

Hasti Finance Limited

No. 14 Imperial Hotel Complex, Near Albert Cinema Hall, Whannels Road, Egmore, Chennai
600008, Tamil Nadu CIN: L65191TN1994PLC028333 Email Id: hastifinanceltd@gmail.com

September 23, 2019

To,
The Manager - Corporate Service Department
BSE Limited,
PhirozeJeejeebhoy Towers,
Dalal Street, Mumbai-400 001.

Sub : **Submission of Annual Report under regulation 34 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.**

Script Code : **531387 – Hasti Finance Limited**

Dear Sir/Madam,


Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, enclosed is 25th Annual Report for the year ended March 31, 2019 along with the Notice of the Annual General Meeting to be held on Monday, the 30th day of September 2019 at 01.00 P.M. at No. 14 Imperial Hotel Complex, Near Albert Cinema Hall, Whannels Road, Egmore, Chennai 600008, Tamil Nadu.

Kindly take the same on record and acknowledge a receipt of the same.

Thanking you,

Yours faithfully,

For **Hasti Finance Limited,**


Nitin Prabhudas Somani
Managing Director
DIN-00841378

Enclosed as above

HASTI FINANCE LIMITED

25TH ANNUAL REPORT

2018-2019



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MESSAGE FROM THE CHAIRMAN

Dear Shareholders,

On behalf of the Board of Directors, it is my pleasure to present to you Hasti Finance Limited's 25th Annual Report for the financial year ended 31st March 2019.

Hasti Finance Ltd was founded in 1994 by the erstwhile promoters. Your present management has taken the reins in their hands in late 2010 with a mission to participate in the growth of the nation through financial assistance to its core participants, empowering the nation's true wealth, its people through personalized and business finance to growing enterprises and individuals by becoming a leading finance company providing services to middle class & poor sectors of urban, semi urban and rural India.

With the clear mission in our mind, we have made every possible effort to create ease to the people such as lowering of interest rates, cutting down on margins, minimizing burden of penalty, allowing moratorium for projects which have potential to grow in later years if allowed ease in their crucial period of establishing the potential projects.

During the Course of this journey I believe, we have brought professionalism in terms of setting standards and ethics and organizational qualities to an industry largely dominated by unorganized players.

With the support from our stakeholders, we will continue to strive towards building a more sustainable business and enhancing shareholders value in the near and long term.

Regards,
Nitin P. Somani
Chairman





CORPORATE PROFILE

❖ **Key Managerial Persons**

- Mr. Nitin Prabhudas Somani (Managing Director)
- Mrs. Sonal Nitin Somani (Executive Director)
- Mr. Vilas Shankar Daware (Independent Director)
- Mr. Vishal Nanalal Buddhdev (Independent Director)
- Mr. Manoj Kumar Padhy (Independent Director)
- Mr. Raj Nitin Somani (Chief Financial Officer)
- CS Surbhi Khandelwal (Company Secretary)

❖ **Registered Office**

No. 14 Imperial Hotel Complex,
Near Albert Cinema Hall, Whannels Road,
Egmore, Chennai 600008, Tamil Nadu.
Tel No. +91-8655458399

❖ **Corporate Office**

Office No. 1A, Anubhav Apartments,
Sayani Road, Prabhadevi,
Mumbai – 400 025
Tel No. +91-22-2430 2882

❖ **Website:** www.hastifinance.com
Email: hastifinanceltd@gmail.com

❖ **Statutory Auditors:**

Jhunjhunwala Jain & Associates LLP.
Chartered Accountants,
1203, 'B' Wing, Cello Triumph,
I.B. Patel Road, Goregaon (East),
Mumbai-400063
E-mail: info@jhunjhunwalajain.com.

❖ **Registrar and Share Transfer Agent**

Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East,
Mumbai-400059, Maharashtra.
Website: www.bigshareonline.com
Email Id: rajeshm@bigshareonline.com
Tel No-022 40430200 Fax No-022-28475207

❖ **Bankers:**

The Bharat Co-op (Mum) Bank Ltd
IDBI Bank

Mission

Participate in the growth of the nation through financial assistance to its core participants viz: its people. Empower the nation's true wealth, its people, through personalized and business finance to growing enterprises and individuals.

Vision

To be the leading finance company, servicing the middle class and poor sectors of urban, semi-urban and rural India.

Core values

- *Our core values are an amalgamation of what we have been, what we are and what we want to.*
- *We believe that servicing the people is servicing the nation.*
- *We value individual dignity and respect the time and efforts of others. Through our actions we will nurture fairness, trust and transparency.*
- *As in past, we will continue to seek long term success, without compromising ethical business standards.*

Operational Highlights

The Company is moving ahead its path of success, conquering significant milestones.



Personal Loan

The Company has focused on Personal loan and business finance. Finance is the core requirement of very business enterprise. The company has targeted the financial needs of small and medium level entrepreneurs which is not only yielding good growth to the company in monetary terms but also acknowledging its participation in the national growth through empowering self employment in the

society.

Gold Loan

In a nation like India, where gold is not only considered the most precious form of wealth but it is the most common article being mortgaged.

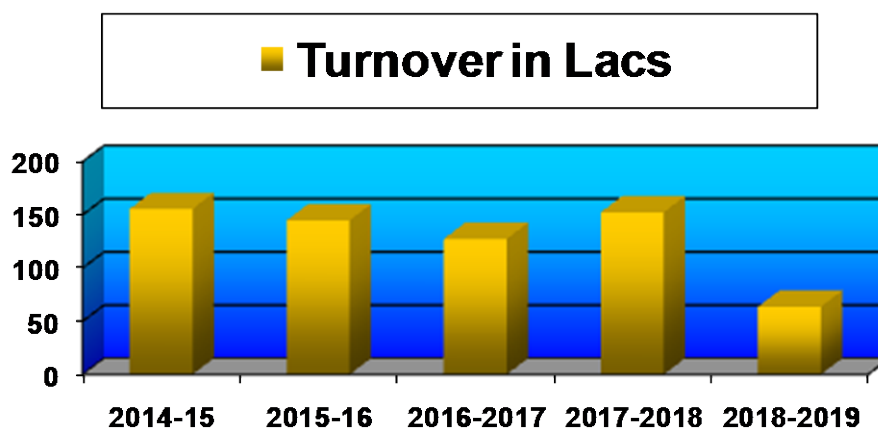


Housing Loan

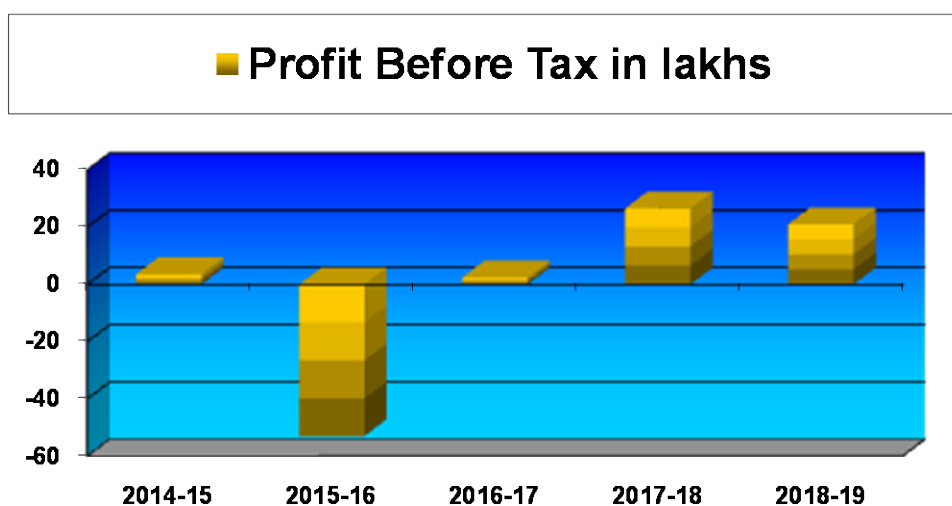
The next target of the company is Housing Finance. The company is getting ready to assist to shelter the people from the high property prices and lack of liquidity.

FINANCIAL HIGHLIGHTS

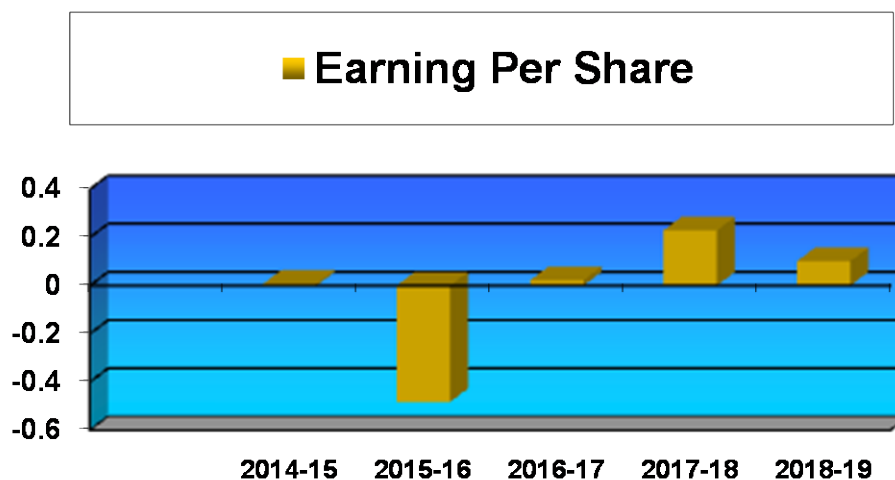
❖ **TURNOVER**



❖ **PROFIT BEFORE TAX**



❖ **EARNING PER SHARE**



NOTICE

NOTICE IS HEREBY GIVEN THAT TWENTY FIFTH ANNUAL GENERAL MEETING OF HASTI FINANCE LIMITED WILL BE HELD AT REGISTERED OFFICE OF THE COMPANY AT NO. 14 IMPERIAL HOTEL COMPLEX, NEAR ALBERT CINEMA HALL, WHANNELS ROAD, EGMORE, CHENNAI 600008, TAMIL NADU ON MONDAY, 30TH SEPTEMBER, 2019 AT 1.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2019, Profit and Loss Account for the year ended 31st March, 2019 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in the place of Mrs. Sonal Nitin Somani (DIN: 01216993), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

SPECIAL BUSINESS:

3. To re-appoint Mr. Vilas Shankar Daware (DIN: 03402035) as an Independent Director and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vilas Shankar Daware (DIN: 03402035) who was appointed as an Independent Director of the company and whose current period of office is expiring on the conclusion of the 25th Annual General Meeting and who is eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of five (5) consecutive years up to the conclusion of the 30th Annual General Meeting, not liable to retire by rotation.”

4. To re-appoint Mr. Vishal Buddhdev (DIN: 03426456) as an Independent Director and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors)

Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vishal Buddhdev (DIN: 03426456) who was appointed as an Independent Director of the company and whose current period of office is expiring on the conclusion of the 25th Annual General Meeting and who is eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, be and is hereby reappointed as an Independent Director of the Company, to hold office for a second term of five (5) consecutive years up to the conclusion of the 30th Annual General Meeting, not liable to retire by rotation.”

5. To shift the Registered Office of the Company from the State of Tamil Nadu to the State of Maharashtra and Alteration in Memorandum of Association of the Company and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 12 and Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, and subject to the approval of the Central Government and all other authorities concerned and conditions as may be prescribed or imposed by the Central Government, Memorandum of Association of the Company be altered so as to change the place of Company’s Registered Office from the State Tamil Nadu to the State of Maharashtra by substituting Clause II of the Memorandum of Association with the following words:

“II. The Registered office of the Company will be situated in the State of Maharashtra.”

RESOLVED FURTHER THAT on obtaining the confirmation from the Regional Director, Southern Region, the Registered Office of the Company be shifted from State of Tamil Nadu to the State of Maharashtra.”

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to take necessary steps to obtain confirmation of the Regional Director in respect of the aforesaid alteration of Clause II of the Memorandum of Association of the Company and to agree to such modifications, terms and conditions with reference thereto as may be directed by the Regional Director and to do such Acts and deeds as may be required for the same purpose.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution any of the Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be required in this connection.”

NOTES:

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

The instrument(s) appointing the proxy, if any, shall be deposited at the registered office of the Company at No. 14 Imperial Hotel Complex, Near Albert Cinema Hall, Whannels Road, Egmore, Chennai 600008 not less than Forty Eight (48) hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxies shall not have any right to speak at 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 proxy for any other person or shareholder.

2. Member who holds shares in dematerialized form are requested to indicate without fail their DP ID and client ID Number in the attendance slip.

3. Nomination for physical shares :

Member holding shares in physical form is encouraged to nominate a person to whom his shares in the Company shall vest in the event of his Death.

4. Holding Shares in Identical order of Names:

Members holding shares in identical order of Names in more than one folio are requested to write to Registrars and Share Transfer Agents to consolidate their holding in one Folio.

5. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday 26.09.2019 to Monday 30.09.2019** (both days inclusive) in connection with the Annual General Meeting.

6. Members are requested to intimate the Registrar and Share Transfer Agent of the Company – **Bigshare Services Private Limited.**, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059, Maharashtra, immediately of any change in their address in respect of equity shares held in physical mode and to their Depository Participants (DPs) in respect of equity shares held in dematerialized form.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

8. Members holding share certificates under different folio numbers but in the same order of name are requested to apply for consolidation of such folios and send relevant share certificates to the Registrars and Share Transfer Agent of the Company.

9. The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the Companies and has issued a circular stating that service of all documents including Annual Reports can be sent by e-mail to its Members. Your Company believes that this is a remarkable and environment friendly initiative by MCA and requests all members to support in this noble cause. The Members who hold shares in physical form are requested to intimate/update their email address to the Company / RTA while Members holding shares in demat form can intimate /update their email address to their respective Depository Participants. Members are requested to further note that they will be entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail, upon receipt of a requisition from them, any time, as a Member of the Company.

10. The Company is providing facility for voting by electronic means. The business set out in the Notice can be transacted through such voting. The facility for voting through polling paper would also be made available at the Meeting and the members attending the Meeting who have not cast their vote by e-voting shall be able to vote at the Meeting.

11. The members who have cast their vote by e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

12. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to System Support Services a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

13. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

14. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by the Institute of Companies Secretaries of India, Members have been provided with the facility to cast their vote electronically through the e-voting services provided by System Support Services, on all resolutions set forth in this Notice.

15. The instructions for e-voting are as under:

- i) Voting through electronic means:
In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration)

Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- ii) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii) 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.
- iv) The remote e-voting period commences on **Friday, 27th September, 2019 (9:00 am) and ends on Sunday, 29th September, 2019 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **23rd September, 2019**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

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

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

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

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL

account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

(General Guidelines for shareholders)

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **<taxcs2010@gmail.com>** with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

16. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **23rd September, 2019**.

17. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **23rd September, 2019**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

18. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

19. Mr. Sharat Shanbag, Practicing Chartered Accountant (Membership No. 35096) has been appointed as the sec for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

20. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of

scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

21. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

22. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.hastifinance.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE.

23. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.

24. Members holding shares in electronic form may please note that as per the regulations of National Securities Depository Ltd (NSDL) and Central Depository Services (India) Limited (CDSL), the Company is obliged to print the bank details on the dividend warrants as furnished by these Depositories to the Company and the Company cannot entertain any request for deletion / change of bank details already printed on dividend warrants as per information received from the concerned Depositories. In this regard, Members should contact their Depository Participant (DP) and furnish particulars of any changes desired by them.

25. Shareholder/s holding physical shares are requested to approach any of the Depository Participants (DP) for dematerialization of their shares in the Company for ease and convenience.

26. Bigshare Services Pvt. Ltd is the Registrar & Share Transfer Agent of the Company. All investor related communication may be addressed to RTA at the following address:

Bigshare Services Private Limited

Address:

1st Floor, Bharat Tin Works Building,

Opp. Vasant Oasis,

Makwana Road, Marol,

Andheri East, Mumbai 400059,

Maharashtra

Tel No: 022-40430200

Fax No: 022-28475207

www.bigshareonline.com

Email Id: rajeshm@bigshareonline.com

27. Members/Proxies are requested to kindly take note of the following:

- a. Copies of Annual Report will not be distributed at the venue of the meeting;
- b. Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting;
- c. Entry to the hall will be strictly on the basis of the entrance pass, which shall be provided at the counters at the venue, in exchange for duly completed and signed Attendance Slips; and
- d. In all correspondence with the Company and/or RTA, Folio No. or DP & Client ID No., as the case may be, must be quoted.

28. Members are requested to send their queries, if any on the operations of the Company, to reach the Company at the Company's Registered Office, at least 5 days before the meeting, so that the information can be compiled in advance.

29. 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.

30. Members may please note that briefcase, bag, mobile phone and/or eatables shall not be allowed to be taken inside the hall for security reasons.

All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Company's Registered Office at No. 14 Imperial Hotel Complex, Near Albert Cinema Hall, Whannels Road, Egmore, Chennai 600008, Tamil Nadu on all working days of the Company, between 9.00 a.m. and 5.00 p.m. upto the date of the Annual General Meeting.

31. Members/Proxies are requested to bring their attendance slip duly filled in along with their copy of Annual Report to the Meeting.

32. Route map giving directions to the venue is annexed in Annexure-B to this Notice.

For & On behalf of the Board

**Sd/-
Mr. Nitin Somani
Managing Director
DIN 00841378**

Mumbai, 4th September, 2019

Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended ('Act')

Item No. 2

Mr. Vilas Shankar Daware (DIN: 03402035) was appointed as the Independent Director of the Company for a period of 5 (Five) years. The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Mr. Vilas Shankar Daware (DIN: 03402035) as a Member of the Board, proposed to re-appoint Mr. Vilas Shankar Daware (DIN: 03402035) as an Independent Director of the Company, not liable to retire by rotation. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Mr. Vilas Shankar Daware (DIN: 03402035) for the office of Director. In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, each as amended, the re-appointment of Mr. Vilas Shankar Daware (DIN: 03402035) as an Independent Director of the Company for a second term from the conclusion of this Annual General Meeting to the 30th Annual General Meeting is being placed before the Shareholders for their approval by way of a special resolution. None of the other Directors of the Company are, in any way, connected or interested in the resolution.

The Company received from Mr. Vilas Shankar Daware (DIN: 03402035):-
1) Consent in writing to act as Director of the Company in Form DIR-2;

2) Intimation in Form DIR-8 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013;

3) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations');

4) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

The profile and specific areas of expertise of Mr. Vilas Shankar Daware (DIN: 03402035) are provided as Annexure A to this Notice.

The Board recommends the Special Resolution set forth in Item No. 2 for the approval of the Members.

Item No. 3

Mr. Vishal Buddhdev (DIN: 03426456) was appointed as the Independent Director of the Company for a period of 5 (Five) years. The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Mr. Vishal Buddhdev (DIN: 03426456) as a Member of the Board, proposed to re-appoint Mr. Vishal Buddhdev (DIN: 03426456) as an

Independent Director of the Company, not liable to retire by rotation. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Mr. Vishal Buddhdev (DIN: 03426456) for the office of Director. In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, each as amended, the re-appointment of Mr. Vishal Buddhdev (DIN: 03426456) as an Independent Director of the Company for a second term from the conclusion of this Annual General Meeting to the 30th Annual General Meeting is being placed before the Shareholders for their approval by way of a special resolution. None of the other Directors of the Company are, in any way, connected or interested in the resolution.

The Company received from Mr. Vishal Buddhdev (DIN: 03426456):-

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

The profile and specific areas of expertise of Mr. Vishal Buddhdev (DIN: 03426456) are provided as Annexure A to this Notice.

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

Item No. 4

The Company was incorporated under the provisions of Companies Act, 1956 in the erstwhile State of Tamil Nadu. As per Clause II of the Memorandum of Association, presently, the Registered Office of the Company is situated in the State of Tamil Nadu.

The present corporate office of the Company is situated at Office No. 1A, Anubhav Apartments, Sayani Road, Prabhadevi Mumbai-400025, Maharashtra. The company is of the view that for better client visibility and administrative convenience it would be a good proposition to change the Registered Office of the company from No. 14 Imperial Hotel Complex, Near Albert Cinema Hall, Whannels Road, Egmore, Chennai-600008, Maharashtra to Office No. 1A, Anubhav Apartments, Sayani Road, Prabhadevi Mumbai-400025, Maharashtra.

The shifting of Registered Office from Tamil Nadu to Maharashtra will enable the company to handle its business activities more efficiently and run its business more economically and conveniently. The shifting of the Registered Office as aforesaid is in

the best interests of the company, its shareholders and all concerned. The proposed shifting will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

In order to shift the Registered Office, the Company needs to amend its Memorandum of Association by way of passing special resolution accordance with provisions of section 13. The Board accordingly recommends the passing of the proposed Special Resolution (Item No. 4) as contained in the notice, by members of the company.

None of the Directors or key managerial personnel or their relatives has any concern or interest, financial or otherwise in passing of the said special resolution.

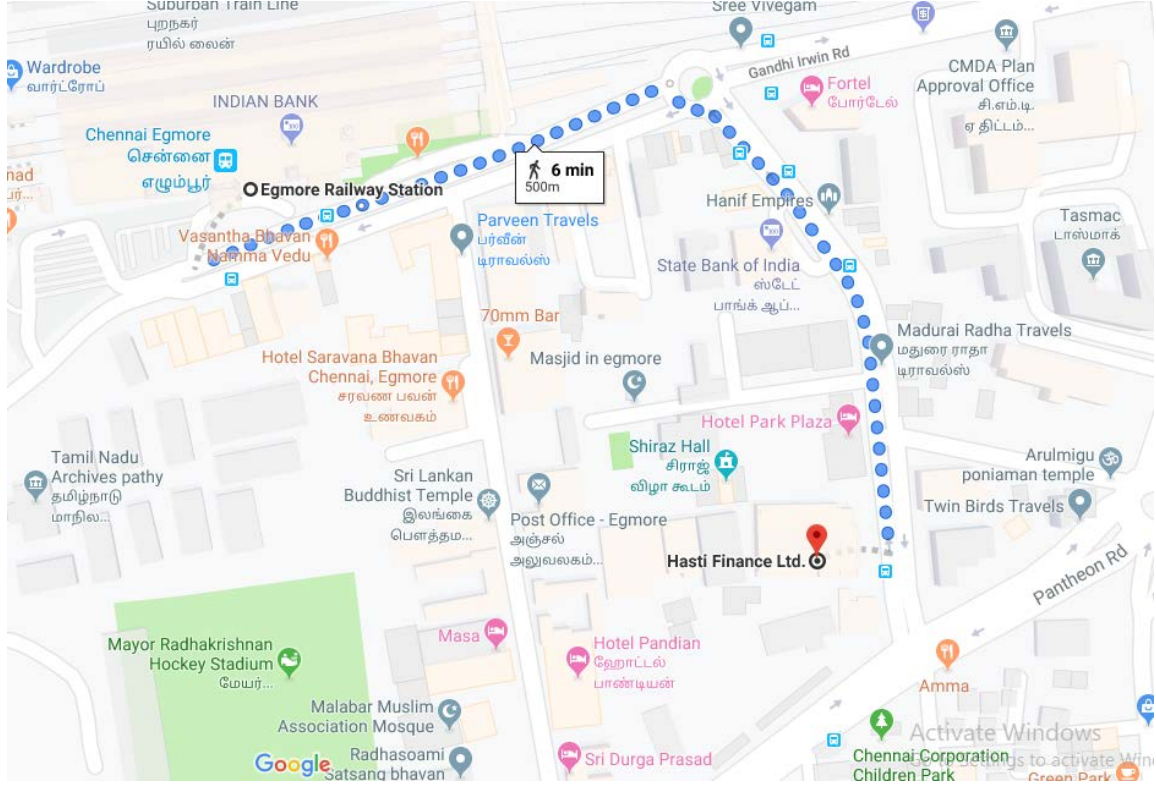
Annexure A
To the Notice of 25th Annual General Meeting

Details of the Directors seeking re-appointment in the forthcoming Annual General Meeting

[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting]

Name of the Director	Mrs. Sonal Nitin Somani	Mr. Vilas Shankar Daware	Mr. Vishal Buddhdev
Date of Birth	15/08/1973	14/10/1976	08/10/1982
Date of Appointment/ Re- Appointment	29/09/2009	16/11/2010	16/11/2010
Qualification Experience & brief profile	Mrs. Sonal Nitin Somani is a good leader and has good experience in handling the management of the Company.	Mr. Vilas Shankar Daware has expertise in accounting, legal, financial, risk mitigation, etc. His knowledge and experience will help to grow the Company.	Mr. Vishal Buddhdev has good accounting and legal knowledge. He has good insight of handling Company's operation.
Relationship with Directors	Wife of Managing Director Mr. Nitin Somani	NA	NA
Directorships held in other Listed Entities	NA	NA	NA
Memberships/ Chairmanships of committees of other Listed Entities	NA	NA	NA
No. of shares held	2579668	NA	38487

ANNEXURE B
To the Notice of 25th Annual General Meeting



DIRECTORS' REPORT

TO THE MEMBERS OF HASTI FINANCE LIMITED

Your Directors have pleasure in presenting the 25th Annual report of the Company together with the audited Financial Statements for the year ended 31st March, 2019.

1. FINANCIAL RESULTS:

The financial results of your company for the year ended 31st March, 2019 are summarized below:

Amount in 'lakhs'		
Particulars For the Year ended	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Gross Income	74.74	178.25
Less: Expenses	47.32	143.07
Profit / (Loss) Before Interest, Depreciation and amortization, exceptional items and Tax	27.42	35.18
Less: Depreciation and amortization	6.38	8.61
Profit / (Loss) before exceptional items and tax	21.04	26.57
Add: Exceptional Item	-	-
Profit / (Loss) before Tax	21.04	26.57
(Less)/Add : Provision for Taxation	(10.01)	(1.8)
Profit / (Loss) after Tax	11.03	24.77
Add: Balance brought forward from previous year	221.77	197.00
Profit available before appropriations	232.80	221.77
Less: Appropriations	NIL	NIL
Surplus Carried to balance Sheet	232.80	221.77

During the year, the Income earned by the company comprises of interest income of Rs. 60.63 Lac (Previous Year: Rs. 152.47 Lac), Supervision Charges of Rs. 3.05 Lakh (Previous year NIL) and actuarial gain of Rs. 11.06 Lac (Previous year NIL).

The Company is a Non deposit accepting Non-Banking Finance Company. The Profit after tax of the Company for the current year was Rs. 11.03 Lakhs as compared to net operational profit after tax of Rs. 24.77 Lakhs during the previous year. The Company's Net Worth as on March 31, 2019 stood at Rs. 2541.38 Lakhs as against Rs. 2530.35 Lakhs last year.

2. RESERVES

The Directors propose to carry Rs. 11.03/- (in lakhs) being the profit for the current year to the Balance Sheet during the financial year ended 31st March, 2019.

3. CAPITAL STRUCTURE

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

The Authorized Share Capital of the Company is Rs. 12,01,00,000/- (Rupees Twelve Crore and One Lakh only) divided into 1,20,10,000 (One Crore Twenty Lakh and Ten Thousand) Equity Shares of Rs. 10/- (Rupee Ten only) each.

The Paid-up Share Capital of the Company is Rs. 10,83,97,300/- (Rupees Ten Crore Eighty Three Lakhs Ninety Seven Thousand and Three Hundred only) divided into 1,08,39,730 (One Crore Eight Lakhs Thirty Nine Thousand Seven Hundred and Thirty) Equity Shares of Rs. 10/- (Rupee Ten) each.

4. DIVIDEND:

In order to plough back the profit for future growth, the Company needs to maintain its reserves and hence do not recommend any dividend distribution out of the reserves.

5. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

6. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECT

Your Directors wish to present the details of Business operations done during the year under review:

- a. Business Operations and Profitability:** The Company is Non Banking Finance Company listed on BSE Ltd. The Company was able to maintain its revenue targets and have earned operational revenue of Rs. 60.63 Lakhs.
- b. Sales of Services:** The company is covered under the category of Loan Company within the broad category of Non Deposit accepting Non-Banking Finance Company. The target sector of the Company is Small business man and middle class households. Accordingly main products offered by the company are Unsecured Business and Personal Loan and Gold Loan. The Company has also tried to diversify its operations by rendering management consultancy services. During the year it has earned income of 3.05 Lakhs from Supervision charges.
- c. Marketing and Market environment:** The Company is carrying on its business activities on medium scale and therefore huge and extensive marketing strategies are not adopted by the company. The company has

adopted small scale business marketing strategies. The company is carrying on business of providing finance and there is huge competition in the market in this type of business sector.

d. Future Prospects including constraints affecting due to Government policies: Our organization is putting efforts in collecting its bad debts from customers and trying to enhance its customer base through advertisements and different marketing strategies so adopted by the company. The company is expecting more revenue in upcoming years. There are no specific industrial or Government policies which restrict the business or growth of the company.

7. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

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

The provisions of Section 134(m) of the Companies Act, 2013 do not apply to our Company. There was no foreign exchange inflow or Outflow during the year under review.

9. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

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

10. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The provisions of Section 135 of the Companies Act, 2013 do not apply to our Company. Hence the company has not developed and implemented any corporate social responsibility initiatives.

11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

12. AUDITORS

a. Statutory Auditor

M/s. Jhunjhunwala Jain & Associates LLP., Chartered Accountants, Firm Registration No. 113675W [Earlier known as Randhir Jhunjhunwala & Co., Chartered Accountants] was appointed as Statutory Auditors for a period of 5 years in the Annual General Meeting held on 30.09.2017.

b. Secretarial Auditor

According to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report submitted by Secretarial Auditor, Tariq Budgujar & Co. (Company Secretaries) (M. No. 47471, COP No. 17462), Company Secretary in Practice is enclosed as a part of this report in **Annexure "A"**.

13. AUDITORS REPORT

STATUTORY AUDITOR

The Statutory Auditor's report is self explanatory in nature. There is no audit qualification, reservation or adverse remarks for the year under review.

Pursuant to the amendments made to section 139 of the Companies Act, 2013 by the Companies (amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the members for appointment of the Statutory auditors has been withdrawn from the statute. Hence the resolution seeking ratification of the members for continuance of their appointment at this AGM has not been sought.

SECRETARIAL AUDITOR

Your Company believes in best investor relation practices. Hence, Management of the Company ensures to be more careful /proactive and dedicated in all of the compliances including SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. The Company has taken corrective measures to seal all the leakages in the system for better and timely disclosures and compliances as highlighted by the Secretarial Auditor.

The Company has in place a functional website and aims at updating the website from time to time.

14. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished is available on the website of the Company at <https://www.hastifinance.com/>

15. ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished herewith as **Annexure "B"** as well as available on the website of the Company at <https://www.hastifinance.com/>

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee and the particulars of contracts entered during the year as per Form AOC-2 is enclosed as **Annexure "C"**.

17. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company has held 6 Board meetings during the financial year under review.

18. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:-

- (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 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; and
- (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,
- (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.

19. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Associates or Joint venture Company.

20. DEPOSITS

Our company is a Non deposit accepting Non Banking Financial Company, during the year under review the Company has neither accepted nor renewed any deposit during the year under review.

21. CHANGES DIRECTORS AND KEY MANAGERIAL PERSONNEL OF THE COMPANY

During the year there was no changes in the Directors and Key managerial Personnel of the Company.

However, the Company appointed Ms. Surbhi Khandelwal as Company Secretary cum Compliance officer of the Company w.e.f. April 8th, 2019. Also, Mr. Raj Nitin Somani was appointed as Chief Financial Officer w.e.f 18th April, 2019.

Apart from this, there are no changes in the composition of Board of Directors during the financial year 2018-19.

22. DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

23. PARTICULARS OF EMPLOYEES

Information as per Rule 5(1) of chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Information under Rule 5(1) (i) & (ii)

Name of Director	Designation	Remuneration in year 2019 (Rs. In Lakhs)	Remuneration in year 2018 (Rs. In Lakhs)	% increase in remuneration during the year	Ratio of remuneration to MRE
Nitin Prabhu-das Somani	Managing Director	4.20	1.92	118.75	7.09
Sonal Nitin Somani	Executive Director	4.20	Nil	NA	7.09

Information under Rule 5(1) (iii) & (iv)

Total number of employees during the year 2019	Total number of employees during the year 2018	Remuneration of employees in year 2019 (Rs. In Lakhs)	Remuneration of employees in year 2018 (Rs. In Lakhs)	% increase / (decrease) in remuneration of employees during the year	% increase in MRE
26	23	21.97	54.57	(32.6)	8.53

Information under Rule 5(1) (viii)

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

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

24. FORMAL ANNUAL EVALUATION

The provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The Board approved the evaluation results as collated by the Nomination and Remuneration committee.

25. WHISTLEBLOWER POLICY

The Board has adopted whistleblower mechanism in the company. The policy adopted by the company is available on the website of the Company at <https://www.hastifinance.com/>

26. DISCLOSURE OF COMPOSITION OF BOARD COMMITTEES

Name of Committee	Composition of Committee
Audit Committee	Mr. Manoj Kumar Padhy (Chairperson) Mr. Vilas Shankar Daware (Member) Mr. Vishal Nanalal Buddhdev (Member)
Nomination and Remuneration Committee	Mr. Vishal Nanalal Buddhdev (Chairperson) Mr. Vilas Shankar Daware (Member) Mr. Manoj Kumar Padhy (Member)
Stakeholders Relationship Committee	Mr. Vishal Nanalal Buddhdev (Chairperson) Mr. Vilas Shankar Daware (Member) Mr. Manoj Kumar Padhy (Member)

The above composition of the Audit Committee consists of all independent Directors.

The Company has established a vigil mechanism and overseas through the committee, the genuine concerns expressed by the employees and other

Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company.

27. SHARES

a. BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

b. SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

c. BONUS SHARES

No Bonus Shares were issued during the year under review.

d. EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees.

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

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

29. CASH FLOW STATEMENT

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

30. DISCLOSURE OF MAINTENANCE OF COST RECORDS

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

31. DETAILS OF SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS/TRIBUNAL/COURTS

There are no significant or material orders passed by any regulators/Tribunal/Courts impacting the going concern status and Company's Operation in future.

32. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

33. CORPORATE GOVERNANCE REPORT:

The report on Corporate Governance required as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached in **Annexure "D"** to the Board report.

34. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report is enclosed as a part of this report as **Annexure "E"**.

35. CORPORATE GOVERNANCE CERTIFICATE

The certificate from the auditors regarding compliance of conditions of corporate governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached in **Annexure "G"** to the report.

36. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

**On behalf of Board
For Hasti Finance Limited**

**Sd/-
Nitin Prabhudas Somani
DIN-00841378
Managing Director**

**Sd/-
Sonal Nitin Somani
DIN-01216993
Director**

Mumbai. 4th September, 2019

**ANNEXURE-A TO DIRECTOR'S REPORT
FOR THE YEAR ENDED 31.03.2019**

Form No. MR-3

SECRETARIAL AUDIT REPORT

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

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

To
The Members,
HASTI FINANCE LIMITED

No. 14 Imperial Hotel Complex,
Near Albert Cinema Hall, Whannels Road,
Egmore, Chennai Tn – 600008.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **HASTI FINANCE LIMITED** (hereinafter called “**the Company**”). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **HASTI FINANCE LIMITED**.

(“the Company”) for the financial year ended on **31st March, 2019** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under to the extent applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
(Not Applicable to the Company during the Audit Period)
- (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, 2015;

The following laws were not applicable to the Company for the financial year ended on 31st March, 2019:

- a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- f) The Securities and Exchange Board of India (Buyback of Securities) Regulations 1998;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");

I further report that:

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. I 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 verification was done on test check basis to ensure that the correct facts are reflected in the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of the financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management Representations about the compliance of laws, rules and regulations and occurrence 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 check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

I further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors.
2. The adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately 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.
3. All the majority decisions at the Board Meetings and committee meeting are carried on unanimously as recorded in the Minutes of the Meeting of Board of Directors or Committee of the Board as the case may be. Therefore there are no dissenting Member's views to be captured and recorded as part of the Minutes.

I Further Report That:

1. The Listed Entity has delayed in filing compliance under Regulation 13 (3), 27 (2), 30, 31, 33, 29, 34, 40 (9), 44, 46, 55A of Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 and also paid the fines as per regulations.

2. The Company has not appointed the whole time Company Secretary during the financial year 2018-19. The appointment of Company Secretary is compulsory and mandatory for Listed Company under Section 208 of the Companies Act' 2013.

And the appointment of Company Secretary has been done on 08.04.2019.

3. The website of the company is not updated till date.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors for the financial year under review. The changes in the composition of the Board of Directors that took place during the year 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.

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

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

**For TARIQ BUDGUJAR & CO
COMPANY SECRETARIES**

**Place: Mumbai
Date: 30.05.2019**

Sd/-
**MOHAMMED TARIQ BUDGUJAR
PROPRIETOR
ACS No.:47471
COP No.: 17462**

**ANNEXURE-B TO DIRECTOR'S REPORT
FOR THE YEAR ENDED 31.03.2019**

Form No. MGT -9

EXTRACT OF THE ANNUAL RETURN

As on Financial Year ended 31st March 2019

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

I. REGISTRATION AND OTHER DETAILS:

i. CIN	:	L65191TN1994PLC028333
ii. Registration Date	:	16/08/1994
iii. Name of the Company	:	HASTI FINANCE LIMITED
iv. Category / Sub-Category of the Company	:	Company Limited by Share
v. Address of the Registered office and Contact details of the Company	:	No. 14 Imperial Hotel Complex, Near Albert Cinema Hall, Whannels Road, Egmore, Chennai-600008, Tamil Nadu
vi. Name, Address & contact details of the Registrar & Transfer Agent, if any.	:	Bigshare Services Private Limited , 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059, Maharashtra. Website: www.bigshareonline.com ; Email Id: rajeshm@bigshareonline.com Tel No-022 40430200 Fax No-022-28475207

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	% total turnover of the company
1	Financing	649	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. NO	Name and Address of The Company	CIN / GLN	Holding/ Subsidiary/ Associate	%of Shares Held	Applicable Section
	NIL				

IV. SHAREHOLDING 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	increase/(decrease)	increase/(decrease)
A. Promoters										
1) Indian										
a) Individual/HUF	4948064	0	4948064	45.65	4948064	0	4948064	45.65	0	0
b) Central Govt										
c) State Govt(s)										
d) Bodies Corp.										
e) Banks / FI										
f) Any Other....										
Sub-total (A)(1):-	4948064	0	4948064	45.65	4948064	0	4948064	45.65	0	0
2) Foreign										
a) NRI – Individual	0	0	0	0	0	0	0	0	0	0
b) Other – Individual	0	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0	0
d) Banks /FI	0	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0	0
Sub-total (A)(2):-	0	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	4948064	0	4948064	45.65	4948064	0	4948064	45.65	0	0
B. PUBLIC SHAREHOLDING										
1) Institutions										
a) Mutual Funds	0	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0	0
d) State Govt	0	0	0	0	0	0	0	0	0	0

e) Venture Capital Fund	0	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0	0
2) Non Institutions										
a) Bodies Corporates										
i. Indian	84337	1100	85437	0.79	191349	1100	192449	1.78	107012	0.99
ii. Overseas	0	0	0	0	0	0	0	0	0	0
b) Individuals										
i. Individual shareholders holding nominal share capital upto Rs.1 lakhs	354363	250810	605173	5.58	359435	249810	609245	5.62	4072	0.04
ii. Individual shareholders holding nominal share capital in excess of Rs.1 lakhs	4786791	408100	5194891	47.92	4680304	408100	5088404	46.94	106487	(0.98)
c) Others (specify)										
i. Clearing members	5402	0	5402	0.05	805	0	805	0.01	4597	(0.04)
ii. Hindu undivided Family	0	0	0	0	0	0	0	0	0	0
iii. Non-resident Indian	763	0	763	0.01	763	0	763	0.01	0	0
Sub-total (B)(2):-	5231656	660010	5891666	54.35	5232656	659010	5891666	54.35	0	0
Total Public Shareholding B= B(1) +B(2)	5231656	660010	5891666	54.35	5232656	659010	5891666	54.35	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	10179720	660010	10839730	100	10180720	659010	10839730	100	0	0

ii) **Shareholding of Promoters**

Sr. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares held	% of total Shares	% of shares pledged / encumbered to	No. of Shares held	% of total Shares	% of shares pledged / encumbered to	
1.	Nitin P Somani	2021896	18.65	0	2021896	18.65	0	0
2	Sonal N Somani	2579668	23.80	0	2579668	23.80	0	0
3.	Manoj P Somani	247500	2.28	0	247500	2.28	0	0
4.	Lucky Manoj Somani	99000	0.91	0	99000	0.91	0	0
	Total	4948064	45.65	0	4948064	45.65	0	0

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		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
	At the beginning of the year	4948064	45.65	4948064	45.65
	Datewise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	0	0	4948064	45.65
	At the end of the year	4948064	45.65	4948064	45.65

Note: There is no change in Promoters Holding during the Financial Year 2018-19.

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the company
1.	Satish Kumar				
	At the beginning of the year	247500	2.28	247500	2.28

	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	0	0	247500	2.28
	At the end of the year	247500	2.28	247500	2.28
2.	Salim Ismail Shaikh				
	At the beginning of the year	247500	2.28	247500	2.28
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc	0	0	2475000	2.28
	At the end of the year	247500	2.28	247500	2.28
3.	Anil Motiram Chavan				
	At the beginning of the year	247500	2.28	247500	2.28
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc	0	0	247500	2.28
	At the end of the year	247500	2.28	247500	2.28
4.	Vijay Singh				
	At the beginning of the year	237600	2.19	237600	2.19

	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	0	0	237600	2.19
	At the end of the year	237600	2.19	237600	2.19
5.	Bandu Ingole				
	At the beginning of the year	237600	2.19	237600	2.19
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	0	0	237600	2.19
	At the end of the year	237600	2.19	237600	2.19
6	Pankaj Kumar Singh				
	At the beginning of the year	198000	1.83	198000	1.83
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	0	0	198000	1.83
	At the end of the year	198000	1.83	198000	1.83
7.	Sangeetha Singh				
	At the beginning of the year	188100	1.74	188100	1.74

	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc	0	0	188100	1.74
	At the end of the year	188100	1.74	188100	1.74
8.	Chottu Sharma R				
	At the beginning of the year	188100	1.74	188100	1.74
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	0	0	188100	1.74
	At the end of the year	188100	1.74	188100	1.74
9.	Nilesh Ratilal Gantra				
	At the beginning of the year	188100	1.74	188100	1.74
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	0	0	188100	1.74
	At the end of the year	188100	1.74	188100	1.74
10.	Pratibha R Mhatre				
	At the beginning of the year	142000	1.31	142000	1.31

	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	0	0	142000	1.31
	At the end of the year	142000	1.31	142000	1.31

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the company
1	Manoj Kumar Padhy				
	At the beginning of the year	44000	0.41	44000	0.41
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	0	0	44000	0.41
	At the end of the year	44000	0.41	44000	0.41
2	Vishal Buddhdev				
	At the beginning of the year	38487	0.35	38487	0.35
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	0	0	38487	0.35
	At the end of the year	38487	0.35	38487	0.35
2	Nitin Prabhudas Somani				
	At the beginning of the year	2021896	18.65	2021896	18.65

Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	0	0	2021896	18.65
At the end of the year	2021896	18.65	2021896	18.65

V.INDEBTEDNESS

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A.Remuneration to ManagingDirector,Whole-timeDirectorsand/orManager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Nitin Prabhudas Somani (Managing Director)	Sonal Nitin Somani (Executive Director)	Rs.
1.	Gross salary a) Salary as per provisions contained in section17(1) of the Income-tax Act, 1961	4,20,000	4,20,000	8,40,000
	b) Value of perquisites u/s	Nil	Nil	Nil

	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission - as % of profit - others,	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil
	Total(A)	4,20,000	4,20,000	8,40,000
	Ceiling as per the Act	N.A	N.A	N.A

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors	Total Amount
1.	Independent Directors ·Fee for attending board committee meetings ·Commission ·Others, please specify	Nil	Nil
	Total(1)	Nil	Nil
	Other Non-Executive Directors ·Fee for attending board committee meetings ·Commission ·Others, please specify	Nil	Nil
	Total(2)	Nil	Nil
	Total(B)=(1+2)	Nil	Nil
	Total Managerial Remuneration	8,40,000	8,40,000
	Overall Ceiling as per the Act		

B. REMUNERATION TO KEYMANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b)Value of perquisites u/s 17(2) Income-tax Act, 1961 (c)Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL

3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission - as % of profit -others, specify...	NIL	NIL	NIL	NIL
5.	Others, please	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL

VII. PENALTIES/PUNISHMENT/COMPOUNDING OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishments/ Compounding fees imposed	Authority [RD/NCLT/Court]	Appeal made, if any (give Details)
A. Company					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. Directors					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. Other Officers in Default					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

**ANNEXURE-C TO DIRECTOR'S REPORT
FOR THE YEAR ENDED 31.03.2019**

**Form No. AOC 2 – RELATED PARTY DISCLOSURE
(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies
Act 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

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

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

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

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

Sr. No	Particulars	
a)	Name (s) of the related party	Mr. Nitin Prabhudas Somani Mrs. Sonal Nitin Somani Somani Developers Somani Realty Safemode Cargo Private Limited
b)	Nature of relationship	KMP, Directors and Enterprise in which KMP are interested
c)	Nature of contracts/arrangements/transaction	Remuneration paid, Loan given and interest received and supervision charges received
d)	Duration of the contracts/arrangements/transaction	Yearly
e)	Salient terms of the contracts or arrangements or transaction including the value, if any	1. Remuneration of Mr. Nitin Prabhudas Somani is Rs.4,20,000/- p.a. 2. Remuneration of Mrs. Sonal Nitin Somani is Rs.4,20,000/- p.a 3. Supervision charges of Rs. 1,25,000/- from Somani Developers

		4. Supervision charges of Rs. 1,80,000/- from Somani Realty 5. Advance (Loan) given to Safe mode Cargo Private Limited – Rs. 1,30,88,000/- 6. Interest income of Rs. 13,60,000/- received from Safe mode Cargo Private Limited
f)	Justification for entering into such contracts or arrangements or transactions'	In the normal course of business
g)	Date of approval by the Board	14/02/2018
h)	Amount paid as advances, if any	-
i)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	-

**On behalf of Board
For Hasti Finance Limited**

**Sd/-
Nitin Prabhudas Somani
DIN 00841378
Managing Director**

**Sd/-
Sonal Nitin Somani
DIN 01216993
Director**

Mumbai. 4th September, 2019

ANNEXURE “D” TO DIRECTOR’S REPORT

REPORT ON CORPORATE GOVERNANCE

(Pursuant to regulation 34(3) and 53(f) of Listing Obligation and Disclosure Regulation, 2015)

COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE

The Company recognizes its role as a corporate citizen and endeavors to adopt the best practices and the highest standards of Corporate Governance. The Company’s activities are carried out in accordance with good corporate practices and the Company is constantly striving to better them by adopting the best practices.

The Company believes that good corporate governance practices enable the management to direct and control the affairs of the Company in an efficient manner and to achieve the Company’s goal of maximizing value for all its stakeholders. The Company will continue to focus its resources, strengths and strategies to achieve its vision of becoming a leading financial services company in India, while upholding the core values of transparency, integrity, honesty and accountability.

Our corporate Governance report ensures effective engagement with our stakeholders and helps us evolve with changing times. Our Corporate Governance framework ensures that we make timely disclosures and share accurate information regarding our financials and performance, as well as the leadership and governance of the company.

Our corporate governance philosophy is based on the following principles:-

- Corporate Governance standards should satisfy both the spirit of the law and the letter of the law.
- Ensure transparency and maintain a high level of disclosure.
- Communicate externally and truthfully about how the company is run internally.
- Comply with the laws of all countries in which we operate.
- The management is the trustee of the shareholder’s capital and not the owner.

We firmly believe that Board independence is essential to bring objectivity and transparency in the management and in the dealings of the Company. As on March 31, 2019, the Board consists of 5 members out of which three members are independent directors. An independent director is nominated as the chairperson of each of the audit, nomination and remuneration, Shareholders grievances committee.

BOARD OF DIRECTORS

The current policy is to have an appropriate mix of Executive and Independent Directors to maintain the independence of the Board. As on 31st March, 2019,

the Board consists of Five members, two of whom are Executive Directors and three are Non-Executive Directors.

A. Composition of Board, and Directorships held as on March 31, 2019

Name of Director	Category of Directorship	No of Board meetings attended by Director	Whether last AGM attended	*Directorship in other Companies including private companies in India	No. of Committees in which Chairman/ Member (including Hasti Finance Ltd.)	
					Member	Chairman
Nitin P. Somani	Managing Director (Promoter)	6	Yes	16	NIL	NIL
Sonal N. Somani	Executive Director (Promoter)	6	Yes	9	NIL	NIL
Vilas Shankar Daware	Non-Executive, Independent Director	6	Yes	NIL	3	NIL
Vishal Nanalal Buddhdev	Non-Executive, Independent Director	6	Yes	Nil	1	2
Manoj Kumar Padhy	Non-Executive Independent Director	6	Yes	NIL	2	1

*Note: None of the Directors of the Company are holding office of Directorship in any Listed Entities other than Hasti Finance Limited as on March 31, 2019.

B. Remuneration paid to Directors

Remuneration paid to Managing Director-
Mr. Nitin Prabhudas Somani Rs. 4,20,000/- p.a.

Remuneration paid to Executive Director-
Mrs. Sonal Nitin Somani Rs. 4,20,000/-p.a.

None of the non-executive directors is paid any remuneration.

C. Number of shares held by Non-Executive Director

Name of Director	Number of shares held	Name of Company in which the shares are held
Manoj Kumar Padhy	44000	Hasti Finance Limited
Vishal Buddhdev	38487	Hasti Finance Limited

Familiarisation Programme imparted to Independent Director is available on the website of the Company (URL: <https://www.hastifinance.com/>)

D. Directors Relationship inter-se:

Mr. Nitin Somani and Mrs. Sonal Nitin Somani are husband and wife. None of the other directors have any relations inter-se.

E. Board meetings:

6 (Six) Board Meetings were held during the Financial Year 2018-2019. The dates on which the said meetings were held are as follows:

15.04.2018; 30.05.2018; 14.08.2018; 04.09.2018; 23.11.2018 and 14.02.2019.

All the directors have made necessary disclosures about the committee positions, they occupy in other companies.

In the opinion of Board of Directors, all the independent Directors fulfill the conditions specified in the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and are independent of the management.

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

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

F. Code of Conduct:

The Board has laid down a code of conduct for Board members and senior management personnel of the Company. The Board members and senior management personnel have affirmed compliance with the said code of conduct. The Code of conduct is also hosted on the website of the company.

G. BOARD COMMITTEES

Currently the company has three committees i.e. Audit Committee, Nomination & Remuneration Committee and Shareholders grievances committee.

I. AUDIT COMMITTEE:

Our Audit Committee comprises of following three Directors as on 31.03.2019.

1. Mr. Manoj Kumar Padhy-Chairman, Non-Executive and Independent Director
2. Mr. Vilas Daware – Member, Non-Executive and Independent Director
3. Mr. Vishal Budhdev- Member, Non-Executive and Independent Director

Mr. Manoj Kumar Padhy, Non-Executive and Independent Director is the Chairman of the Audit Committee. The members of the Committee have the relevant experience in the field of finance, taxation and accounting.

The Audit Committee reviewed financial results for the year under Corporate Governance.

The powers and role of the Audit Committee over the matters specified under Regulation 18 of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015 such as monitoring the Company's financial reporting process, recommending the appointment/ re-appointment of statutory auditors; reviewing with the management annual financial statements; quarterly financial statements and matters as covered under role of audit committee in Part C of Schedule II of the aforesaid Regulations. The audit committee has powers inter alia, to investigate any activity within its terms of reference and to seek outside legal and professional advice.

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

- 1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- 3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

- (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report;
- 5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - 6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
 - 7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 - 8) approval or any subsequent modification of transactions of the listed entity with related parties;
 - 9) scrutiny of inter-corporate loans and investments;
 - 10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
 - 11) evaluation of internal financial controls and risk management systems;
 - 12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - 13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - 14) discussion with internal auditors of any significant findings and follow up there on;

15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

18) to review the functioning of the whistle blower mechanism;

19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

5 (Five) meetings of the Committee were held on 30.05.2018; 14.08.2018, 4.09.2018, 15.11.2018 (Adjourned to 22.11.2018 due to non-availability of quorum) and 14.02.2019 during the financial year.

The attendance of each member of the Audit Committee in the meeting is given below:

Name of the Director	Position	No. of Meetings attended	Category
1. Mr. Manoj Kumar Padhy	Chairman	4	Non-Executive and Independent Director
2. Mr. Vilas Daware	Member	4	Non-Executive and Independent Director
3. Mr. Vishal Buddhdev	Member	4	Non-Executive and Independent Director

II. NOMINATION AND REMUNERATION COMMITTEE

Our Nomination and remuneration committee comprises of 3 directors as on 31st March, 2019.

1. Mr. Vishal Buddhdev- Chairman, Non-Executive and Independent Director
2. Mr. Manoj Padhy-Member, Non-Executive and Independent Director
3. Mr. Vilas Daware- Member, Non-Executive and Independent Director

In accordance with the requirements of section 178 of the Companies Act, 2013 and as per Regulation 19 of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, the Board has constituted Nomination and Remuneration Committee. The purpose of the committee is to oversee the nomination process for the top level management and the executive remuneration structure. The committees identifies, screens and reviews individuals qualified to serve as executive directors, non executive directors and independent directors consistent with criteria approved by the Board and recommends, for the approval by the Board nominees for the election at the AGM. The committee will review and discuss all matters pertaining to candidates and will evaluate the candidates in accordance with a process that it sees fit, passing on the recommendations to the Board. The committee coordinates and oversees the annual self-evaluation of the Board and of the individual Director.

The brief terms of reference of the Nomination and Remuneration Committee include: –

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

During the year, 4 (four) meetings of the Nomination and Remuneration Committees were held on 15.04.2018; 15.07.2018; 20.10.2018 and 14.02.2019

The attendance of each member of the Nomination and Remuneration Committee in the meeting is given below:

Name of the Director	Position	No. of Meetings attended	Category
1. Mr. Vishal Buddhdev	Chairman	4	Non-Executive and Independent Director
2. Mr. Manoj Padhy	Member	4	Non-Executive and Independent Director
3. Mr. Vilas Daware	Member	4	Non-Executive and Independent Director

Performance Evaluation Criteria for Independent Directors:

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

The criteria and remuneration policy are subject to review by the Nomination & Remuneration Committee & the Board of Directors of the Company and has been uploaded website of the Company (URL: <https://www.hastifinance.com/>)

Disclosures as required under Schedule V of the Companies Act, 2013:

1. Remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors:

Name of the Director	Remuneration paid during the year 2018-2019 Amount (in Rs)
Nitin Prabhudas Somani,,	4,20,000/-
Sonal Nitin Somani	4,20,000/-

2. Details of fixed component and performance linked incentives along with the performance criteria: The remuneration is payable as per the Nomination and Remuneration Policy of the Company.
3. Service contracts, notice period, severance fees: The Company has entered into agreements with Whole-time Director of the Company.
4. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: Not applicable

III. SHAREHOLDER'S GRIEVANCES COMMITTEE

The company has the mandate to review and redress shareholder grievances.

Our Shareholder's Grievances Committee comprised of three independent directors as on 31st March, 2019.

1. Mr. Vishal Buddhdev- Chairman, Non-Executive and Independent Director
2. Mr. Manoj Padhy-Member, Non-Executive and Independent Director
3. Mr. Vilas Daware- Member, Non-Executive and Independent Director

The brief terms of reference of the Shareholders Grievances Committee include:

The Shareholders Grievances Committee shall consider and resolve the grievances of the security holders of the listed entity including complaints

related to transfer of shares, non- receipt of annual report and non-receipt of declared dividends.

The committee deals with various matters relating to:

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

The committee had 4(four) meetings during the year ended 31st March, 2019 on 15.04.2018; 15.07.2018; 20.10.2018 and 14.02.2019.

The attendance of each member of the Shareholders Grievances Committee in the meeting is given below:

Name of the Director	Position	No. of Meetings attended	Category
1. Mr. Vishal Buddhdev	Chairman	4	Non-Executive and Independent Director
2. Mr. Manoj Padhy	Member	4	Non-Executive and Independent Director
3. Mr. Vilas Daware	Member	4	Non-Executive and Independent Director

Ms. Surbhi Khandelwal is the Company Secretary Cum Compliance Officer of the Company with effect from 8th April, 2019. Earlier, Mr. Nitin Prabhudas Somani, Managing Director, was appointed as the Compliance Officer of the Company.

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

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

Opening: Nil

Complaints Received: 1

Complied: 1

Pending: Nil

The Outstanding complaints as on 31st March 2019 - Nil

H. WHISTLE BLOWER POLICY

The board has adopted the Whistle Blower policy during the year. The company had established a mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of our code of conduct and ethics. It also provides for adequate safeguards against the victimization of directors and employees who avail of the mechanism, and allows direct access to the chairperson of the audit committee in exceptional cases. We further affirm that no director or employee has been denied access to the audit committee during fiscal 2019.

I. GENERAL BODY MEETING

Location and time for last three Annual General Meetings:

Year	Location	Date	Time	Special Resolution	Postal ballot
2015-2016	No. 14, Imperial Hotel Complex, Whannels Road, Egmore, Chennai - 600008, Tamil Nadu	30/09/2016	11.30 a.m.	*01	N.A.
2016-2017	No. 14, Imperial Hotel Complex, Whannels Road, Egmore, Chennai - 600008, Tamil Nadu	30/09/2017	12.30 p.m.	N.A.	N.A.
2017-2018	K.Suryanarayan, No.208, Second Floor, Eldams Square, 167 Eldams Road, Alwarpet, Chennai-600 018	29/09/2018	12.30 p.m.	N.A.	N.A.

*Re-appointment of Mr. Nitin Prabhudas Somani (DIN 00841378), as Managing Director of the Company.

No postal ballots were used for voting at these meetings, however the Company has allowed remote E-voting facility in its 25th Annual General Meeting.

DISCLOSURES

i. Related parties Transaction:

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business

ii. Statutory Compliance, Penalties and Structures:

No penalties have been imposed on the company by the SEBI, Stock Exchange, Registrar of the Company and/ or any other statutory Authority in any manner related to Capital market.

iii. Compliance with Mandatory requirement:

The company has complied with all the applicable mandatory requirements in respect of corporate governance report as applicable as per the applicable SEBI Regulations.

iv. Management:

A separate report on Management Discussion and Analysis which forms part of the report is annexed.

MEANS OF COMMUNICATION

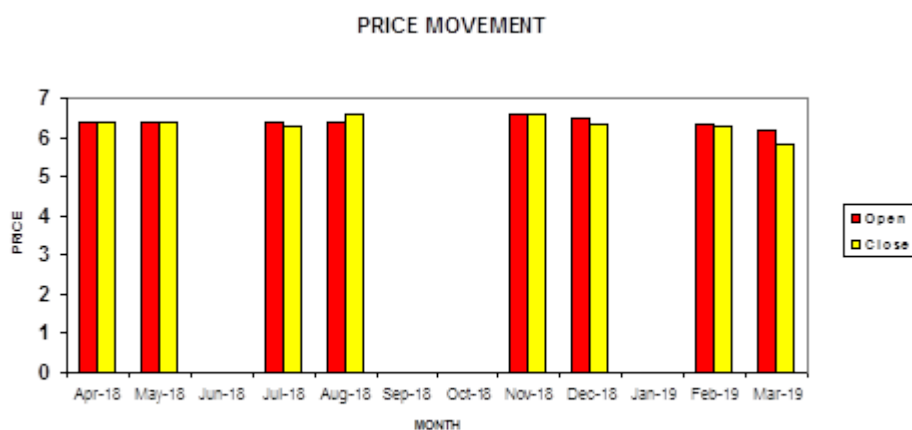
The quarterly report, along with additional information and official news releases are posted on our website, www.hastifinance.com. There were no presentations made to the institutional investors or analysts.

GENERAL SHAREHOLDERS' INFORMATION

1. Annual General Meeting
 - Date & Time : 30th September, 2019 at 01:00 p.m
 - Venue : No.14 Imperial Hotel Complex, Whannels Rd, Egmore, Chennai 600008
2. Financial Year : **2018-2019**
3. Date of Book Closure : 26th September, 2019 to 30th September, 2019
4. Dividend Payment Date : Not Applicable
5. Listing on stock Exchanges : BSE Limited, Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001. The Company hereby confirms that it has paid the annual listing fees to BSE Limited.
6. Stock Code : 531387
7. Market Price Data :

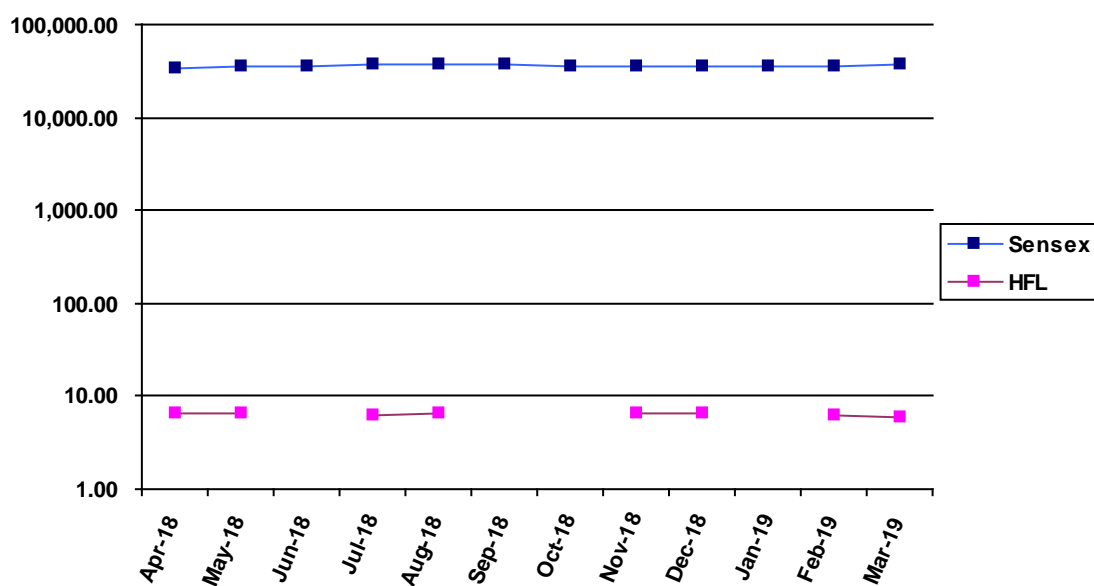
From 01.04.2018 to 31.03.2019

Month	Open Price	High Price	Low Price	Close Price
Apr 18	6.4	6.4	6.4	6.4
May 18	6.4	6.4	6.4	6.4
June 18	-	-	-	-
July 18	6.4	6.4	6.28	6.28
Aug 18	6.4	6.6	6.4	6.6
Sep 18	-	-	-	-
Oct 18	-	-	-	-
Nov 18	6.6	6.6	6.6	6.6
Dec 18	6.47	6.47	6.23	6.35
Jan 19	-	-	-	-
Feb 19	6.35	6.35	6.3	6.3
Mar 19	6.18	6.18	5.83	5.83



8. Comparison of Average Price and Sensex

Index Comparison



9. Registrar and Transfer Agents

Big Share Services Private Limited

Address:

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East,
Mumbai 400059,

Maharashtra Tel No: 022-40430200

Fax No: 022-28475207

Website: www.bigshareonline.com

Email Id: rajeshm@bigshareonline.com

10. Share Transfer System

For matters regarding shares transferred in physical form, share certificates, dividends, and change of address, shareholders should communicate with our registrar and share-transfer agent.

Share transactions are simpler and faster in electronic form. After a confirmation of a sale/ purchase transaction from the broker, shareholders should approach the depository participant with a request to debit or credit the account for the transaction. The depository participant will immediately arrange to complete the transaction by updating the account. There is no need for a separate communication to the Company to register the transfer.

11. Distribution of shareholding as on 31st March, 2019.

Particulars	No. of shares held	Percentage to total share capital
Clearing Members	805	0.01
Corporate Bodies	192449	1.77
Non Residents Indians	763	0.01
Promoters	346500	3.20
Promoters/Director	4601564	42.45
General Public	5697649	52.56
Total	10839730	100.000

- Outstanding GDRs / ADRs/ Warrants or any convertible instruments conversion date and likely impact on equity : **Not Applicable**

12. Dematerialization of shares and Liquidity

The Company holds its shares in dematerialize form with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). Approximately 93.92% of the Equity Shares have been dematerialized for the year ended 31 March, 2019

13. Address for Correspondences :

• Registrar and Share Transfer Agents :

Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East,
Mumbai 400059,
Tel No: 022-40430200
Fax No: 022-28475207
www.bigshareonline.com
Email Id: rajeshm@bigshareonline.com

• Registered Office

No. 14 Imperial Hotel Complex, Near
Albert Cinema Hall, Whannels Road,
Egmore, Chennai- 600008, Tamil
Nadu.
Ph.No. +91-8655458399
hastifinanceltd@gmail.com
www.hastifinance.com

• **Corporate Office**

Office No. 1A, Anubhava
Apartments,
Sayani road, Prabhadevi,
Mumbai – 400025
Tel No. +91-22-24302882

For the Financial year 2018-19, the total fees paid by the Company to Jhunjhunwala Jain & Associates LLP, Statutory Auditor and all entities in the network firm/network entity of which the statutory Auditors are part thereof for the services provided by them Rs. 2,36,000/-

All Compliances under Part E of Schedule II and Regulation 17 to 27 of the Listing Regulations have been complied with by the Company to the extent applicable.

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

The Company has obtained Certificate from Practicing Company Secretary confirming that Directors have not been debarred or not been disqualified from being appointed or continuing as Directors by SEBI/MCA or any other authority.

K. CEO/CFO Certification

As required by Regulation 17(8), the *CEO and CFO certification* is provided in this Annual Report as **Annexure “F”**.

L. Declaration

As provided Listing Obligation Disclosure Regulation, 2015 the Board members and the senior management personnel have affirmed compliance with the Code of Conduct for the Board of Directors and senior management for the year ended 31st March, 2019.

**On behalf of Board
For Hasti Finance Limited**

**Sd/-
Nitin Prabhudas Somani
DIN 00841378
Managing Director**

**Sd/-
Sonal Nitin Somani
DIN 01216993
Director**

Mumbai. 4th September, 2019

**ANNEXURE “E” TO DIRECTOR’S REPORT
FOR THE YEAR ENDED 31.03.2019**

MANAGEMENT DISCUSSION AND ANALYSIS

The company is a public limited company carrying on business of providing financial services to the public. Company has its registered office in Chennai, Tamil Nadu. The company is listed on BSE Limited. Financial statements of the company are prepared in accordance with the Indian Generally Accepted Accounting Principles (GAAP). GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 (‘the Act’) read with Rule 7 of the Companies (Accounts) Rules, 2014 and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied, except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

INDUSTRY STRUCTURE AND DEVELOPMENT:

Hasti Finance Limited is a Non Deposit Accepting Non Banking Finance Company. The main functions of the company are to offer loans to its customers i.e. both retail customers and corporate customers. The company is engaged in providing personal loan as well as gold loan. The organization is making efforts to increase the business of the company by expanding its customer base in different areas.

OPPORTUNITY AND THREATS, OUTLOOK, RISK AND CONCERNS:

The company is a finance company and the financing is a fast growing industry in the present scenario. It also involves high level of risk and competition in the market and to overcome such situations the company is adopting different types of marketing strategies to enhance its business activities.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The company has adequate internal control system with regard to purchase of fixed assets, investment, income, etc. The internal control system is supplemented by well documented policies and guidelines which are periodically reviewed by the top management.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During the year, the Income of the Company was Rs. 74.74 Lakhs and the Profit after Tax was Rs. 11.03 Lakhs (Previous Year: Income Rs. 178.24 Lakhs and Profit after Tax of Rs. 24.77 Lakhs). The Company’s Net Worth as on March 31, 2019 stood at 2541.38 Lakhs as against Rs. 2530.35 Lakhs last year.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

The industrial relations during the year continued to be cordial. The Company is committed to provide necessary human resource development and training opportunities to equip them with the required modern skill and knowledge.

INVESTMENT IN OTHER COMPANY:

During the year Company has not made any investment in other Body Corporate.

The Company has investments in following companies:

1. Spider Display Systems Private Limited
2. Finex Express Cargo Private Limited
3. Shirish Express Logistics Private Limited
4. Fast Train Cargo Limited

None of the above companies are identified as subsidiary, associate or Joint Venture.

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

Not applicable as there are no significant changes in Key financial ratios of the Company

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

The Company's Net Worth as on March 31, 2019 stood at 2541.38 Lakhs as against Rs. 2530.35 Lakhs last year.

CAUTIONARY STATEMENT:

Statements in the Management's Discussion and Analysis describing the Company's projections, estimates expectations or predictions within the meaning of applicable securities laws and regulations. These forward looking statements are based on certain assumptions and expectations of future events over which the Company exercises no control. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. Actual results may differ materially from such estimates, projections, etc. whether expressed or implied.

FORWORD LOOKING STATEMENT:

Company is planning to expand its business by enhancing its customer base and by adopting different marketing strategies to capture huge market area.

**On behalf of Board
For Hasti Finance Limited**

**Sd/-
Nitin Prabhudas Somani
DIN 00841378
Managing Director**

**Sd/-
Sonal Nitin Somani
DIN 01216993
Director**

Mumbai. 4th September, 2019

**ANNEXURE “F” TO DIRECTOR’S REPORT
FOR THE YEAR ENDED 31.03.2019
CEO CERTIFICATION**

To,
The Board of Directors
Hasti Finance Limited
Chennai

I, Raj Nitin Somani, Chief Financial Officer (CFO) of Hasti Finance Limited, to the best of my knowledge and belief, certify that:

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

Mumbai, September 4, 2019

**Sd/-
Mr. Raj Nitin Somani
Chief Financial Officer**

**ANNEXURE “G” TO DIRECTOR’S REPORT
FOR THE YEAR ENDED 31.03.2019**

**INDEPENDENT AUDITOR’S CERTIFICATE ON COMPLIANCE WITH THE
CONDITIONS OF CORPORATE GOVERNANCE AS PER PROVISIONS OF
CHAPTER IV OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING
OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To,
The Members of
Hasti Finance Limited,

We have examined the compliance of conditions of corporate governance by for the year ended on 31st March 2019, as stipulated in Listing Obligation and Disclosure Regulation.

The Compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the conditions of corporate governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing agreement.

As on 31st March 2019, we state that no grievances are pending for a period exceeding one month against the company as per the records maintained by the Investor’s Grievance Committee.

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

For and on behalf of
For JHUNJHUNWALA JAIN & ASSOCIATES LLP
Chartered Accountants
Firm Registration No: 113675W

Sd/-
(CA Priteesh Jitendra Jain)
Partner
Membership No : 164931

Mumbai, September 4, 2019
UDIN: 19164931AAAACH9011

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

To,

The Members of

HASTI FINANCE LIMITED
NO. 14 IMPERIAL HOTEL COMPLEX,
NEAR ALBERT CINEMA HALL,
WHANNELS ROAD, EGMORE,
CHENNAI 600008, TAMIL NADU.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Hasti Finance Limited having CIN: L L65191TN1994PLC028333 and having registered office at No. 14 Imperial Hotel Complex, Near Albert Cinema Hall, Whannels Road, Egmore, Chennai 600008, Tamil Nadu (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with the Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

Sd/-
Practising Company Secretary

INDEPENDENT AUDITORS' REPORT

TO
THE MEMBERS OF
HASTI FINANCE LIMITED

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying Financial Statements of **HASTI FINANCE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, and the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

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

Basis for Opinion

We conducted our audit of Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those SAs are further described in the Auditor's responsibilities for the audit of the Financial Statements section of our report. We are independent of the Company in accordance with the code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Emphasis of Matter

We draw attention to Note 21 of the financial statements in respect of long due capital advances towards purchase of property.

We further draw attention to Note 22 of the financial statements, which describes the non-compliance of RBI norms relating to Income recognition, Asset Classification and NPA Provisioning.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current

period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined no Key Audit Matters to be communicated in our report.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information in the Management Discussion and Analysis, Board's Report including Annexure to the Board's Report and Corporate Governance but does not include the financial statements and our auditor's report thereon.

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

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

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

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Management and Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these Financial Statements that give a true and fair view of state of affairs, profit and cash flows of the Company in accordance with the accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provision 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.

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

The Boards of Directors are responsible for overseeing the company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements:

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

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

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

Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Cash Flows Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards prescribed under the Act.
 - e) On the basis of the written representations received from the directors as on 31st March, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.
3. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts, for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company during the year ended 31 March 2019.

For JHUNJHUNWALA JAIN & ASSOCIATES LLP

Chartered Accountants

Firm Registration No: 113675W

Sd/-

(CA Priteesh Jitendra Jain)

Partner

Membership No : 164931

Place : Mumbai

Date : 30th May, 2019

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT- 31st MARCH, 2019

Referred to in paragraph 1 of the Independent Auditors' Report of even date to the members of HASTI FINANCE LIMITED on the standalone financial statements for the year ended March 31, 2019.

i. Fixed Assets

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation, of fixed assets.
- b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, we report that, no property held in the name of the Company.

ii. As the Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company.

iii. The Company has granted unsecured loans, to two companies covered in the register maintained under Section 189 of the Act.

- a) In respect of the aforesaid loans, the terms and conditions under which such loans were granted are not prejudicial to the Company's interest.
- b) In respect of the aforesaid loans, no schedule for repayment of principal and payment of interest has been stipulated by the Company. Therefore, in absence of stipulation of repayment terms we do not make any comment on the regularity of repayment of principal and payment of interest.
- c) In respect of the aforesaid loans, there is no amount which is overdue for more than ninety days

iv. According to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.

- v. According to the information and explanations given to us, the Company has not accepted any deposit from the public in accordance with the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion:
 - a) According to the information and explanation given to us, except for Self Assessment Tax for the A. Y. 2012-13 of Rs.53,75,902/-, there are no undisputed amounts payable in respect of Income Tax, Sales Tax, Wealth Tax, Custom Duty, Service Tax, Investor Education and Protection Fund, Excise Duty, Cess and any other statutory dues as at 31st March 2018 for a period of more than six months from the date of becoming payable.
 - b) According to the information and explanation given to us and records of the Company examined by us, there are no dues of Provident Fund, Employee State Insurance, Income Tax, Custom Duty, Goods and Service Tax, Cess and other material statutory dues which have not been deposited on account of the dispute.
- viii. As the Company does not have any loans or borrowings from any financial institution or bank or Government, nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(viii) of the Order are not applicable to the Company.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has paid/ provided for managerial remuneration in accordance with the provision of section 197 read with Schedule V of the Act.

- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, all transaction with related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is already registered under Section 45-IA of the Reserve Bank of India Act, 1934, as Non Deposit taking Company vide Registration No.07.00329 dated 22nd September, 1998.s

For Jhunhunwala Jain & Associates LLP

Chartered Accountants

Firm Registration No: 113675W

Sd/-

(CA Priteesh Jitendra Jain)

Partner

Membership No : 164931

Place : Mumbai

Date : 30th May, 2019

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT- 31st MARCH, 2019

Report on the Internal Financial Controls with reference to the aforesaid Financial Statements under Clause (i) Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

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

We have audited the internal financial controls over financial reporting of HASTI FINANCE LIMITED ("the Company") as of 31 March 2019 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal controls with reference to Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on

the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to Financial Statements, 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 with reference to Financial Statements to future periods are subject to the risk that the internal financial control with reference to Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter

A material weakness is identified in the credit appraisal and its recovery. Internal Financial Control over evaluation of borrower's credit worthiness needs strengthening.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, except as mentioned in other matter above, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control

over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Jhunjhunwala Jain & Associates LLP

Chartered Accountants

Firm Registration No: 113675W

Sd/-

(CA Priteesh Jitendra Jain)

Partner

Membership No : 164931

Place : Mumbai

Date : 30th May, 2019

HASTI FINANCE LIMITED

BALANCE SHEET AS ON 31ST MARCH 2019

Particulars	Note No	AS AT 31.03.2019	AS AT 31.03.2018
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	108,397,300.00	108,397,300.00
(b) Reserves and Surplus	3	145,740,784.85	144,637,676.00
(c) Money received against share warrants		-	-
(2) Share Application Money pending allotment		-	-
(3) Non Current Liabilities			
(a) Deferred Tax Liability (Net)		-	-
(b) Long Term Borrowings		-	-
(c) Other Long Term Liabilities		-	-
(d) Long Tem Provisions	4	8,614,592.00	9,720,432.00
(4) Current Liabilities			
(a) Short Term Borrowings		-	-
(b) Trade Payables	5	1,466,187.58	309,664.00
(c) Other current liabilities	6	32,500.00	50,004.00
(d) Short-term provisions	7	3,759,489.50	3,657,958.00
Total		268,010,853.93	266,773,034.00
II.ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	8	1,826,162.00	2,464,126.00
(ii) Intangible assets		-	-
(iii) Capital Work in Progress		-	-
(iv) Intangible assets under development		-	-
(b) Non Current Investment	9	63,683,015.00	63,683,015.00
(c) Deferred Tax assets (net)	10	574,715.00	1,260,290.00
(d) Long Term Loans & Advances	11	199,848,315.62	196,585,220.00
(e) Other Non Current Assets		-	-
(2) Current assets			
(a) Current Investments		-	-
(b) Inventories		-	-
(c) Trade receivables	12	1,327,218.50	2,728,000.00
(d) Cash and cash equivalents	13	751,427.81	52,383.00
(e) Short Term Loans & Advances		-	-
(f) Other Current Assets		-	-
Total		268,010,853.93	266,773,034.00

Significant Accounting Policy & Notes to accounts
The notes are an integral part of the financial statements

As per our report of even date attached
For Jhunjhunwala Jain & Associates LLP
Chartered Accountants
Firm Registration No: 113675W

For and on behalf of the Board
For Hasti Finance Limited

(CA Priteesh Jitendra Jain)
Partner
Membership No : 164931

(Nitin Prabhudas Somani) (Sonal Nitin Somani)
Managing Director Director
DIN: 00841378 DIN: 01216993

Place : Mumbai
Date : 30th May, 2019

(Raj Nitin Somani)
Chief Financial Officer

HASTI FINANCE LIMITED

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

Particulars	Note No	For the year ended 31st March, 2019	For the year ended 31st March, 2018
I. Revenue from Operations	14	6,368,283.00	15,247,263.00
II. Other Income	15	1,105,840.00	2,577,480.00
III. Total Revenue (I+II)		7,474,123.00	17,824,743.00
IV. Expenses:			
Cost of Material Consumed		-	-
Purchase of stock in trade		-	-
Changes in Inventories of Finished goods, work in progress, stock in trade		-	-
Employee benefit expense	16	2,296,079.00	7,052,410.00
Financial Costs		-	-
Depreciation and amortization expense	8	637,964.00	860,832.00
Other Expenses	17	2,436,026.15	7,254,182.00
IV. Total Expenses		5,370,069.15	15,167,424.00
V. Profit before tax (III - IV)		2,104,053.85	2,657,319.00
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V-VI)		2,104,053.85	2,657,319.00
VIII Extraordinary Items		-	-
IX Profit before tax (VII-VIII)		2,104,053.85	2,657,319.00
X. Tax expense:			
(1) Provision for Income Tax		406,070.00	688,000.00
Less: MAT Credit		(90,700.00)	
(2) Deferred Tax Liability / (Asset)		685,575.00	(508,232.00)
(3) Income Tax for Earlier Years		-	-
XI Profit/(Loss) for the period (IX-X)		1,103,108.85	2,477,551.00
XII Earning per equity share:	18		
(1) Basic		0.10	0.23
(2) Diluted		0.10	0.23

As per our report of even date attached
For Jhunjhunwala Jain & Associates LLP
Chartered Accountants
Firm Registration No: 113675W

For and on behalf of the Board
For Hasti Finance Limited

(CA Priteesh Jitendra Jain)
Partner
Membership No : 164931

(Nitin Prabhudas Somani)
Managing Director
DIN: 00841378

(Sonal Nitin Somani)
Director
DIN: 01216993

Place : Mumbai
Date : 30th May, 2019

(Raj Nitin Somani)
Chief Financial Officer

HASTI FINANCE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Cash flows from operating activities		
Profit before taxation	2,104,053.85	2,657,319.00
<i>Adjustments for:</i>		
Depreciation	637,964.00	860,832.00
Provision & Contingencies	-	-
Profit on Sale of Investment	-	(2,577,480.00)
Acturial (Gain)/Loss	(1,105,840.00)	237,799.00
<i>Working capital changes:</i>		
(Increase) / Decrease in trade and other receivables	(1,771,614.12)	(5,050,730.00)
Increase / (Decrease) in Current Liabilities	1,139,019.58	(187,119.00)
Cash generated from operations	1,003,583.31	(4,059,379.00)
Income taxes paid	304,538.50	528,236.00
Net cash from operating activities	699,044.81	(4,587,615.00)
Cash flows from investing activities		
Sale of Investments	-	2,728,000.00
Net cash used in investing activities	-	2,728,000.00
Cash flows from financing activities		
Net cash used in financing activities	-	-
Net increase / (decrease) in cash and cash equivalents	699,044.81	(1,859,615.00)
Cash and cash equivalents at beginning of period	52,383.00	1,911,998.00
Cash and cash equivalents at end of period	751,427.81	52,383.00

As per our report of even date attached
For Jhunjhunwala Jain & Associates LLP
Chartered Accountants
Firm Registration No: 113675W

For and on behalf of the Board
For Hasti Finance Limited

(CA Priteesh Jitendra Jain)
Partner
Membership No : 164931

(Nitin Prabhudas Somani)
Managing Director
DIN: 00841378

(Sonal Nitin Somani)
Director
DIN: 01216993

Place : Mumbai
Date : 30th May, 2019

(Raj Nitin Somani)
Chief Financial Officer

HASTI FINANCE LIMITED

NOTE '1': SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

CORPORATE INFORMATION

Hasti Finance Limited is a Non Banking Finance Company (Non Deposit accepting company) having Registered Office at Chennai and Corporate Office at Mumbai. The Company is engaged in financing activities.

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of preparation

The financial statements of the Company have been prepared under the historical cost convention on a going concern and accrual basis in accordance with the generally accepted accounting principles in India to comply with Accounting Standards notified under rule 7 of the companies (Accounts) Rules, 2014, the provision of Section 133 of the Companies Act, 2013.

1.2 Use of Estimates:

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

1.3 Cash flow statement:

The cash flow statement is prepared in accordance with indirect method as explained in the Accounting Standard on cash flow statements (AS) 3 issued by the institute of Chartered Accountants Of India, whereby profit/ (loss) before extraordinary items and tax is adjusted for the effect of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, investing and financing activities of the Company are segregated based on the available information. The Company considers all highly liquid financial instruments, which are readily convertible into cash, to be cash equivalents.

1.4 Revenue Recognition:

Revenue is recognized when it is earned and no significant uncertainty exists as to its realization or collection.

1.5 Investments

Long Term investments are valued at cost. Diminution in value if any, which is of a temporary nature, is not provided.

1.6 Fixed Assets

Fixed assets are recorded at the cost of acquisition. Cost includes all identifiable expenditure incurred to bring the assets to its present condition and location.

1.7 Depreciation

Depreciation on fixed assets is calculated on a written down value method for useful life of respective fixed assets as prescribed in Schedule II of the companies Act, 2013.

1.8 Leases

Leases are classified as operating lease where significant portion of risk and reward of ownership of assets acquired under lease are retained by the lessor.

1.9 Taxes

Current tax provision has been determined on the basis of relief, deductions etc. available under the Income Tax Act, 1961. Deferred tax is recognized for all timing differences, subject to the consideration of prudence.

1.10 Gratuity / Retirement Benefits

The Company's gratuity scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit is calculated by estimating the amount of future benefit that the employees have earned in return for their service in the current and prior periods. This benefit is discounted to determine its present value.

The present value of the obligation under such benefit plan is determined based on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method which recognizes each period of service that give rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at present values of estimated future cash flows. The discounted rates used for determining the present value are based on the market yields on Government Securities as at the balance sheet date. Actuarial gains and losses are recognized immediately in the profit and loss account

1.11 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements

1.12 Impairments

The carrying amounts of assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any indications exist, the assets recoverable amount is estimated. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on average pre-tax borrowing rate of the country where the assets are located, adjusted for risks specific to the asset.

After impairment, depreciation is provided on the assets revised carrying amount over its remaining useful life. A previously recognized impairment loss is increased or decreased depending on changes in circumstances. However, an impairment loss is not decreased to an amount higher than the carrying amount that would have been determined (net of amortization or depreciation) had no impairment loss been recognized in the prior year.

1.13 Earnings per share

Basic and diluted earnings per share are computed in accordance with Accounting Standard-20- Earnings Per Share. Basic earnings per share is calculated by dividing the net profit or loss after tax for the year attributable to equity share holders by the weighted average number of equity share outstanding during the year. Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue equity shares were exercised or converted during the reporting period. Diluted earning per share is computed using the weighted average number of equity shares and dilutive potential equity shares outstanding as at the end of the reporting period.

1.14 Cash and cash equivalents

Cash and Bank Balances that have insignificant risk of change in value including term deposits, which have original durations up to three months, are included in cash and cash equivalents in the cash flow statement.

HASTI FINANCE LIMITED

Notes Forming Integral Part of the Financial Statements as at 31st March, 2019

NOTE 2: SHARE CAPITAL

	Particulars	As On 31.03.2019	As On 31.03.2018
2.1	AUTHORIZED CAPITAL 1,20,10,000 (P.Y. 1,20,10,000) Equity Shares of Rs. 10/- each	120,100,000.00	120,100,000.00
	Total	120,100,000.00	120,100,000.00

	Particulars	As On 31.03.2019	As On 31.03.2018
2.2	ISSUED, SUBSCRIBED & PAID UP CAPITAL 1,08,39,730 (P.Y. 1,08,39,730) Equity Shares of Rs. 10 each fully paid up)	108,397,300.00	108,397,300.00
	Total	108,397,300.00	108,397,300.00

2.3	Reconciliation of Number of Shares Outstanding	As On 31.03.2019		As On 31.03.2018	
		Equity Shares	Amount (Rs.)	Equity Shares	Amount (Rs.)
	Shares Outstanding at the beginning of the year	10839730	108,397,300.00	10839730	108,397,300.00
	Add/Less : Changes during the year	-	-	-	-
		10839730	108,397,300.00	10839730	108,397,300.00

2.4	Rights, Preferences and restrictions attached to shares
	Equity shares : The Company has one class of equity shares having a par value of Rs. 10/- per share. Each equity shareholder is eligible for one vote per share held.

2.5	Shreholders holding more than 5% of the aggregate shares:	As On 31.03.2019		As On 31.03.2018	
		Equity Shares	% of Holding	Equity Shares	% of Holding
	Nitin Prabhudas Somani	2021896	18.65%	2021896	18.65%
	Sonal Nitin Somani	2579668	23.80%	2579668	23.80%

NOTE 3: RESERVES & SURPLUS

	Particulars	As On 31.03.2019	As On 31.03.2018
1	Capital Reserve	1,887,000.00	1,887,000.00
2	Statutory Reserve	7,488,500.00	7,488,500.00
3	Surplus - Balance in the statement of Profit & Loss A/c		
	Opening Balance	22,177,576.00	19,700,025.00
	Add: Profit for the Year	1,103,108.85	2,477,551.00
	Closing Balance	23,280,684.85	22,177,576.00
4	Securities Premium A/c		
	Opening Balance	113,084,600.00	113,084,600.00
	Add/Less : Changes during the year	-	-
		113,084,600.00	113,084,600.00
	Total	145,740,784.85	144,637,676.00

HASTI FINANCE LIMITED

Notes Forming Integral Part of the Financial Statements as at 31st March, 2019

NOTE 4: LONG TERM PROVISIONS

	Particulars	As On 31.03.2019	As On 31.03.2018
	Contingent Provision for Standard Assets	3,194,280.00	3,194,280.00
	Contingent Provision for Sub-Standard Assets	5,247,700.00	5,247,700.00
	Provision for Gratuity	172,612.00	1,278,452.00
	Total	8,614,592.00	9,720,432.00

NOTE 5: TRADE PAYABLES

	Particulars	As On 31.03.2019	As On 31.03.2018
	Micro, Small & Medium Enterprises	-	-
	Others	1,466,187.58	309,664.00
	Total	1,466,187.58	309,664.00

NOTE 6: OTHER CURRENT LIABILITIES

	Particulars	As On 31.03.2019	As On 31.03.2018
	Statutory Dues	32,500.00	50,004.00
	Total	32,500.00	50,004.00

NOTE 7: SHORT TERM PROVISIONS

	Particulars	As On 31.03.2019	As On 31.03.2018
	Provision for Income Tax (Net)	3,759,489.50	3,657,958.00
	Total	3,759,489.50	3,657,958.00

HASTI FINANCE LIMITED

NOTE 8 : FIXED ASSETS

A. Tangible Assets	Gross Block				Depreciation				Net Block	
	Balance As On 01.04.2018	Additions	Deductions	Balance As On 31.03.2019	Balance As On 01.04.2018	For the Year	Deductions	Balance As On 31.03.2019	As on 31.03.2019	As On 31.03.2018
COMPUTER & OTHER PERIPHERAL DEVICES	954,106.00	-	-	954,106.00	954,106.00	-	-	954,106.00	-	-
FURNITURE & FIXTURES	1,975,349.00	-	-	1,975,349.00	1,745,042.00	59,628.00	-	1,804,670.00	170,679.00	230,307.00
OFFICE INTERIOR	4,067,000.00	-	-	4,067,000.00	1,833,181.00	578,336.00	-	2,411,517.00	1,655,483.00	2,233,819.00
Total	6,996,455.00	-	-	6,996,455.00	4,532,329.00	637,964.00	-	5,170,293.00	1,826,162.00	2,464,126.00
Figures for the previous year	6,996,455.00	-	-	6,996,455.00	3,671,497.00	860,832.00	-	4,532,329.00	2,464,126.00	

HASTI FINANCE LIMITED

Notes Forming Integral Part of the Financial Statements as at 31st March, 2019

NOTE 9: NON CURRENT INVESTMENT

Particulars	As On 31.03.2019	As On 31.03.2018
Non-Trade Investments		
Un-Quoted Investments		
1900 (1900) Shares of Finex Express Cargo Pvt Ltd	92,255.00	92,255.00
1900 (1900) Shares of Shirish Express Logistics Pvt Ltd	19,000.00	19,000.00
1900 (1900) Shares of Spider Display Systems Pvt Ltd	71,760.00	71,760.00
635000 (635000) Shares of Fast Train Cargo Ltd	63,500,000.00	63,500,000.00
Total (A+B)	63,683,015.00	63,683,015.00

NOTE 10: DEFERRED TAX ASSETS

Particulars	As On 31.03.2019	As On 31.03.2018
Deferred Tax Assets		
Relating to Fixed Assets	529,836.00	1,260,290.00
Relating to Gratuity Provision	44,879.00	-
Total	574,715.00	1,260,290.00

NOTE 11: LONG TERM LOANS & ADVANCES

Particulars	As On 31.03.2019	As On 31.03.2018
Capital Advances	27,240,243.00	27,240,243.00
Receivable against Financing Activities:		
- Loans & Advances to Related Parties	23,161,758.87	10,631,717.00
- Other Loans & Advances	149,302,513.75	158,713,260.00
Advance to CDSL	53,100.00	-
MAT Credit	90,700.00	-
Total	199,848,315.62	196,585,220.00

NOTE 12: TRADE RECEIVABLES

Particulars	As On 31.03.2019	As On 31.03.2018
1 Trade receivables (Considered Good)		
Outstanding for a period exceeding six months	1,028,000.00	-
Other Debts	299,218.50	2,728,000.00
Total	1,327,218.50	2,728,000.00

NOTE 13: CASH & CASH EQUIVALENTS

Particulars	As On 31.03.2019	As On 31.03.2018
1 Cash in Hand		
As certified by the Management	660,144.00	50,053.00
Sub Total (A)	660,144.00	50,053.00
2 Bank Balance		
With Scheduled Banks in Current Accounts	91,283.81	2,330.00
Sub Total (B)	91,283.81	2,330.00
Total (A+B)	751,427.81	52,383.00

HASTI FINANCE LIMITED

Notes Forming Integral Part of the Financial Statements as at 31st March, 2019

NOTE 14: REVENUE FROM OPERATIONS

	Particulars	As On 31.03.2019	As On 31.03.2018
	Interest on Loans	6,062,958.00	15,247,263.00
	Supervision Charges	305,325.00	-
	Total	6,368,283.00	15,247,263.00

NOTE 15: OTHER INCOME

	Particulars	As On 31.03.2019	As On 31.03.2018
	Gain on Sale of Investments	-	2,577,480.00
	Actuarial Gain	1,105,840.00	-
	Total	1,105,840.00	2,577,480.00

NOTE 16: EMPLOYEE BENEFIT EXPENSE

	Particulars	As On 31.03.2019	As On 31.03.2018
	Managerial Remuneration	840,000.00	192,000.00
	Salary to Employees	1,356,700.00	5,457,000.00
	Staff Welfare Expenses	99,379.00	1,165,611.00
	Actuarial Loss	-	237,799.00
	Total	2,296,079.00	7,052,410.00

HASTI FINANCE LIMITED

Notes Forming Integral Part of the Financial Statements as at 31st March, 2019

NOTE 17: OTHER EXPENSES

Particulars	As On 31.03.2019	As On 31.03.2018
<u>Administration expenses</u>		
Payment to Auditors		
- Statutory Audit	177,000.00	150,000.00
- Other Matters	59,000.00	50,000.00
Advertisement Expenses	25,423.00	237,902.00
Power & Fuel	124,054.00	407,184.00
Legal & Professional Fees	180,178.00	321,638.00
Consultancy Fees	50,000.00	-
Printing & Stationary	143,016.00	490,503.00
Bank Charges	14,262.57	7,635.00
Rent, Rates & Taxes	291,000.00	400,004.00
Repairs & Maintenance Expenses	41,249.00	547,249.00
Telephone, Postage & Telegram Expenses	188,471.00	378,221.00
Office & General Expenses	332,492.00	1,799,794.00
Travelling & Conveyance Expenses	144,877.00	1,986,498.00
Depository Services Fees	121,760.58	52,669.00
Stock Exchange Fees	303,260.00	316,145.00
Transfer Agent Fees	111,957.00	108,740.00
Interest & Penalty on TDS	17,996.00	-
Interest on Late Payment to RTA	46,030.00	-
ROC Fees	64,000.00	-
Total	2,436,026.15	7,254,182.00

NOTE 18: EARNINGS PER SHARE

Particulars	As On 31.03.2019	As On 31.03.2018
Net Profit attributable to equity shareholders	1,103,108.85	2,477,551.00
Weighted average no. of equity shares for calculation of Basic/Diluted EPS	10,839,730.00	10,839,730.00
Nominal Value per Equity Share	10.00	10.00
Earnings per Share (Basic/Diluted)	0.10	0.23

HASTI FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

19. The Company has not received any intimation from Suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, relating to amount unpaid as at the yearend together with interest paid / payable as required under the said act have not been given.
20. Receivables and Loan & advances made to parties are taken as available from the books of account and are subject to confirmation, wherever confirmation not received.
21. The company has long due capital advances of Rs.2.72 Crores towards purchase of property as at the balance sheet date. The documentary evidence for the current status of the said advances were not received. However, the amount of non-recovery is not ascertainable. These are the advances made for the acquisition of property but the agreement is not yet executed as at the balance sheet date hence the same is shown as capital advances.
22. The company is an NBFC company engaged in the business of providing loans. It has been observed that there is weakness in evaluation of creditworthiness of the borrowers. As a consequence, the recovery of the major of the borrower accounts have become uncertain. The company, however not complied with the RBI Norms relating to Income recognition, Asset Classification and NPA Provisioning. However, the amount of non-recovery is not ascertainable.
23. Contingent Liabilities for which no provision is made in the books of accounts are as follows:

S. No.	Particulars	As at March 31, 2019	As at March 31, 2018
1	Income Tax Payable for AY 2012-13	53,75,902/-	53,75,902/-

24. Auditors Remuneration:

Payment for	FY 2018-19	FY 2017-18
For Statutory Audit	1,77,000	1,00,000
For Other Matters	59,000	50,000

25. Segment Reporting

The Company has single reportable segment "Financing Activity " for the purpose of accounting standard 17 on "Segment Reporting".

26. Related parties disclosures as per AS-18

Related Party Details:

	Nature of Relationship	Name
I	Key Management Person	a) Mr. Nitin Prabhudas Somani b) Mrs. Sonal Nitin Somani
II	Entities in which KMP or their relatives are interested	a) Shree Fast Courier & Cargo Private Limited b) Fast Train Cargo Limited c) First International Hotel Private Limited d) Fast Realty Private Limited e) Safemode Cargo Private Limited f) Finex Express Cargo Pvt Ltd g) Somani Developers h) Somani Realty

The Following transactions were carried out with the related parties referred in above in the ordinary course of business.

(Amount In Lacs)

Name of the party	Mr. Nitin Prabhudas Somani	Mrs. Sonal Nitin Somani	Finex Express Cargo Pvt Ltd	Safemode Cargo Pvt Ltd	Somani Developers	Somani Realty
Relationship	Key Management Person	Key Management Person	Enterprise in which KMP (or their relatives) are interested	Enterprise in which KMP (or their relatives) are interested	Enterprise in which KMP (or their relatives) are interested	Enterprise in which KMP (or their relatives) are interested
Loan Given	NIL (NIL)	NIL (NIL)	NIL (NIL)	130.88 (35.35)	NIL (NIL)	NIL (NIL)
Loan recovered	NIL (NIL)	NIL (NIL)	NIL (NIL)	19.19 (23.15)	NIL (NIL)	NIL (NIL)
Net Closing balance of	NIL (NIL)	NIL (NIL)	68.52 (68.52)	163.09 (37.80)	NIL (NIL)	NIL (NIL)

Loan Given						
Interest income	NIL (NIL)	NIL (NIL)	NIL (5.03)	13.60 (4.33)	NIL (NIL)	NIL (NIL)
Remuneration	4.20 (1.92)	4.20 (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
Sale of Investments	NIL (27.28)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
Supervision Charges Received	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	1.25 (NIL)	1.80 (NIL)

Note: Amount in bracket indicate previous year's figures

27. Disclosure pursuant to Accounting Standard 15 (Revised) – Employee benefits

Defined benefit plans

In accordance with the Payment of Gratuity Act 1972, Company provides for gratuity, as a defined benefit plan. The gratuity plan provides for a lumpsum payment to the employees at the time of separation from the service on completion of vested period of employment i.e five years. The liability of gratuity plan is provided based on actuarial valuation as at the end of each financial year. The extracts from the Actuarial Valuation report and disclosures are produced hereunder:

Changes in the Present Value of Obligation

Particulars	FY 2018-19	FY 2017-18
Changes in the present value of the defined benefit obligation is as follows:		
Present value of defined benefit obligation at the beginning of the year	12,78,452	10,40,653
Interest cost	95,884	78,049
Current service cost	1,72,612	2,00,192
Benefits paid	-	-
Actuarial (gain)/ loss on obligation	(13,74,336)	(40,442)
Present value of defined benefit obligation at the end of the year	1,72,612	12,78,452

Expense recognised in the profit and loss account

Particulars	FY 2018-19	FY 2017-18
Current service cost	1,72,612	2,00,192
Interest cost on obligation	95,884	78,049
Past service cost	-	-
Expected return on plan assets	-	-

Amortization of prior services cost	-	-
Net actuarial (Gain) / Loss to be recognised	-13,74,336	-40,442
Transfer In/ Out	-	-
Curtailment (Gain) / Loss recognized	-	-
Settlement (Gain) / Loss recognized	-	-
Expense recognized in Profit and Loss Account	-11,05,840	2,37,799

Movement in the Liability recognized in the Balance Sheet

Particulars	FY 2018-19	FY 2017-18
Present value of obligations as at the beginning	12,78,452	10,40,653
Expenses Recognized in P & L Statement	-11,05,840	2,37,799
Benefits Paid	-	-
Actual Return on Plan Assets	-	-
Acquisition Adjustment	-	-
Present Value of Obligations as at the end	1,72,612	12,78,452

Actuarial Assumptions

- | | | | |
|-------|------------------------|---|----------|
| (i) | Discount Rate | : | 7.72% |
| (ii) | Future Salary Increase | : | 6.00% |
| (iii) | Retirement Age | : | 58 Years |

28. Information regard to other matter specified in Schedule III of Companies Act, 2013 is either nil or not applicable to the company for the year.

29. Figures in brackets relates to previous year. The previous year's figures have been regrouped, recomputed, rearranged and reclassified wherever necessary.

For and on behalf of
JHUNJHUNWALA JAIN & ASSOCIATES LLP
Chartered Accountants
Firm's Registration No.: 113675W

For and on behalf of the Board
For HASTI FINANCE LIMITED

Sd/-
(CA Priteesh Jitendra Jain)
Partner
Membership No. 164931

Sd/-
Nitin Prabhudas Somani)
Managing Director
DIN : 00841378

Sd/-
(Sonal Nitin Somani)
Director
DIN : 01216993

Place: Mumbai
Date : 30th May, 2019

Sd/-
(Raj Nitin Somani)
Chief Financial Officer

Attendance Slip of Annual General Meeting

HASTI FINANCE LIMITED

CIN: L65191TN1994PLC02833

Regd. Off: No. 14 Imperial Hotel Complex, Near Albert Cinema Hall,
Whannels Road, Egmore, Chennai-600008

Email: hastifinanceltd@gmail.com; Website: www.hastifinance.com

ATTENDANCE SLIP

For 25th Annual General Meeting

Monday, September 30, 2019 at 1.00 p.m

Regd. Folio
No. _____

/ DP ID _____

/ Client ID/Beneficiary
A/c _____

No. of Shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 25th Annual General Meeting of the Company on Monday, 30th September, 2019 at 1:00 p.m. at No. 14 Imperial Hotel Complex, Near Albert Cinema Hall, Whannels Road, Egmore, Chennai-600008

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

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

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 : L65191TN1994PLC028333
Name of the Company : **HASTI FINANCE LIMITED**
Registered Office : No. 14 Imperial Hotel Complex, Near Albert
Address : Cinema Hall, Whannels Road, Egmore, Chennai-
600008,TN

Name of the Member : _____
Registered Address : _____

Email ID : _____
Folio No. / Client : _____
ID/DP ID : _____

I/ We being the member of Hasti Finance Limited, holding _____ shares,
hereby appoint:

1. Name : _____
Address : _____

Email ID : _____
Signature : _____

Or Failing him/her

2. Name : _____
Address : _____

Email ID : _____
Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf
at 25th Annual General Meeting of members of the Company, to be held on 30th
September, 2019 at NO. 14 IMPERIAL HOTEL COMPLEX, NEAR ALBERT
CINEMA HALL, WHANNELS ROAD, EGMORE, CHENNAI TN 600008, and at
any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2019, Profit and Loss Account for the year ended 31st March, 2019 and the Reports of the Directors and Auditors thereon.
2. Appointment of Mrs. Sonal Nitin Somani, who retires by rotation, and being eligible, seeks re-appointment.

Special Business

3. Re-appointment of Mr. Vilas Shankar Daware (DIN: 03402035) as Independent Director for second term of five years.
4. Re-appointment of Mr. Vishal Buddhdev (DIN: 03426456) as Independent Director for second term of five years.
5. Shifting of Registered Office from the state of Tamil Nadu to the state of Maharashtra.

Signature of Shareholder (s)

Signature of Proxy holder (s)

Signed this _____ day of _____ 2019

Affix 1/-
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.