email communication to the Company at limitedpsfs@gmail.com.inby mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- 17. **Mr.Manoj Maheshwari**, Practicing Company Secretary (FCS 3355) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and poll at the AGM in a fair and transparent manner.
- 18. The final results including the remote E-voting and poll results of the AGM shall be declared within 48 hours from the conclusion of the AGM. The final results along with the scrutinizer's report shall be placed on the Company's website www.psfs.co.in immediately after the result is declared by the

- Chairman and also on the CDSL's website at www.evotingindia.com and shall be communicated simultaneously to the concerned stock exchange.
19. Details of Director retiring by rotation and/or seeking re-appointment at this AGM as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) are provided under **Annexure- A** of Notice of AGM.
20. The Route Map showing the direction to reach the venue of AGM pursuant to SS-2 is attached at the end of the Report.

By order of the Board of Director

For Prem Somani Financial Services Limited

Date: 14.08.2018
Place: Jaipur

Nawal Kumar Somani
Managing Director
DIN: 08094850

Annexure-A

Additional Information on director being appointed/ re-appointed as required under Regulation 36 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and relevant Provisions of Secretarial Standard on General Meetings (SS-2):

Particulars	Mrs.PremLataSomani
DIN	00287433
Date of Birth	27 th October, 1959
Age	59 yrs
Qualifications	B.A.
Experience in specific functional areas	Having over 26 yrs. of experience in Administration
Date of Appointment	25 th September ,1991(Re-appointed from time to time)
Remuneration sought to be paid	Nil
Remuneration last Drawn	Nil
Number of shares held in the company	766100
Relationship with other Directors	Wife of Nawal Kumar Somani Director of the company
Board meetings attended during the year	6
Directorship held in Other public company	Nil
Chairman/Member of the Audit Committee and Stakeholders' Grievance Committee in other public company	Nil

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Board's Report

**To,
The Shareholders,
PremSomani Financial Services Limited**

Prem Somani Financial Services Limited Your Directors have pleasure in presenting the 27th Annual Report on the business and operations of the company together with the Audited Financial Statement for the financial year ended, 31st March, 2018.

1. HIGHLIGHTS OF FINANCIAL PERFORMANCE

The Company has recorded the following financial performance, for the year ended March 31, 2018

(Rs. in Words)

Particulars	Financial Year	
	2017-18	2016-17
Total Revenue	930,313.00	1,188,851.00
Less- Total Expenditure	6,331,324.00	2,567,536.00
Net Profit/ (Loss) Before Tax	(5,401,011.00)	(1,378,685.00)
Less: Provision for Tax	19,097.00	(26,137.00)
Net Profit/ Loss After Tax	(5,420,108.00)	(1,352,548.00)

2. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

During the year under review, your company's revenue from operations was decreased from Rs. 9.91 Lakhs to Rs. 7.80 Lakhs. Due to increase in other expenses company has incurred a loss of Rs 54.20 Lakhs during the reporting period. Your Directors & Management along with the entire team is taking all possible action to sustain our financial growth and business operational developments inspite of all adverse external conditions & competition.

Further, your Company's management is trying their best to improve company's performance and generating profits in the coming years.

3. LISTING STATUS

The Company is listed on BSE Ltd., (Scrip Code: 530669). There was no trading of Company's Shares at the exchange during the financial year 2017-18

4. MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of the Company occurred between the

end of the financial year to which these financial statements relate and the date of this report.

5. DIVIDEND

Due to the reason of loss incurred during the year, the directors are unable to recommend any dividend for the year under review.

6. AMOUNTS TRANSFERRED TO RESERVES

The Board of the company has not transferred any amount to its Special Reserves account (required to maintain under section 45IC of Reserve Bank of India Act, 1934) in the financial year 2017-18 as company has not earned any profit during the reporting year. Further, no other amount has been transferred under the head of Reserve and Surplus during the said period.

7. CHANGES IN SHARE CAPITAL, IF ANY

During the financial year 2017-18 there has been no change in the structure of share capital of the Company.

8. EXTRACT OF ANNUAL RETURN

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9 is annexed herewith for your kind perusal and information. **“Annexure-1”**

9. INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY

During the year under review, the company divested its stake from the following associate company:

S. No	Name	Status Subsidiary/ JV/ Associate Company	Year of becoming Associate Company	Date of ceasing Associate Company
1	Prem Somani Share Brokers Limited	Associate Company	1995-1996	26-03-2018

Since above company was an associate for the part of F.Y. 2017-18, a statement containing the salient features of the financial statements of our associate in the prescribed format **AOC 1** is appended as **“Annexure -2”** to this report.

10. DIRECTORS AND KMP

- Ms. Kavita Sharma (ACS 45675) who was appointed as Company Secretary of the company has resigned w.e.f. 16th March, 2018. The board of Directors record their appreciation for the services rendered by Ms. Kavita Sharma during her tenure.
- Mr. Vikas Khator (DIN: 00740753) who was appointed as independent director of the company has resigned from the board w.e.f. 16th March, 2018. The board of Directors recorded their appreciation for the services rendered by Mr. Vikas Khator during his tenure.
- Company has re-designated Mr .Nawneet Somani (DIN:00287532) from Managing Director Cum CFO to Director of the Company with effect from 26th March, 2018.
- During the year under review Mr.Nawal Kumar Somani (DIN:08094850) was appointed as an

additional director of the Company in the board meeting held on 26th March 2018 to hold office till the conclusion of ensuing Annual General Meeting.

- Mr. Nawal Kumar Somani (DIN:08094850) director of the Company was re-designated to the Managing Director of the Company in the EOGM of the company which was held on 21st May 2018 and
- Mr. Om Prakash Bansal (DIN:00440540) was appointed as independent Director of the Company in the EOGM of the company which was held on 21st May 2018
- Ms. Khushboo Jain (ACS 53823) appointed as Company Secretary of the Company in the Board Meeting which was held on 30th May, 2018.
- As per the provisions of Companies Act, 2013 Mrs Prem Lata Somani (DIN: 00287433) will retire by rotation at the ensuing AGM and being eligible offered herself for re-appointment. The Board recommends her re-appointment.

Except aforesaid changes, no other changes took place in the directors and KMP of the company during the year under review.

11. MEETINGS OF THE BOARD OF DIRECTORS

During the Financial Year 2017-18, the Company held Six (6) meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below:

S No.	Date of Meeting	Board Strength	No. of Directors Present
1.	29/05/2017	4	2
2.	11/08/2017	4	3
3.	13/11/2017	4	4
4.	02/02/2018	4	2
5.	08/02/2018	4	2
6.	26/03/2018	3	3

The frequency of board meetings and quorum at such meetings were in accordance with the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and compliances of Secretarial Standards-1 (SS-1) on Meeting of the Board of Directors issued by ICSI. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013, the Listing Regulations and SS-1.

12. MEETINGS OF THE INDEPENDENT DIRECTORS

The Independent Directors of Company meet before the Board Meetings without the presence of the Chairman & Managing Director or Executive Director or other Non-Independent Directors or Chief Financial Officer or any other Management Personnel. These Meetings are conducted in an informal and flexible manner to enable the Independent Directors to discuss matters pertaining to, inter alia, review of performance of Non-Independent Directors and the Board as a whole, review the performance of the Chairman of the Company (taking into account the views of the Executive and Non-Executive Directors), review the performance of the Company, assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Meetings of Independent Directors were held during the year and the meetings were well attended.

13. FORMAL ANNUAL EVALUATION

The evaluation /assessment of the Directors and KMPs of the Company are to be conducted on an annual basis to satisfy the requirements of the Companies Act, 2013 and Listing Regulations. The Annual performance evaluation of the Board Committees/ KMP/ Individual Directors was carried out during the year under review. The Company has prepared an annual performance evaluation policy for performance evaluation of Independent Directors, Non- Independent Director Board and its Committees. The said criteria provide certain parameters like Attendance, Availability, Time spent, Preparedness, Active participation, Analysis, Objective discussions, Probing & testing assumptions, Industry & Business knowledge, Functional expertise, Corporate Governance, Development of Strategy & Long Term Plans, Inputs in strength area, Director's obligation and discharge of responsibilities, Quality and value of contributions and Relationship with other Board Members etc. which is in compliance with applicable laws, regulations and guidelines.

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, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out in the Meeting of Independent Directors separately.

14. AUDITORS AND REPORT THEREON**STATUTORY AUDITOR**

M/s Sapra & Co., Chartered Accountants, the Statutory Auditor of the Company were appointed in the Extra Ordinary General Meeting of the company held on 21st May, 2018 to fill the casual vacancy caused due to resignation of previous auditors. Pursuant to the provisions of Section 139, the period of office of **M/s. Sapra & Co., Chartered Accountants (Firm Registration Number: 003208C)**, Statutory Auditor of the Company, expires at the conclusion of ensuing Annual General Meeting.

The Board of directors of the company after re-commendation of Audit Committee has proposed to reappoint **M/s Sapra & Co. Chartered Accountants ((Firm Registration Number: 003208C)**, as Statutory Auditors of the Company to conduct the audit of company's accounts for a period of Five (5) years commencing from 1st April, 2018 to 31st March, 2023 to hold office from the conclusion of this AGM till the conclusion of 32nd Annual general Meeting to be held in the calendar year 2023 at the remuneration as may be mutually decided by the board in consultation with the auditors.

Pursuant to Section 141 of the Companies Act, 2013 and relevant Rules prescribed there under, the Company has received certificate from the Auditors to the effect, inter-alia, that their appointment, would be within the limits laid down by the Act and that they are not disqualified for such re-appointment under the provisions of applicable laws.

The observation of the Auditors in their report read with relevant notes on the accounts, as annexed are self-explanatory and need no further explanation. The Auditors' Report is unmodified i.e. it does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDITOR AND REPORT

According to provision of the 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 **M/s Arms & Associates LLP, Practicing Company Secretaries , (FRN: P2011RJ023700)** for the financial year ended 31st March, 2018 is annexed herewith for your kind perusal and information.

The Secretarial Audit Report for the financial year 2017-18, in **form MR 3**, contain qualification, reservation or adverse remark and is annexed to this report as “**Annexure -3**”.

In respect of qualification marked in the Secretarial Audit Report board has given explanations, comments and marks on the Report. Board hereby states Board has file an FIR related to Secretarial records, Minutes books lost in the fire incident. And non- compliance of provisions of LODR (Listing obligation and Disclosure requirement) 2015, and Companies Act, 2013, occurred due to inadvertency and misinterpretation of the provisions of Companies Act, 2013. Board has submitted all the reply of notices received from Registrar of Companies, Rajasthan and also paid penalties imposed in relation to the notices received during the period under review.

Further, the Board of Directors has approved the appointment of **M/s. V.M. & Associates**, Company Secretaries, Jaipur (**FRN . P1984RJ039200**) as “Secretarial Auditor” for conducting Secretarial Audit for the financial year 2018-19.

INTERNAL AUDITOR AND INTERNAL AUDIT REPORT

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with the rules made thereunder, as amended, the Board of Directors had approved the appointment of Mrs.LataGyanmalani (Practicing Company Secretary) as "Internal Auditor" of the company for conducting Internal Audit for the financial year 2017-18. The Internal Audit Reports were received by the Company and the same were reviewed by the Audit Committee and Board of Directors.

Further, The Board of Directors has approved the appointment of **M/S Ghanshyam Rathi & Company Practicing Chartered Accountants, (Firm Registration Number : 003873C)**, as "Internal Auditor" of the company for conducting Internal Audit for the financial year 2018-19.

15. DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors have confirmed and declared that they are not disqualified to act as an Independent Director in compliance with the provisions of Section 149 of the Companies Act, 2013 and the Board is also of the opinion that the Independent Directors fulfil all the conditions specified in the Companies Act, 2013 making them eligible to act as Independent Directors.

16. LOANS, GUARANTEES AND INVESTMENTS

Being a Non-Banking Financial Company, Section 186 of the Companies Act, 2013 is not applicable on the company. Further, details of Inter-corporate Loans and investments are given under (Note No. 8 of financial statements.)

17. RELATED PARTY TRANSACTIONS

All related party transactions that were entered into by the company during the financial year were on an arm's length basis and were in the ordinary course of business. The particulars of contracts/arrangements/Transactions entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 is given in **Form AOC -2** is provided as “**Annexure-4**”

to this Annual Report.

The details of the related party transactions as required are set out in **(Note No. - 3.9)** to the financial statements forming part of this Annual Report.

18. NOTICES RECEIVED DURING THE PERIOD

During the Period under review, company was issued below mentioned notices from Registrar of Companies, Rajasthan. The Company submitted its suitable replies in respect of the notices in the prescribed time.

Further, there were no significant or material orders were passed by the regulators or courts or tribunals impacting the going concern status and company operations in future

Date	Subject Matter of Notice received
30.05.2017	Notice Received U/S 206(1) and 206(3) of Companies Act 2013, compounding of offence done and penalty paid on 27 march 2018
06.03.2018	Notice Received U/S 206(5) of the Companies Act, 2013.
16.04.2018	Show cause Notice Received U/S 108, 177, 158,129 these are related to current financial year (2018-19).

19. PARTICULARS OF EMPLOYEES

There was no employee in the company drawing remuneration in excess of the limits set out in the Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Further, the disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annual Report as **“Annexure-5”**.

Further the disclosures pertaining to remuneration and Top Ten Employees details are provided in the Annual Report as **“Annexure-6”**.

20. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Clause (B) of Schedule V (Part D) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, A detailed Management Discussion and Analysis Report on the Financial Condition and Result of operations of the Company is included in this Annual Report under the heading **“Annexure-7”**.

21. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **“Annexure-8”** and is attached to this Report.

22. DEPOSITS

In terms of the provisions of Section 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, The Company has neither invited nor accepted or renewed any fixed deposits from public during the year under review.

23. THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 :

Your Company has always believed in providing a safe and harassment free workplace for every individual working in its premises through various interventions and practices. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this Policy.

During the year under review, the following is a summary of sexual harassment complaints received and disposed off:

- Number of complaints received: NIL
- Number of complaints disposed off: NIL

24. CORPORATE GOVERNANCE

As per Regulation 15(2) of the Listing Regulations, the compliance with the Corporate Governance provisions shall not apply in respect of the following class of companies:

- a. Listed Entity having paid up equity share capital not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, as on the last day of the previous financial year;
- b. Listed Entity which has listed its specified securities on the SME Exchange.

Since, our Company falls in the ambit of aforesaid exemption (a); hence compliance with the provisions of Corporate Governance shall not apply to the Company and it also does not form part of the Annual Report. However, the Company has due corporate governance norms for the financial year 2017-18.

25. AUDIT COMMITTEE

1. The Audit Committee's composition meets with the requirement of Section 177 of the Companies Act, 2013 and rules made thereunder. Members of the Audit Committee possess financial / accounting expertise / exposure.

The audit committee comprises of 3 Directors Mr.VikasKhator(DIN: 00740753)till (16.03.2018), Mr. Vishnu Kant Mundra (DIN: 00339710), Mr. Nawneet Somani (DIN: 00287532).All the members of the Committee except Mr.Nawneet Somani, are Independent Directors. Mr Vishnu Kant MundraIndependent Director is the Chairman of the committee.

2. There has been change in the composition of the committee during the year.Mr.VikasKhator(DIN: 00740753)independent Director of the Company resigned from the board w.e.f. 16th March, 2018. Whereas Mr. Om PrakashBansal(DIN:00440540) was appointed as independent Director of the Company w.e.f. 21st May 2018.

The Company Secretary of the Company is the Secretary of the Committee.

Sl. No.	Name of the Director	Position	Category	Number of Meetings during the Financial Year 2017-18	
				Held	Attended
1	Mr. Vishnu Kant Mundra	Chairman	Non-Executive Independent Director	4	4
2	Mr. Nawneet Somani	Member	Managing Director	4	4
3	Mr. Vikas Khator	Member	Non-Executive Independent Director	4	4

3. The details of term of reference of the Audit Committee, inter alia, includes the following:

- The recommendation for appointment, remuneration and terms of appointment of auditors of the company
- Review and monitor the auditor's independence, performance, and effectiveness of audit process
- Examination of the financial statement and the auditor's report thereon
- Approval or any subsequent modification of transactions of the company with related parties
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems

26. REMUNERATION POLICY

The Nomination and Remuneration Committee has formulated criteria for determining Qualifications, positive Attributes and independence of a directors as well as Nomination and Remuneration Policy of the company as mandated under Section 178 (3) and (4) of the Companies Act, 2013.

The above referred policy is available on the website of the company and can be accessed at http://www.psfs.co.in/nomination_remuneration.php

27. NOMINATION AND REMUNERATION COMMITTEE

The Committee composition, powers, role and term of reference of the committee are in accordance with the requirements as mandated under section 178 of the Companies Act, 2013.

TERMS OF REFERENCE OF NOMINATION & REMUNERATION COMMITTEE:

The terms of reference of the Nomination & Remuneration Committee inter alia include the following:

- Recommendation of Nomination for membership of the Board, its committees and the leadership team of the Company including Key Managerial personnel ("KMP") as defined by the Companies Act, 2013.
- Formulation of criteria for determining qualifications, positive attributes and independence

of a director and recommend to the Board of Directors a policy relating to remuneration of the Directors, Key Managerial Personnel and other Employees.

- (c) Formulation of Criteria for evaluation of performance of Independent Directors and the Board of Directors.
- (d) Devising a policy on diversity of Board of Directors.
- (e) Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent director.
- (f) 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.

Constitution of this committee is given hereunder along with the details of meetings held during financial year 2017-18 and attendance therein.

Meeting of the Nomination and Remuneration Committee was held on 14th March, 2018.

Sl. No.	Name of the Director	Position	Category	Number of Meetings during the Financial Year 2017-18	
				Held	Attended
1	Mr. Vikas Khathor	Chairman	Non-Executive Independent Director	1	1
2	Mrs. Prem Lata Somani	Member	Director	1	1
4	Vishnu Kant Mundra	Member	Non-Executive Independent Director	1	1

28. STAKEHOLDER'S RELATIONSHIP COMMITTEE

Company has Stakeholder's Relationship Committee that has been constituted under section 178 of the Companies Act, 2013 for looking into the grievances of shareholders' and investors of the company.

Constitution of this committee is given hereunder along with the details of meetings held during financial year 2017-18 and attendance therein.

Meeting of the Stakeholder's Relationship Committee was held on 09th March, 2018.

Sl. No.	Name of the Director	Position	Category	Number of Meetings during the Financial Year 2017-18	
				Held	Attended
1	Mr. Vikas Khathor	Chairman	Non-Executive Independent Director	1	1
2	Mr. Nawneet Somani	Member	Managing Director	1	1
4	Vishnu Kant Mundra	Member	Non-Executive Independent Director	1	1

Further, Terms of reference for the Stakeholder's Relationship Committee are as below:-

- (a) Investors relations and redressal of Shareholders' grievance in general and relating to non-receipt of dividends, interest, non-receipt of balance sheet etc. and
- (b) Such other matters as may be from time to time being required by and any statutory, Contractual or other regulatory requirements to be attended to by such committee.

29. VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has formulated a Vigil Mechanism (Whistle Blower Policy) for its directors and employees for reporting genuine concerns about unethical practices and suspected or actual fraud or violation of the code of conduct of the Company pursuant to the provisions of Section 177 of the Companies Act, 2013 read with the rules made thereunder. This vigil mechanism shall provide a channel to the employees and Directors to report to the management, concerns about unethical behaviour, and also provide for adequate safeguards against victimization of persons who use the mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional. The practice of the Vigil Mechanism /Whistle Blower Policy is overseen by the Audit Committee of the Board and no employee has been denied access to the Committee.

Section 177(9) of the Companies Act, 2013 requires every listed company, every company which accept deposits from the public and companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees to establish a vigil mechanism for Directors and Employees to report their genuine concerns about on unethical behaviour / misconduct / actual or suspected frauds / violation of code conduct.

Any Director or employee can directly email his/her concern or complaint to email id as mentioned below. The Company will take appropriate action for its resolution. The Policy can be accessed on the Company website at following link – <http://www.psfs.co.in/whistle-blower.php>

During the year, no whistle blower event was reported and mechanism is functioning well. No personnel has been denied access to the Audit Committee.

30. RISK MANAGEMENT

The Company operates in conditions where economic environment and social risk are inherent to its businesses. In managing risk, it is the Company's practice to take advantage of potential opportunities while managing potential adverse effects. Pursuant to the provisions of Regulations 17 of the Listing Regulations, the Board of Directors must frame, implement and monitor the risk management plan of the Company. In line with Listing Regulations and as per the requirement of Section 134(3) (n) of the Companies Act, 2013 read with the rules made thereunder, as amended, Board has already framed a comprehensive Risk Management Policy to oversee the mitigation plan including identification of element of risk, for the risk faced by the company, which in the opinion of the Board may threaten the existence of the Company. The object of the policy is to make an effective risk management system to ensure the long term viability of the company's business operations.

31. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Companies Act, 2013 emphasizes the need for an effective Internal Financial Control system in the Company. The system should be designed and operated effectively. Rule 8(5)(viii) of the Companies

(Accounts) Rules, 2014 requires the information regarding adequacy of Internal Financial Controls with reference to the financial statements to be disclosed in the Board's report. To ensure effective Internal Financial Controls the Company has laid down the following measures:

- The internal financial control systems are commensurate with the size and nature of its operations.
- All legal and statutory compliances are ensured on a monthly basis. Non-compliance, if any, is seriously taken by the management and corrective actions are taken immediately. Any amendment is regularly updated by internal as well as external agencies in the system.
- Approval of all transactions is ensured through a preapproved Delegation of Authority Schedule which is reviewed periodically by the management.
- The Company follows a robust internal audit process. Transaction audits are conducted regularly to ensure accuracy of financial reporting, safeguard and protection of all the assets. Fixed Asset verification of assets is done on an annual basis. The audit reports for the above audits are compiled and submitted to Managing Director and Board of Directors for review and necessary action.

The main thrust of internal audit is to test and review controls, appraisal of risks with best practices in the industry. The Management with Audit Committee periodically reviews the Internal Control System and procedure for the efficient conduct of the business.

32. CODE OF CONDUCT

The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the employees and Non-executive Directors, Executive directors and Independent Directors. The code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code of Conduct is available on the Company's website <http://www.psfcs.co.in/codeofconduct.php>

Further, there is no need to give the declaration by the Chief Executive Officer in this regard as the same is not applicable on the company by virtue of Regulation 15 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

33. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) (c) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis;

- (e) 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; and
- (f) 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.

34. ACKNOWLEDGEMENT

Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and Workers of the Company.

For & on Behalf of the Board of Directors

Place: Jaipur
Date : 14th August 2018

Prem Somani Financial Services Limited

Nawal Kumar Somani
Managing Director
DIN: 08094850

Annexure to the Board’s Report

“ANNEXURE-1”

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2018

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

I. REGISTRATION AND OTHER DETAILS:

i. CIN	:L67120RJ1991PLC 006220
ii. Registration Date	:25 th September,1991
iii. Name of the Company	:PremSomani Financial Services Limited
iv. Category / Sub-Category of the Company	: Company Limited by Shares/ Indian Non-Govt Company
v. Address of the Registered office	: 42, Jai Jawan Colony Scheme-3, Durgapura, Jaipur-302018, Rajasthan
vi. Telephone	: 9829051268
vii. Email	: limitedpsfs@gmail.com
viii. Website	: www.psfs.co.in
ix. Whether listed company	: Yes
x. Name, Address and Contact details of Registrar and Transfer Agent, if any	: In House Registrar and Transfer Agent

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Other Credit Granting (Interest Income)	6492	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES : NIL

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

i. Category -wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									

(1) Indian									
a) Individual/HUF	-	942400	942400	28.53	-	942400	942400	28.53	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	53600	53600	1.62	-	53600	53600	1.62	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	-	996000	996000	30.15	-	996000	996000	30.15	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	996000	996000	30.15	-	996000	996000	30.15	-

B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	150000	150000	4.54	-	150000	150000	4.54	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	150000	150000	4.54	-	150000	150000	4.54	-
2. Non-Institutions									
a) Bodies Corp.									

i) Indian	-	134900	134900	4.08	-	134900	134900	4.08	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital uptoRs. 1 lakh	-	1763200	1763200	53.38	-	1763200	1763200	53.38	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	235800	235800	7.14	-	235800	235800	7.14	-
c) Others (NRI'S)	-	23500	23500	0.71	-	23500	23500	0.71	-
Sub-total (B)(2):-	-	2157400	2157400	65.31	-	2157400	2157400	65.31	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	2307400	2307400	69.85	-	2307400	2307400	69.85	-
C. Shares held by Custodian for GDRs & ADRs	-	0	0	0	-	0	0	0	-
Grand Total (A+B+C)	-	3303400	3303400	100	-	3303400	3303400	100	-

ii. Shareholding of Promoters and Promoter Group

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	PremLataSomani	766100	23.19	-	766100	23.19	-	NIL
2.	NareshSomani	100	0.00	-	100	0.00	-	NIL
3.	Naval Somani	36700	1.11	-	36700	1.11	-	NIL
4.	NavneetSomani	25000	0.76	-	25000	0.76	-	NIL
5.	SomaniJewellersLimit ed	53600	1.62	-	53600	1.62	-	NIL
6.	NiveshSomani	17100	0.52	-	17100	0.52	-	NIL
7.	RamasawamiRoiAmb edkar	2500	0.07	-	2500	0.07	-	NIL
8.	S. Lalith Kumar Roongta	2500	0.07	-	2500	0.07	-	NIL
9.	Ravi PrakashRoongta	2500	0.07	-	2500	0.07	-	NIL
10.	DariyaBaiSumermall	2500	0.08	-	2500	0.08	-	NIL
11.	NarayanaSettyvenkata Bha.	2500	0.08	-	2500	0.08	-	NIL
12.	Meera Devi Jalan	200	0.01	-	200	0.01	-	NIL
13.	Rama Krishna G. Bhatt	2500	0.08	-	2500	0.08	-	NIL
14.	G. Dhanlaxmi	2500	0.07	-	2500	0.07	-	NIL
15.	ManjuNath	2500	0.07	-	2500	0.07	-	NIL
16.	Ganpati M. Hedge	2500	0.08	-	2500	0.08	-	NIL
17.	GontlaSubbarayadu	2500	0.08	-	2500	0.08	-	NIL
18.	SumanAgarwal	2500	0.08	-	2500	0.08	-	NIL
19.	VirendraMahlotra	2500	0.08	-	2500	0.08	-	NIL
20.	S PannalalTatia	2500	0.08	-	2500	0.08	-	NIL
21.	Sunil Kumar Jalan	4700	0.14	-	4700	0.14	-	NIL

22.	SaritaSomani	22500	0.68	-	22500	0.68	-	NIL
23.	Nagpati Hedge	2500	0.08	-	2500	0.08	-	NIL
24.	Ramesh Chandra Maheshwari	20000	0.61	-	20000	0.61	-	NIL
25.	HemlataMaheshwari	10000	0.30	-	10000	0.30	-	NIL
26.	Mukesh Kumar Jain	2500	0.07	-	2500	0.07	-	NIL
27.	Deepak Tiwari	2500	0.07		2500	0.07	-	NIL
	TOTAL	996000	30.15		996000	30.15	-	Nil

- iii. Change in Promoters’ Shareholding: No change during the year
- iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SN	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	CRB Trustee Limited A/C CRB Mutual Fund	150000	4.5	150000	4.5
2	Noble Corporate Services Private Limited	67600	2.05	67600	2.05
3	Madhav Prasad Agarwal	42800	1.30	42800	1.30
4	Annapurna Morolia	32200	0.97	32200	0.97
5	Navita	27300	0.83	27300	0.83
6	Nawal Kumar Somani	21300	0.70	21300	0.70
7	Manju Sharma	20000	0.60	20000	0.60
8	Rajasthan Securities Services Private Limited	18500	0.56	18500	0.56
9	Dhoot Industrial Finance Limited	18200	0.55	18200	0.55
10	GautamNemani	16000	0.48	16000	0.48
	Total	413900	12.54	413900	12.54

v. **Shareholding of Directors and Key Managerial Personnel:**

SN	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	PremLataSomani	766100	23.19	766100	23.19
2	NawneetSomani	25000	0.76	25000	0.76
3	VikasKhator	0	0	0	0
4	Vishnu Kant Mundra	11300	0.34	11300	0.34
5	Nawal Kumar Somani	36700	1.11	36700	1.11
	Total	802400	24.29	802400	24.29

V. INDEBTEDNESS:

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particularsof Remuneration	Name of MD/WTD/Manager		Total Amount
		-----	-----	
1.	Grosssalary (a) Salaryasper provisions containedin section17(1)of theIncome-tax Act,1961 (b) Valueof perquisitesu/s 17(2)Income-tax Act,1961 (c) Profitsinlieuof salaryundersection17(3)Income-tax Act,1961	-	-	-
2.	StockOption	-	-	-
3.	SweatEquity	-	-	-
4.	Commission • As%of profit • Others,specify...	-	-	-
5.	Others, please specify	-	-	-
6.	OverallCeilingaspertheAct	-	-	-
	Total	-	-	-

B. Remuneration to other directors: NIL

Sl. no.	ParticularsofRemuneration	NameofDirectors				Total Amount
		----	----	----	---	
	1. Independent Directors • Fee for attending board committee meeting • Commission • Others, please specify	-	-	-	-	-
	Total(1)					
	2. Other Non-Executive Directors • Fee for attending board committee meetings • Commission • Others, please specify	-	-	-	-	-
	Total(2)					
	TotalManagerial Remuneration					NIL
	OverallCeilingaspertheAct					

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

SN	Particularsof Remuneration	KeyManagerialPersonnel			
		CEO	Company Secretary	CFO	Total
			Kavita Sharma Up to (16.03.2018)	Mr.NawneetSo mani Up to (26.03.2018)	
1.	Grosssalary (a) Salaryasper provisions containedin section17(1)of theIncome-tax Act,1961 (b) Valueof perquisitesu/s 17(2)Income-tax Act,1961 (c) Profitsinlieuof salaryundersection17(3)Income-tax Act,1961	-	1,80,000.00	Nil	1,80,000.00
2.	StockOption	-	-	-	-
3.	SweatEquity	-	-	-	-
4.	Commission <ul style="list-style-type: none">As%of profitOthersspecify...	-	-	-	-
5.	Others,please specify	-	-	-	-
	Total	-	1,80,000.00	Nil	1,80,000.00

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	U/S 206(1) and 206(3) of companies act, 2013	It is observed that M/s PremSomani Financial Services Limited had committed default under section 206(1) & (3) and the offence is compounded and the Company paid the compounding fees	57,000.00	Regional Director (Ahmedabad)	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil		Nil	Nil	Nil
Compounding	U/S 206(1) and 206(3) of companies act, 2013	It is observed that Mr.NawneetSomani(DIN: 00287532) Managing Director of the company committed default under section 206(1) & (3) and the offence is compounded and he paid the compounding fees.	57,000.00	Regional Director (Ahmedabad)	Nil
C.OTHERS OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	U/S 206(1) and 206(3) of companies act, 2013	It is observed that Ms.Kavita Sharma company Secretary of the company committed default under section 206(1) & (3) and the offence is compounded and she paid the	Rs. 47,000.00	Regional Director (Ahmedabad)	Nil

**For & on Behalf of the Board of Directors
PremSomani Financial Services Limited**

**Place : Jaipur
Date : 14th August 2018**

**Nawal Kumar Somani
Managing Director
DIN: 08094850**

“ANNEXURE-2”

Form AOC-1

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

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

Part “A”: SUBSIDIARIES: NOT APPLICABLE

Part “B”: ASSOCIATES AND JOINT VENTURES

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

Name of associates/Joint Ventures	PremSomani Share Brokers Private Limited
1. Latest audited Balance Sheet Date	31.03.2017
2. Date	31.03.2017
3. Shares of Associate/Joint Ventures held by the company on the year end	Equity Shares
No.	5,09,000 as on 31.03.2017
Amount of Investment in Associates/Joint Venture	5,090,000 as on 31.03.2017
Extend of Holding%	42.10% as on 31.03.2017
4. Description of how there is significant influence	Company holding decreased from 42.10% shares to 17.29% shares w.e.f 26.03.2018
5. Reason why the associate/joint venture is not consolidated	Company Holding in PremSomani Share Brokers Pvt Ltd is below 20% w.e.f 26.03.2018 so the associate/joint venture is not consolidated
6. Net worth attributable to shareholding as per latest audited Balance Sheet	1,62,56,200/-
7. Profit/(Loss) for the year	
i. Considered in Consolidation	-
ii. Not Considered in Consolidation	-

1. Names of associates or joint ventures which are yet to commence operations. N.A
2. Names of associates or joint ventures which have been liquidated or sold during the year. **PremSomani Share Brokers Private Limited**

For M/s SAPRA & CO.

Chartered Accountants (FRN 003208C)

**For & on Behalf of the Board of Directors
PremSomani Financial Services Limited**

**CA. OM PRAKASH SAPRA
(Proprietor)
M.No. 072372**

**Place: Jaipur
Date: 14th August 2018**

**Nawal Kumar Somani
Managing Director
DIN: 08094850**

**PremLataSomani
Director
DIN: 00287433**

**Khushboo Jain
CS and CFO
ACS M.No. 53823**

ANNEXURE-3**ARMS & ASSOCIATES LLP***Practicing Company Secretaries*24 Ka 1, Jyoti Nagar, Jaipur Rajasthan, India-302004
Telephone: +91- 141-4062906 Fax : +91-141-2740924Email:info@armsandassociates.com
website : www.armsandassociates.com**Form MR-3**[Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018**

To,
The Members
PremSomani Financial Services Limited
42,JaiJawan Colony Scheme No.3
Durgapura Jaipur RJ 302018 IN

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s PremSomani Financial Services Limited (CIN:L67120RJ1991PLC006220)** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the Corporate Conducts/ Statutory Compliances and expressing our opinion thereon.

Based on our verification of the **PremSomani Financial Services Limited** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company, has during the audit period covering the financial year ended on **31st March, 2018**, 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 thereporting made hereinafter :

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **PremSomani Financial Services Limited** ("The Company") for the financial year ended on **31st March, 2018**, according to the provisions of:

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



ARMS & ASSOCIATES LLP

Practicing Company Secretaries

24 Ka 1, Jyoti Nagar, Jaipur Rajasthan, India-302004

Telephone: +91- 141-4062906 Fax : +91-141-2740924

Email: info@armsandassociates.com

website : www.armsandassociates.com

- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder – **Not Applicable to the Company during the Audit Period.**
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings –
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') -
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not Applicable to the Company during the Audit Period.**
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable to the Company during the Audit Period.**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable to the Company during the Audit Period.**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client; **Not Applicable to the Company during the Audit Period.**
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable to the Company during the Audit Period.**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable to the Company during the Audit Period.**
- vi. Other specific laws applicable to the Company are
 - a. **The Reserve Bank of India Act, 1934, and the rules made and notifications issued thereunder;**

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with Bombay Stock Exchange.
- iii. The SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015

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

- a. *Secretarial records, Minutes books etc. have not been examined as the same has been reported to been lost in the fire incident happened at the residence of director on 26.03.2018.*
- b. *Whereas in terms of the provisions of Section 128(1) of the Companies Act 2013 Company has not filed AOC-5 with the Registrar of Companies.*
- c. *After the scrutiny of Balance Sheets done by ROC, show cause notices were issued and thereafter penalties were imposed on the company for violation of section 203 & 206 of the Companies Act, 2013 for which Company has filed application for Compounding of offence with the regulatory authorities.*
- d. *That the net owned fund of the company has reduced to below Rs.200 Lacs being the minimum NOF required for NBFC as per the RBI Guidelines, for which RBI has also issued show cause notice.*

We further report that:

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. ***Not been able to verify due to unavailability of records.***

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. ***Not been able to verify due to unavailability of records.***

We further report that there are *not*adequate systems and processes in the Company commensurate with the size and operation of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period it was found that Net Owned Fund of the Company has been reduced to less than Rs.200 Lacs and notice in this regard is being issued by RBI to the company, this may lead to cancellation of NBFC licenses issued to the Company..

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For ARMS and Associates LLP**Company Secretaries****ICSI Unique Registration No.P2011RJ023700**

Place: Jaipur

Date: 13/08/2018

(Sandeep Kumar Jain)**FCS 5398 C.P.No.4151**

This report is to be read with our letter of even date which is annexed as '**Annexure –A**' and form an integral part of this report.

ANNEXURE – A

To,
The Members
PremSomani Financial Services Limited
42,JaiJawan Colony Scheme No.3
DurgapuraRJ 302018 IN

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

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we 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 the Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For ARMS and Associates LLP
Company Secretaries
ICSI Unique Registration No. P2011RJ023700

Place: Jaipur
Date: 13/08/2018

(Sandeep Kumar Jain)
FCS 5398 C.P.No.4151

“ANNEXURE-4”**Form AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act 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 arm's length transactions under third proviso thereto.

- 1. Details of contracts or arrangements or transactions not at arm's length basis**
There were no contracts or arrangements or transactions entered into during the year ended March 31, 2018, which were not at arm's length basis.
- 2. Details of material contracts or arrangement or transactions at arm's length basis**
The details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2018 are as follows:
 - (a) Name(s) of the related party and nature of relationship:** Mrs.PremLataSomani (DIN: 00287433) who is director of the Company.
 - (b) Nature of contracts/arrangements/transactions:** Leasing of property under section 188 (1)
 - (c) Duration of the contracts/arrangements/transactions:** 3 Months
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any:**
The company has taken the property situated at 42, Jai Jawan Colony, Scheme No. 3 Durgapura, Jaipur-302018 on lease for corporate office w.e.f. 01.04.2017 to 30.06.2017 for a period 3 months at Rs. 15,000/- (Rupees Fifteen Thousand Only)

**For & On Behalf of the Board of Directors
PremSomani Financial Services Limited**

**Date: 14th August, 2018
Place: Jaipur**

**SD/-
Nawal Kumar Somani
Managing Director
(DIN: 08094850)**

ANNEXURE – 5

PARTICULARS OF EMPLOYEES

PURSUANT TO SECTION 197 (12) OF THE COMPANIESACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIALPERSONNEL) RULES, 2014 FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018

S. N O.	Requirement of Rule 5(1)	Details
1.	The ratio of the remuneration of each Director to the median employees of the company for the financial year.	NA (No remuneration paid to directors)
2.	The percentage increase in remuneration of each Director Chief Financial Officer, Company Secretary ,Chief Executive Officer or Manager,if any, in the Financial Year	NA (No changes during the Year in remuneration of CFO, Company Secretary, Chief Executive Officer or Manager)
3.	The percentage increase in the median remuneration of the employees in the Financial Year	NA
4.	The number of the permanent employee on the roll of the company	2
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the % increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Average salary increase of non- managerial employees is: 13.33% Average salary increase of managerial employees is : NA The average increase in remuneration of all employees are decided based on the company’s policy, individual’s performance, inflation and prevailing industry trend.
6	Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes

ANNEXURE – 6

DETAILS OF TOP 10 EMPLOYEES

Name	Kavita Sharma	Ranjana Sharma
Designation	Company Secretary	Office Executive
Remuneration received	180,000 (For 12 Months)	1,80,000 (For 12 Months)
Nature of Employment (contractual or otherwise)	Contractual	Otherwise
Qualification	Company Secretary	BA
Experience	18 Months	11 Yrs.
Age	23 Yrs.	39 Yrs.
Last Employment before joining the company	NA	NA
Relation to any director (if any)	NO	NO
Date of commencement of employment??	01.07.2016	01.04.2008

ANNEXURE – 7**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The management of PremSomani Financial Services Limited is pleased to present its Management Discussion and Analysis report analysing the Company's operations and financial performance. The report Contains expectations of the Company's business based on the current market trends.

INDUSTRY STRUCTURE AND DEVELOPMENT IN THE INDUSTRY

Although Financial Services Industry is amongst the oldest industries in India but it is not growing very rapidly.

It is an industry, which has evolved into a highly competitive and innovative driven industry, characterized by the presence of various sizes of players varying from solo-operators to small-to-medium sized niche players as well as established big players operating in different spaces in the entire spectrum of services.

OPPORTUNITIES AND THREATS

Revival of stock markets and bullish sentiments appears to be opportunity for the company. Tough competition, slow economic growth and depressed stock markets seem to be the biggest threats to the industry.

SEGMENT WISE AND PRODUCT WISE PERFORMANCE

The Company is engaged in the business of financing. The Company decreases in its financing business activities and due to this occurred loss Rs. 9.91 Lakhs as compare to net loss of Rs. 7.80 Lakhs/- during the previous year.

During the year under review, Company's performance was not upto the mark; However, The Board of Directors of the Company is determined to show a better performance in the years to come.

OUTLOOK

Looking at good market sentiments steep rise is expected in near future. As a result, stock market will boost up and the Company is expected to show a better performance in the years to come.

RISK & CONCERNS

Tough competition, slow economic growth, rapid changing statues and regulatory framework, etc. are the major risk areas in the Company's business. By using our experience we hope to perform better in the year to come in spite of these risks.

INTERNAL CONTROL SYSTEM & THEIR ADEQUACY

The Company had adequate internal control system commensurate with its size and nature of business.

Your company's internal control procedures are adequate to ensure compliance with various policies, practices and statutes. Your Company maintains a system of internal controls designed to provide reasonable assurance regarding the following:

- Effectiveness and efficiency of operations
- Adequacy of safeguards for assets
- Prevention and detection of frauds and errors

- Accuracy and completeness of the accounting records
- Timely and accurate preparation of reliable financial information

The Company's Internal Auditor has conducted periodic audits to evaluate the adequacy & effectiveness of financial and operating internal controls, to report significant findings to the Audit Committee of the Board and to provide reasonable assurance that the Company's established systems, policies and procedures have been followed.

The Audit Committee takes due cognizance of the observations made by the auditors and gives their suggestions for improvement. The suggestions of the Audit Committee further ensure the quality and adequacy of the control systems.

FINANCIAL & OPERATIONAL PERFORMANCE

During the Financial Year 2017-2018, Company has incurred a net loss of Rs.5,420,108/- as compared to Net loss of Rs. 1,352,548/- in the previous financial year.

Management periodically reviews the financial and operational performance of your Company against the approved plans across various parameters and takes necessary actions, wherever necessary.

DEVELOPMENT IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The company has formulated a personnel policy. The Company recognizes the importance of Human Resource as a key asset instrumental in its growth. The Company believes in acquisition, retention and betterment of talented team players. HRD activities are taken in the Company involving positive approach to develop employees to take care of productivity, quality and customer needs.

The Company has well developed management information system giving daily, monthly and periodical information to the different levels of management. Such reports are being analysed and effective steps are taken to control the efficiency, utilization, productivity and quality in the Company. Total number of employees as on 31st March 2018 stood at 2.

ANNEXURE – 8

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN
EXCHANGE OUTGO:**

Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the companies (Accounts) Rules, 2014 is forming part of the board’s report for the financial year 2017-18.

A. Conservation of energy:

I.	The steps taken or impact on conservation of energy	<ul style="list-style-type: none">• The company is providing financial services which require normal conservation of energy consumption of electricity. However the company is making necessary efforts to reduce the consumption of energy.• The office of the Company has been using LED bulbs that consume less electricity as compared to CFL and incandescent bulbs. The Company has increased the usage of low electricity consuming monitors in place of conventional monitors. The Company has started buying the new energy efficient computers that automatically goes into low power ‘sleep’ mode or off-mode when not in use. As a part of Green Initiative, a lot of paper work at branches and Registered Office has been reduced by increased usage of technology.
II.	The steps taken by the company for utilizing alternate sources of energy	NIL
III.	The capital investment on energy conservation equipment	NIL

B. Technology absorption:

I.	The efforts made towards technology absorption	Your company being a Non-Banking Financial Company, its activities do not require adoption of any specific technology. However, your Company has been in the forefront in implementing latest information technologies & tools towards enhancing our customer convenience and continues to adopt and use the latest technologies to improve the productivity and quality of its services.
II.	The benefits derived like product improvement cost reduction, product development or import substitution	N.A.
III.	Technology Imported during the last three years <input type="checkbox"/> The details of technology imported <input type="checkbox"/> The year of import <input type="checkbox"/> Whether the technology been fully absorbed <input type="checkbox"/> If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A. N.A. N.A. N.A.

IV.	The expenditure incurredResearch and Development	Company has not incurred any expenditure on research and developmentduring the year under review.
-----	--	---

A. Foreign exchange earnings and Outgo

Foreign exchange earnings and outgo is reported to be NIL during the financial year under review.

Independent Auditor's Report

To
The Members of
M/s. Prem Somani Financial Services Limited
Jaipur.

Report on the Financial Statements

We have audited the accompanying financial statements of **M/s. Prem Somani Financial Services Limited** ('the Company'), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, Cash Flow Statement for the year then ended and a summary of significant accounting policies & other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or

error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Management as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016(the Order) issued by Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement of the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
 - d. In our opinion the aforesaid standalone 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, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of

- section 164(2) of the Companies Act, 2013;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refers to our separate report in 'Annexure B'; and
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations, if any, on its financial position in its financial statements.
 - ii. The Company has made provisions, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long-term contracts including derivative contracts if any.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund. Therefore, issue of delay in transferring such sums does not arise.

FOR M/s SAPRA & CO.
(Chartered Accountants)
FRN 003208C

CA. OM PRAKASH SAPRA
(Proprietor)
M.No. 072372

Annexure A to the Auditor's Report

The Annexure referred to in Independent Auditor's Report to the members of the M/s. Prem Somani Financial Services Limited on the financial statements for the year ended March 31, 2018, we report that:

i. Fixed Assets:

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The management during the year has physically verified the major assets and in our opinion, the frequency of verification is reasonable. 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, we report that, the title deeds, comprising all immovable properties of land & buildings which are freehold, are held in the name of the Company.

ii. Inventories:

The company is holding securities in the form of Investments, therefore it does not hold any physical inventories. Thus, paragraph 3(ii) of the order is not applicable to the company.

iii. Loans to the parties covered in the register maintained under Section 189 of the Act:-

The Company has granted unsecured loans to **M/S Prem Somani Share Brokers** covered in the register maintained under section 189 of the Companies Act, 2013. The maximum amount outstanding at any time during the year was Rs. 59,29,075/- (outstanding balance as at March 31, 2018 is Rs. 57,89,000). The Company has charged interest on such loan upto December 2017. In our opinion and according to the information and explanations given to us, the terms and conditions of the unsecured loans so granted are not prima facie prejudicial to the interest of the company. However the recovery of Principal and Interest now, seems to be doubtful as the borrower has suspended its business activities.

iv. Compliance of provisions of section 185 and 186 of the Companies Act, 2013:-

In our opinion and according to the information and explanation given to us, the company is Non Banking Financial Company therefore, the advances has been given in the normal course of business, therefore, the provisions of section 185 and 186 does not apply to the company. Thus, paragraph 3(iv) of the order is not applicable.

v. Public Deposits:-

According to the information and explanations given to us, the Company has not accepted deposits from the public. Therefore, the provisions of clause (v) of paragraph 3 of the order are not applicable to the Company.

vi. Cost Records:-

According to the information and explanations given to us, the maintenance of cost records has not been prescribed by the Central Government under section 148(1) of the Companies Act, for any of the services rendered by the Company. Therefore, the provisions of clause (vi) of

paragraph 3 of the order are not applicable to the Company.

vii. Statutory Dues:-

- a) Undisputed Statutory Dues: According to the information and explanations given to us and on the basis of our examination of the record of the company, undisputed statutory dues including provident fund, ESI, Income Tax and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities.
- b) Disputed statutory dues: According to the information and explanations given to us, there are no disputed dues which have remained outstanding as at the end of the financial year, for a period of more than six months from the date they became payable.

viii. Dues to Financial Institution or Bank or Debenture holders:-

According to the information and explanations given to us and based on the documents and records produced before us, the company does not have any outstanding dues from Financial Institution or Bank or Debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.

ix. Application of IPO, FPO and Term loans:-

According to the information and explanations given to us, the company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.

x. Fraud on or by the company-noticed or reported:-

According to the information and explanations given to us, and to the best of our knowledge and belief, no fraud by the Company or on the company by its officers or employees, has been noticed or reported during the course of our audit.

xi. Managerial Remuneration :-

According to the information and explanations given to us, and to the best of our knowledge, the Company has not paid any managerial remuneration during the year. Therefore the provision of clause XI of paragraph 3 of the order is not applicable.

xii. Nidhi Company :-

Since the company is not a Nidhi Company, therefore, paragraph 3(xii) of the order is not applicable.

xiii. Related Party Transaction :-

According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with sections 177 and 188 of the Act wherever applicable and details of such transaction have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. Preferential allotment and Private placement:-

According to the information and explanations given to us and based on our examination of the

records of the company, the company has not made any preferential allotment or private placement of share or fully or partly convertible debenture during the year.

- xv. **Non-Cash Transaction:** -According to the information and explanations given to us and based on our examination of the record of the company, the company has not entered into non-cash transactions with the directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.

xvi. **Registration under RBI Act:-**

The Company is a Non-Banking Financial company and is required to be registered under section 45-IA of the Reserve Bank of India. The company has registration for the same.

FOR M/s SAPRA & CO.
(Chartered Accountants)
FRN 003208C

CA. OM PRAKASH SAPRA
(Proprietor)
M.No. 072372

Annexure B to the Auditor's Report

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

We have audited the internal financial controls over financial reporting of M/s. Prem Somani Financial Services Limited ('the Company') as on March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, considering the fact that there were few transaction during the year under review for which, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as on March 31, 2018, 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/s SAPRA & CO.

(Chartered Accountants)

FRN 003208C

CA. OM PRAKASH SAPRA

(Proprietor)

M.No. 072372

Place: Jaipur

Date: May 30, 2018

PREM SOMANI FINANCIAL SERVICES LIMITED

(CIN: L67120RJ1991PLC006220)

BALANCE SHEET AS ON MARCH 31, 2018

(Rs. In words)

Particulars	Note	As on March 31, 2018	As on March 31, 2017
I EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	33,034,000	33,034,000
(b) Reserves and Surplus	2	(16,024,683)	(10,604,575)
(2) Share application money pending allotment			
(3) Non - Current Liabilities			
(a) Long-Term Borrowings		-	-
(b) Deferred Tax Liabilities (Net)		26,649	7,552
(c) Other Long term liabilities		-	-
(d) Long Term Provisions	3	37,338	37,944
(4) Current Liabilities			
(c) Trade Payables		-	-
(d) Short term borrowings		-	-
(a) Other Current Liabilities	4	57,346	31,600
(b) Short term provisions	5	104,686	575,980
TOTAL		17,235,336	23,082,502
II ASSETS			
(1) Non - Current Assets			
(a) Fixed Assets			
Tangible assets	6	370,960	279,946
(b) Non - current investments	7	4,628,509	10,532,917
(c) Long term loans and advances	8	9,342,052	10,848,654
(d) Other Non-current assets		-	-
(2) Current Assets			
(a) Cash and Bank Balances	9	760,597	1,317,672
(b) Other Current Assets	10	2,133,219	103,313
(c) Current Investment		-	-
(d) Short term provisions		-	-
TOTAL		17,235,336	23,082,502

**Significant Accounting Policies And Notes To
Accounts****14**

The notes attached form an integral part of the Balance Sheet
In Accordance with our Report attached

FOR M/s SAPRA & CO.

Chartered Accountants
FRN 003208C

CA. OM PRAKASH SAPRA

(Proprietor)
M.No. 072372

Place: Jaipur
Date: May 30, 2018

For And On Behalf Of Board Of Directors

Nawal Kumar Somani
Managing Director
DIN: 08094850

Prem Lata Somani
Director
DIN: 00287433

Khushbu Jain
CS and CFO
ACS M.No. 53823

PREM SOMANI FINANCIAL SERVICES LIMITED
(CIN: L67120RJ1991PLC006220)
STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDING MARCH 31, 2018

(Rs. In words)

Particulars	Note	For the Year ending March 31, 2018	For the Year ending March 31, 2017
Revenues:			
I Revenue from Operations	11	780,960	990,918
II Other Income	12	149,353	197,933
III Total revenue (I + II)		930,313	1,188,851
Expenses:			
IV Cost of materials consumed		-	-
Purchases of Stock-in-trade		-	-
Change in inventories of finished goods		-	-
Direct Expense (Provision for Standard assets)		(606)	4,037
Employees Benefit Expenses		375,000	547,500
Depreciation	6	32,336	25,845
Other Expenses	13	5,924,595	1,990,154
Total Expenses		6,331,324	2,567,536
Profit/(Loss) before exceptional and extraordinary items and tax (III-IV)		(5,401,011)	(1,378,685)
Exceptional Items			
Profit/(Loss) before extraordinary items and tax (V-VI)		(5,401,011)	(1,378,685)
Extraordinary Items			
V Profit before tax (III-IV)		(5,401,011)	(1,378,685)
VI Tax expenses:			
(1) For Current tax		-	-
(2) For Deferred tax		19,097	(25,587)
(3) For Previous Years		-	(550)
VII		(5,420,108)	(1,352,548)
Profit/(Loss) for the period from continuing operations (V-VI)			
VIII Profit/(loss) from discontinuing operations		-	-
IX Tax expense of discontinuing operations		-	-
X Profit/(loss) from discontinuing operations (after tax) (XII-XIII)		-	-
XI Profit/(Loss) for the period (VII-X)		(5,420,108)	(1,352,548)
XII Earning per equity share:			
XIII (1) Basic		(1.641)	(0.409)
XIV (2) Diluted		(1.641)	(0.409)

Significant Accounting Policies And Notes To Accounts
14

The notes attached form an integral part of the Balance Sheet
 In Accordance with our Report attached

FOR M/s SAPRA & CO.
 Chartered Accountants
 FRN 003208C

CA. OM PRAKASH SAPRA
 (Proprietor)
 M.No. 072372

Place: Jaipur
 Date: May 30, 2018

For And On Behalf Of Board Of Directors

Nawal Kumar Somani
 Managing Director
 DIN: 08094850

Prem Lata Somani
 Director
 DIN: 00287433

Khushbu Jain
 CS and CFO
 ACS M.No. 53823

PREM SOMANI FINANCIAL SERVICES LIMITED

CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2018

Amount (In Rs.)				
PARTICULARS	For the Year Ended on March 31, 2018	For the Year Ended on March 31, 2018	For the Year Ended on March 31, 2017	For the Year Ended on March 31, 2017
A. Cash Flow From Operating Activities				
Net Profit before Tax & extra ordinary Items		(5,401,011)		(1,378,685)
Adjustments for				
(Profit)/Loss on Sale of Investments	2,553,650		8,310	
Depreciation	32,336		25,845	
Provision for Standard asset	(606)		4,037	
Provision for Dimunition of Investment	2,088,710		1,461,508	
Operating Profit before Working Capital Changes		(726,921)		121,016
(Increase)/Decrease in Other Current Assets		(2,029,906)		(26,443)
Increase/(Decrease) in Current Liabilities		25,745		5,750
Increase/(Decrease) in Short term Provisions		(471,294)		238,350
Income Tax Paid		-		550
Net Cash From Operating Activities		(3,202,376)		339,222
B. Cash Flow from Investing Activities				
Sale of Investments		4,466,062		1,200,618
(Purchase) of Investments		(3,204,015)		(2,201,144)
(Purchase)/ Sale of Fixed Assets		(123,350)		-
(Increase)/ Decrease in Long Term Loans and Advances		1,506,602		461,177
Net Cash from in Investing Activities		2,645,299		(539,349)
C. Cash Flow from Financing Activities				
Net Cash Flow from Financing Activities		-		-
D. Net Increase (Decrease) in				
Net Cash flow from all activities		(557,076)		(200,127)
Cash & Cash Equivalents At the beginning of the Year		1,317,672		1,517,799
Cash & Cash Equivalents At the Closing of the Year		760,597		1,317,672

As per our report of even date

FOR M/s SAPRA & CO.

Chartered Accountants

FRN 003208C

CA. OM PRAKASH SAPRA

(Proprietor)

M.No. 072372

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Nawal Kumar Somani

Managing Director

DIN: 08094850

PREMLATA SOMANI

Director

DIN: 00287433

KHUSHBU JAIN

CS & CFO

ACS M.No. 53823

PREM SOMANI FINANCIAL SERVICES LIMITED
 NOTES TO BALANCE SHEET AS ON MARCH 31, 2018

NOTE 1

	₹	₹
Share Capital	As on March 31, 2018	As on March 31, 2017
Authorized: 70,00,000 Equity shares of Rs. 10/- each	70,000,000	70,000,000
	70,000,000	70,000,000
Issued, subscribed and fully paid up: 33,03,400 Equity shares of Rs. 10/- each	33,034,000	33,034,000
Total	33,034,000	33,034,000

NOTE 1A

Reconcillation of Shares	As on March 31, 2018		As on March 31, 2017		
	Number	Amount (Rs.)	Number	Number	Amount (Rs.)
Shares outstanding at the beginning of the	3,303,400	33,034,000	3,303,400	33,034,000	33,034,000
Add: Shares issued during the year	-	-	-	-	-
Add: Bonus issue during the year	-	-	-	-	-
Less: Shares bought back during the year	-	-	-	-	-
Shares outstanding at the end of the year	3,303,400	33,034,000	3,303,400	33,034,000	33,034,000

NOTE 1B

Particulars of equity share holders holding more than 5% of the total number of equity shares:

Sr. No.	Particulars	As on March 31, 2018		As on March 31, 2017	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Prem Lata Somani	766,100	23.19	766,100	23.19
2	Nawal Kumar Somani	358,000	10.83	58,000	1.76

- 1) The company has only one class of equity shares having par value of Rs. 10 per share. Each share holder is entitled to one vote per share.
- 2) The company has not declared dividend during the year ended March 31, 2018
- 3) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company. Company doesn't have any preferential amounts in the Balance Sheet.

NOTE 2

	₹	₹
Reserves & Surplus	As On March 31, 2018	As On March 31, 2017
(a) Share Premium Account		
Opening Balance	750,000	750,000
Add: Premium received during the year	-	-
Less: Utilised during the year	-	-
Closing Balance	750,000	750,000
(b) Special Reserves		
Opening Balance	593,743	593,743
Add: Transfer during Current Year	-	-
Less: Written Back during Current Year	-	-
Closing Balance	593,743	593,743
(c) Surplus		
Opening balance	(11,948,318)	(10,595,770)
Add: Net Profit/(Loss) for the year	(5,420,108)	(1,352,548)
Add: Transfer from Reserves	-	-
Less: Proposed Dividends	-	-
Less: Interim Dividends	-	-
Less: Transfer to Special Reserves	-	-
Less: Assets written off	-	-
Closing Balance	(17,368,426)	(11,948,318)
Total (a+b+c)	(16,024,683)	(10,604,575)

NOTE 3

	₹	₹
Long term Provisions	As on March 31, 2018	As on March 31, 2017
Others		
-Provision For Standard Assets	37,338	37,944
Total	37,338	37,944

NOTE 4

	₹	₹
Other Current Liabilities	As on March 31, 2018	As on March 31, 2017
Other Payables-		
Audit Fees Payable	52,050	31,600
Demat Charges Payable	1,295	-
TDS Payable	4,000	-
Total	57,346	31,600

NOTE 5

	₹	₹
Short Term Provisions	As on March 31, 2018	As on March 31, 2017
Provision for Listing Fees	-	566,080
Provision for ROC Fees	-	9,900
Provision for Electricity Expenses	680	-
Provision for Interest on Listing Fees	104,006	-
Total	104,686	575,980

NOTE 8

	₹	₹
Long term loans and advances	As on March 31, 2018	As on March 31, 2017
Unsecured, Considered Good		
(a) Security Deposits	7,500	7,500
(b) Loans and advances to related parties:-		
Prem Somani Share Brokers Private Limited	5,789,000	5,754,000
(c) Other Loans and advances:-	3,545,552	5,087,154
Total	9,342,052	10,848,654

NOTE 8A

Above loans and advances to related parties are given to a company in which director is a director.

NOTE 9

	₹	₹
Cash and Bank Balances	As on March 31, 2018	As on March 31, 2017
(a) Cash and Cash Equivalents		
(i) Balances with Banks:		
-HDFC Bank	717,490	881,942
(iii) Cash in hand	43,107	82,081
Total (a)	760,597	964,023
(a) Other Bank Balances		
(i) FDR's with Bank having maturity more than 3 months	-	353,649
Total (b)	-	353,649
Total (a+b)	760,597	1,317,672

NOTE 10

	₹	₹
Other Current Assets	As on March 31, 2018	As on March 31, 2017
PSSB Trading Account	1,986,789	-
TDS Receivable	136,664	88,280
Interest Receivable	9,766	15,033
Total	2,133,219	103,313

PREM SOMANI FINANCIAL SERVICES LIMITED
NOTES TO STATEMENT OF PROFIT AND LOSS

NOTE 11

	₹	₹
Revenue from Operation	For the Year ending March 31, 2018	For the Year ending March 31, 2017
Interest Income	780,960	990,918
Total	780,960	990,918

NOTE 12

	₹	₹
Other Income	For the Year ending March 31, 2018	For the Year ending March 31, 2017
Rent Received	10,000	-
Miscellaneous Income (Dividend Income)	1,125	2,500
Profit on sale of investments	-	-
Interest on HUDCO Bonds (Tax Free)	132,020	195,433
Sundry Expenses Written Off	6,208	-
Total	149,353	197,933

NOTE 13

	₹	₹
Other Expenses	For the Period ending March 31, 2018	For the Period ending March 31, 2017
Auditor's Remuneration		
- For Statutory Audit	29,500	12,650
- For Company Law Matters	5,900	2,875
- For Taxation Matters	11,800	4,600
Advertisement Expenses	53,286	15,432
AGM Expenses	18,385	17,940
Cibil Registration Fee	17,700	-
Conveyance Expenses	10,800	9,600
Demat Charges	1,295	2,317
Electricity Expenses	1,405	11,813
Internal Audit Fees	8,850	5,750
Legal & Professional Expenses	15,370	2,875
Listing Fees	287,500	229,377
Miscellaneous Expenses	75,125	11,657
Office Expenses	15,408	16,051
Courier & Postage Expenses	41,382	25,681
Printing and Stationary	63,000	66,050
Rent	15,000	60,000
Repair & Maintenance	12,000	12,000
Secretarial Audit	40,000	-
Security Transaction Tax	4,522	2,667
Website Design Expenses	-	11,000
Loss on sale of investment	2,553,650	8,310
Provision for Diminuton in Investments	2,088,710	1,461,508
Provision for Listing Fee	104,006	-
Sundry Advances (OTCI) Written off	450,000	-
Total	5,924,595	1,990,154

PREM SOMANI FINANCIAL SERVICES LIMITED
FIXED ASSETS FOR THE YEAR ENDED ON MARCH 31, 2018 AS PER SCHEDULE II OF THE COMPANIES ACT, 2013

FIXED ASSETS		NOTE 6									
PARTICULARS	Rate of Dep. (%)	GROSS BLOCK				DEPRECIATION			NET BLOCK		
		As On 01/04/2017	Addition	Deduction	As On 31/03/2018	As On 01/04/2017	For the year	Adjustment	As On 31/03/2018	As On 31/03/2018	As On 31/03/2017
Tangible Assets											
Air Conditioner	13.91	157,618	-	-	157,618	132,518	4,293	-	136,811	20,807	25,100
Building	10.00	900,000	123,350	-	1,023,350	680,680	22,169	-	702,849	320,501	219,320
Furniture & Fixtures	18.10	141,555	-	-	141,555	112,299	5,241	-	117,540	24,015	29,256
Mobile Phone	13.91	11,500	-	-	11,500	5,230	633	-	5,863	5,637	6,270
TOTAL		1,210,673	123,350	-	1,334,023	930,727	32,336	-	963,063	370,960	279,946

* Addition in Building Represents the value of Stamp Duty paid on registry of building in favour of the Company during the year.

PREM SOMANI FINANCIAL SERVICES LIMITED
NOTES TO BALANCE SHEET AS ON MARCH 31, 2018

NOTE 7

NON CURRENT INVESTMENTS

A. Details of Trade Investments										
Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Whether stated at Cost Yes / No	If Answer is 'No' - Basis of Valuation
			As at March 31, 2018	As at March 31, 2017			As at March 31, 2018	As at March 31, 2017		
	Investment in Equity Instruments									
1	Bhuvan Tripura Ltd.	Others	117,000	117,000	Unquoted	Fully Paid	Less Than 1%	Less Than 1%	Yes	-
2	BMB Music & Magnetics Ltd.	Others	31,000	31,000	Quoted	Fully Paid	Less Than 1%	Less Than 1%	Yes	-
3	Dabur India Ltd.	Others	900	1,000	Quoted	Fully Paid	Less Than 1%	Less Than 1%	Yes	-
4	Diamond Power Infra	Others	5,000	5,000	Quoted	Fully Paid	Less Than 1%	Less Than 1%	Yes	-
5	Emkay Aromatics Ltd.	Others	16,400	16,400	Quoted	Fully Paid	Less Than 1%	Less Than 1%	Yes	-
6	Fischer Inorganic Ltd.	Others	26,400	26,400	Quoted	Fully Paid	Less Than 1%	Less Than 1%	Yes	-
7	Hudco	Others	1,610	2,200	Quoted	Fully Paid	Less Than 1%	Less Than 1%	Yes	-
8	Indergiri Finance Ltd.	Others	95,500	95,500	Quoted	Fully Paid	Less Than 2%	Less Than 2%	Yes	-
9	Information Tech Ltd.	Others	1,495	1,495	Quoted	Fully Paid	Less Than 1%	Less Than 1%	Yes	-
10	Malafal Finance Ltd.	Others	2,500	2,500	Quoted	Fully Paid	Less Than 1%	Less Than 1%	Yes	-
11	Malvika Steel Ltd.	Others	14,500	14,500	Unquoted	Fully Paid	Less Than 1%	Less Than 1%	Yes	-
12	NEPC Agro Food Ltd.	Others	2,023	2,023	Quoted	Fully Paid	Less Than 1%	Less Than 1%	Yes	-
13	NEPC Textiles Ltd.	Others	4,880	4,880	Quoted	Fully Paid	Less Than 1%	Less Than 1%	Yes	-
14	Padmini Tech. Ltd.	Others	5,000	5,000	Quoted	Fully Paid	Less Than 1%	Less Than 1%	Yes	-
15	Prakash Solvents Ltd.	Others	12,000	12,000	Quoted	Fully Paid	Less Than 1%	Less Than 1%	Yes	-
16	Pretto Leather Ltd.	Others	5,000	5,000	Quoted	Fully Paid	Less Than 1%	Less Than 1%	Yes	-
17	Shree Renuka Sugars	Others	2,500	5,000	Quoted	Fully Paid	Less Than 1%	Less Than 1%	Yes	-
18	Solarsons Industries Ltd.	Others	1,500	1,500	Quoted	Fully Paid	Less Than 1%	Less Than 1%	Yes	-
19	Subex Ltd.	Others	-	15,000	Quoted	Fully Paid	Less Than 1%	Less Than 1%	Yes	-
20	Supreme Conductors Ltd.	Others	42,400	42,400	Quoted	Fully Paid	Less Than 1%	Less Than 1%	Yes	-
21	High Street Filatex Ltd.(UNILEG)	Others	4,500	4,500	Quoted	Fully Paid	Less Than 1%	Less Than 1%	Yes	-
22	Union Bearing Ltd.	Others	89,500	89,500	Quoted	Fully Paid	Less Than 3%	Less Than 3%	Yes	-
		Total (A)	481,608	499,798					6,448,684	7,264,382

B. Details of Other Investments												
Sr.N o.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity /	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (Rs.)		Whether stated at Cost Yes / No	If Answer is 'No' - Basis of Valuation
			As at March 31, 2018	As at March 31, 2017			As at March 31, 2018	As at March 31, 2017	As at March 31, 2018	As at March 31, 2017		
1	KBC International Pvt. Ltd.	Others	50,000	50,000	Unquoted	Fully paid	11.76%	11.76%	500,000	500,000	Yes	-
2	Prem Somant Share Brokers Pvt. Ltd.	Others	209,000	509,000	Unquoted	Fully paid	17.29%	42.10%	2,090,000	5,090,000	Yes	-
3	First Choice Stock Brokers Pvt. Ltd. *	Others	38,000	38,000	Unquoted	Fully paid	19.43%	19.43%	380,000	380,000	Yes	-
5	Somanis Jewellers Ltd.**	Others	90,975	90,975	Unquoted	Fully paid	19.89%	19.89%	909,750	909,750	Yes	-
		Total (B)	387,975	687,975					3,879,750	6,879,750		
	Total (A+B)		869,583	1,187,773					10,328,434	14,144,132		
C	Provision for Diminution in Investment											
									5,699,925	3,611,215		
	Total Investments (A+B-C)								4,628,509	10,532,917		

* Formerly known as Rajasthan Buildtech Services Pvt. Ltd.
** Formerly known as Somani Securities Limited

PREM SOMANI FINANCIAL SERVICES LIMITED									
DEPRECIATION AS PER INCOME TAX ACT, 1961									
Name of Assets	Opening Balance as on 01/04/2017	Addition during the year		Deletion during the Year	Total	Rates (%)	Deduction	Total Depreciation for the year	Closing Balance as on 31/03/2018
		Before 03/10/2017	On or After 03/10/2017						
<u>BLOCK- I (10%)</u> Furniture & Fixtures including electric fittings	49,741	-	-	-	49,740.91	10%	-	4,974.09	44,766.82
<u>BLOCK- II (15%)</u> Plant and Machinery	35,841	-	-	-	35,841.12	15%	-	5,376.17	30,464.95
<u>BLOCK- III (10%)</u> Building	150000	123,350	-	-	273,350	10%	-	27,335	246,015
	85,582	-	-	-	85,582.03		-	37,685	75,232

PREM SOMANI FINANCIAL SERVICES LIMITED

Registered Office: 42, Jai Jawan Colony Scheme-3, Durgapura, Jaipur-302018, Rajasthan

Contact No. 9829051268, Email Id:limitedpsfs@gmail.com

CIN: L67120RJ1991PLC006220

Website: www.psfs.co.in

ATTENDANCE SLIP

27th Annual General Meeting, Saturday, 29th September, 2018 at 2.00 P.M

±

DPID :	Folio No. :
Client Id :	No. of Shares :

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 27th Annual General Meeting of the Company on Saturday, 29th September, 2018 at 2.00 P.M. 42, Jai Jawan Colony, Scheme-3, Durgapura, Jaipur-302018,Rajasthan

Member's/ Proxy's Name (Block Letters)

Member's/ Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

PREM SOMANI FINANCIAL SERVICES LIMITED

Registered Office: 42, Jai Jawan Colony Scheme-3, Durgapura, Jaipur-302018, Rajasthan
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 CIN: L67120RJ1991PLC006220
 Website: www.psfs.co.in

FORM NO. MGT-11
 PROXY FORM

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

CIN : L67120RJ1991PLC 006220
 Name of the Company : PremSomani Financial Services Limited
 Registered Office : 42, Jai Jawan Colony Scheme-3, Durgapura, Jaipur-302018, Rajasthan

Name of the member	:	
Registered Address	:	
Email ID	:	
Folio No/Client No	:	
DP ID	:	

I/We being the member(s) of ----- Shares of the above named company, hereby appoint:

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of members of the Company, to be held on **Saturday, 29th day of September, 2018** at 02.00 P.M. at 42, Jai Jawan Colony, Scheme-3, Duragapura, Jaipur-302018, Rajasthanand at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolution	For	Against
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon		
2.	Appointment of Mrs.PremLataSomani(DIN: 00287433) as a director liable to retire by rotation		
3.	Appointment of M/s Sapra and C o. (FRN:003208C)Chartered Accountant as auditors of the company		

Signed this day of..... 2018
 Signature of shareholder.....
 Signature of Proxy holder(s)

Affix Revenue Stamp of Re.1

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

Route Map to the Venue of Annual General Meeting
Address: 42, Jai Jawan Colony, Scheme No. 3
Durgapura, Jaipur-302018,
Rajasthan

