

Dynamic Portfolio Management & Services Ltd.

Regd. Office : 916, Pearl Omaxe Building, Tower-2, Netaji Subhash Place
Pitampura, New Delhi-110034, Phone : 011-47012010, 011-45500295
Email : dpms.kolkata@gmail.com, Website : www.dynamicwealthservice.com
Email : dpms.kolkata@dynamicwealthservices.com
CIN: L74140DL1994PLC304881

Dated: 31st August, 2020

To,

General Manager
Department of Corporate Affairs
Bombay Stock Exchange Limited
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001

Reg.: Scrip Code 530779

Subject: Annual Report under Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Dear Sir/Ma'am,

Pursuant to Regulation 34(1) of Listing Regulations, please find enclosed the Annual Report of the Company for the Financial Year 2019-20.

This is for your kind information & records.

Regards.

Yours truly,

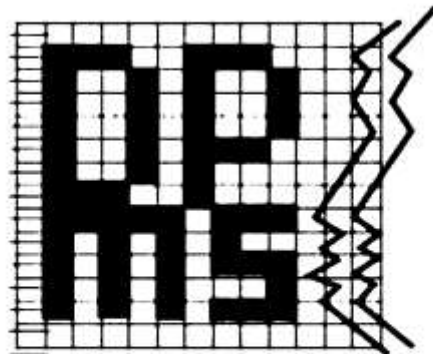
For **Dynamic Portfolio Management & Services Limited**

Neha Sharma
Company Secretary and Compliance Officer

Encl: As above

26th Annual Report

2019-2020



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TABLE OF CONTENTS

S. No.	CONTENTS	Page No.
01	Corporate Information	2
02	Notice of AGM	3
03	Board's Report along with annexures	16
04	Corporate Governance Report	37
05	Certificate Of Non-Disqualification Of Directors	50
06	MD/CFO Certification	51
07	Certificate on Corporate Governance	53
08	Management Discussion and Analysis Report	54
	Financial Statement:	
09	Auditor's Report	
	Balance Sheet	58-89
	Statement of Profit & Loss Cash flow	
	Statement	
	Notes forming part of Financial Statement	

CORPORATE INFORMATION**Board Of Directors**

Kailash Chandra Agarwal	Chairman(w.e.f 05.08.2020)
Sunil Kumar Gupta	Chairman (upto 24.07.2020)
Mukesh Chauhan	Executive Director
Sushil Kumar	Independent Director
Anita Mittal	Independent Director
Sujoy Chakraborty	Independent Director
Ravi Kumar Newatia	Independent Director(upto 24.07.2020)

Company Secretary

Neha Sharma (w.e.f 05.12.2019)

Chief Financial Officer

Amir khan

Corporate Identity Number (CIN)

L74140DL1994PLC304881

Registered Office

916, Tower-2 Pearl Omaxe Building, Netaji Subhash Place, Pitampura New Delhi-110034

Internal Auditor

Sharma PK and Associates

219A, First Floor,
Rama Market, Pitampura
New Delhi-110034**Secretarial Auditor**

Gaurav Ashwani and Associates

38, Pocket-B4, IInd Floor , Sector-7
Rohini, Delhi-110085**Statutory Auditor**

MANV and Associates

C-4,2ND Floor ,Central Market ,Lajpat Nagar-II, New Delhi-110024**Registrar and Share Transfer Agent**MAASHITLA SECURITIES PVT LTD.
905, Aggarwal Corporate Heights,
Netaji Subhash Place, Pitampura,
New Delhi – 110034**Bankers**HDFC Bank Limited
Indusind Bank

NOTICE

Notice is hereby given that the **26th Annual General Meeting** of the Members of Dynamic Portfolio Management and Services Limited will be held on Tuesday, 29th day of September, 2019 at 12:00 noon through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) facility to transact the business mentioned below

The proceedings of the Annual General Meeting (“AGM”) shall be deemed to be conducted at the Registered Office of the Company at at 916, Pearl Omaxe Building, Tower-2, Netaji Subhash Place, Pitampura, New Delhi-110034 which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.
2. TO APPOINT MR. MUKESH CHAUHAN (DIN: 05350819), AS DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE- APPOINTMENT.
3. TO RE-APPOINT STATUTORY AUDITORS FROM THE CONCLUSION OF THIS ANNUAL GENERAL MEETING UNTIL THE CONCLUSION OF THE THIRTY SECOND ANNUAL GENERAL MEETING AND TO FIX THEIR REMUNERATION

RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. M A N V and Associates, Chartered Accountants (Registration No. 007351N), be and is hereby reappointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of thirty first Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imburement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. MUKESH CHAUHAN (DIN: 05350819) AS DIRECTOR OF THE COMPANY

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

Resolved that Mr. Mukesh Chauhan(DIN: 05350819), who was appointed as an Additional Director of the Company, by the Board of Directors in their Meeting held on 26.12.2020, under section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re- enactment thereof) and applicable provisions of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.”

5. APPOINTMENT OF MR. KAILASH CHANDRA AGARWAL (DIN: 08650459)AS DIRECTOR OF THE COMPANY

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

Resolved that Mr. Kailash Chandra Agarwal (DIN: 08650459), who was appointed as an Additional Director of the Company, by the Board of Directors in their Meeting held on 26.12.2020, under section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re- enactment thereof) and applicable provisions of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.”

6. APPOINTMENT OF MR. SUJOY CHAKRABORTY (DIN: 05216758) AS INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of Mr. Sujoy Chakraborty (DIN: 05216758), in respect of whom the Company has received a notice in writing from a member under Section 160 of the of the Companies Act, 2013, proposing her candidature for appointment as Director, be and is hereby appointed as an Independent Director of the Company for a period of Five (5) years with effect from 24th July, 2020 to 23rd July, 2025, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they deem necessary in connection with appointment of Mr. Sujoy Chakraborty, as Non-Executive Independent Director of the Company and to file all the necessary documents with Registrar of Companies for the purpose of giving effect to this resolution.”

7. APPOINTMENT OF MR. KAILASH CHANDRA AGARWAL AS MANAGING DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 2(54), 2(78), 196, 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities, including the Central Government in granting such approvals, permissions, sanctions, approval of the shareholders be and is hereby accorded to the

appointment of Mr. Kailash Chandra Agarwal (DIN 08650459) as Managing Director of the Company for a period of 5 years w.e.f. 5th August ,2020.

RESOLVED FURTHER THAT remuneration will be payable to the Managing Director as decided by Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they deem necessary in connection with appointment of Mr. Kailash Chandra Agarwal, as Managing Director of the Company and to file all the necessary documents with Registrar of Companies for the purpose of giving effect to this resolution.”

8. TO RE-APPOINT MS. ANITA MITTAL (DIN: 05125170), AS INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Ms. Anita Mittal (DIN: 05125170), who holds office of Independent Director up to 17th March, 2020 and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director”

Date: 26.08.2020

By Order of the Board of Directors

Place: New Delhi

For Dynamic Portfolio Management and Services Limited

Neha Sharma

Company Secretary and Compliance Officer

ACS 57676

Registered office

916, Pearl Omaxe Building, Tower-2, Netaji Subhash Place, Pitampura, New Delhi-110034

CIN: L74140DL1994PLC304881

Email:dpms.kolkata@gmail.com

Tel: 01147012010

Notes:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/ 2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM.
2. An Explanatory statement pursuant to Section 102(1) of the Act, relating to Special Business to be transacted at the AGM is annexed hereto.
3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. The register of member will closed for this annual general meeting from Thursday September 23, 2020 to Tuesday September 29, 2020 (both days inclusive)
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

10. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e voting.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.dynamicwealthservices.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
12. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 26th September, 2020 at 10:00 A.M. and ends on Friday, 28th September, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

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-in to 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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 csgauravashwani@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 to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **dpms.kolkata@gmail.com**.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **dpms.kolkata@gmail.com**.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
2. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
3. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
4. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at company email ID i.e dpms.kolkata@gmail.com from September 26, 2020 (9:00 a.m. IST) to September 28, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will

only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

6. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
7. Members are encouraged to join the Meeting through Laptops for better experience.
8. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
9. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
10. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at (company email id)..
11. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
12. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Date: 26.08.2020

By Order of the Board of Directors

Place: Delhi

For Dynamic Portfolio Management and Services Ltd

Neha Sharma
Company Secretary
Membership No.: ACS 57676

Regd. Office: 916, Pearl Omaxe Tower-2, Netaji Subhash Place, Pitampura, New Delhi-110034

CIN: L74140DL1994PLC304881

Email: dpms.kolkata@gmail.com

Tel: 011-47012010

EXPLANTORY STATEMENT PURSUANT TO SECTION 102 (2) OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102 (2) of the Companies Act, 2013, the following explanatory statement forms a part of the Notice calling Annual General Meeting or the FY 2019-20

ITEM NO. 4

The Board of Directors of the Company in its meeting held on 26th December, 2019, had appointed Mr. Mukesh Chauhan (DIN: 05350819) as an Additional Director of the Company. In terms of the provisions of Section 161 of the Companies Act, 2013, Mr. Mukesh Chauhan (DIN: 05350819) holds office till the date of the ensuing Annual General Meeting.

The Board considers his appointment to be in the interest of the Company and accordingly, recommends the same for approval of the shareholders.

None of the Directors except Mr. Mukesh Chauhan may be deemed to be interested in the resolution.

ITEM NO. 5 and 7

The members are informed that Mr. Kailash Chandra Agarwal was appointed as additional director w.e.f. December 26, 2019 and further appointed as Managing Director of the Company w.e.f. August 05, 2020. In accordance with the provisions of the Companies Act, 2013 read with the Articles of Association of the Company, the office of the Additional Director viz., Mr. Kailash Chandra Agarwal, was to end at the forthcoming Annual General Meeting and has offered himself for re-appointment.

The members are further informed that regularization of appointment of Mr. Kailash Chandra Agarwal, as director requires your approval in the general meeting and therefore, the board commends the above resolution for your approval. None of the Manager, Key Managerial Personnel, director and their relatives is interested or concerned, financially or otherwise in the resolution except Mr. Kailash Chandra Agarwal.

ITEM No. 6

The Nomination & Remuneration Committee, has recommended appointment of Mr. Sujoy Chakraborty (DIN: 05216758) as Independent director Director for a period of 5 (Five) years from 24th July, 2020 to 23rd July, 2022. Based on the recommendation, the Board of Directors at its meeting held on 24th July, 2020 appointed Mr. Sujoy Chakraborty as an Additional Director of the Company in the category of Independent Directors and his tenure expires at this Annual General Meeting.

A notice has been received in writing by a member under Section 160 of the Companies Act, 2013 proposing appointment of Mr. Sujoy Chakraborty as an Independent Director of the Company at this Annual General Meeting for a period of 5 (Five) years with effect from 24th July, 2020 to 23rd July, 2022. Brief profile along with other particulars of Mr. Sujoy Chakraborty, as required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached as annexure to this Notice. None of the Directors except Mr. Sujoy Chakraborty may be deemed to be interested in the resolution.

The Board accordingly places the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the members.

ITEM No. 8

As per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015 approval of the shareholders by way of a special resolution is required for continuation of directorship of the Independent directors of the Company for the Second term

Ms. Anita Mittal was appointed as an Independent Director under Section 149 and Schedule IV of the Companies Act, 2013 in the Annual General Meeting held on 24th September, 2015 for a term of five years i.e. to hold office till the Annual General Meeting to be held in the calendar year 2020.

The Company has received a declaration from Ms. Anita Mittal confirming that she meets the criteria of independence as prescribed under the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Ms. Anita Mittal is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company. In the opinion of the Board, Ms. Anita Mittal fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations and she is independent of the management.

Details of Director seeking appointment at the forthcoming Annual General Meeting in pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015:

Name of the Director	Mr. Mukesh Chauhan	Mr. Kailash Chandra Agarwal	Mr. Sujoy Chakraborty	Ms. Anita Mittal
DIN	05350819	08650459	05216758	05125170
Date of Birth	10.02.1972	03.03.1972	17.09.1972	02.11.1972
Age	48 years	48 years	47 years	47 years
Nationality	Indian	Indian	Indian	Indian
Relationship between director inter-se	NIL	NIL	NIL	NIL
Date of Appointment	26.12.2019	26.12.2019	24.07.2020	17.03.2015
Qualification	Graduate	Graduate	Engineering Graduate	Graduate
Functional Expertise & Experience including brief resume	He is having 27 years of rich experience in the field of Accounts including planning, organizing Accounting Aspects and book-keeping of Accounting Records.	Specialization in Finance and having 20 years of rich experience in the Field of Finance including financial planning, analysing of investment proposals, investors services and regulatory affairs.	Specialization In Business Processes Consulting and Technical Solution Delivery. Worked extensively across industries and across organizations of various sizes for the past 20 years. Executed successfully ERP in Microsoft Dynamics D365, AX2012R3, AX2009, AX4.0 and Business Process Automation projects	Specialization in the field of Portfolio Management and Credit Management
Appointment/Re appointment	Appointment	Appointment	Appointment	Re-Appointment
Terms and Conditions of Appointment/ Reappointment	As per Explanatory Statement	As per Explanatory Statement	As per Explanatory Statement	As per Explanatory Statement

Directorship held in other companies (excluding foreign companies & Section 8 companies) as on 31st March, 2020	NIL	NIL	Director in Company Genesis Workforce Private Limited	Director in Company <ul style="list-style-type: none"> • Sursadhnavin imay Pvt Ltd • Northstar Mercantiles Private Limited
Membership/ Chairmanship of Committees of public Companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31st March, 2020	Member of Audit Committee of Dynamic Portfolio Management and Services Limited		Chairperson of Audit Committee, Stakeholder & Relationship Committee and Nomination & Remuneration Committee of Dynamic Portfolio Management and Services Limited	Member of Stakeholder & Relationship Committee and Nomination & Remuneration Committee of Dynamic Portfolio Management and Services Limited
Number of shares held in the Company	NIL	NIL	NIL	NIL
Remuneration last drawn	Not applicable	Not applicable	Not applicable	NIL
Remuneration proposed to be paid	Not applicable	Not applicable	Not applicable	Not applicable
Number of meetings of the Board attended during the year.	3	3	NA	9

Directors Report

To the Members,

Dynamic Portfolio Management and Services Limited

Your Directors are pleased to present the Annual Report of your Company, along with Audited Financial Statements for the year ended 31st March, 2020.

Financial Results

In Rs

Particulars	2019-20	2018-19
Revenue From Operation & Other Income	1,18,73,186	78,07,787
Profit before exceptional item and taxation	17,04,375	17,58,159
Less :-		
Exceptional Items		
Taxes	4,64,359	4,56,700
Net Profit after tax	12,40,016	13,01,459
Earnings Per Share	0.11	0.11

Corporate Highlights

During the year under review, the total income is 118.73 lakh (previous year: 78.08 lakh). The profit before exceptional item and taxation is 17.04 lakh (previous year: 17.58 lakh) and the net profit is 12.40 lakh (previous year: 13.01 lakh).

Operations and State of Affairs

The operation and state-of-affairs have been adequately explained in Management Discussion and Analysis segment and form part of this report.

Transfer to reserves

Our Company has transferred amount of Rs. 2,48,003 /- to Special Reserve as required by section 45-IC of the RBI Act, 1934.

Dividend

In view of current and expected foreseeable growth opportunities, the Board intends to retain the financial resources of the Company and therefore, finds it prudent not to propose any dividend for the year under reporting.

Extract of Annual Return

As per the requirements of Section 92(3) of the Act and rules framed thereunder, the Extract of the Annual Return for financial year 2019 - 20 is given in **ANNEXURE - A** in the prescribed Form No. MGT-9, which is a part of this report. The complete Annual Return is available on the Company's website www.dynamicwealthservices.com

Share Capital

There was no change in the paid share capital of the Company during the year ended on 31st March 2020

Employee Stock Option Plan (ESOP)

The Company did not issue any employee stock options / equity shares during the financial year under review, under the Employee Stock Option Scheme.

Deposits

During the year under review, your Company has not taken any public deposits.

Particulars of Loans, Guarantee and Investments

Loans, Guarantees and Investments u/s 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

Related Party Transactions

The Company has adopted a Related Party Transactions Policy. The policy, as approved by the Board, is uploaded on the Company's website at the web link: <http://dynamicwealthservices.com/company-policies-code-of-conduct/>

Form AOC-2 is marked as Annexure-C. Details of the transactions with Related Parties are provided in the accompanying financial statements.

Risk Management Policy

The Company has adopted a Risk Management Policy in accordance with the provisions of the Act and the Listing Regulations. It establishes various levels of accountability and overview within the Company, while vesting identified managers with responsibility for each significant risk.

The Company has laid down procedures to inform the Audit Committee as well as the Board of Directors about risk assessment and management procedures and status.

The risk management process consists of risk identification and assessment; risk measurement, mitigation and monitoring; and risk reporting.

Board of Directors

Presently, the Board of Directors of the Company comprises Mr. Kailash Chandra Agarwal, Chairman, Mr. Mukesh Chauhan, Executive Director and Mr. Sushil Kumar, Ms. Anita Mittal, Mr. Sujoy Chakraborty as Independent Directors.

Appointment of Directors and Key Managerial Personnel

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and the provisions of the Listing Regulations. In the opinion

of the Board, they fulfill the conditions of independence as specified in the Act and the Rules made there under and are independent of the management.

In accordance with the provisions of the Act, Mr. Mukesh Chauhan (DIN: 05350819), retire by rotation at the forthcoming Annual General Meeting of the Company and being eligible, offer himself, for re-appointment. The Board of Directors recommends his re-appointment.

Mr. Sujoy Chakraborty has been appointed as Independent Director w.e.f. 24.07.2020 by the Board. They hold office of the Additional Director up to the date of ensuing A.G.M. The Company has received candidature notice under Section 160 of Act from Mr. Sujoy Chakraborty, for appointment as Independent Director of the company.

Ms. Neha Sharma has been appointed as Company Secretary and Compliance officer of the Company w.e.f 05.12.2019.

Mr. Kailash Chandra Agarwal was appointed as Chief Financial officer on 16.05.2019 and in place of him Mr. Amir Khan has been appointed as Chief Financial officer w.e.f 05.08.2020.

The information of Directors seeking appointment/reappointment as required pursuant to Regulation 36(3) of SEBI Listing Regulations is provided in the notice of the 30th Annual General Meeting of the Company.

Policy on appointment and remuneration of Directors

The Company has adopted a Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and other employees, pursuant to the provisions of the Act and the Listing Regulations.

In accordance with the Nomination and Remuneration Policy adopted by the Company, the Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company.

The Committee is responsible for reviewing and vetting the profile of potential candidates vis-a-vis the required competencies and meeting potential candidates, prior to making recommendations of their nomination to the Board in accordance with the Nomination and Remuneration Policy of the Company. The Nomination and Remuneration Committee has formulated the criteria for determining requisite qualifications, positive attributes such as high standards of ethical behaviour, strong interpersonal and communication skills and soundness of judgment and independence of Directors in terms of provisions of Section 178 of the Act and the Listing Regulations.

The philosophy for remuneration of Directors, Key Managerial Personnel and all other employees of the Company is based on the commitment of fostering a culture of leadership with trust. The Remuneration Policy of the Company is aligned to this philosophy.

The Nomination and Remuneration Committee has considered the following factors while formulating the Policy:

- (i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- (ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

It is affirmed that the remuneration paid to Directors, Key Managerial Personnel and all other employees is as per the Remuneration Policy of the Company.

The Policy, as approved by the Board, is uploaded on the Company's website at the web link:

<http://dynamicwealthservices.com/company-policies-code-of-conduct/>

Annual Evaluation of Board Performance and Performance of its Committees and of Directors

Pursuant to the provisions of the Act and the Listing Regulations, the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors.

The Board's functioning was evaluated on various aspects, including inter alia degree of fulfilment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

The criteria for performance evaluation of the Board and Independent Directors, is uploaded on the Company's website at the web link: <http://dynamicwealthservices.com/company-policies-code-of-conduct/>

Board and Committee Meetings

Details of the composition of the Board and its Committees and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report. The intervening gap between the Meetings was within the prescribed period.

Directors' Responsibility Statement

In terms of Section 134 (3) (c) of the Act, your directors, to the best of their knowledge and belief and according to the information and explanations obtained by them in the normal course of their work, state that, in all material respects:

- a) In the preparation of the annual financial statements for the year under reporting, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) Appropriate accounting policies have been selected, applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at reporting date and of the profit of the company for the year ended on that date;
- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The annual financial statements have been prepared on a going concern basis;

- e) Proper internal financial controls were in place and the financial controls were adequate and operating effectively; and
- f) Proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Reporting of Frauds

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under section 143(12) of the Act and the rules made thereunder.

Secretarial Standards

The Company has complied with the applicable provisions of the Secretarial Standards issued by the Institute of Companies Secretaries of India.

Corporate Governance Report and Management Discussion & Analysis Report

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexures, together with the Certificate from M/s Gaurav Ashwani & Associates, Company Secretary in Practice in compliance with the requirements of Corporate Governance as stipulated in Regulation 27 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 and of the Listing Agreement.

Vigil Mechanism / Whistle Blower Policy

The company has a vigil mechanism named 'Whistle Blower Policy' to deal with instances of fraud and mismanagement, if any. The details of the said policy is posted on the website of the company at <https://www.wealthservices.com>

Codes of Conduct

The Board has laid down Codes of Conduct for Board Members and for Senior Management and Employees of the Company ("Codes"). These Codes have been posted on the Company's website at <https://www.wealthservices.com>

The Board has also laid down a Code of Conduct for Independent Directors pursuant to Section 149(8) read with Schedule IV of the Act, which is a guide to professional conduct for Independent Directors of the Company.

All the Board Members and Senior Management Personnel have affirmed compliance with these Codes. A declaration signed by the Chairman & Managing Director to this effect is enclosed at the end of this Report.

Amendment in Code and Policies

Pursuant to the notified Listing Regulations by the Securities and Exchange Board of India, whereby the provisions of erstwhile Listing Agreement and various circulars issued with respect thereto were repealed, the Company has suitably replaced the repealed provisions of Listing Agreement with Listing Regulations in its relevant codes and policies adopted. The details of the aforesaid amendment in codes and policies of the Company can be accessed at <https://www.wealthservices.com>

Anti-Sexual Harassment Policy

The Company has not received any complaint of sexual harassment during the financial year under reporting, as required under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Code for Prevention of Insider Trading

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations 2015, the Company has adopted a Code for Prevention of Insider Trading. The objective of the code is to restrict an insider from dealing in the shares of the company either directly or indirectly when in possession of unpublished price sensitive information and also to restrict communication of such information. The code is applicable to directors and designated employees/ persons associated with the company. The code enumerates the procedure to be followed for dealing in the shares of the company and periodic disclosures to be made. It also restricts the insiders from dealing in the company's shares during the period when the 'Trading Window' is announced closed. The company secretary has been designated as the Compliance Officer.

The details of the said code are posted on the website of the company at <https://www.dynamicwealthservices.com>

Internal Controls Systems and Adequacy

The Company's internal audit systems are geared towards ensuring adequate internal controls commensurate with the size and needs of the business, with the objective of efficient conduct of operations through adherence to the Company's policies, identifying areas of improvement, evaluating the reliability of Financial Statements, ensuring compliances with applicable laws and regulations and safeguarding of assets from unauthorized use.

Details of the internal controls system are given in the Management Discussion and Analysis Report, which forms part of the Directors' Report.

Auditors and Audit**i) Statutory Auditors**

The Members at the 21st AGM of the Company held on September 30th 2015, had appointed M/s. MANV & Associates, Chartered Accountants, (ICAI Firm Registration no. 007351N) as the Statutory Auditor of the Company to hold office up to the conclusion of 26th AGM of the Company, subject to ratification of their appointment by the shareholders, every year. The Ministry of Corporate Affairs vide its Notification dated May 7th 2018, has dispensed with the requirement of ratification of Auditor's appointment by the shareholders, every year. Hence, the resolution relating to ratification of Auditor's appointment is not included in the Notice of the ensuing Annual General Meeting.

There are no qualifications, reservations or adverse remarks made by M/s. MANV & Associates, Chartered Accountants, Chartered Accountants, as Statutory Auditors of the Company, in their report for the financial year ended March 31, 2020. The Statutory Auditors have not reported any incident of fraud to the Audit Committee or to the Board of Directors under section 143(12) of the Act during the Year under review.

ii) Secretarial Audit

In accordance with the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company had appointed Gaurav Ashwani &

Associates, Company Secretaries, Delhi, to undertake the Secretarial Audit of the company. The Secretarial Audit report is annexed herewith as Annexure-D. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

During the Year, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

iii) Cost Auditor

The provision of 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 as the company is Non-Banking Financing Company.

Nature of Business

There is no change in the nature of business during the period under review.

Subsidiaries/Joint Ventures/Associate Companies

The Company does not have any subsidiary, Joint Ventures and Associate Company.

Material Changes and Commitments

There have been no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

Corporate Social Responsibility

The provisions of the Act relating to Corporate Social Responsibility are not applicable. Nevertheless, the Company shall continue its endeavour to fulfil its responsibility towards society.

RBI Norms

The Company has complied with all the necessary applicable prudential norms of RBI being NBFC during the year under review.

Significant and Material Orders passed by the Regulators or Courts

No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

Industrial Relations

During the year, the industrial relations at all the works of the Company were cordial.

Investor Relations

Your Company always endeavours to keep the time of response to shareholders request/ grievance at the minimum. Priority is accorded to address all the issues raised by the shareholders and provide them a satisfactory reply at the earliest possible time. The Shareholders Grievances Committee of the Board meets periodically and reviews the status of the Shareholders Grievances.

Personnel

The information required under Section 197 (12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 with any amendments thereto, is annexed as Annexure-B.

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 (3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 with any amendments thereto, is given as under:

	Current Year	Previous Year
	2019-20	2018-19
Energy Conservation	NIL	NIL
Technology Absorption	NIL	NIL
Foreign Exchange Earnings and Outgoing	NIL	NIL

The Directors sincerely acknowledge the trust and confidence that has been placed by the employees, shareholders and investors in the Company. The Directors are thankful to all the employees and the officers of the Company, for their dedication, support and co-operation.

On behalf of the Board of Directors

For Dynamic Portfolio Management and services Limited

Kailash Chandra Agarwal

DIN: 08650459

Mukesh Chauhan

DIN: 05350819

DECLARATION BY THE MANAGING DIRECTOR UNDER REGULATION 34(3) READ WITH PARAGRAPH D OF SCHEDULE V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,

The Members of
Dynamic Portfolio Management and Services Limited

I, Kailash Chandra Agarwal, Chairman & Managing Director of Dynamic Portfolio Management and Services Limited declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31st March, 2020.

For Dynamic Portfolio Management and services Limited

Kailash Chandra Agarwal
DIN: 08650459

Annexure-A

Form No. MGT-9

**Extract of Annual Return
as on the financial year ended on March 31, 2020**

[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 : L74140DL1994PLC304881
 ii) Registration Date : 11.05.1994
 iii) Name of the Company : Dynamic Portfolio Management & Services Ltd
 iv) Category / Sub-Category of the Company : Public Listed Company(BSE) / Non-Government Company/NBFC
 v) Address of the Registered office and contact details : 916, Tower-2 Pearl Omaxe Building, Netaji Subhash Place, Pitampura New Delhi-110034
 Ph. No.: 011-47012010
 E-mail:dpms.kolkata@gmail.com
 vi) Whether listed company Yes / No : Yes
 vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : MAASHITLA SECURITIES PVT LTD. 905, Aggarwal Corporate Heights, Netaji Subhash Place, Pitampura, New Delhi – 110034

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products/Services	NIC code of the Product/service	% to total turnover of the Company
1	NBFC Activities (Financing) & Trading / Investment in Shares & Securities	66110	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S.No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
NA					

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

i) Category-wise Share Holding

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

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	
(1) Indian									
a) Individual/ HUF	32400		32400	0.28%	32400		32400	0.28%	
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1484600		1484600	12.70%	1484600		1484600	12.70%	
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	1517000		1517000	12.97%	1517000		1517000	12.97%	-
(2) Foreign									
a) NRIs- individuals	-	-	-	-	-	-	-	-	-
b) Other- Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1) + A(2)	1517000	-	1517000	12.97%	1517000		1517000	12.97%	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII's	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others(specify)	-	-	-	-	-	-	-	-	-
Sub-total (B) (1):-	-	-	-	-	-	-	-	-	-
2. Non-institutions									
a) Bodies Corp.									
i) Indian	158646	424500	583146	4.99%	139784	424500	564284	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual Shareholders holding nominal share capital upto Rs. 2 lakh	315935	892000	1207935	10.33%	389725	1046000	1435725	-	-

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	
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakh	6918206	1407400	8325606	71.21%	6841918	1253400	8095318	-	-
c) Others (specify)	25613	32500	58113	0.50%	46973	32500	79473	-	-
Sub-total (B)(2):-	7418400	2756400	10174800	-	7418400	2756400	10174800	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	-	-	-	-	-	-	-	-

(ii) Shareholding of Promoters

SI No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in the shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Ravi Kumar Newatia	13500	0.12%	-	13500	0.12%	-	-
2	Asha Newatia	2800	0.02%	-	2800	0.02%	-	-
3	Ritesh Newatia	7200	0.06%	-	7200	0.02%	-	-
4	Suman Agarwal	8900	0.07%	-	8900	0.07%	-	-
5	Ritesh Properties Pvt. Ltd	298000	2.55%	-	298000	2.55%	-	-
6	Shiv Shankar Securities Pvt. Ltd	168500	1.44%	-	168500	1.44%	-	-
7	Ranisati Mercantiles Pvt. Ltd	217500	1.86%	-	217500	1.86%	-	-
8	Jewel Moulders Holding Pvt. Ltd	374500	3.20%	-	374500	3.20%	-	-
9	Ritesh Real Estate Pvt. Ltd	228500	1.95%	-	228500	1.95%	-	-
10	Darshaan Vyapar Pvt. Ltd	197600	1.69%	-	197600	1.69%	-	-

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

SI 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	No Change during the year			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	No Change during the year			
	At the End of the year	No Change during the year			

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

SI No.		Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For each of Top 10 shareholders				
1	Pallavi Goyal	1460000	12.49%	1460000	12.49%
2	Vipul Goel	1447500	12.38%	1447500	12.38%
3	Pawan Kumar Sharma	703500	6.02%	696720	5.96%
4	Tapan Kumar Biswas	400000	3.42%	400000	3.42%
5	Anuradha Biswas	400000	3.42%	400000	3.42%
6	Suresh Chand Garg	265000	2.27%	265000	2.27%
7	Dinesh Chand Garg	265000	2.27%	265000	2.27%
8	Swati Garg	264500	2.26%	264500	2.26%
9	Shyam Sunder Garg	264500	2.26%	264500	2.26%
10	Laxmi Devi Garg	263500	2.25%	263500	2.25%

(v) Shareholding of Directors and Key Managerial Personnel:

SI 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
	For each of the Directors and KMP				
1.	Mr. Ravi Kumar Newatia				
	At the beginning of the year	13500	0.11%	13500	0.11%
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus /sweat equity etc)	No Change during the year			
	At the End of the year	13500	0.11%	13500	0.11%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrue 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		1,01,14,287		1,01,14,287
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i + ii + iii)		1,01,14,287		1,01,14,287
Change in Indebtedness during the financial year				
- Addition		3,98,91,836		3,98,91,836
- Reduction		1,01,14,287		1,01,14,287
Net Change		2,97,77,549		2,97,77,549
Indebtedness at the end of the financial year				
i) Principal amount		3,98,91,836		3,98,91,836
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i + ii + iii)		3,98,91,836		3,98,91,836

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) if 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	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission - as % of profit - Others, specify...	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	Total (A)	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Anita Mittal	Ravi Kumar Newatia	Sushil Kumar	
1.	Independent Directors • Fee for attending board / committee meetings • Commission • Others, please specify	- - -	- - -	- - -	- - -

	Total (1)	-	-	-	-
	2. Other Non-Executive Directors				
	• Fee for attending board committee meetings	-	-	-	-
	• Commission	-	-	-	-
	• Others, please specify				
	Total (2)	-	-	-	-
	Total (B) = (1 + 2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SI. No.	Particulars of Remuneration	Remuneration to Key Managerial Personnel other than MD/Manager/WTD		
		Key Managerial Personnel		
		Company Secretary	CFO	Total
		(Neha Sharma)*	(Shri Kailash Chandra Agarwal)	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	96,774	2,40,000	
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	-	-	
	(c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of Profit	-	-	-
	- others (specify)	-	-	-
5	Others please specify	-	-	-
	Total	96,774	2,40,000	

* Appointed as Company Secretary w.e.f. 5th December, 2019

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

For and on behalf of Board of Directors

Dynamic Portfolio Management and Services Limited

Kailash Chandra Agarwal

DIN: 08650459

Mukesh Chauhan

DIN: 05350819

Annexure-B**[Pursuant to Rule 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

1. The ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year and;
2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, or Manager, if any, in the financial year:

Name of Director	Category	Ratio to Median	% increase in Remuneration
Mr. Sunil Kumar Gupta	Managing Director	-	None
Mr. Mukesh Chauhan	Executive Director	5.74:1	None
Mr. Kailash Chandra Agarwal	Executive Director	4.53:1	None
Mr. Sushil Kumar	Independent Director	-	None
Mr. Ravi Kumar Newatia	Independent Director	-	None
Ms. Anita Mittal	Independent Director	-	None
Ms. Neha Sharma	Company Secretary	1.83:1	None
Mr. Kailash Chandra Agarwal	CFO	4.53:1	None

3. The percentage increase in the median remuneration of employees in the financial year: NA
4. The number of permanent employees on the rolls of Company as at reporting date: 8
5. The increment given to each individual employee is based on the employees' education, potential, experience as also their performance and contribution to the Company's progress over a period of time and also the industrial standards in India.
6. Affirmation that the remuneration is as per the Remuneration Policy of the Company.
7. It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.

[Pursuant to Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

None of the employees' remuneration exceeds the limit specified.

Annexure-C**Form AOC-2**

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

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

Details of contracts or arrangements or transactions not at Arm's Length basis				
	Name(s) of the related party and nature of relationship	-	-	-
	Nature of contracts/arrangements/ transactions	-	-	-
	Duration of the contracts/ arrangements/ transactions	-	-	-
	Salient terms of the contracts or arrangements or transactions including the value, if any	-	-	-
	Justification for entering into such contracts or arrangements or transactions.	-	-	-
	Date(s) of approval by the Board	-	-	-
	Amount paid as advances, if any	-	-	-
	Date on which the special resolution was passed in General Meeting as required under first proviso to section 188.	-	-	-

Details of contracts or arrangements or transactions at Arm's Length basis		
	Name(s) of the related party and nature of relationship	-
	Nature of contracts/arrangements/ transactions	-
	Duration of the contracts/ arrangements/ transactions	-
	Salient terms of the contracts or arrangements or transactions including the value, if any	-
	Justification for entering into such contracts or arrangements or transactions.	-
	Date(s) of approval by the Board	-
	Amount paid as advances, if any	-
	Date on which the special resolution was passed in General Meeting as required under first proviso to section 188.	-

Note: As per Section 188, the company has not been entered into any such nature of transaction during the reportable period.

On behalf of the Board of Directors
For Dynamic Portfolio Management and Services Limited

Kailash Chandra Agarwal
DIN: 08650459

Mukesh Chauhan
DIN: 05350819

Date: 26.08.2020
Place: New Delhi

Annexure D**Secretarial Audit Report****FORM NO. MR-3**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members of
Dynamic Portfolio Management and Services Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Dynamic Portfolio Management and Services Limited (CIN L74140DL1994PLC304881) (hereinafter called “the Company”). Secretarial Audit was conducted for the financial year ended on 31st March, 2020 in a manner that provided us reasonable basis for evaluating the corporate conduct/ statutory compliances and expressing our opinion thereon.

On the basis of the above and on our verification of documents, books, papers, minutes, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of the Audit, we hereby report that in our opinion, the Company has, during the period covered under the Audit as aforesaid, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We report that:

- a) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion. We have not verified the correctness and appropriateness of the financial records and Books of the Company.
- c) Where ever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of management.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2020 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
- vi. Indian Stamp Act, 1899;
- vii. Indian Contract Act, 1872;
- viii. Income Tax Act, 1961 and indirect tax laws;
- ix. Applicable Labour Laws; and
- x. Other applicable Laws;

Having regard to the compliance system prevailing in the Company and on the basis of presentation and Reports made by Compliance Auditors of the Company, we further report that the Company has adequate system to ensure the compliance of the other applicable laws specifically to the Company.

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

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- Listing Agreements with Stock Exchanges in India.

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

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally 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. But some documents, registers, files are needed to be maintained in more improvised and updated manner and should be in more consonance with the secretarial standards and provisions of The Companies Act 2013.
- All decisions at Board Meetings and Committee Meetings are carried out by majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board,

as the case may be. But further adherence to the rules and provisions of the act for drafting of minutes and registers will be appreciated.

We further report that based on the information received and records maintained 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 GAURAV ASHWANI AND ASSOCIATES

Gaurav Ashwani
Practising Company Secretary
ACS: 57744 AND COP: 22050
UDIN: A057744B000619283

Place: New Delhi
Date: 26.08.2020

Report on Corporate Governance

Corporate Governance is one key element in improving economic efficiency and growth as well as enhancing investor confidence. It essentially involves balancing the interests of all the stakeholders in a company i.e. shareholders, management, customers, suppliers, financiers, government and the society at large.

Your Company is committed to sound corporate governance practices based on conscience, openness, fairness, professionalism and accountability to build confidence of its various stakeholders thereby paving the way for its long term success.

A Report in line with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below as a part of the Director's Report along with a Certificate issued by a Practicing Company Secretary regarding compliance with the provisions of Corporate Governance.

Brief Statement on company's philosophy on Corporate Governance

Your Company's Corporate Governance philosophy is based on two core principles. These are:

- I. Management must have the executive freedom to drive the enterprise forward for sustainable growth without undue restraints; and
- II. This freedom of management should be exercised within the framework of regulatory environment and effective accountability.

Your Company's corporate structure, conduct of business and disclosure practices have been accordingly aligned to its Corporate Governance Philosophy.

The Board of your Company also firmly endorses the principles of governing disclosures and obligations as provided in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as guiding force.

Board of Directors

The Board of Directors of your Company provides leadership, objective judgment and strategic guidance to the Company. The Board Charter can be said to be governed within the framework set out in the Companies Act, Memorandum of Association, Articles of Association of the company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and internal codes/procedures of the company etc.

It reviews corporate policies, overall performance, accounting and reporting standards and other significant areas of management, corporate governance and regulatory compliance. Your Company's Board consists of eminent individuals with diverse experience and expertise.

Composition

As on March 31, 2020 the Company's Board comprised Mr. Kailash Chandra Agarwal, Chairman, Mr. Mukesh Chauhan, Executive Director and Mr. Sushil Kumar, Ms. Anita Mittal, Mr. Sujoy Chakraborty as Independent Directors.

During the FY 2019-20, the following changes took place in the composition of the Board of Directors of the Company:-

- i. Due to some personal reasons Mr. Sunil Kumar Gupta ceased to be Chairperson and Managing director of the company w.e.f 24.07.2020
- ii. Mr. Kailash Chandra Agarwal was appointed as Chairperson and Managing director of the company w.e.f 05.08.2020
- iii. Due to some pre-occupations Mr. Ravi Kumar Newatia ceased to be Independent director of the Company upto 24.07.2020 and in place of him Mr. Sujoy Chakraborty was appointed as Independent director w.e.f 24.07.2020.

The composition of Board of Directors as on March 31, 2020 was as follows:

Mr. Sunil Kumar Gupta	Chairman (upto 24.07.2020)
Mr. Kailash Chandra Agarwal	Chairman(w.e.f 05.08.2020)
Mr. Mukesh Chauhan	Executive Director
Mr. Sushil Kumar	Independent Director
Ms. Anita Mittal	Independent Director
Mr. Ravi Kumar Newatia (upto 24.07.2020)	Independent Director
Mr. Sujoy Chakraborty (w.e.f 24.07.2020)	Independent Director

Your Company has under the RBI's Master Direction - Non-Banking Financial Company - Systemically non Important Non-Deposit Taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, formulated a Fit and Proper Policy for ascertaining the fit and proper status of the directors of the Company. The Nomination and Remuneration Committee of the Company has in terms of the said policy ascertained the Functional and Independent Directors as fit and proper to hold the office of Director on the Board of the Company for the FY 2019-20.

Further, pursuant to the requirements under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has obtained a certificate from a Practicing Company Secretary that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of company by the Board/Ministry of Corporate Affairs or any such statutory authority.

Board Meetings

The meetings of the Board are generally held at the registered office of the company and are scheduled well in advance. The Board of PFC meets regularly. The meetings of Board are governed by a structured agenda and any member of the Board is free to recommend inclusion of any subject matter in the agenda for deliberations. Detailed agenda papers including explanatory notes are circulated in advance on all major issues to facilitate the Board to take well-informed and independent decisions. Your Company follows Secretarial Standard-1 on Meetings of the Board of Directors as issued by Institute of Company Secretaries of India in its true letter and spirit.

During the year under review, the Board met 9 times on the following dates:

15.04.2019	16.05.2019	30.05.2019	14.08.2019	26.11.2019
05.12.2019	26.12.2019	18.01.2020	27.01.2020	

Annual General Meeting

The last Annual General Meeting of the Company was held on September 30, 2019

Directors' attendance at the Board Meetings held during the FY 2019-20 and at the last Annual General Meeting, number of directorships in other companies and Membership/Chairmanship in the committees of other companies, core skills, expertise, and competencies of the Members of the Board etc. are as follows:

Name and Designation	Board Meetings		No. of other directorships as on 31.03.2020	Chairmanship/Membership in the Committees of other Companies as on March 31,2020		Attendance at the last AGM held on 30.09.2019
	Held during the tenure	Attended		Member	Chairperson	
Mr. Kailash Chandra Agarwal- Chairperson w.e.f 05.08.2020	3	3	1	-	-	NA
Mr. Sunil Kumar Gupta Chairperson upto 24.07.2020	9	9	1	-	-	Yes
Mr. Mukesh Chauhan- Executive Director	3	3	1	-	-	NA
Mr. Sushil Kumar- Independent Director	9	9	4	-	1	Yes
Ms. Anita Mittal- Independent Director	9	9	3	-	-	Yes
Mr. Ravi Kumar Newatia-	9	9	20	-	-	Yes

Independent
Director

Mr. Sujoy Chakraborty-Independent Director	NA	NA	NA	NA	NA	NA
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Details of Directorship in Listed Entities

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees, across all the companies in which he is a Director. None of the Directors of the Company are in any way related to each other.

Separate Meeting of Independent Directors

The Separate Meeting of Independent Directors was held on January 27, 2020 in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Schedule IV of Companies Act, 2013

Declaration by Independent Directors

All the Independent Directors in the first meeting of the Board of the FY 2019-20 held on April 15, 2019, gave a declaration that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, all the Independent Directors in the first meeting of the Board of the FY 2020-21 held on May 21, 2020 gave a declaration that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors in the said meeting confirmed that the Independent Directors of the Company fulfil the conditions specified in Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Committees of the Board of Directors

In terms of the regulatory requirements and in order to facilitate expeditious consideration and focused decision making on the affairs of the company, the Board has constituted Board level committees with distinct role, accountability and authority. The board had accepted the recommendations of committees of the board which is mandatorily required, in the relevant financial year. The Board Level Committees are as follows:

- i. Audit Committee
- ii. Nomination and Remuneration Committee
- iii. Stakeholders Relationship Committee

Audit Committee

As per the requirements under the Companies Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and RBI's Corporate Governance norms, the Board of Directors of the company has constituted an Audit Committee of Directors.

The Audit Committee of the company constituted by the Board comprises of two independent directors and one functional Director. The meetings of the committee, during the year, were chaired by an independent director.

As on March 31, 2020, the Audit Committee comprised of the following:

Name of Member	Designation
Mr. Ravi Kumar Newatia	Chairperson
Mr. Sushil Kumar	Member
Mr. Sunil Kumar Gupta	Member

The Company Secretary continued to be the Secretary to the Committee. The role, terms of reference, scope and authority of Audit Committee are as provided under the relevant provisions of Companies Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and RBI's Corporate Governance norms.

During the FY 2019-20, Four Meetings of the Audit Committee were held i.e

30.05.2019	14.08.2019	26.11.2019	27.01.2020
------------	------------	------------	------------

The details of the Meetings attended by Members during the FY 2019-20 are as follows

Name of Member	Designation	No. of Meetings	
		Held during the Tenure	Attended
Mr. Ravi Kumar Newatia	Chairperson	4	4
Mr. Sushil Kumar	Member	4	4
Mr. Sunil Kumar Gupta	Member	4	4

Nomination and Remuneration Committee

As per the requirements under the Companies Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and RBI's Corporate Governance norms, the Board of Directors of the company has constituted a Nomination and Remuneration Committee of Directors.

The Nomination and Remuneration Committee of the company constituted by the Board comprises of three independent directors. The meetings of the committee, during the year, were chaired by an independent director.

As on March 31, 2020, the Audit Committee comprised of the following:

Name of Member	Designation
Mr. Ravi Kumar Newatia	Chairperson
Mr. Sushil Kumar	Member
Ms. Anita Mittal	Member

The Company Secretary continued to be the Secretary to the Committee. The role, terms of reference, scope and authority of Nomination and Remuneration Committee are as provided under the relevant provisions of Companies Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and RBI's Corporate Governance norms.

During the FY 2019-20, Four Meetings of the Nomination and Remuneration Committee were held i.e

30.05.2019	05.12.2019	26.12.2019	18.01.2020
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The details of the Meetings attended by Members during the FY 2019-20 are as follows

Name of Member	Designation	No. of Meetings	
		Held during the Tenure	Attended
Mr. Ravi Kumar Newatia	Chairperson	4	4
Mr. Sushil Kumar	Member	4	4
Ms. Anita Mittal	Member	4	4

Stakeholders Relationship Committee

As per the requirements under the Companies Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and RBI's Corporate Governance norms, the Board of Directors of the company has constituted a Stakeholders Relationship Committee of Directors.

The Stakeholders Relationship Committee of the company constituted by the Board comprises of three independent directors. The meetings of the committee, during the year, were chaired by an independent director.

As on March 31, 2020, the Audit Committee comprised of the following:

Name of Member	Designation
Mr. Ravi Kumar Newatia	Chairperson
Mr. Sushil Kumar	Member
Ms. Anita Mittal	Member

The Company Secretary continued to be the Secretary to the Committee. The role, terms of reference, scope and authority of Nomination and Remuneration Committee are as provided under the relevant

provisions of Companies Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and RBI's Corporate Governance norms. During the FY 2019-20, Three Meetings of the Nomination and Remuneration Committee were held i.e

30.05.2019 05.12.2019 18.01.2020

The details of the Meetings attended by Members during the FY 2019-20 are as follows

Name of Member	Designation	No. of Meetings	
		Held during the Tenure	Attended
Mr. Ravi Kumar Newatia	Chairperson	3	3
Mr. Sushil Kumar	Member	3	3
Ms. Anita Mittal	Member	3	3

GENERAL BODY MEETING

AGM	DATE	DAY	TIME	Location	Special Resolution
25 th	30.09.2019	Monday	02:00 PM	Pearl Omaxe Building Tower-2, Netaji Subhash Place, Pitampura, New Delhi-110034	-
24 th	29.09.2018	Saturday	02:00 PM	Pearl Omaxe Building Tower-2, Netaji Subhash Place, Pitampura, New Delhi-110034	-
23 rd	29.09.2017	Friday	11:00 AM	Pearl Omaxe Building Tower-2, Netaji Subhash Place, Pitampura, New Delhi-110034	-

Disclosures

The Company has not entered into any materially significant related party transaction that may have any potential conflict with the interest of the Company. Further, the Company did not enter into any significant related party transactions with board members where they had personal interest. Further, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has formulated a "Policy on Related Party Transaction" and the same is available at <http://dynamicwealthservices.com/company-policies-code-of-conduct/>

Pursuant to the requirements under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has formulated a "Policy on Material Subsidiary" and the same is available at <http://dynamicwealthservices.com/company-policies-code-of-conduct/>

No item of expenditure was debited in books of accounts which was not for the purpose of the business. Further, no expense was incurred which was personal in nature and was incurred for the Board of Directors and Top Management.

In the preparation of financial statements, the Company has followed Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) with effect from April 1, 2019, issued by the Ministry of Corporate Affairs, to the extent applicable.

Means of Communication

The company recognizes communication as a key element of the overall Corporate Governance framework and therefore emphasizes continuous, efficient and relevant communication to public at large. The Company communicates with its shareholders through its annual report, general meeting, newspapers and disclosures through website. The Company also communicates with its institutional shareholders through investor conferences, conference calls etc. While the Quarterly/Annual Financial results are published in national newspapers like Financial Express and Haribhoomi etc.

CEO/CFO certification

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Certificate duly signed by Chairman & Managing Director and one Director was placed before the Board of Directors at its meetings held on August 26, 2020 (Copy enclosed at Annexure B of this Report).

Compliance with applicable laws

The company has a robust Compliance monitoring system in place. The Board periodically reviews the status of compliances to ensure proper compliance of all laws applicable to the company.

Code of Conduct

The Code of Business Conduct and Ethics for the Board Members and Senior Management is a comprehensive code applicable to all Directors and Members of Senior Management of your Company. It is in alignment with Company's vision and values to achieve the Mission & Objectives and aims at enhancing ethical and transparent process in managing the affairs of the Company. A copy of the Code has been made available on the website of the Company i.e. www.dynamicwealthservices.com.

Based on the affirmation received from Board Members and Senior Management Personnel, declaration regarding compliance of Code of Conduct made by the Chairman & Managing Director is enclosed at **Annexure C** of this Report.

Code for Prevention of Insider Trading

In pursuance of Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018, your Company has reviewed & redrafted the comprehensive Code i.e. "Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for

Regulating, Monitoring & Reporting of Trading in the Securities of Dynamic Portfolio Management and Services Limited price sensitive information. All Designated Employees and other Connected Persons as mentioned in the Code have a duty to safeguard the confidentiality of all such information obtained in the course of his or her assignment at the company and not to misuse his or her position or information to gain personal benefit or to provide benefit to any third party. The code lays down guidelines and procedures to be followed and disclosures to be made while dealing with the securities of the Company and the consequences of non-compliance. The Company Secretary has been appointed as Compliance Officer and is responsible for ensuring adherence of the said Code.

In line with the requirement of the said Code, trading window was closed from time to time, whenever some price sensitive information was submitted to the Board. The Compliance Officer notified the closure of trading window on the website of the company well in advance restraining all the employees and other connected person not to deal in the securities of the Company when the trading window is closed.

The copy of the "Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for Regulating, Monitoring & Reporting of Trading in the Securities of Dynamic Portfolio Management and Services Limited" is also available on the company website www.dynamicwealthservices.com

Shareholders Information

Annual General Meeting

DATE	TIME	VENUE
29.09.2020	12:00NOON	Other Audio Visual Means

Financial Calendar for FY 2020-21(Tentative)

Particulars	DATE
Financial Year	
Unaudited financial results for the first three quarters	Will be announced within 45 days from the end of each quarter
Audited Financial Results	Audited Financial results will be announced on or before May 30,2021
AGM(Next year)	August-September 2021

Date of Book Closure

The Register of Members and Share Transfer Books of the Company will remain closed from September 23, 2020 to September 29, 2020 inclusive of both days.

Payment of Dividend

The Board of Directors of your Company have not recommended any dividend during the FY 2019-20.

Listing on Stock Exchanges

Company Shares are listed on following stock exchange

Bombay Stock Exchange Limited (BSE)

Floor-25,PJ Towers, Dalal Street ,

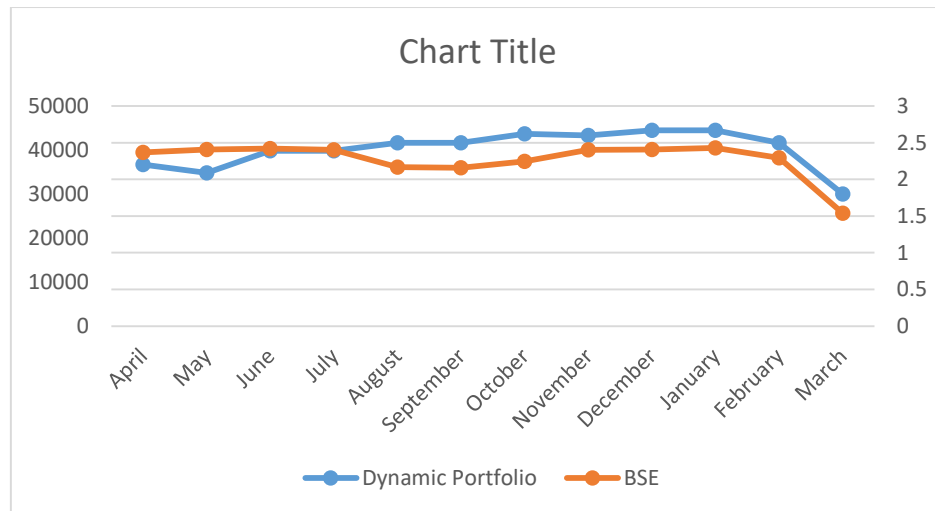
Mumbai-400001

Scrip Code: 530779

The annual listing fees for the FY 2020-21 has been paid

Market Price Data

Month	Company Market Price		BSE Sensex	
	High	Low	High	Low
April	2.20	2.09	39487.45	38460.25
May	2.39	2.09	40124.96	36956.1
June	2.39	-	40312.07	38870.96
July	2.50	2.39	40032.41	37128.26
August	2.50	-	36102.35	37332.79
September	2.50	-	35987.8	38667.33
October	2.62	2.50	37415.83	40129.05
November	2.60	-	40014.23	40793.81
December	2.67	2.55	40135.37	41253.74
January	2.67	2.56	40476.55	40723.49
February	2.50	1.80	38219.97	38297.29
March	1.80	1.56	25638.9	29468.49



Registrar and Transfer Agent

MAASHITLA SECURITIES PVT LTD.

905, Aggarwal Corporate Heights,

Netaji Subhash Place, Pitampura,

New Delhi – 110034

Tel: 011-45121795/ 45121796/ 45121798/ 47581432

Email: rta@maashitla.com

Website: www.maashitla.com

Share Transfer System

Transfer of equity shares in electronic form are done through the depositories with no involvement of the Company. 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 separate communication to the Company to register the transfer.

SEBI, effective April 1, 2019, barred physical transfer of shares of listed companies and mandated transfers only through demat. However, investors are not barred from holding shares in physical form.

Distribution of Shareholding

Distribution of shareholding as on March 31, 2020

S.no	Amount	No. Shareholders	Of % of Shareholders	Amount (Rs)	% of Shares
1	1-5000	906	60.97	2035440	1.74
2	5001-10000	188	12.65	1510960	1.29
3	10001-20000	146	9.83	2138860	1.83
4	20001-30000	88	5.92	2257570	1.93
5	30001-40000	36	2.42	1252000	1.08
6	40001-50000	10	0.67	455820	0.39
7	50001-100000	49	3.30	3567050	3.05
8	100001 and Above	63	4.24	103700300	88.69
Total		1486	100	116918000	100

Shareholding pattern as on March 31,2020

Category	Total No. of Shares	% to Equity
Resident Individual	9563443	81.8
Body Corporate	2048884	17.52
HUF	72797	0.62
Clearing Member	2176	0.02
Non-resident Indian	4500	0.04
Total	11691800	100

Dematerialization of shares

Number of shares held in dematerialized form with NSDL, CDSL and physical mode as on March 31, 2020.

Description	No. of Shares	% to total Capital Issued
CDSL	4726579	40.43
NSDL	4208821	36
Physical	2756400	23.58
	11691800	100

Outstanding GDR and ADR Warrants or any convertible instruments, conversion date and likely impact on equity

No GDR and ADR Warrants/Convertible Instruments have been issued by the Company

Address for correspondence

Registered office: 916, Tower-2 Pearl Omaxe Building, Netaji Subhash Place, Pitampura New Delhi-110034

Company Secretary: Ms. Neha Sharma , Tel no- 01147012010, email ID: dpms.kolkata@gmail.com

CERTIFICATE REGARDING NON-DEBARMENT AND NONDISQUALIFICATION OF DIRECTORS FROM PRACTISING COMPANY SECRETARY

A certificate issued by M/s Gaurav Ashwani and Associates, Company Secretaries pursuant to Regulation 34(3) read with Clause 10 (i) of Paragraph C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, certifying that none of the Directors on the Board of the Company as on 31st March, 2020, has been debarred or disqualified from being appointed or continuing as Directors of the companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Reserve Bank of India, or any such Statutory Authority is attached at the end of the Corporate Governance Report as "Annexure A".

Non-Mandatory Requirements

The status of non-mandatory requirements pertaining to Corporate Governance Section of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

1. The Board: The Company is headed by an executive Chairman.
2. Shareholder Rights: The quarterly financial results of the Company are published in leading newspapers as mentioned under the heading "Means and Communication" of the Corporate Governance report and also displayed on the website of the Company.
3. Modified opinion(s) in audit report: It is always Company's endeavour to move towards a regime of financial statements with unmodified audit opinion.
4. Reporting of Internal Auditor: The Internal auditors of the company are invited to the Meetings of the Audit Committee and regularly interact with the members of the Audit committee.

Annexure A**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To
The Members of
Dynamic Portfolio Management and Services Limited

I/We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Dynamic Portfolio Management and Services Limited having CIN L74140DL1994PLC304881 and having its registered office at 916, Tower-2 Pearl Omaxe Building, Netaji Subhash Place, Pitampura New Delhi-110034 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V- Para C Sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my/our opinion and to the best of my/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 me/us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2020 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, Reserve Bank of India or any such other Statutory Authority.

Sr. No	Name of Director	DIN	Date of Appointment
1	Sunil Kumar Gupta	02958759	20.12.2014
2	Mukesh Chauhan	05350819	26.12.2019
3	Kailash Chandra Agarwal	08650459	26.12.2019
4	Sushil Kumar	00415359	25.07.2014
5	Anita Mittal	05125170	17.03.2015
6	Ravi Kumar Newatia	00214822	03.06.2002

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.

Place: New Delhi
Date: 26.08.2020

FOR GAURAV ASHWANI AND ASSOCIATES

Gaurav Ashwani
Practising Company Secretary
ACS: 57744 AND COP: 22050
UDIN: A057744B000618711

Annexure-B

**COMPLIANCE CERTIFICATE UNDER REGULATION 17(8) OF SEBI (LODR) REGULATIONS, 2015
And
DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT
PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

**The Board of Directors
Dynamic Portfolio Management and Services Limited**

We the undersigned certify to the Board that:

A. We have reviewed financial statements and the cash flow statement for the year ended March 31,2020 and that to the best of our knowledge and belief:

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 company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company 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 company's internal control system over financial reporting.

E. We further declare that all Board members and senior management personnel have affirmed compliance with the code of Conduct, as applicable to them for the year ended 31st March, 2020.

On behalf of the Board of Directors

For Dynamic Portfolio Management and services Limited

**Kailash Chandra Agarwal
DIN: 08650459**

**Mukesh Chauhan
DIN: 05350819**

Annexure-C**Declaration as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

"All the members of the Board and Senior Management Personnel have affirmed compliance of the 'Code of Business Conduct & Ethics for Board Members and Senior Management' for the financial year ended on March 31, 2020."

On behalf of the Board of Directors

For Dynamic Portfolio Management and services Limited

Kailash Chandra Agarwal

DIN: 08650459

Mukesh Chauhan

DIN: 05350819

CERTIFICATE ON CORPORATE GOVERNANCE**PRACTISING COMPANY SECRETARIES' CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To
The Members of
Dynamic Portfolio Management and Services Limited

We have examined documents, books, papers, minutes, forms and returns filed and other records maintained by the Company and all the relevant records for certifying the compliance of conditions of Corporate Governance by Dynamic Portfolio Management and Services Limited (CIN L74140DL1994PLC304881 (the Company) for the year ended 31st March, 2020, as stipulated in Regulation 34 (3) read with Para E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Management's Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the management. The management along with the Board of Directors are responsible in implementation and maintenance of internal control and procedures to ensure compliance with conditions of corporate governance as stated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Our Responsibility

Our examination was limited to implementation of the conditions thereof and adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Our Opinion

In our opinion and on the basis of our examination of the records produced, explanations and information furnished, we certify that the Company has complied with the conditions of Corporate Governance as specified in regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations, as applicable.

This certificate 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.

FOR GAURAV ASHWANI AND ASSOCIATES

Gaurav Ashwani
Practising Company Secretary
ACS: 57744 AND COP: 22050
UDIN: A057744B000619140

Place: New Delhi
Date: 26.08.2020

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Dynamic Portfolio Management and Services Limited ('the Company') is a non-deposit-taking Non-Banking Financial Company (NBFC-ND) registered with the Reserve Bank of India (RBI). The Company has a diversified lending portfolio across different sectors.

India has a diversified financial sector undergoing rapid expansion with many new entities entering the market along with the existing financial services firms. The sector comprises commercial banks, insurance companies, NBFCs, housing finance companies, co-operatives, pension funds, mutual funds and other smaller financial entities. The RBI's continued focus on financial inclusion has expanded the target market to semi-urban and rural areas. NBFCs, especially those catering to the urban and rural poor namely Non-Banking Financial Company Micro Finance Institutions (NBFC-MFIs) and asset finance companies, have a complementary role in the financial inclusion agenda of the country. After the COVID-19 impact gradually tapers off, the financial services sector is poised to grow eventually on the back of strong fundamentals, adequate liquidity in the economy, significant government and regulatory support, and the increasing pace of digital adoption. In fact, digital transactions will play a larger role in the financial eco-system than hitherto witnessed.

Over the past few years, NBFCs have undergone a significant transformation and today they form an important component of India's financial system. Playing a critical role in the development of infrastructure, transport and employment generation, NBFCs are changing the business loan landscape in the country. Most NBFCs, leverage alternative and tech-driven credit appraisal methodologies to assess the credit worthiness of prospective borrowers.

This difference in approach allows them to meet loan requirements of individuals and businesses left traditionally underserved by banks. With the introduction of e-KYC, making borrowing an instant and hassle-free experience, NBFCs are already offering the right financial products to consumers and small businesses in a customised manner. The use of technology to optimise business processes also keeps cost overheads to a minimum, enabling credit to be availed at highly competitive interest rates.

Opportunities

Shift of savings to financial instruments

The shift of savings to financial instruments from physical assets and bank deposits has been largely on account of high inflation and high interest rate scenario over the period. Tax policy has been used to provide incentives and promote savings in financial assets and encouraging longterm savings. The Government of India's (GOI) efforts to increase banking penetration through its Jan Dhan Yojna and the integration of PAN and Aadhar are expected to further enhance the savings in financial assets. The number of digital transactions in India have already increased manifold over the past two years and the access to investments via digital channels is expected to accelerate in the coming years. The strong flow of funds from Foreign Institutional Investors (FIIs), Domestic Institutional Investors (DIIs) and retail investors into equity markets, mutual funds and insurance are expected to continue in the long run.

Growth of digital financial services

The financial services sector is witnessing growing digitisation. The digitisation efforts have seen accelerated growth in financial services sector, and it is set to grow significantly, by 2021, according to the RBI. The financial sector is leveraging digitisation to increase internal efficiencies, provide value-added customer services, minimise risk and support India's expanding economy.

Artificial Intelligence

Financial institutions are looking at artificial intelligence (AI) solutions to deliver superior customer experiences, reduce costs and unlock new revenue streams. According to the NASSCOM-CMR survey (Artificial Intelligence for Banking, Financial Services and Insurance Sector, 2018) adoption of AI in the country's financial services sector will help financial institutions to offer enhanced customer experience, followed by automation of backend business processes, and effective compliance and risk management. Data analytics, block-chain, and artificial intelligence are also expected to provide financial institutions considerable leverage over the traditional banking systems.

Challenges

Competitive rivalry between big players is intense in the industry

- Financial services companies often compete on the basis of offering lower financing rates, higher deposit rates and investment services;
- Stringent regulatory norms prevent new entrants;
- Customers prefer to invest their money with a reputed financial services company offering a wide range of services;
- Low bargaining power of suppliers as the industry is highly regulated by RBI;
- Medium bargaining power of customers. Although customers do not have much bargaining power, they can easily switch to another company based on the terms and quality of services provided.

Initiatives launched by the RBI to support NBFCs

Measures	RBI guidelines	Impact
Increasing exposure limit	The RBI increased the counterparty exposure limit of banks to a single NBFC to 20% of Tier-I capital from 15%.	While the measure was intended to encourage banks to lend more to NBFCs, banks have been largely cautious and have refrained from making the best use of higher limits. Many banks are still below the former limit
Priority sector classification	Loans given by banks to NBFCs for lending to agriculture, micro and small enterprises, and housing to be classified as Priority Sector Lending (PSL)	The measure has benefited some of the larger NBFCs and specialised NBFCs. However, it has not directly addressed the refinancing challenges of the NBFC sector.
Easing of risk-weightage norms for banks	The RBI has allowed banks to risk-weight their exposures to NBFCs based on the respective credit rating.	The move is likely to expand flow of credit to better-rated NBFCs.
Partial credit guarantee	GOI has created a mechanism whereby it will Provide partial credit guarantee to banks for the purchase of NBFC assets, amounting to Rs. 1 trillion during 2019-20. The guarantee will be provided on a one-time basis	The measure is in the initial stages of implementation. Market participants are confident that the guarantee is adequate to cover typical losses. This

	for six months for a public sector bank's first	could help some of the large and mid-sized NBFCs with their liquidity needs
	loss of up to 10%	for about six months.
Co-origination model	The RBI released guidelines on co-origination of loans by banks and non-deposit taking NBFCs in the priority sector. NBFCs must take a minimum exposure of 20% with the remaining contribution by the participating bank.	There are obvious benefits from this arrangement in terms of the liquidity support, especially for struggling NBFCs. The NBFCs are also likely to benefit from the risk sharing model and will be able to target a new customer base.
Securitisation	The RBI guidelines on securitisation allow NBFCs to securitise their loans with original maturity of more than 5 years.	NBFCs would benefit from the liquidity generated by securitisation of assets to address problems arising from asset liability mismatch.

Union Budget 2020-21 highlights

- The limit for NBFCs to be eligible for debt recovery under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest (SARFAESI) Act, 2002 is proposed to be reduced to an asset size of Rs. 100 crore from Rs. 500 crore or the loan size to Rs. 50 lakh from the existing Rs. 1 crore.
- Increase in the allocation under Pradhan Mantri Awas Yojana (PMAY) to Rs. 27,500 crore for 2020-21 from Rs. 25,328 crore for 2019-20; extra budgetary allocation of Rs. 10,000 crore each for PMAY-Urban and PMAY-Rural.
- Government will offer support by guaranteeing securities floated under the Partial Credit Guarantee Scheme to provide liquidity to NBFCs/HFCs.
- Equity support of Rs. 22,000 crore to India Infrastructure Finance Company Limited (IIFCL) and a subsidiary of National Investment and Infrastructure Fund (NIIF) to cater to funding requirement of infrastructure projects under National Infrastructure Pipeline.
- Amendments to the Factor Regulation Act, 2011 to enable NBFCs to extend invoice financing to MSMEs through Trade Receivables Discounting System (TReDS).
- Expansion of National Bank for Agriculture and Rural Development (NABARD) refinance scheme for NBFCs and co-operatives.

Internal Control Systems and their adequacy

Given the magnitude and nature of its business, the Company has maintained sound and commercial practice with an effective internal control system. The system ensures that all transactions are authorized, recorded and reported correctly to safeguard the assets of the Company and protect them from any loss due to unauthorized use or disposition. The adequate internal information system is in place to ensure proper information flow for the decision-making process. The Company also has well-established processes and clearly defined roles and responsibilities for people at various levels. The control mechanism also involves well documented policies, authorization guidelines commensurate with the level of responsibility and standard operating procedures specific to the respective

businesses, adherence to which is strictly ensured. Internal audit is carried out frequently to create awareness and to take corrective actions on the respective units or areas, which need rectification.

Outlook, risks and concerns

India has a huge proportion of un-banked and under banked consumers and businesses. Hence, there is a lot of potential for NBFCs, which can still be tapped for future growth. The NBFCs and HFCs are being recognised as being vital for the growth of Indian economy. NBFCs are here to stay and play an important role in economic growth and financial inclusion. As India's economy grows, the requirement for credit will rise more than proportionately. We need both banks and NBFCs to rise to the occasion and power the economy with free flowing credit lines. NBFCs with robust business models, strong liquidity mechanisms and governance & risk management standards are poised to reap the benefit of the market opportunity. NBFCs that are well prepared with their business continuity and contingency plans can quickly bounce back in the post COVID-19 era. With proper planning and strategic initiatives, NBFCs can limit and overcome the impact of this disruption.

Human Resources

The Company regards its human resources as amongst its most valuable assets and proactively reviews policies and processes by creating a work environment that encourages initiative, provides challenges and opportunities and recognizes the performance and potential of its employees attracting and retaining the best manpower available by providing high degree of motivation.

Your Company believes in trust, transparency & teamwork to improve employees productivity at all levels.

Cautionary Statement

The management discussion and analysis report containing your Company's objectives, projections, estimates and expectation may constitute certain statements, which are forward looking within the meaning of applicable laws and regulations. The statements in this management discussion and analysis report could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in the governmental regulations, tax regimes, forex markets, economic developments within India and the countries with which the Company conducts business and other incidental factors.

Disclosure of Accounting Treatment

There has not been any change in accounting policies of the Company during the year while preparing the annual financial statements for the year ended on March 31, 2020.

On behalf of the Board of Directors

For Dynamic Portfolio Management and services Limited

Kailash Chandra Agarwal
DIN: 08650459

Mukesh Chauhan
DIN: 05350819

INDEPENDENT AUDITORS' REPORT

To

**The Members of
Dynamic Portfolio Management & Services Limited**

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Dynamic Portfolio Management & Services Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2020, the Statement of Profit & Loss (including other comprehensive income), the statement of changes in equity, Cash Flow Statement for the year then ended and notes to the financial statements, including a summary of 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 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, of its profit and other comprehensive income, statement of changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Transition date accounting policies due to adoption of Ind-AS:

Key audit matter description

Effective from 1 April 2019, the Company adopted the Indian Accounting Standards ("Ind AS") notified by the Ministry of Corporate Affairs with the Transition date of 1 April 2018.

The following are the major impact areas for the Company upon transition:

Classification and measurement of financial assets and financial liabilities

The migration to the new accounting Frame work (Ind AS) is a complicated Process involving multiple decision points upon transition. Ind AS 101, First Time Adoption prescribes choices and exemptions for first time application of Ind AS principles at the transition date.

We identified transition date accounting as a key audit matter because of significant Degree of management judgment and Application on the areas noted above.

How the matter was address in our audit

We performed the following key audit procedures:

- Assessed the design, implementation and operating effectiveness of key internal controls over management's evaluation of transition date choices and exemptions availed in line with the principles under Ind-AS 101.
- Evaluated management's transition date choice and Exemptions for compliance under Ind-AS 101.
- Assessed the methodology Implemented by Management to give impact on the transition.
- Assessed the accuracy of the computations.
- Assessed areas of significant estimates and management judgment in line with Principles under Ind-AS.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the Board's Report including Annexures to the Board's Report but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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 Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and other comprehensive Income, statement of changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (IND As) specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial 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, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

- i. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure - A" a statement on the matters specified in paragraph 3 and 4 of the Order to the extent applicable.
- ii. As required by the Section 143 (3) of the Act, we report, to the extent applicable that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company, so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit & Loss (including other comprehensive income), Statement of Changes in equity & Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
 - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards (IND As) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on March 31, 2020 and taken on record by the Board of Directors, we report that none of the director is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure - B";
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014, in our opinion and to the best of our information and according to the explanations to us:
 - i. the Company does not have any pending litigations which would impact its financial positions;
 - ii. the Company did not have any long term contracts including derivatives contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

- h) With respect to the other matters to be included in the Auditor's Report under section 197(16) of the Act:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

For M A N V & Associates
Chartered Accountants
Firm Registration No. 007351N

Vijay Kumar Jain
Partner
M. No.087502

Date: 27.06.2020
Place: New Delhi
UDIN: 20087502AAAABL7947

“Annexure- A” referred to in our Independent Auditors’ Report to the Members of Dynamic Portfolio Management & Services Limited on the financial statement for the year ended on 31st March 2020 we report that:

i. a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.

b) The Fixed Assets have been physically verified by the management at reasonable intervals which in our opinion, is reasonable having regard to the size of the Company and nature of its assets. As informed to us no material discrepancies have been noticed on such verification.

c) According to information and explanation given to us and on the basis of our examination of books of account, the Company does not have immovable property during the year and as on 31.03.2020. Therefore, the provisions of paragraph 3(i)(c) of the Order, regarding the title deeds of the immovable properties, is not applicable.

ii. According to information and explanation given to us and on the basis of our examination of books of account, the quoted securities held as stock in trade have been confirmed with the statement of holding of depository at the end of the year. The unquoted securities held as stock in trade have been confirmed with share certificates at the end of the year. In our opinion, the frequency of verification of securities is reasonable.

According to information and explanation given to us and on the basis of our examination of books of account, the procedure of verification of securities held as stock in trade followed by the management were reasonable and adequate in relation to the size of the Company and the nature of its business.

According to information and explanation given to us and on the basis of our examination of books of account, the Company has maintained proper records of securities held as stock in trade and as informed to us no discrepancies have been noticed on verification.

iii. According to information and explanation given to us and on the basis of our examination of books of account, the Company, being a NBFC Company, has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013, except in the normal course of business. Therefore, the provisions of the paragraph 3 (iii) of the Order is not applicable to the Company.

iv. According to information and explanation given to us and on the basis of our examination of books of account, the Company, being a NBFC Company, has not granted any loans, made any investments, given any guarantees and security where provisions of section 185 and 186 of the Act, except in the normal course of operations, are required to be complied with. Therefore, the provisions of the paragraph 3 (iv) of the Order is not applicable to the Company.

- v. According to the information and explanations given to us and on the basis of our examination of books of accounts, the Company has not accepted any deposits from the public covered under section 73 to 76 or other relevant provisions of the Companies Act, 2013 and rules framed thereunder. Therefore, the provisions of the paragraph 3 (v) of the Order is not applicable to the Company.
- vi. As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- vii. According to information and explanations given to us, in respect of statutory dues:
 - a) According to the records of the company, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, to the extent applicable, have generally been regularly deposited with appropriate authorities. According to the information and explanations given to us there were no undisputed statutory dues were outstanding as at 31st March, 2020 for a period of more than six months from the date they became payable.
 - b) According to information and explanation given to us and on the basis of our examination of books of account, there are no disputed dues of income tax, sales tax, service tax, duty of customs, duty of excise and value added tax.
- viii. According to information and explanation given to us and on the basis of our examination of books of account, the Company has not defaulted in the repayment of loans or borrowing to financial institution, bank or government. The Company has not issued any debentures.
- ix. According to information and explanation given to us and on the basis of our examination of books of account, the Company has not raised money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Therefore, the provisions of the paragraph 3 (ix) of the Order is not applicable to the Company.
- x. In our opinion and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.
- xi. According to information and explanation given to us and on the basis of our examination of books of account, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. According to the information and explanations given to us and in our opinion the Company is not a Nidhi Company. Therefore, the provisions of the paragraph 3 (xii) of the Order is not applicable to the Company.
- xiii. According the information and explanations given to us and on the basis of our examination of the records of the Company, all transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards.
- xiv. According the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private

placement of shares or fully or partly convertible debentures during the year. Therefore, the provisions of the paragraph 3 (xiv) of the Order is not applicable to the Company.

- xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly the provisions of the paragraph 3 (xv) of the Order is not applicable to the Company.
- xvi. The Company holds a Certificate of Registration No. B-05.02311 issued by Reserve Bank of India to carry the business of non-banking financial services (Non-Deposit Accepting or Holding) under section 45-IA of the Reserve Bank of India Act, 1934.

For M A N V & Associates
Chartered Accountants
Firm Registration No. 007351N

Date: 27.06.2020

Vijay Kumar Jain

Place: New Delhi

Partner

UDIN: 20087502AAAABL7947

M. No.087502

Annexure -B referred to the Independent Auditor’s Report to the Members of Dynamic Portfolio Management & Services Limited being report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Dynamic Portfolio Management & Services Limited (“the Company”) as at March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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.

Auditor’s Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M A N V & Associates
Chartered Accountants
Firm Registration No. 007351N

Vijay Kumar Jain
Partner
M. No.087502

Date: 27.06.2020
Place: New Delhi

Dynamic Portfolio Management & Services Limited

CIN: L74140DL1994PLC304881

Balance Sheet as at 31.03.2020

Sr. No.	Particulars	Note No.	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
	ASSETS				
(1)	Financial Assets				
(a)	Cash and cash equivalents	15	4,266,890	7,617,912	1,277,918
(b)	Bank Balance other than (a) above	16	-	-	-
(c)	Receivables				
	(I) Trade Receivables	17	-	-	2,704,050
(d)	Loans	18	148,711,899	114,479,911	107,039,765
(2)	Non-financial Assets				
(a)	Inventories	19	8,408,798	8,543,011	8,776,208
(b)	Current tax assets (Net)	20	2,390,586	1,674,914	1,391,411
(c)	Deferred tax Assets (Net)	21	-	16,866	12,784
(d)	Property, Plant and Equipment	22	15,603	25,473	41,659
(e)	Other non-financial assets	23	-	14,261	5,500
	Total Assets		163,793,776	132,372,348	121,249,295
	LIABILITIES AND EQUITY				
	LIABILITIES				
(1)	Financial Liabilities				
(a)	Payables				
	(I) Trade Payables				
	(i) total outstanding dues of micro enterprises and small enterprises		-	-	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		-	-	-
	(II) Other Payables				
	(i) total outstanding dues of micro enterprises and small enterprises		-	-	-

	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	24	760,303	444,212	755,201
(b)	Borrowings (Other than Debt Securities)	25	39,891,836	10,114,287	-
(2)	Non Financial Liabilities				
(a)	Provisions	26	371,779	286,200	267,904
(b)	Deferred Tax Liability (Net)	27	2,193	-	-
(3)	Equity				
(a)	Equity Share Capital	28	116,129,450	116,129,450	116,129,450
(b)	Other Equity	29	6,638,215	5,398,199	4,096,740
	Total Liabilities and Equity		163,793,776	132,372,348	121,249,295

The accompanying notes from 1 to 35 are an integral part of the financial statements

As per our report of even date

For and on behalf of Board of Directors of
Dynamic Portfolio Management & Services Limited

For M A N V & Associates

Firm Registration Number: 007351N

Chartered Accountants

Vijay Kumar Jain

Partner

M. No.087502

Date: 27.06.2020

Place: New Delhi

UDIN: 20087502AAAABL7947

Sunil
Kumar
Gupta
Managing
Director
DIN:

02958759

Mukesh Chauhan
Director

DIN:05350819

Kalilash Chandra
Agarwal

CFO

Neha Sharma
(Company
Secretary)

Dynamic Portfolio Management & Services Limited				
CIN: L74140DL1994PLC304881				
Statement of Profit & Loss for the year ended March 31, 2020				
Sr. No.	Particulars	Note No.	Year Ended 31.03.2020	Year Ended 31.03.2019
	Revenue from operations	30	11,857,186	7,807,787
(I)	Total Revenue from operations		11,857,186	7,807,787
(II)	Other Income (to be specified)	31	16,000	-
(III)	Total Income (I+II)		11,873,186	7,807,787
	Expenses			
	Finance Costs	32	2,312,281	201,846
	Changes in Inventories	33	134,213	233,197
	Employee Benefits Expenses	34	2,526,650	2,835,073
	Depreciation, amortization and impairment	22	9,870	16,186
	Others expenses	35	5,185,797	2,763,326
(IV)	Total Expenses (IV)		10,168,811	6,049,628
(V)	Profit / (loss) before exceptional items and tax (III- IV)		1,704,375	1,758,159
(VI)	Exceptional items		-	-
(VII)	Profit/(loss) before tax (V -VI)		1,704,375	1,758,159
(VIII)	Tax Expense:			
	(1) Current Tax		445,300	460,782
	(2) Deferred Tax		19,059	-4,082
(IX)	Profit / (loss) for the period from continuing operations (VII-VIII)		1,240,016	1,301,459
(X)	Profit/(loss) from discontinued operations		-	-
(XI)	Tax Expense of discontinued operations		-	-

(XII)	Profit/(loss) from discontinued operations(After tax) (X-XI)		-	-
(XIII)	Profit/(loss) for the period (IX+XII)		1,240,016	1,301,459
(XIV)	Other Comprehensive Income			
	(i) Items that will not be reclassified to profit or loss (specify items and amounts)		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	Subtotal (A)		-	-
	(i) Items that will be reclassified to profit or loss (specify items and amounts)		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	Subtotal (B)		-	-
	Other Comprehensive Income (A + B)		-	-
(XV)	Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and other Comprehensive Income for the period)		1,240,016	1,301,459
(XVIII)	Earnings per equity share (for continuing and discontinued operations)			
	Basic (Rs.)		0.11	0.11
	Diluted (Rs.)		0.11	0.11

The accompanying notes from 1 to 35 are an integral part of the financial statements

As per our report of even date	For and on behalf of Board of Directors of Dynamic Portfolio Management & Services Limited		
For M A N V & Associates Firm Registration Number:007351N Chartered Accountants	Sunil Kumar Gupta	Mukesh Chauhan	Kalilash Chandra Agarwal
Vijay Kumar Jain	Managing Director	Director	CFO
Partner	DIN: 02958759	DIN:05350819	
M. No.087502			Neha Sharma (Company Secretary)
Date: 27.06.2020			
Place: New Delhi			

UDIN: 20087502AAAABL7947

Dynamic Portfolio Management & Services Limited

CIN: L74140DL1994PLC304881

Statement of Cash Flow Statement for the year ended March 31, 2020

S.no	Description	Year Ended 31.03.2020	Year Ended 31.03.2019
I	Cash Flow from Operating Activities :-		
	Profit before Tax	1,704,375	1,758,159
	Add / (Less): Adjustments for		
	Loss on derecognition of Property, Plant and Equipment (net)	-	-
	Depreciation and Amortisation	9,870	16,186
	Amortization of discount on Zero Coupon Bonds and Financial Charges on Commercial Papers		
	Operating profit before Working Capital Changes:	1,714,245	1,774,345
	Increase / Decrease in :		
	Trade Receivables	-	2,704,050
	Inventories	134,213	233,197
	loans & advances	(34,231,988)	(7,440,146)
	Borrowings	29,777,549	10,114,287
	Other Payables	316,091	(310,989)
	Provisions	85,579	18,296
	Other non-financial assets	14,261	(8,761)
	Current Tax Assets (Net)	(715,672)	(283,503)
	Cash Flow before Exceptional Items	(2,905,722)	6,800,776
	Exceptional Items	-	-
	Cash Flow from Operations Before Tax	(2,905,722)	6,800,776
	Income Tax paid	(445,300)	(460,782)
	Income Tax Refund	-	-
	Net Cash flow from Operating Activities	(3,351,022)	6,339,994
II.	Cash Flow From Investing Activities :		
	Proceeds from disposal of Property, Plant and Equipment	-	-

	Purchase of Property, Plant and Equipment	-	-
	Increase / Decrease in Other Investments		
	Net Cash flow from Investing Activities	-	-
III.	Cash Flow From Financing Activities :		
	Issue of Bonds (including premium) (Net of Redemptions)	-	-
	Raising of Long Term Loans (Net of Repayments)	-	-
	Net Cash in-flow from Financing Activities	-	-
	Net Increase / Decrease in Cash and Cash Equivalents	(3,351,022)	6,339,994
	Add: Cash and Cash Equivalents at beginning of the financial year	7,617,912	1,277,918
	Cash and Cash Equivalents at the end of the financial year	4,266,890	7,617,912

The accompanying notes from 1 to 35 are an integral part of the financial statements

As per our report of even date	For and on behalf of Board of Directors of		
	Dynamic Portfolio Management & Services Limited		
For M A N V & Associates			
Firm Registration Number:007351N			
Chartered Accountants			
	Sunil Kumar Gupta	Mukesh Chauhan	Kalilash Chandra Agarwal
Vijay Kumar Jain	Managing Director	Director	CFO
Partner	DIN: 02958759	DIN:05350819	
M. No.087502			

Notes to and forming Part of Balance Sheet as at March 31, 2020

15	Cash & Cash Equivalent			
Sr. No.	Particulars	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
(i)	Balances with Banks (of the nature of cash & cash equivalents)			
	- In Current Account	2,915,357	6,291,660	1,152,274
	- In Term Deposit Account	-	-	-
	- Cash	1,351,533	1,326,252	125,644
(ii)	Cheques, Drafts on hand including postage and Imprest	-	-	-
	Total Cash & Cash Equivalents	4,266,890	7,617,912	1,277,918
16	Bank Balance other than included in Cash & Cash Equivalents			
Sr. No.	Particulars	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
(i)	Earmarked Balances with Banks			
	- Term Deposits Accounts	-	-	-
	- Unpaid Dividend	-	-	-
	- Unpaid - Bonds / Interest on Bonds etc.	-	-	-
	- Amount received under IPDS / R-APDRP scheme	-	-	-
	Total Bank Balance other than included in Cash and Cash Equivalents	-	-	-
17	Trade Receivables			
Sr. No.	Particulars	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
(i)	Receivables considered good - Unsecured;			
	- Outstanding for a period not exceeding six months from due date	-	-	-
	- Outstanding for a period exceeding six months from due date	-	-	2,704,050

	Total Trade Receivables	-	-	2,704,050
18	Loans			
Sr. No.	Particulars	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
A	Loans to Borrowers			
	Loans given	148,711,899	114,479,911	107,039,765
	Total Trade Receivables	148,711,899	114,479,911	107,039,765
19	Inventories			
Sr. No.	Particulars	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
1	Quoted Securities	608,076	642,289	875,486
2	Unquoted Securities	7,800,722	7,900,722	7,900,722
	Total Inventories	8,408,798	8,543,011	8,776,208
20	Current tax assets (Net)			
Sr. No.	Particulars	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
1	Tax Deducted at Sources	2,835,886	2,135,696	1,787,598
2	Provision for Income Tax	(445,300)	(460,782)	(396,187)
	Total Inventories	2,390,586	1,674,914	1,391,411
21	Deferred tax Assets (Net)			
Sr. No.	Particulars	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
1	Opening Deferred Tax Assets \ (Liabilities)	-	12,784.00	66,604.00
2	Deferred Tax Assets \ (Liabilities) during the year	-	4,082.00	(53,820.00)
	Total Inventories	-	16,866.00	12,784.00
22	Property, Plant and Equipment (PPE)			
Sr. No.	Net Carrying Amount	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
1	Office Equipment	11,768	21,638	36,458
2	Computer	3,835	3,835	5,201
	Total Property, Plant & Equipment	15,603	25,473	41,659
	Gross Carrying Amount	Property, Plant and Equipment		

		Office Equipment	Computer		
	Opening as on 01.04.2018	99,000	76,686		
	Addition/ adjustments	-	-		
	Disposal/ adjustments	-	-		
	Closing as on 31.03.2019	99,000	76,686		
	Addition/ adjustments	-	-		
	Disposal/ adjustments	-	-		
	Closing as on 31.03.2020	99,000	76,686		
	Accumulated Depreciation/ Amortisation	Property, Plant and Equipment			
		Office Equipment	Computer		
	Opening as on 01.04.2018	62,542	71,485		
	Addition/ adjustments	14,820	1,366		
	Disposal/ adjustments	-	-		
	Closing as on 31.03.2019	77,362	72,851		
	Addition/ adjustments	9,870	-		
	Disposal/ adjustments	-	-		
	Closing as on 31.03.2020	87,232	72,851		
23	Other non-financial assets				
Sr. No.	Particulars		As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
1	Employee Advances		-	14,261	5,500
	Total Inventories		-	14,261	5,500
24	Other Payables				
Sr. No.	Particulars		As at 31.03.2020	As at 31.03.2019	As at 01.04.2018

1	M A N V & Associates	86,250	5,250	100,559
2	Expenses Payable	0	105,583	145,722
3	TDS Payable	235,293	42,085	18,813
4	Salary payable	357,760	210,294	409,107
5	Audit Fee payable	81,000	81,000	81,000
	Total Other Payables	760,303	444,212	755,201
25	Borrowings (Other than Debt Securities)			
Sr. No.	Particulars	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
1	Bharat Products Limited	-	7,614,287	-
2	Om Enclave Pvt Ltd	2,874,748	-	-
3	Rsnd Envirocare Pvt Ltd	11,777,233	-	-
4	Swarnapushpa Vanijya Pvt Ltd	19,485,199	-	-
5	Vishalaksh Real Estate Pvt Ltd	-	2,500,000	-
6	Weldon Fincap Private Limited	5,754,656	-	-
	Total Borrowings	39,891,836	10,114,287	-
26	Provisions			
Sr. No.	Particulars	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
1	Provision on Standard Assets	371,780	286,200	267,904
	Total Provisions	371,780	286,200	267,904
27	Deferred Tax Liability (Net)			
Sr. No.	Particulars	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
1	Deferred Tax Liability	2,193	-	-
	Total Deferred Tax Liability (Net)	2,193	-	-

28	Equity Share Capital			
	Particulars	As at 31.03.2020	As at 31.03.19	As at 01.04.2018

Sr. No.		Number	Amount	Number	Amount	Number	Amount
(A) Authorised Share Capital							
	Equity Share Capital (par value per share Rs. 10 each)	12,110,000	121,100,000	12,110,000	121,100,000	12,110,000	121,100,000
(B) Issued, Subscribed and Fully Paid-up Capital							
	Equity Share Capital (par value per share Rs. 10 each)	11,691,800	116,918,000	11,691,800	116,918,000	11,691,800	116,918,000
	Less: Calls in Arrear		788,550		788,550		788,550
		11,691,800	116,129,450	11,691,800	116,129,450	11,691,800	116,129,450
(C) Reconciliation of Equity Share Capital							
	Opening Equity Share outstanding	11,691,800	116,129,450	11,691,800	116,129,450	11,691,800	116,129,450
	Changes during the year	-	-	-	-	-	-
	Closing Equity Share Capital	11,691,800	116,129,450	11,691,800	116,129,450	11,691,800	116,129,450

28.1 Shares in the Company held by each shareholder holding more than 5% of the shares							
Sr. No.	Particulars	As at 31.03.2020		As at 31.03.19		As at 01.04.2018	
		Number	%	Number	%	Number	%
1	Vipul Goel	1,447,500	12.38%	1,447,500	12.38%	1,447,500	12.38%
2	Pallavi Goel	1,460,000	12.49%	1,460,000	12.49%	1,460,000	12.49%
3	Princep Trade & Finance Pvt. Ltd.	-	0.00%	703,500	6.02%	703,500	6.02%
4	Pawan Kumar Sharma	696,720	5.96%	-	0.00%	-	0.00%
28.2 Terms/rights attached to equity shares:							

		The Company has only one class of share capital, i.e. equity shares having face value of Rs.10 per share. Each holder of equity share is entitled to one vote per share.						
28.3	Details of shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues and brought back during the last 5 years to be given for each class of shares							
	The aggregate number of equity shares allotted as fully paid up by way of bonus shares or pursuant to contract, without payment being received in cash or shares bought back in immediately last 5 years ended on March 31,							
28.4	Shares reserved for issue under options and contracts/commitments outstanding as at the end of the year on un-issued share capital: NIL (Previous year: NIL)							
29	Other Equity							
	Particulars	As at 31.03.2020		As at 31.03.2019		As at 01.04.2018		
	Special Reserve u/s 451C of the RBI Act 1934							
	Opening Balance	1,768,394.00		1,508,102.00		1,276,411.00		
	Add:- Transfer from Statement of Profit & Loss	248,003.00	2,016,397.00	260,292.00	1,768,394.00	231,691.00	1,508,102.00	
	Surplus in Statement of Profit and Loss							
	Opening Balance	3,629,805.00		2,588,638.00		1,661,876.00		
	Profit/(Loss) for the year	1,240,015.79		1,301,459.00		1,158,453.00		
		4,869,820.79		3,890,097.00		2,820,329.00		
	Less:- Transfer to Special Reserve u/s 45-IC of RBI Act,1934	(248,003.00)	4,621,817.79	(260,292.00)	3,629,805.00	(231,691.00)	2,588,638.00	
	Total Other Equity		6,638,215		5,398,199		4,096,740	

30	Revenue from operations			
Sr. No.	Particulars		As at 31.03.2020	As at 31.03.2019
1	Interest Received		11,847,186	7,807,787
2	Sale of Shares		10,000	-
	Total Interest Income		11,857,186	7,807,787
31	Other Income			
Sr. No.	Particulars		As at 31.03.2020	As at 31.03.2019
1	Misc Income		16,000	0
	Total Other Income		16,000	0
32	Finace Cost			
Sr. No.	Particulars		As at 31.03.2020	As at 31.03.2019
1	Interest Expenses		2,312,281	201,846
	Total Finace Cost		2,312,281	201,846
33	Changes in Inventories			
Sr. No.	Particulars		As at 31.03.2020	As at 31.03.2019
1	Opening Inventory		8,543,011	8,776,208
2	Closing Inventory		8,408,798	8,543,011
	Total Changes in Inventory		134,213	233,197
34	Employee Benefits Expenses			
Sr. No.	Particulars		As at 31.03.2020	As at 31.03.2019
1	Salaries, Wages and Bonus		2,526,650	2,783,615
2	Staff Welfare Expenses		-	51,458
	Total Employee Benefits Expenses		2,526,650	2,835,073

35	Other Expenses			
Sr. No.	Particulars		As at 31.03.2020	As at 31.03.2019
1	Advertisement		68,228	136,972
2	General & Miscellaneous Expenses		416,677	381,011
3	Legal & Professional fees		1,239,747	1,399,450
4	NSDL/CDSL and Listing Fee		549,688	365,800
5	Provisions on Standard Assets		85,580	18,296
6	Meeting Expenses		0	57,940
7	Auditor's Fee		88,500	88,500
8	Postage & Stamp		57,300	30,132
9	Printing & Stationery		61,168	40,750
10	Rent		402,500	0
11	Repair & Maintenance		28,500	0
12	Transfer Agent Fee		80,144	77,568
13	Travelling & Conveyance Expenses		115,891	114,607
14	Bad Debts		1,616,957	0
15	Business Promotion Expenses		143,318	19,800
16	Car Expenses		81,600	0
17	Commission Paid		150,000	32,500
	Total Other Expenses		5,185,797	2,763,326

The accompanying notes from 1 to 35 are an integral part of the financial statements

As per our report of even date

For and on behalf of Board of Directors of
Dynamic Portfolio Management & Services Limited

For M A N V & Associates

Firm Registration Number:007351N

Chartered Accountants

Vijay Kumar Jain	Sunil Kumar Gupta	Mukesh Chauhan	Kalilash Chandra Agarwal
Partner	Managing Director	Director	CFO
M. No.087502	DIN: 02958759	DIN:05350819	

Date: 27.06.2020

Place: New Delhi

UDIN: 20087502AAAABL7947

Neha Sharma
(Company Secretary)

1. Company Information

Dynamic Portfolio Management & Services Ltd. (the “Company”) was incorporated in the year 1994. The Company is domiciled in India and is limited by shares, having its registered office at 916, Tower-2 Pearl Omaxe Building, Netaji Subhash Place Pitampura New Delhi North West DL 110034.

Equity shares of the Company are listed on BSE Limited.

2. Statement of Compliance

The Company has adopted Indian Accounting Standards (referred to as “Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) with effect from 01.04.2019. These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as “Ind AS”) prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time. These are the Company’s first Ind AS Financial Statements and the date of transition is 01.04.2018.

The Company prepared its financial statements up to the year ended 31.03.2019, in accordance with the requirements of previous Generally Accepted Accounting Principles (previous GAAP), which includes Accounting Standards (AS) specified under Section 133 of the Companies Act, 2013 read with rules made thereunder, applicable RBI directions and the applicable guidelines issued by Securities and Exchange Board of India (SEBI).

3. Significant Accounting Policies

The significant accounting policies applied in preparation of financial statements are as given below:

3.1 Basis of preparation and Measurement

These financial statements have been prepared on going concern basis following accrual system of accounting. The assets and liabilities have been measured at historical cost or at amortized cost or at fair value at the end of each reporting period. The Company has assumed 12 months for the purpose of current and non-current classification of assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The functional Currency of the company in Indian rupee (INR).

3.2 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit/loss before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing flows. The cash flows from operating, investing and financing activities of the Company are segregated.

3.3 Use of estimates and judgments

In preparation of the financial statements, the Management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities including contingent liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience & other relevant factors and are reviewed on an ongoing basis. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

3.4 Cash and Cash Equivalents

Cash comprises all highly liquid financial instruments, which are readily convertible into known cash and demand deposits. The Company considers cash equivalents as all short term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

3.5 Property, Plant and Equipment (PPE) and Depreciation

Property, Plant and Equipment are stated at cost comprising of purchase price and any initial directly attributable cost of bringing the asset to its working condition for its intended use, less accumulated depreciation (other than freehold land) and impairment loss, if any.

Depreciation is provided for Property, plant and equipment on straight line basis so as to expense the cost less residual value over their estimated useful lives based on technical evaluation. The estimated useful lives and residual values are reviewed at the end of each reporting period, with the effect of any changes is estimate accounted for on a prospective basis.

Depreciation on additions to/deductions from PPE during the year is charged on pro-rata basis from/up to the month in which the asset is available for use/disposed.

An item of PPE is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the de-recognition of an item of PPE is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

3.6 Impairment of assets

An asset is treated as impaired when the carrying amount of asset exceeds its recoverable value.

The Company assesses at each Balance Sheet date whether there is an indication that an asset may be impaired.

3.7 Provisions and Contingent Liabilities

Provisions are recognized when the Company has a present legal or constructive obligation as a result of a past event, if it is probable that the Company will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Where it is not probable that an outflow of economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as contingent liability in notes to accounts, unless the probability of outflow of economic benefits is remote.

3.8 Employee benefits

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related service is rendered.

Long-term employee benefits are recognized as an expense in the Statement of Profit and Loss for the year in which the employees have rendered services.

3.9 Recognition of Revenue and Expenditure

Interest on financial assets is recognized on accrual basis in accordance with the terms of the respective contract, taking into consideration the proportion of time and the applicable interest rate.

Revenue from trading in securities is accounted on settlement date basis.

All the expenses are accounted for on accrual basis.

3.10 Income Taxes

Income Tax expense comprises of current and deferred tax. It is recognized in Statement of Profit and Loss, except when it relates to an item that is recognized in OCI or directly in equity, in which case, tax is also recognized in OCI or directly in equity.

Current Taxes

Current tax is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted and as applicable at the reporting date, and any adjustments to tax payable in respect of Previous Years.

Current tax assets and liabilities are offset when there is a legally enforceable right to set off the Recognized amounts and there is an intention to settle the asset and liability on a net basis.

Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and Liabilities in the financial statements and the corresponding tax bases used in the computation of taxable income. Deferred tax is measured at the tax rates based on the laws that have been enacted or substantively enacted by the reporting date, based on the expected manner of

realization or settlement of the carrying amount of assets / liabilities. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against liabilities, and they relate to income taxes levied by the same tax authority.

A deferred tax liability is recognized for all taxable temporary differences. A deferred tax asset is recognized for all deductible temporary differences to the extent that it is probable that future taxable profits will be available against which the deductible temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3.11 Dividends

Final dividends are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Board of Directors of the Company. However there's no dividend declared by the company during the year.

3.12 Inventories

Inventories, Consisting of Share, are valued as under:

Quoted Share: Lower of Cost or Market Price

Unquoted Share: At Cost

3.13 Earnings per share

Basic earnings per equity share is calculated by dividing the net profit or loss attributable to equity Shareholders of the company by the weighted average number of equity shares outstanding during the Financial year.

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

4. First time adoption – mandatory exceptions and optional exemptions

The Financial Statements have been prepared in accordance the Ind AS applicable as at 31.03.2020. These accounting and measurement principles have been applied retrospectively to the date of transition to Ind AS and for all periods presented.

5. Statement of activities applicable to Non-Banking Finance Companies (Non Deposit Accepting Holdings):

The Company holds a Certificate of Registration No. B-05.02311 issued by Reserve Bank of India to carrying the business of non-banking financial services (Non-Deposit Accepting or Holding) under section 45 IA of the RBI Act, 1934.

The Company is entitled to continue to hold the Certificate of Registration in terms of assets/income pattern as on 31st march 2020, in terms of paragraph 15 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 in respect of non-deposit taking NBFCs.

The Company has not accepted any public deposit during the relevant year.

The Company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it in terms of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

6. Related Party Disclosure

- Name of related party & description of relationship**

Key Management Person of company	
1.	Mr. Sunil Kumar Gupta, Managing Director
2.	Ms.Kanti Gupta, CFO (upto 16.05.2019)
3.	Mr.Kailash Chandra Agarwal, CFO & Executive Director
4.	Ms.Priya Choudhary, Company Secretary (upto 01.06.2019)
5.	Ms. Neha Sharma, Company Secretary
6.	Mr.Kailash Chandra Agarwal, Executive Director
7.	Ms. Anita Mittal, Independent Director
8.	Mr. Ravi Kumar Newatia, Independent Director
9.	Mr. Sushil Kumar, Independent Director
Enterprises over which Key Management Personnel have their significant influence and substantial interest	
1.	Chitlangia Timber Products Limited
2.	OM Enclave Private Limited
3.	Ritesh Exim Private Limited
4.	Swarnapushpa Vanijya Private Limited

- Transactions with related parties**

Descriptions	During FY 2019-20	During FY 2018-19
Salary paid to Narendra Singh, Company Secretary	-	77,000.00
Salary Paid to Abhishek Kumar, CFO	-	14,020.00
Salary Paid to Jitender Verma, CFO	-	92,232.00
Salary Paid to Kanti Gupta, CFO	-	1,49,096.00
Salary Paid to Preeti Chauhan, Company Secretary	-	51,170.00
Neha Sharna, Company Secretary	96,774.00	-
Kailash Chandra Agarawal, CFO	2,40,000.00	-

Mukesh Chauhan, Executive Director	3,03,910.00	-
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7. Classification of Loan under RBI Guidelines

Description	As at March 2020	As at March 2019
Standard assets	14,87,11,899.00	11,44,79,911.00
Sub-standard assets	-	-
Doubtful assets	-	-
Loss assets	-	-

8. Bases on the information and documents available with the company and the representation letter received from the management of companies, there was/is no amount due to Micro, Small and Medium Enterprises as defined in the "Micro, Small and Medium Enterprises Development Act, 2006.

9. Disclosure regarding loans given, investment made and guarantee given pursuant to section 186(4) of the companies act 2013 ;

The Company, being a non-banking finance company registered with the Reserve Bank of India and engaged in the business of giving loans, is exempt from complying with the provisions of section 186(4) of the Companies Act, 2013. Accordingly, the disclosures of the loans given and investment made as required under the aforesaid section have not been made.

10. The provisions of Section 135 "Corporate Social Responsibility" of companies' act 2013 are not applicable on the company in view of the fact that company does not meet any of the criteria as mentioned for applicability of provisions of CSR.

11. Segment Reporting

The company is in the business of NBFC. Considering the core activities of the company, the management is of the view that it is a single reportable business segment and hence, disclosure relating to primary segment is not applicable

12. In the opinion of the Board, the current assets, loans and advances have a value on realization on the ordinary course of business at least equal to the amount shown in Balance Sheet. The Balances of Loans given are subject to confirmation.

13. Contingent liabilities and commitments (to the extent applicable)

Description	March 31,2020	March 31,2019
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Contingent Liabilities		
Claims against the Company not acknowledged as debts	-	-
Commitments		
Estimated amount of Contracts remaining to be executed on Capital Account and not provided for	-	-

14. Disclosure of "Earning Per Share"

Description	FY 2019-20	FY 2019-20
Profits attributable to the owners of the company (Rs.)	12,40,015.79	13,01,459.00
Weighted number of equity shares (basic)	1,16,91,800	1,16,91,800
Weighted number of equity shares (diluted)	1,16,91,800	1,16,91,800
Earnings per share (basic)	0.11	0.11
Earnings per share (diluted)	0.11	0.11

ATTENDANCE SLIP AND PROXY FORM

In view of the massive outbreak of the COVID- 19 pandemic, social distancing has to be a pre-requisite.

Pursuant to the above mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Pursuant To The Provisions Of The Act, A Member Entitled To Attend And Vote At The AGM Is Entitled To Appoint A Proxy To Attend And Vote On His /Her Behalf And The Proxy Need Not Be A Member Of The Company. Since This AGM Is Being Held Pursuant To The MCA And SEBI Circulars Through VC/OAVM, The Requirement Of Physical Attendance Of Members Has Been Dispensed With. Accordingly, In Terms Of The MCA Circulars, The Facility For Appointment Of Proxies By The Members Will Not Be Available For This AGM And Hence The Proxy Form And Attendance Slip Are Not Annexed To This Notice.